Directors' Code of Conduct

THE BANK OF NEW YORK MELLON

The Board of Directors (the "Board") of The Bank of New York Mellon Corporation (the "Company") has adopted the following Code of Conduct (the "Code") for directors of the Company. This Code is intended to provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report possible unethical conduct, and foster a culture of honesty and accountability. Each director must comply not only with the terms, but also the spirit, of this Code.

No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Corporate Governance and Nominating Committee (the "CGN Committee"), who may consult with the Company legal department or outside legal counsel as appropriate.

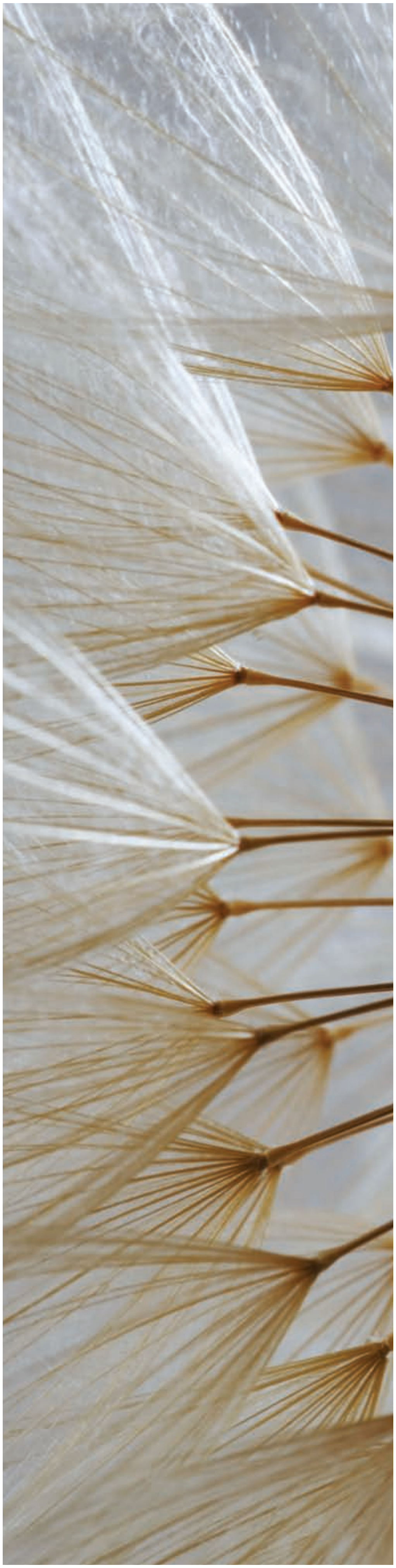
Directors who serve as officers of the Company must also comply with the Company's Code of Conduct for employees.

Conflicts of Interest

Each director must avoid any conflicts of interest between the director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the CGN Committee or the General Counsel of the Company.

A "conflict of interest" can occur when a director's personal interest interferes in any way—or even appears to interfere with — the interests of the Company and its subsidiaries taken as a whole. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his or her duties as director of the Company objectively and effectively. Conflicts of interest also arise when a director, or an immediate family member of a director, receives improper personal benefits as a result of his or her position as a director of the Company. For these purposes, "immediate family member" includes a director's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law and brothers- and sisters-in law and anyone residing in such person's home (other than a tenant or employee).

(As approved by the Board of Directors on June 9, 2009)



Corporate Opportunities

Directors shall comply with the procedures set forth in the Company's Related Party Transaction Policy regarding: (a) taking for themselves personally opportunities that are presented to the director as a result of the use of corporate property, information or position; (b) using the Company's property, information or position for personal gain; or (c) competing with the Company.

Confidentiality

Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, except when and to the extent disclosure is authorized by the Company or legally mandated. For purposes of this Code, "confidential information" includes all material non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

Fair Dealing

Directors shall endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. "Fair dealing" means the avoidance of unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

Protection and Proper Use of the Company's Assets

Directors should protect (through oversight) the Company's assets and oversee their efficient and effective use. Directors should recognize that theft, carelessness and waste may have a direct impact on the Company's profitability. Company assets should be used only for business purposes.

Compliance with Laws, Rules and Regulations

Directors shall comply, and oversee compliance by employees, officers and other directors of the Company, with laws, rules and regulations applicable to the Company, including insider trading laws. Insider trading is both unethical and illegal and should be dealt with decisively. Transactions in Company securities are governed by the Company's insider trading policy.

Encouraging the Reporting of Any Possible Illegal or Unethical Behavior

Directors should provide oversight with respect to policies and procedures adopted by the Company which (a) promote ethical behavior; (b) encourage employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (c) encourage employees to report violations of laws, rules, regulations or the Company's Code of Conduct for employees to appropriate personnel; and (d) inform employees that the Company will not allow retaliation for reports made in good faith.

Compliance Procedures

Directors should communicate any suspected violations of this Code promptly to the General Counsel of the Company or the Chair of the CGN Committee. Violations will be investigated by the CGN Committee or by a person or persons designated by the CGN Committee, and appropriate action will be taken in the event of any violations of the Code. Any waiver of this Code may be made only by the disinterested members of the Board or the CGN Committee and, to the extent required by law, rule or regulation, any such waiver must be promptly disclosed publicly.