



The Bank of New York Mellon Corporation
One Wall Street
New York, New York 10286

**Prospectus for the employees of the European Economic Area (“EEA”)
(direct or indirect) subsidiaries of The Bank of New York Mellon
Corporation in relation to The Bank of New York Mellon Corporation’s
equity incentive plans**

Pursuant to Article 23 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, the Belgian Banking, Finance and Insurance Commission has approved this prospectus on March 16, 2010. This prospectus was established by the issuer and the issuer is responsible for this prospectus. The prospectus has been approved in connection with the operations proposed to the investors. The visa represents neither an assessment of the transaction’s opportunity or quality nor the authentication of the financial and accounting information presented or more generally the issuer’s position, by the Belgian Banking, Finance and Insurance Commission.

This prospectus will be made available to the respective employees of the (direct or indirect) subsidiaries of The Bank of New York Mellon Corporation located in the EEA jurisdictions in which offerings under the respective equity incentive plans are considered public offerings. At the time of approval of this prospectus, these jurisdictions are Belgium, Ireland, Luxembourg, the Netherlands and the United Kingdom. This prospectus will be made available on the intranet of The Bank of New York Mellon Corporation and free paper copies will be available to the employees upon request by contacting the Human Resources Departments of their employers.

<p>When participating in the equity incentive plans of The Bank of New York Mellon Corporation, certain risk factors must be taken into account. With respect to these risk factors, reference is made to page 7 and following of this prospectus.</p>
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