

Audit and Permitted Non-Audit Services Pre-Approval Policy

(Pertaining to the Company's Independent Auditor)

Statement of Principles

Pursuant to the Sarbanes-Oxley Act of 2002 (the "Act") and in accordance with the Charter of the Audit Committee (the "Audit Committee") of the Board of Directors of The Bank of New York Mellon Corporation (the "Company"), the Audit Committee is responsible for the appointment, compensation and oversight of the work of the Company's independent auditor. As part of this responsibility, the Audit Committee is required to pre-approve all audit and permitted non-audit services performed by the Company's independent auditor in order to assure that the auditor's independence from the Company is not compromised. To implement auditor independence provisions of the Act, the Securities and Exchange Commission (the "SEC") has issued rules specifying the types of services that an independent auditor may not provide to its audit client and requirements for an audit committee's administration of the engagement of the independent auditor.

Accordingly, the Audit Committee has adopted, and the Board of Directors has ratified, this Audit and Non-Audit Services Pre-Approval Policy (the "Policy"), which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved. For purposes of this Policy, the Company's independent auditor is any registered public accounting firm engaged to prepare or issue, or to participate in the preparation or issuance of the consolidated audited financial statements of the Company.

Approach to Pre-Approving Services

The SEC's rules establish two different and equally valid approaches to pre-approving audit and permitted non-audit services. Proposed services either may (i) be pre-approved pursuant to pre-approval policies and procedures established by the Audit Committee that are detailed as to the particular service and do not delegate Audit Committee responsibilities to management (such as this Policy), without consideration of specific case-by-case services by the Audit Committee ("class pre-approval") or (ii) require the specific pre-approval of the Audit Committee ("specific pre-approval"). The Audit Committee believes that the combination of these two approaches in this Policy will result in an effective and efficient procedure to pre-approve services performed by the independent auditor. As set forth in this Policy, unless a class of service has received class pre-approval, it will require specific pre-approval by the Audit Committee if it is to be provided by the Company's independent auditor. Any proposed services exceeding pre-approved cost levels will also require Specific Approval by the Audit Committee.

Audit Committee Considerations in Approving Audit Engagements

For both types of pre-approval, the Audit Committee will consider whether such services are consistent with the SEC's rules on auditor independence and whether the provision of such services by an independent auditor would impair the independent auditor's independence. The Audit Committee will also consider whether the independent auditor

is best positioned to provide the most effective and efficient service for reasons such as (a) its familiarity with the Company's business, personnel, accounting systems, risk profile and other factors, and (b) whether the service might enhance the Company's ability to manage or control risk or improve audit quality. All such factors will be considered as a whole, and no one factor should necessarily determine the result of the approval process.

Documenting the Pre-Approved Services

The Appendices to this Policy describe the Audit, Audit-related, Tax and All Other services that have the class pre-approval of the Audit Committee. The Audit Committee will review and pre-approve the services that may be provided by the independent auditor during a specified period without the need to obtain specific pre-approval from the Audit Committee. The services listed in the Appendices to this Policy may be provided by the independent auditor during the calendar year 2010. The Audit Committee will periodically revise the list of services that have received class approval. The Chief Auditor will maintain the record of class approved services. From time to time, in its discretion, the Audit Committee may modify the list of class approved services and so inform the Chief Auditor who will record such changes. No service that is absent from the record of class approved services may be commenced without specific approval. The Audit Committee expects that the annual engagement letter with the independent auditor will contain a reasonably detailed description of services proposed to be provided by the independent auditor during the period covered by the engagement letter and related estimated fees (supported by reasonably detailed analyses). By approval of the engagement letter, the services in that engagement letter will have specific pre-approval.

Policy Review by Independent Auditor

The Company's independent auditor has reviewed this Policy and believes that the Policy is consistent with independence rules.

Delegation of Pre-Approval Authority

As provided in the Act and the SEC's rules, the Audit Committee may delegate either type of pre-approval authority to one or more of its members. A member to whom such authority is delegated must report all class approval and specific approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee may not delegate to management its responsibility to pre-approve services to be performed by the Company's independent auditor.

Description of Service and Pre-Approvals: Audit Services

Audit Services include the annual financial statement audit (including required quarterly reviews), subsidiary audits, equity investment audits and other procedures required to be performed by the Company's independent auditor to enable the auditor to form an opinion on the Company's consolidated financial statements. Such other procedures include reviews of information systems, procedures and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit or quarterly reviews of operations and financial results. Audit

Services also include the attestation engagement for the independent auditor's report on Management's Report on Internal Controls for Financial Reporting.

Audit Services are subject to class approval. The consolidated *Engagement Terms and Fees* will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will monitor the Audit Services Engagement, as necessary, and will also approve, if necessary, any changes in terms, conditions, and fees resulting from changes in audit scope, Company structure or other items

In addition to those specifically pre-approved services listed in the independent auditor's Engagement Terms and Fees, the Audit Committee has granted class pre-approval to certain Audit Services listed in Appendix A. All other Audit Services must receive specific approval of the Audit Committee if they are to be performed by the Company's independent auditors.

Description of Services and Pre-Approvals: Audit-Related Services

Audit-Related Services are assurance and related services that are related to the performance of the audit or review of the Company's financial statements or that are more effectively performed by the Company's independent auditor. The Audit Committee believes that the providing of Audit-Related Services by the Company's independent auditor does not impair the independence of that auditor and is consistent with the SEC's rules on auditor independence. Therefore, the Audit Committee may grant class approval to Audit-Related Services. Audit-Related Services include, but are not limited to, financial audits of employee benefit plans, issuance of reports under recognized auditing or attestation standards such as SAS 70 reports and FRAG 21 reports, and certain assistance with implementation of the requirements of SEC rules and standards promulgated pursuant to the Sarbanes-Oxley Act of 2002.

In addition to those specifically pre-approved services listed in the independent auditor's Engagement Terms and Fees, the Audit Committee has pre-approved certain Audit-Related Services listed in Appendix A by the class approval process. All other Audit-Related Services must have specific approval of the Audit Committee if they are to be performed by the Company's independent auditors.

Description of Services and Pre-Approvals: Tax Services

The Audit Committee believes that the Company's independent auditor can provide Tax Services to the Company such as tax compliance, tax planning, and tax advice without impairing the auditor's independence, and the SEC has stated that the independent auditor may provide such services. Hence, the Audit Committee believes it may grant class approval to those recurring Tax Services that have historically been provided by the auditor. The Audit Committee has reviewed and believes the performance of such services would not impair the independence of the auditor, and are consistent with the SEC's rules on auditor independence. The Audit Committee will not permit the retention of the Company's independent auditor in connection with any transaction initially recommended by the independent auditor, the sole business purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committee will consult with the Chief Auditor,

Senior Tax Officer or outside counsel and determine whether the Company's tax planning and reporting policies and practices are consistent with this Policy. However, the Audit Committee is ultimately responsible for the determination of whether a Tax service would impair independence.

The Audit Committee has granted class pre-approval to certain recurring Tax Services and non-recurring Tax Services in Appendix A, which relate to tax return preparations and tax advisory services, subject to the monetary limits noted in Appendix A. All other Tax Services must have specific approval of the Audit Committee if they are to be performed by the Company's independent auditors.

Description of Services and Pre-Approvals: All Other Services

The Audit Committee believes, based on SEC's rules on non-audit services, that some other non-audit services are permitted. Accordingly, the Audit Committee believes it may grant class approval of permitted non-audit services that it considers to be routine and recurring services that would not impair the independence of the auditor and that are consistent with SEC's rules on auditor independence.

The Audit Committee has granted class pre-approval to certain permitted non-audit services, designated as Other Services in Appendix A, subject to the monetary limits described in the Appendix. Other permitted non-audit services not listed in Appendix A require specific approval of the Audit Committee if they are to be performed by the Company's independent auditors.

The SEC has identified Prohibited Non-Audit Services, as listed in Appendix B of this policy. The Company will not engage its independent auditor for such services. The Audit Committee will consider SEC rules and relevant guidance when determining possible exceptions to certain of the prohibitions.

Procedures for Approval of Engagements

All requests or applications for services to be provided by the independent auditor shall be submitted to the Chief Auditor (or his delegate) and must include a detailed description of the services to be rendered. The Chief Auditor will determine whether or not such services are included among the services that have received class approval or require specific approval of the Audit Committee. The Audit Committee will be informed by the Chief Auditor on a timely basis of any such services proposed to be rendered by the Company's independent auditor and requiring specific approval, and requests for approval will be presented within reasonable time for the Audit Committee to consider them.

Requests or applications to provide services that require specific approval of the Audit Committee will be submitted to the Audit Committee by both the Company's independent auditor and the Chief Auditor and must include a joint statement as to whether, in their view, the request or application is consistent with SEC's rules on auditor independence.

The Audit Committee has designated the Chief Auditor to monitor and report on the performance of all services provided by the Company's independent auditor and to determine whether such services are in compliance with this Policy. The Corporation's Chief Auditor will report to the Audit Committee on a periodic basis on the results of his or her monitoring. Both the Corporation's Chief Auditor and management will promptly report to the Chair of the Audit Committee any breach of this Policy that comes to their attention.

As approved by the Audit Committee
December XX, 2010

Appendix A – Pre-approved Services

Audit Services

Class approval established for the following services:

- Separate audits of branches and subsidiaries of the Company required by local regulatory or statutory bodies
- Audits of management assertions related to the effectiveness of internal controls over financial reporting required under applicable sections of FDICIA and the Sarbanes-Oxley Act
- Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, agreed-upon procedures letters, and consents), and assistance in responding to SEC comment letters
- Closing balance sheet audits pertaining to acquisitions and dispositions

Class approval up to an aggregate fee level of \$350,000 for Audit Services and Audit-Related Services as follows:

- Consultations as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies (whether Audit or Audit-Related Services).
- Review of the effectiveness of the internal audit function at the request of third parties (Audit-Related Services)
- Consultation on accounting issues regarding employee benefit plans and programs (Audit-Related Services)

Audit-Related Services

Class approval for the following services:

- Issuance of reports relating to aspects of the Company's financial reporting or operational processes under recognized auditing or attestation standards and requirements including but not limited to: SAS 70 reports, FRAG 21 reports, reports under the AICPA's Trust Services Principles and agreed upon procedures reports
- Financial statement audits of employee benefit plans
- Financial statement audits of wholly-owned or majority owned subsidiaries, as well as joint ventures, requested by management but not required by local regulatory bodies or statutory requirements (whether audit or audit-related).
- Assistance in dealing with and responding to the Securities and Exchange Commission, the Federal Reserve Board, the Office of the Comptroller of the Currency and other domestic and international regulatory agencies on financial matters

- Subsidiary, equity investee or other related entity audits or audits of pools of assets not required by statute or regulation that are incremental to the audit of the consolidated financial statements (whether audit or audit-related).

Specific approval is required for all other audit-related services, including:

- Due diligence services pertaining to potential business acquisitions/dispositions
- Information systems reviews not performed in connection with the audit or SAS 70s (e.g., review of controls within specific applications, reviews of data center activities - which may include physical, data and application security, back up and disaster recovery processes, and technical reviews)

Tax Services: Recurring Tax Services

Class approval established pursuant to the Pre-Approval Policy for the following services:

U.S. federal, state and local tax compliance, including the tax return preparation as required for Company and its branches and subsidiaries. Pre-approval would include:

- *Preparation and/or review of federal and/or state/local corporate income, sales/use, excise, consumption, asset based, franchise, and/or intangibles tax returns, extensions, and estimates;*
- *Preparation and/or review of amended returns in the aforementioned categories as required to reflect audit adjustments, correct errors or otherwise reflect a change in tax position as determined by the Company or the appropriate taxpayer;*
- *Preparation and/or review of federal and/or state/local partnership returns, including preparation of Forms K-1 issued to partners. Includes partnerships in which multiple BNY, Mellon, or BNYMellon entities are partners as well as partnerships involving third-party investors and/or company employees. Also includes review of relevant legal documentation to ensure that returns are prepared in accordance with the intent of the parties;*
- *Preparation and/or review of other returns, including trust reporting (i.e. Form 1041), informational returns (i.e. Forms 1099, 1042, 5471, 5472, etc.), which may be required under relevant federal and state/local tax requirements; and,*
- *Preparation and/or review of returns in any of the aforementioned categories, for taxpayers with respect to which the Company is responsible for tax compliance due to its status as an administrator, fiduciary, trustee, or similar role. ⁽¹⁾*

International tax compliance, including local tax return preparation filed by the Company's entities under applicable foreign tax statute. Pre-approval would include:

- *Preparation and/or review of foreign tax returns and calculation of estimated payments, including returns reporting corporate income taxes, franchise taxes, value added taxes (VAT), consumption, excise, license fees, asset based, sales, transfer, gross receipts, withholding, stamp duty, and branch-level taxes which may be imposed on a BNY, Mellon, or BNYMellon entity as a result of its activities overseas;*

- *Review of head office charge to overseas branches for purposes of issuing “comfort letters” for submission to tax authorities in support of claimed deductions; and,*
- *Preparation and/or review of returns in any of the aforementioned categories, for taxpayers with respect to which the Company is responsible for tax compliance due to its status as an administrator, fiduciary, trustee, or similar role.*

Preparation of US Federal, state and local income tax returns, foreign tax return, as required, and tax equalization calculations for the global expatriate tax workforce. However, specific pre-approval from the Audit Committee will be required for such work to be performed for any executive above the level of EVP, or for any person serving in a financial reporting oversight role.

Specific pre-approval from the Audit Committee or its designee will also be required for:

- *Assistance with respect to notices, inquiries, and audits of U.S., state/local, and foreign returns prepared by KPMG on behalf of expatriates, and inpatriates, including representation of expatriates, and inpatriates in connection with audits and appeals as required;*
- *Preparation of amended expatriate returns as required; and,*
- *Advice with respect to the U.S., state, local, and foreign personal income tax consequences of assignments of Company personnel in a non-FROR to various business units, including foreign, U.S., and state/local tax consequences. Includes evaluation of all relevant payroll tax issues, including advice with respect to work permits and social security, so long as the provision of such advice does not constitute legal services in the jurisdiction in question.*

Tax Services: Non-Recurring Tax Services

Non-Recurring Tax Services

Class approval established pursuant to the Pre-Approval Policy for the following services, subject to an aggregate pre-approval limit of 1,500,000 and an individual engagement or project limit of \$250,000; if exceeded, specific approval from the Audit Committee or its designee is required. The aggregate limit will exclude those engagements of KPMG in which the Company is involved due to its status as administrator, fiduciary, trustee, or similar role.

U.S. federal, state and local tax planning and advice. Class pre-approval would include:

- *Assistance regarding U.S. federal taxes, including income and excise taxes. The scope of services includes assistance regarding obligations associated with specific transactions. This assistance also includes services related to evaluating the impact of interest netting rules and analyzing the availability of related refund opportunities in connection with a BNY, Mellon or BNYMellon account with the IRS;*
- *Assistance regarding state and local tax issues, including income/franchise taxes, net worth and other capital-based taxes, sales/use taxes, property taxes, excise taxes, intangible taxes, gross receipts, transfer taxes, employment taxes, and miscellaneous taxes and fees imposed by state and local authorities. Scope of service would include evaluation of nexus issues, determination of base subject to state/local taxation,*

apportionment and allocation issues, applicability of sales and use tax to specific services, and other issues related to determination of appropriate state/local tax liabilities;

- Assistance regarding tax due diligence services, including review of federal, state, local and foreign tax issues in connection with merger and acquisition activity on the part of the Company. Examples of the procedures included within the scope of this assistance would include: 1) review of financial statements of target business for relevant tax issues; 2) review of tax returns of target business; 2) consideration of any tax examinations and deficiencies; 3) review of employee benefit plans and compensation arrangements; 4) review of applicable tax attributes such as net operating losses; 5) review of documentation such as purchase and merger agreements pertaining to the transaction for tax issues; 6) analysis of tax issues in connection with purchase price negotiated by the parties; 7) assistance in analyzing the items for possible inclusion in the acquisition agreement, and 8) consideration of any tax-shelter disclosure issues; and,*
- Assistance with respect to any of the aforementioned categories, for taxpayers with respect to which the Company is responsible for tax compliance due to its status as an administrator, fiduciary, trustee, or similar role.⁽¹⁾*

International tax planning and advice. Class pre-approval would include:

- Assistance regarding international tax issues, including: 1) issues involving the application of U.S. tax principles to investments by the Company abroad; 2) issues involving the application of foreign tax principles to the Company, and/or 3) issues involving the application of U.S. tax principles to investments in the U.S;*
- Advice with respect to foreign taxes, including corporate income taxes, franchise taxes, value added tax (VAT), sales, excise, consumption, license fees, asset-based, transfer, gross receipts, withholding, stamp duty, and branch-level taxes incurred by BNY, Mellon, or BNYMellon entities;*
- Advice with respect to the foreign tax obligations created as a result of the formation of new entities overseas, the expansion of operations by existing entities, and/or assignment of personnel to overseas locations. Includes analysis of the foreign and U.S. tax implications of choice of legal entity;*
- Advice with respect to qualification for foreign tax incentive regimes, including evaluating applicability of relevant provisions, assistance with respect to relevant filings, and preparation of reports certifying compliance which may be required to obtain benefits;*
- Advice with respect to taxability of the Company's operations in various overseas locations under both foreign law and relevant treaties, as well as advice with respect to inbound U.S. tax issues as they relate to the Company's foreign business units, including analysis of domestic U.S. law and relevant treaties;*
- Advice with respect to the methodology for computing foreign tax obligations incurred by the Company as a result of overseas operations, including application of foreign tax rules to specific transactions, applicable rates, sourcing of income, and other relevant issues regarding determination of appropriate tax base. Includes tax issues implicated by joint venture arrangements; and,*

- *Assistance with respect to any of the aforementioned categories, or taxpayers with respect to which the Company is responsible for tax compliance due to its stamp duty, and branch-level taxes incurred by BNY, Mellon or BNYMellon entities;*
- *Advice with respect to the foreign tax obligations created as a result of the formation of new entities overseas, the expansion of operations by existing entities, and/or assignment of personnel to overseas locations. Includes analysis of the foreign and U.S. tax implications of choice of legal entity;*
- *Advice with respect to qualification for foreign tax incentive regimes, including evaluating applicability of relevant provisions, assistance with respect to relevant filings, and preparation of reports certifying compliance which may be required to obtain benefits;*
- *Advice with respect to taxability of the Company's operations in various overseas locations under both foreign law and relevant treaties, as well as advice with respect to inbound U.S. tax issues as they relate to the Company's foreign business units, including analysis of domestic U.S. law and relevant treaties;*
- *Advice with respect to the methodology for computing foreign tax obligations incurred by the Company as a result of overseas operations, including application of foreign tax rules to specific transactions, applicable rates, sourcing of income, and other relevant issues regarding determination of appropriate tax base. Includes tax issues implicated by joint venture arrangements; and,*
- *Assistance with respect to any of the aforementioned categories, or taxpayers with respect to which the Company is responsible for tax compliance due to its applications and other filings with tax authorities designed to claim benefits, change and otherwise seek alternative tax status, or filing positions possible under relevant federal, state/local, or foreign law, as determined by the Company or the appropriate taxpayer;*
- *Assistance with respect to voluntary disclosure of underreported taxes to federal, state/local, and/or foreign tax authorities, including taxes for which the Company was responsible due to its status as administrator, fiduciary, trustee, paying agent, or similar role;*
- *Review of and/or preparation of computations estimating the cost of settlement of outstanding tax matters, including interest, penalties, impact on credit usage, and other considerations; and,*
- *Assistance with respect to any of the aforementioned categories, for taxpayers with respect to which the Company is responsible for tax compliance due to its status as an administrator, fiduciary, trustee, or similar role.*

Tax only valuation services, including transfer pricing and cost segregation studies, including:

- *Review of pricing arrangements between related BNY, Mellon, or BNYMellon legal entities to determine conformity with relevant U.S., foreign, and state/local tax rules;*
- *Preparation and/or review of tax forms which may be required under relevant law with respect to transfer pricing arrangements;*
- *Preparation and/or review of quantitative analysis and studies supporting transfer pricing policies and arrangements, including documentation of arm's length character of transactions utilizing both quantitative and qualitative information;*

- *Assistance in preparation of transfer pricing policies;*
- *Assistance regarding compliance with federal, state and local, and international laws, regulations, policies, rulings, and other authorities governing charges, fees, payments, and other transactions between related entities or business units.*

All Other Services

Class Approval established pursuant to the Pre-Approval Policy only for the following services for all projects under \$1,000,000:

- Technology and security risk advisory services (e.g., assessment and testing of security infrastructure controls)
- Risk management advisory services, e.g., assessment and testing of market, credit or operational risk management controls.

Footnotes

¹: In this instance the relevant fees would not be paid by the Company and would not normally be required to be included in the proxy disclosure. Information regarding such fees will be provided to the Chief Auditor.

Appendix B: Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statements of the audit client (including payroll or other processing or transaction services)

- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services (except for approved tax litigation support for administrative purposes)
- Expert services unrelated to the audit

Other Non-Audit Services that will not be permitted:

- Staff secondments
- Due diligence services related to loan underwriting or any other corporate finance or investment banking services.
- Employee Tax Services (other than expatriate programs)
- Accounting advice for the Company's customers on prospective transactions, structures and so forth