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# The Bank of New York Mellon Corporation

## Considerations Regarding the Company's Written Consent Rights Framework

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*Information Classification: Public*

# BNY Mellon has a Robust Framework Reinforcing Stockholder Rights, Including Written Consent Rights

## Robust Stockholder Rights

- **One share, one vote**; no supermajority voting standard for stockholder actions
- **Annual election of directors**; **majority voting** requirement for uncontested director elections
- Charter documents provide stockholders with certain **special meeting rights**, the right to take **action by written consent** and **proxy access**; no poison pill

## Written Consent Rights

- Stockholders who own at least **20%** of our outstanding common stock and who satisfy other procedural requirements can set a record date for acting by written consent in lieu of a meeting
- A stockholder action by written consent will be effective if approved by the same number of shares required to approve the item at a meeting of stockholders (i.e., a simple majority)

## Appropriate Safeguards

- The 20% threshold is appropriate for balancing (i) an efficient and accessible process for stockholders to act while (ii) reducing the risk that a limited minority could draw resources by using numerous requests for action by written consent to move matters that lack general stockholder support
- The 20% share ownership threshold to request a record date is the same ownership threshold required for stockholders to call a special meeting

# BNY Mellon's Written Consent Framework Was Developed Through Extensive Stockholder Engagement and Board Deliberation

## Existing Framework

- Our Board has given considerable focus to matters relating to stockholders' rights, including our written consent framework
- After extensive engagement with stockholders, the Board approved amendments to the company's charter documents to permit action by written consent of stockholders representing the minimum number of votes that would be necessary to take the action at a meeting
- The amendment included standard procedural safeguards for stockholders to follow when exercising written consent rights, including requiring that stockholders holding at least 20% of the outstanding shares of common stock request that the Board set a record date
- The amendment received approximately **98% stockholder support** at the company's 2019 Annual Meeting of Stockholders and remains in effect today

## Shareholder Proposal Misstatements

- The proposal incorrectly states that "it takes the formal backing of **25% of all shares** that normally cast ballots at the annual meeting" to request a record date for stockholders to move a written consent action
  - This overstates the existing threshold of 20% that has been vetted by the Board and stockholders
- The proposal asserts that any action taken by written consent would "still need **65% supermajority** approval from the shares that normally cast ballots at the annual meeting."
  - Our governance framework *does not* provide for supermajority voting thresholds
  - Our charter documents specify that the written consent takes effect if approved by the same number of shares that would be required to take action at a meeting, *which is a simple majority vote* under Delaware law and the company's governing documents

