



## **THE BANK OF NEW YORK MELLON CORPORATION DIRECTORS' CODE OF CONDUCT**

**(As approved by the Board of Directors on December 13, 2022)**

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, Nominating and Social Responsibility Committee (the "CGNSR 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 CGNSR 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).

### **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.

## **Media Policy**

Public comments typically should be made by designated officers of the Company. In the ordinary course, the members of the Board should not issue public statements that discuss or refer to the Company and should not do so without first conferring with the independent chair or Lead Director, as applicable, and either the General Counsel or Chief Executive Officer. Notwithstanding the foregoing, the independent chair or Lead Director, as applicable, may, in consultation with the General Counsel or Chief Executive Officer, speak to the media or issue public statements and may authorize other Directors to serve as spokesperson.

## **Fair Dealing**

Directors shall 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.

## **Political Activities**

Directors must make sure that their individual political activities do not create the appearance of impropriety or a conflict with the role and responsibilities of a director, do not involve the use of Company time or resources and comply with relevant laws, policies, and procedures. Directors are prohibited from making or soliciting political contributions or engaging in political activities whose purpose is to assist the Company in obtaining or retaining business. Detailed rules regarding political contributions are included in the Company's Non-Management Directors Personal Political Contributions and Solicitations Policy.

## **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 those related to insider trading, financial reporting, money laundering, fraud, bribery and corruption. Detailed rules regarding applicable laws are included in other Company policies, including, but not limited to, 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 CGNSR Committee. Violations will be investigated by the CGNSR Committee or by a person or persons designated by the CGNSR 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 CGNSR Committee and, to the extent required by law, rule or regulation, any such waiver must be promptly disclosed publicly.