BNY MELLON

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 Financial Services and Markets Authority has approved this prospectus on March 11, 2014. 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 approval 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 Financial Services and Markets Authority.

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.

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 12 and following of this prospectus.

Participation in these plans is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

Note to the prospectus

This prospectus was established in accordance with the principles laid down in the Belgian Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market, as amended, in Directive 2003/71/EC of November 4, 2003, as amended, and in the Commission Regulation 809/2004 of April 29, 2004, as amended.

This prospectus contains, among other things, a summary conveying the essential characteristics of, and risks associated with, the issuer and the offered securities. More detailed information concerning the issuer and the securities to be offered is reflected in the exhibits attached to this prospectus. The documents referred to in the relevant chapters are attached as annexes to this prospectus.

Company responsible for the prospectus

The responsibility for this prospectus is assumed by The Bank of New York Mellon Corporation, a company incorporated and existing under the laws of the State of Delaware, U.S.A., with its principal executive offices at One Wall Street, New York, New York 10286, U.S.A., represented by its Board of Directors. The Bank of New York Mellon Corporation ensures, having taken all reasonable care, that the information contained in this prospectus is, to the best of its knowledge, in accordance with the facts and that the prospectus does not contain omissions likely to affect the import of this prospectus.

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LIST OF EXHIBITS

I. Summary

Summaries are made up of disclosure requirements known as "Elements." These Elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable."

SECTION A — INTRODUCTION AND WARNINGS		
A.1	**Warning to the reader**	This summary should be read as an introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States of the European Union or States party to the European Economic Area Agreement, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches to those persons who have presented the summary including any translation thereof, and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

SECTION B — ISSUER		
B.1	**Legal and commercial name of the issuer**	The Bank of New York Mellon Corporation (the "Company" or "BNY Mellon").
B.2	**Domicile and legal form of BNY Mellon, the legislation under which the issuer operates and its country of incorporation**	BNY Mellon is a corporation incorporated under the laws of the State of Delaware, U.S.A., with its principle executive offices at One Wall Street, New York, New York 10286, U.S.A.
B.3	**Description of the nature of BNY Mellon's current operations and its principal activities**	
BNY Mellon is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. It provides financial services for institutions, corporations and individual investors, delivering investment management and investment services in 35 countries and more than 100 markets.		
B.4a	**Recent trends**	On February 21, 2014, the Board of Governors of the Federal Reserve System (the "Federal Reserve") announced that BNY Mellon had been approved to exit parallel run reporting for U.S. regulatory capital purposes, and will transition from the general risk-based capital rules to the Final Capital Rules' Advanced Approaches (as defined in the Annual Report for the year ended December 31, 2013 on Form 10-K filed by BNY Mellon (the "Annual Report")), effective starting in the second quarter of 2014, subject to ongoing qualification.
B.5	**Organizational structure**	BNY Mellon is the parent company of the BNY Mellon group. BNY Mellon generally holds, directly or indirectly, the capital and voting rights of each of its subsidiaries.
B.6	**Interests in BNY Mellon's capital**	Not applicable. Pursuant to its Q&A, ESMA considers that Item 18 of Annex I of the Commission Regulation 809/2004 of April 29, 2004 (the "Prospectus Regulation") is generally not pertinent for offers of shares to employees and can thus be omitted from the prospectus in accordance with Article 23.4 of the Prospectus Regulation.
B.7	**Financial information concerning BNY Mellon for the fiscal years ended December 31, 2013, December 31, 2012 and December 31, 2011**	

The Bank of New York Mellon Corporation (and its subsidiaries)

Financial Summary

(dollar amounts in millions, except per common share amounts and unless otherwise noted)	**2013**	2012	2011
Net income basis:			
Return on common equity	**5.9 %**	7.1 %	7.5 %
Return on tangible common equity - Non-GAAP *(a)*	**15.4**	19.3	22.6
Return on average assets	**0.60**	0.77	0.86
Continuing operations basis:			
Return on common equity *(a)*	**5.9 %**	7.1 %	7.5 %
Non-GAAP adjusted *(a)(b)*	**8.3**	8.8	9.0
Return on tangible common equity – Non-GAAP *(a)*	**15.4**	19.3	22.6
Non-GAAP adjusted *(a)(b)*	**19.7**	21.8	24.6
Pre-tax operating margin *(a)*	**25**	23	25
Non-GAAP adjusted *(a)(b)*	**27**	29	30
Fee revenue as a percentage of total revenue excluding net securities gains (losses)	**78**	78	78
Annualized fee revenue per employee (based on average headcount) *(in thousands)*	**$ 232**	$ 232	$ 237
Percentage of non-U.S. total revenue *(c)*	**37 %**	37 %	37 %
Net interest margin (on a fully taxable equivalent basis)	**1.13**	1.21	1.36
Cash dividends per common share	**$ 0.58**	$ 0.52	$ 0.48
Common dividend payout ratio *(d)*	**33 %**	26 %	24 %
Common dividend yield	**1.7 %**	2.0 %	2.4 %
Closing stock price per common share	**$ 34.94**	$ 25.70	$ 19.91
Market capitalization *(in billions)*	**39.9**	29.9	24.1
Book value per common share – GAAP *(a)*	**31.48**	30.39	27.62
Tangible book value per common share – Non-GAAP *(a)*	**13.97**	12.82	10.57
Full-time employees	**51,100**	49,500	48,700
Year-end common shares outstanding *(in thousands)*	**1,142,250**	1,163,490	1,209,675

Average total equity to average total assets	**10.6 %**	11.0 %	11.5 %
Capital ratios at Dec. 31 *(e)*			
Estimated Basel III Tier 1 common equity ratio – Non-GAAP *(a)(f)* :			
Standardized Approach	**10.6 %**	N/A	N/A
Advanced Approach	**11.3** *(g)*	9.8 %	N/A
Basel I Tier 1 common equity to risk-weighted assets ratio–Non-GAAP *(a)*	**14.5**	13.5	13.4 %
Basel I Tier 1 capital ratio	**16.2**	15.0	15.0
Basel I Total (Tier 1 plus Tier 2) capital ratio	**17.0**	16.3	17.0
Basel I leverage capital ratio	**5.4**	5.3	5.2
BNY Mellon shareholders' equity to total assets ratio *(a)*	**10.0**	10.1	10.3
BNY Mellon common shareholders' equity to total assets ratio *(a)*	**9.6**	9.9	10.3
BNY Mellon tangible common shareholders' equity to tangible assets of operations ratio – Non-GAAP *(a)*	**6.8**	6.4	6.4

(a) See "Supplemental information – Explanation of GAAP and Non-GAAP financial measures" beginning on page 118 of the Annual Report for a calculation of these ratios.

(b) Non-GAAP excludes merger and integration ("M&I"), litigation and restructuring charges. Additionally, Non-GAAP for 2013 excludes the net impact of the U.S. Tax Court's decisions regarding certain foreign tax credits.

(c) Includes fee revenue, net interest revenue and income from consolidated investment management funds, net of net income attributable to noncontrolling interests.

(d) The common dividend payout ratio was 26% for 2013 after adjusting for the net impact of the U.S. Tax Court's decisions regarding certain foreign tax credits.

(e) When in this prospectus we refer to the Company's or its bank subsidiary's "Basel I" capital measures (e.g., Basel I Total capital or Basel I Tier 1 capital), we mean that capital measure, as calculated under the Board of Governors of the Federal Reserve System's (the "Federal Reserve") risk-based capital rules that are based on the 1988 Basel Accord, which is often referred to as "Basel I." Similarly, when in this prospectus we refer to the Company's "Basel III" capital measures (e.g., Basel III Tier 1 common equity), we mean that capital measure as calculated under the final revised capital rules (the "Final Capital Rules") released by the Federal Reserve on July 2, 2013.

(f) At December 31, 2013, the estimated Basel III Tier 1 common equity ratio is based on the Company's interpretation of the Final Capital Rules, on a fully phased-in basis. For periods prior to December 31, 2013, these ratios were estimated using the Company's interpretation of the Federal Reserve's Notices of Proposed Rulemaking dated June 7, 2012, on a fully phased-in basis.

(g) Changes in January 2014 to the probable loss model associated with unsecured wholesale credit exposures within the Company's Advanced Approach capital model will impact risk-weighted assets. The Company did not include the impact at December 31, 2013. However, a preliminary estimate of the revised methodology to the portfolio at September 30, 2013 would have added approximately 6% to the risk-weighted assets.

B.8	**Pro forma financial information**	Not applicable. There are no significant gross changes as defined in Item 20.2 of Annex I of the Prospectus Regulation.
B.9	**Profit forecast**	Not applicable. This prospectus does not contain any profit forecast.
B.10	**Qualifications in the audit report on the historical financial information**	Not applicable. There are no qualifications in the auditors' report.
B.11	**Working capital statement**	Not applicable. BNY Mellon's working capital is sufficient for its present requirements.

SECTION C — SECURITIES

C.1	**Type and class of the securities being offered, including the security identification code**	The shares of BNY Mellon having a par value of US$ 0.01 per share (the “Shares”) offered pursuant to this prospectus can be either authorized but unissued Shares or treasury Shares, and are or will be, after their issuance, listed on the New York Stock Exchange (the "NYSE"). The ticker symbol for the Company’s Shares is “BK.” The ISIN Code of the Company’s Shares is US0640581007.
C.2	**Currency of the securities issue**	The United States Dollar is the currency of the securities issue.
C.3	**Number of shares issued**	As of January 31, 2014, 1,135,050,512 Shares were outstanding.
C.4	**Rights attached to the securities**	A participant shall have no rights as a shareholder by virtue of his or her participation in the offer until the date of the issuance of the Shares acquired under the offer (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company). Once the Shares are issued an employee participating in the offer will have the rights of a normal shareholder, including dividend and voting rights.
C.5	**Transferability restrictions**	Employees eligible to participate in the offer are also subject to The Bank of New York Mellon’s Personal Securities Trading Policy, of which they have received a copy. Additional copies can be obtained through the Company's intranet site.

		In addition, during identified restricted periods, a limited group of employees may not engage in transactions in Company stock or may not be permitted to change their contributions to the The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP"). The employees concerned will receive separate communications by e-mail if these restrictions apply to them.
C.6	**Admission to trading on a regulated market**	As noted in Element C.1 above, the Shares are listed on the NYSE.
C.7	**Dividend policy**	Subject to approval of the Board of Directors of BNY Mellon, dividends are typically paid on BNY Mellon's common stock quarterly in February, May, August and November.

SECTION D — RISKS

D.1	**Key risks related to the Company or its industry**	The risks related to the Company's business can be summarized as follows: • The Company is subject to extensive government regulation and supervision and has been impacted by a significant amount of rulemaking as a result of the 2008 financial crisis. Failure to comply with these regulations could have a material adverse effect on its business, financial condition and results of operations. • Regulatory actions or litigation could materially adversely affect the Company's results of operations or harm its businesses or reputation. • Adverse publicity with respect to the Company, other well-known companies and the financial services industry generally could materially adversely affect the Company's results of operations or harm its businesses or reputation. • Continued litigation and regulatory investigations and proceedings involving the Company's foreign exchange standing instruction program and resulting adverse publicity could affect its reputation and negatively impact its foreign exchange business. • Failure to satisfy regulatory standards, including “well capitalized” and “well managed” status or capital adequacy rules more generally, could result in limitations on the Company's

		activities and adversely affect its business and financial condition. • The Company's business may be materially adversely affected by operational risk. • A failure or circumvention of the Company's controls and procedures could have a material adverse effect on its business, results of operations and financial condition. • If the Company's information systems experience a disruption or breach in security that results in a loss of confidential client information or impacts its ability to provide services to its clients, its business and results of operations may be adversely affected. • The Company depends on its technology; if it fails to update its technology its business may be adversely affected. • Change or uncertainty in monetary, tax and other governmental policies may impact the Company's profitability and ability to compete. • The Company is subject to intense competition in all aspects of its business, which could negatively affect its ability to maintain or increase its profitability. • New lines of business or new products and services may subject the Company to additional risks, and the failure to grow its existing businesses could affect its results of operations. • The Company's business may be adversely affected if it is unable to attract and retain employees. • The Company is subject to political, economic, legal, operational and other risks that are inherent in operating globally and which may adversely affect its business. • Acts of terrorism, natural disasters, pandemics and global conflicts may have a negative impact on the Company's business and operations. • The Company's strategic acquisitions, including its ability to successfully integrate acquired businesses and potential liabilities from legacy claims against the acquired businesses, present risks and uncertainties and could have an adverse effect

		on its business, results of operations and financial condition. • Ongoing concerns about the financial stability of several countries in Europe, the failure or instability of any of the Company's significant counterparties in Europe, or a breakup of the European Monetary Union could have a material adverse effect on its business and results of operations. • Continuing uncertainty in financial markets and weakness in the economy generally may materially adversely affect the Company's business and results of operations. • Low or volatile interest rates could have a material adverse effect on the Company's profitability. • Market volatility may adversely impact the Company's business, financial condition and results of operations and its ability to manage risk. • The Company may experience further write-downs of financial instruments that it owns and other losses related to volatile and illiquid market conditions, reducing its earnings. • The Company is dependent on fee-based business for a substantial majority of its revenue and its fee-based revenues could be adversely affected by a slowing in capital market activity, weak financial markets or negative trends in savings rates or in individual investment preferences. • The Company's foreign exchange revenues may be adversely affected by a stable exchange-rate environment or decreased cross-border investing activity. • Any material reduction in the Company's credit ratings or the credit ratings of its subsidiaries, The Bank of New York Mellon or BNY Mellon, N.A., could increase the cost of funding and borrowing to the Company and its rated subsidiaries and have a material adverse effect on its results of operations and financial condition and on the value of the securities it issues. • The failure or instability of any of the Company's significant counterparties, many of whom are major financial institutions and sovereign entities, and its assumption of credit and counterparty risk, could expose it to loss and adversely affect its business. • The Company has credit, regulatory and reputation risks as a

		result of its tri-party repo collateral agency services, which could adversely affect its business and results of operations. • The Company's business, financial condition and results of operations could be adversely affected if it does not effectively manage its liquidity. • The Company could incur income statement charges through provision expense if its reserves for credit losses, including loan reserves, are inadequate. • Tax law changes or challenges to the Company's tax positions with respect to historical transactions may adversely affect its net income, effective tax rate and its overall results of operations and financial condition. • Changes in accounting standards governing the preparation of the Company's financial statements and events occurring subsequent to the financial statements could have a material impact on its reported financial condition, results of operations and other financial data. • The Company is a non-operating holding company, and as a result, is dependent on dividends from its subsidiaries, including its subsidiary banks, to meet its obligations, including its obligations with respect to its securities, and to provide funds for payment of dividends to its stockholders and stock repurchases. • The Company's ability to return capital to shareholders is subject to the discretion of its Board of Directors and may be limited by the Federal Reserve, applicable provisions of Delaware law or its failure to pay full and timely dividends on its preferred stock.
D.3	**Key risks related to the Shares**	The risks related to the participation itself in the ESPP, The Bank of New York Mellon Corporation Share Accumulation Plan (the "SAP") and The Bank of New York Mellon Corporation Long-Term Incentive Plan, as Amended and Restated through February 25, 2011 (the "LTIP"), together referred to as the "Plans", and the acquisition of Shares thereunder, can be summarized as follows: • Participation in the Plans is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares). • Participation in the Plans is subject to a currency risk (e.g., US$/EUR or US$/Sterling pound) that could adversely affect the

		value derived from the participation in the Plan. • The possible tax and/or social security consequences of the participation in the Plans could adversely affect the value derived from the participation in the Plans.

SECTION E — OFFER		
E.1	**Net proceeds and expenses**	Assuming that all 7,500,000 Shares offered under the ESPP pursuant to this prospectus would be purchased by the employees participating in the ESPP, then the proceeds would, taking into account a Share price on February 28, 2014 of US$31.84 and the applicable rules regarding the price paid for Shares under the ESPP, amount to US$226,860,000. The Company has incurred legal costs of approximately US$ 65,000 to implement this prospectus in order to offer securities under the Plans to eligible employees of its subsidiaries in the European Economic Area.
E.2a	**Reasons for the offer**	The purpose of the ESPP and SAP is to provide an opportunity for the Company's eligible employees and the eligible employees of the Company's subsidiaries and affiliates to purchase shares of the Company's common stock through payroll deductions and thereby have an additional incentive to contribute to the Company's success. The purposes of the LTIP are to promote the growth and profitability of the Company and its affiliates, to provide officers, other employees and non-employee directors of the Company and its affiliates with the incentive to achieve long-term corporate objectives, to attract and retain officers, other employees and non-employee directors of outstanding competence, and to provide such individuals with an opportunity to acquire Shares and cash awards.
E.3	**Description of the terms and conditions of the offer**	**The below description of the terms and conditions of the offer is only intended to be a very high level summary of those terms and conditions. The reader is strongly encouraged to read the ESPP, SAP and LTIP as attached under Exhibits I, II and III to this prospectus.** <u>ESPP</u> The ESPP is administered by the Company's Human Resources and Compensation Committee (the "<u>HRCC</u>"). The HRCC has the authority and responsibility for the administration of the ESPP and it may delegate to one or more individuals the day-to-day administration of, and other responsibilities relating to, the ESPP. All of the Company's full-time and certain part-time U.S. domestic

		salaried employees or those of any subsidiary or affiliate on the Offering Date (as defined below) are eligible to participate in the ESPP, unless otherwise determined by the HRCC or its delegate. Certain non-U.S. full-time or part-time salaried employees, as specified by the HRCC or its delegate, may also participate in the ESPP. There will be monthly "Purchase Periods" for the purchase of Shares under the ESPP. The first business day of each Purchase Period is an "Offering Date" and the last business day of each Purchase Period that is also a trading day is a "Purchase Date". An eligible employee may participate in the ESPP during any Purchase Period by filing a payroll deduction authorization form by the enrollment deadline established for the Purchase Period. A participant may authorize a payroll deduction between 1% and 10%, or such other percentage as specified by the HRCC prior to the commencement of a Purchase Period, in whole percentages, of the employee's eligible compensation to be deducted for each pay period ending during the Purchase Period to be applied at the end of the Purchase Period to the purchase of common stock. Under procedures established by the HRCC or its delegate, a participant may discontinue payroll deductions under the ESPP at any time during a Purchase Period. The purchase price of Shares purchased under the ESPP will be 95%, which is referred to as the "Designated Percentage," of the fair market value of the Company's common stock on the Purchase Date. However, the HRCC may change the Designated Percentage with respect to any future Purchase Period, but not below 85%. On each Purchase Date, subject to certain limitations, a participant automatically purchases that number of full or fractional Shares which the accumulated payroll deductions credited to the participant's account at that time shall purchase at the applicable purchase price (the "Purchase Price"). No purchase rights granted under the ESPP shall be assignable or transferable by a participant other than by will or by the laws of descent and distribution. The ESPP shall continue in effect until the earlier of its termination by the Company's Board of Directors or the date on which all of the Shares available for issuance under the ESPP have been issued. SAP The Bank of New York Mellon Corporation Share Accumulation Plan (the "SAP") was adopted by the HRCC of the Company's Board of Directors on October 13, 2008 as a sub-plan of the ESPP. The SAP is a tax preferential employee share plan operated solely in the

		United Kingdom, pursuant to which employees of participating companies are able to acquire Shares in the Company. All eligible employees of participating companies who are U.K. resident taxpayers and who have been employed by a participating company at all times during any qualifying period will be eligible to acquire Shares under the SAP. The Company will invite eligible employees to purchase Shares (the "Partnership Shares") worth up to £1,500 (£1,800 as of April 6, 2014) per tax year (or 10% of their annual pre-tax salary, if lower) through payroll deductions from their pre-tax earnings, subject to a minimum contribution of £10. All amounts deducted from the salaries of participating employees will be delivered by the participating company to the Capita Asset Services Ltd. (the "Trustees") who will use the contributions to purchase Shares on the NYSE. The price paid for each Partnership Share will be determined by reference to the market value of the Company's Shares on the date of acquisition. Participating employees can withdraw their Partnership Shares from the trust administered by the Trustees (the "Trust") at any time. In the event that income tax or National Insurance contributions (the "NICs") are payable, the Trustees will sell all or a portion of the Partnership Shares, unless the participating employee provides them with sufficient funds to pay the tax liability in advance. The Partnership Shares must be held in the Trust for at least three years in order for the participating employee to benefit from favourable tax and NICs treatment. The Partnership Shares must be held in the Trust for at least five years in order to be sold or transferred to the participating employee free of income tax and NICs liability. Where the employment of a participating employee is terminated, the individual will be entitled to retain any Partnership Shares which he or she has acquired. The Company may, in its absolute discretion, also offer other types of awards to participating employees under the SAP. A description of these other award types follows. (i) Free Shares The Company may choose to award Shares worth up to £3,000 (£3,600 as of April 6, 2014) at no cost to eligible employees (the "Free Shares"), which may be subject to the satisfaction of performance criteria. Free Shares cannot be withdrawn from the Trust prior to the end of a holding period of three years. If the Free Shares are withdrawn once

		the holding period has expired but less than five years after acquisition, income tax and NICs will be payable, albeit on a favourable basis. (ii) Matching Shares Upon a participating employee entering into an agreement to acquire Partnership Shares, the Company can agree to award "Matching Shares" worth up to £3,000 (£3,600 as of April 6, 2014) to the participating employee at no cost, determined as a ratio of 2:1 to the number of Partnership Shares which the participating employee acquires. The Company has the discretionary right to vary this ratio on each occasion that the Company agrees to award "Matching Shares". Matching Shares cannot be withdrawn from the Trust prior to the end of the holding period of three years. If the Matching Shares are withdrawn once the holding period has expired, but less than five years after acquisition, income tax and NICs will be payable, albeit on a favourable basis. LTIP Employees of the Company and the Company's affiliates, along with Company's non-employee directors, are eligible to receive awards under the LTIP. Except in the case of awards to non-employee directors, the LTIP will be administered by the HRCC. In the case of awards to non-employee directors, the LTIP will be administered by the Company's (or its delegate) Board of Directors in its entirety. The types of awards which the HRCC has authority to grant are stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units, deferred stock units and other stock-based awards and cash awards. Employees are eligible to receive all types of awards under the LTIP. Non-employee directors are eligible to receive awards under the LTIP other than "incentive stock options." Restricted stock units awarded by the HRCC will be subject to such restrictions (which may include restrictions on the right to transfer or encumber the units while subject to restriction) as the HRCC may impose and will be subject to forfeiture in whole or in part if certain events (which may, in the discretion of the HRCC, include termination of employment and/or performance-based events) specified by the HRCC occur prior to the lapse of the restrictions. The restricted stock unit agreement between the Company and the awardee will set forth the number of restricted stock units awarded to the awardee, the restrictions imposed thereon, the duration of such restrictions, the events the occurrence of which would cause a forfeiture of the restricted stock units in whole or in part and such other terms and conditions as the HRCC in its discretion deems appropriate.

<table>
<tr><td></td><td></td><td>The HRCC is authorized, subject to limitations under applicable law, to grant such other awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, the Company’s Shares, as deemed by the HRCC to be consistent with the purposes of the LTIP, including, without limitation, purchase rights, Shares awarded without restrictions or conditions, convertible securities, exchangeable securities or other rights convertible or exchangeable into Shares, as the HRCC in its discretion may determine.

No awards may be granted under the LTIP subsequent to February 24, 2021.</td></tr>
<tr><td>E.4</td><td>Description of material interest to the offer including conflict of interests</td><td>Not applicable. There are no such interests.</td></tr>
<tr><td>E.5</td><td>Name of the entity offering to sell the security</td><td>The Bank of New York Mellon Corporation.</td></tr>
<tr><td>E.6</td><td>Maximum dilution</td><td>Assuming that the Shares offered would all be newly issued, the holdings of a shareholder of BNY Mellon currently holding 1% of the total outstanding share capital of BNY Mellon as of January 31, 2014, i.e., 11,350,505 Shares, and who is not an eligible employee participating in the offer, would be diluted as indicated in the following table:
<table>
<tr><td></td><td>Percentage of the total outstanding Shares</td><td>Total number of outstanding Shares</td></tr>
<tr><td>Before the issuance of Shares under the ESPP (as of January 31, 2014)</td><td>1.000%</td><td>1,135,050,512</td></tr>
<tr><td>After issuance of 6,504,510 Shares under the ESPP</td><td>0.9943%</td><td>1,141,555,022</td></tr>
</table></td></tr>
<tr><td>E.7</td><td>Estimated expenses charged to the investor by the issuer or offeror</td><td>Not applicable. There are no such expenses.</td></tr>
</table>

II. Risk factors

(a) The risk factors to be taken into consideration when participating in the Plans consist, on the one hand, of risks related to the participation of the Plans itself, and, on the other hand, risks related to the Company's business.

The risks related to the participation itself in the Company's Plans can be summarized as follows:

- Participation in the Plans is subject to the same risks as inherent to any investment in shares (such as a change of the stock exchange price of the shares).

- Participation in the Plans is subject to a currency risk (e.g., US$/EUR or US$/Sterling pound) that could adversely affect the value derived from the participation in the Plans.

- The possible tax and /or social security consequences of the participation in the Plans could adversely affect the value derived from the participation in the Plans.

(b) Information concerning the risk factors related to the Company's business, that may affect future business or results of the Company, is reported in the Company's Annual Report (Exhibit IV).

III. Information on the offer and dilution resulting therefrom

A. Information concerning the offer

A.1. Description of the offer

General information

BNY Mellon, a Delaware corporation, with its principle executive offices at One Wall Street, New York, New York 10286, United States of America, is providing eligible employees of its (direct or indirect) subsidiaries in Europe the opportunity to acquire Shares under the following equity incentive plans:

- the ESPP;
- the SAP; and
- the LTIP.

The Company's Shares are listed on the NYSE under the ticker symbol "BK".

The main features of the ESPP, the SAP, and the LTIP are described hereafter. The following description is only a summary. The awards are consequently subject to the actual terms and conditions of the ESPP, the SAP, and the LTIP, the full text of which is enclosed in Exhibits I, II, and III respectively.

ESPP

Background and Purpose

The ESPP was adopted by the Company's Board of Directors on March 11, 2008 and was approved by the Company's shareholders on April 8, 2008. The purpose of the ESPP is to provide an opportunity for the Company's eligible employees and the eligible employees of the Company's subsidiaries and affiliates to purchase shares of the Company's common stock through payroll deductions and thereby have an additional incentive to contribute to the Company's success. The aggregate number of shares that may be issued and sold under the ESPP is 7,500,000 shares of common stock, subject to proportionate adjustment in the event of stock splits and similar events.

Administration

The ESPP is administered by the HRCC. The HRCC has the authority and responsibility for the administration of the ESPP and it may delegate to one or more individuals the day-to-day administration of, and other responsibilities relating to, the ESPP. Computershare (successor to BNY Mellon Shareowner Services) ("Computershare") is currently the stock plan administrator for the ESPP. The HRCC or its delegate has full power and authority to promulgate any rules and regulations that it deems necessary for the proper administration of the ESPP, to interpret the provisions and supervise the administration of the ESPP, to establish required ownership levels for subsidiaries and affiliates, to identify eligible employees or the parameters by which they shall be identified, to make factual determinations relevant to ESPP entitlements and to take all necessary or advisable actions in connection with administration of the ESPP.

Eligibility of Employees

All of the Company's full-time and certain part-time U.S. domestic salaried employees or those of any subsidiary or affiliate on the Offering Date (as defined below) are eligible to participate in the ESPP, unless otherwise determined by the HRCC or its delegate. Certain non-U.S. full-time or part-time salaried employees, as specified by the HRCC or its delegate, may also participate in the ESPP.

Purchase Periods and Payroll Deductions

There will be monthly "Purchase Periods" for the purchase of Shares under the ESPP. The first business day of each Purchase Period is an "Offering Date" and the last business day of each Purchase Period that is also a trading day is a "Purchase Date". The first Purchase Period for the eligible employees in Belgium, Ireland, Luxembourg, the Netherlands and the United Kingdom began on May 1, 2009 and ended on May 31, 2009. Subsequent Purchase Periods run consecutively following the expiration of the preceding Purchase Period. The HRCC or its delegate has the power to change the commencement date or duration of the Purchase Periods.

An eligible employee may participate in the ESPP during any Purchase Period by filing a payroll deduction authorization form by the enrollment deadline established for the Purchase Period. A participant may authorize a payroll deduction between 1% and 10%, or such other percentage as specified by the HRCC prior to the commencement of a Purchase Period, in whole percentages, of the employee's eligible compensation (base rate of cash remuneration, determined prior to any contractual reductions and excluding bonuses, overtime pay, severance, all other forms of special pay or compensation or amounts received from deferred compensation plans) to be deducted for each pay period ending during the Purchase Period and credited to a bookkeeping account (or, if required under applicable law, a dedicated bank account established in the name of all local participants) to be applied at the end of the Purchase Period to the purchase of common stock. In Belgium, a dedicated bank account is opened with The Bank of New York Mellon SA/NV, with registered office at Rue Montoyerstraat 46, B-1000 Brussels. No interest will be credited on payroll deductions, except when required by local law or as determined by the HRCC or its delegate.

Under procedures established by the HRCC or its delegate, a participant may discontinue payroll deductions under the ESPP at any time during a Purchase Period. If a participant discontinues participation during a Purchase Period, his or her accumulated payroll deductions will remain in the ESPP for the purchase of common stock at the end of the Purchase Period, and as soon as administratively practicable no further payroll deductions will be made from his or her pay during such Purchase Period or future Purchase Periods. A participant's withdrawal will not have any effect upon his or her eligibility to elect to participate in any succeeding Purchase Period.

Purchase of Common Stock

The purchase price of Shares purchased under the ESPP will be 95%, which is referred to as the "Designated Percentage," of the fair market value of the Company's common stock on the Purchase Date. However, the HRCC may change the Designated Percentage with respect to any future Purchase Period, but not below 85%.

On each Purchase Date, subject to certain limitations, a participant automatically purchases that number of full or fractional Shares which the accumulated payroll deductions credited to the participant's account at that time shall purchase at the applicable Purchase Price. Unless and until otherwise determined by the HRCC or its delegate, all Shares purchased under the ESPP shall be deposited, in book-entry form or otherwise, directly to an account established in the name of the participant. On a quarterly basis, the Company will deliver to the participant a record of the Shares purchased. Rights to purchase, which are granted to participants, may not be voluntarily or involuntarily assigned, transferred, pledged, or otherwise disposed of in any way, and during the participant's lifetime may be exercised only by the participant.

The maximum number of Shares which may be purchased for any employee for any Purchase Period is limited to US$25,000 divided by the fair market value of a Share as of the last day of the Purchase Period, reduced by the number of Shares purchased by an employee during any previous Purchase Periods ending in the same calendar year.

Dividends

If the Company's Board of Directors declares a dividend, the participants will be entitled to dividends on shares held in their ESPP account. Any dividends on shares so held in the ESPP account on the record date for the dividend (less any taxes required to be withheld) will be used automatically to purchase more shares on the participant's behalf (unless otherwise prohibited under local law). These shares are currently purchased by Computershare on the open market and credited to the participant's book entry account based on the average price paid. The 5 percent discount does not apply to shares purchased with dividends.

Termination of Employment

Participation in the ESPP will discontinue as of the date of termination of employment of a participating employee, whether by death, retirement, disability or otherwise unless otherwise prohibited under local law. In the event of a participating employee's termination of employment prior to the expiration of a Purchase Period, all amounts credited to the participant's stock purchase account will remain in the ESPP for purchase of Shares at the end of the Purchase Period.

BNY Mellon's Personal Securities Trading Policy - Restricted Periods

Employees eligible to participate in the ESPP are also subject to The Bank of New York Mellon's Personal Securities Trading Policy, of which they have received a copy. Additional copies can be obtained through the Company's intranet website.

In addition, during identified restricted periods, a limited group of employees may not engage in transactions in Company stock or may not be permitted to change their contributions to the ESPP. The employees concerned will receive separate communications by e-mail if these restrictions apply to them.

Stock split – stock dividend – combination or recapitalization of stock

If a stock split, stock dividend, combination or recapitalization of the stock occurs during a purchase period, appropriate adjustments will be made in the formula for determining the purchase price and the number of shares to be purchased. The HRCC or the Board of Directors also may adjust the number or kind of shares to be purchased or the purchase price to reflect any reorganization, recapitalization, spin-off, split-up, rights offering or reduction of the outstanding shares. In the event of an asset sale, merger or consolidation involving the Company, the Board of Directors may advance the purchase date of the then current purchase period to precede consummation of the transaction or may provide for the purchase on the regular purchase date of securities of the successor corporation.

Amendment and Termination

The Company's Board of Directors may amend or terminate the ESPP at any time, provided that without stockholder approval no amendment may (a) increase the total number of Shares that may be issued and sold under the ESPP, other than for adjustments provided for in the ESPP, or (b) otherwise be made if shareholder approval is required by the rules of any stock exchange on which the common stock is listed. The HRCC may suspend the ESPP at any time.

If on the last day of a Purchase Period the number of Shares purchasable by employees is greater than the number of Shares remaining available under the ESPP, the HRCC will allocate the available Shares among the participating employees in such manner as it deems equitable.

Shareholder's rights

A participant shall have no rights as a shareholder by virtue of his or her participation in the ESPP until the date of the issuance of the Shares purchased pursuant to the exercise of the Participant's purchase rights under the ESPP (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company).

Transferability

No purchase rights granted under the ESPP shall be assignable or transferable by a participant other than by will or by the laws of descent and distribution.

Term of the ESPP

The ESPP shall continue in effect until the earlier of its termination by the Company's Board of Directors or the date on which all of the Shares available for issuance under the ESPP have been issued.

SAP

Background

The SAP was adopted by the HRCC of the Company's Board of Directors on October 13, 2008 as a sub-plan of the ESPP.

The SAP is a tax preferential employee share plan operated solely in the United Kingdom, pursuant to which employees of participating companies are able to acquire Shares in the Company. The Company obtained the approval of HM Revenue & Customs to commence operation of the SAP in the United Kingdom in 2009. All Shares acquired by participating employees will be held in the Trust administered by the Trustees. Provided that certain conditions are met, the Shares acquired under the SAP will benefit from favourable income tax and NICs treatment in the United Kingdom.

Offer of Partnership Shares

All eligible employees of participating companies who are U.K. resident taxpayers and who have been employed by a participating company at all times during any qualifying period will be eligible to acquire Shares under the SAP.

The Company will invite eligible employees to purchase Shares (the "Partnership Shares") worth up to £1,500 (£1,800 as of April 6, 2014) per tax year (or 10% of their annual pre-tax salary, if lower) through payroll deductions from their pre-tax earnings, subject to a minimum contribution of £10. A participating employee is entitled to stop (or re-start) the deductions or withdraw from the SAP at any time by giving notice in writing.

All amounts deducted from the salaries of participating employees will be delivered by the participating company to the Trustees who will use the contributions to purchase Shares on the NYSE. The contributions will be accumulated either in a one month period once a year or over 12 monthly periods each year prior to being used to purchase the Partnership Shares (the "Accumulation Period").

The price paid for each Partnership Share will be determined by reference to the market value of the Company's Shares on the date of acquisition. As the price of the Shares is quoted in US dollars, the contributions will be converted into US dollars at the prevailing exchange rate at the time of purchase.

Participating employees can withdraw their Partnership Shares from the Trust at any time. In the event that income tax or NICs are payable, the Trustees will sell all or a portion of the Partnership Shares, unless the participating employee provides them with sufficient funds to pay the tax liability in advance. The Partnership Shares must be held in the Trust for at least three years in order for the participating employee to benefit from favourable tax and NICs treatment. The Partnership Shares must be held in the Trust for at least five years in order to be sold or transferred to the participating employee free of income tax and NICs liability.

Where the employment of a participating employee is terminated, the individual will be entitled to retain any Partnership Shares which he or she has acquired. However, the individual will generally be liable to pay income tax and NICs on the transfer of the Partnership Shares out of the Trust if these Shares have not been held in the Trust for at least five years. If the participating employee ceases to be employed during an Accumulation Period, any money held by the Trustee but not yet used to purchase Partnership Shares will be refunded to the individual (subject to the deduction of income tax and NICs).

Other Types of Shares which may be Offered

The Company may, in its absolute discretion, also offer other types of awards to participating employees under the SAP. A description of these other award types follows.

(i) Free Shares

The Company may choose to award Free Shares worth up to £3,000 (£3,600 as of April 6, 2014) at no cost to eligible employees, which may be subject to the satisfaction of performance criteria. If performance criteria are used, they will apply to all eligible employees.

Free Shares cannot be withdrawn from the Trust prior to the end of a holding period of three years. If the Free Shares are withdrawn once the holding period has expired but less than five years after acquisition, income tax and NICs will be payable, albeit on a favourable basis. To satisfy the tax and NICs liability, the Trustees will sell all or a portion of the Free Shares, unless the participating employee provides them in advance with sufficient funds to pay the tax liability. No tax or NICs liability will arise on the transfer of the Free Shares to the participating Employees if the Free Shares are held in the Trust for at least five years.

(ii) Matching Shares

Upon a participating employee entering into an agreement to acquire Partnership Shares, the Company can agree to award "Matching Shares" worth up to £3,000 (£3,600 as of April 6, 2014) to the participating employee at no cost, determined as a ratio of 2:1 to the number of Partnership Shares which the participating employee acquires. The Company has the discretionary right to vary this ratio on each occasion that the Company agrees to award "Matching Shares".

Matching Shares cannot be withdrawn from the Trust prior to the end of the holding period of three years. If the Matching Shares are withdrawn once the holding period has expired, but less than five years after acquisition, income tax and NICs will be payable, albeit on a favourable basis. To satisfy the tax and NICs liability, the Trustees will sell all or a portion of the Matching Shares, unless the participating employee provides them in advance with sufficient funds to pay the tax liability. No tax or NICs liability will arise on the transfer of the shares to the participating employees if the Matching Shares are held in the Trust for at least five years.

LTIP

Background and Purpose

On March 11, 2008, the Company's Board of Directors approved the LTIP and the Company's shareholders approved the LTIP on April 8, 2008. The LTIP was subsequently amended and restated on February 25, 2011, and the Company's stockholders approved the amendment and restatement at its annual shareholders meeting on April 12, 2011. The purposes of the LTIP are to promote the growth and profitability of the Company and its affiliates, to provide officers, other employees and non-employee directors of the Company and its affiliates with the incentive to achieve long-term corporate objectives, to attract and retain officers, other employees and non-employee directors of outstanding competence, and to provide such individuals with an opportunity to acquire Shares.

As of December 31, 2011, the aggregate number of Shares which may be issued under the LTIP (subject to the counting, substitution and adjustment provisions of the LTIP) was 50,858,398. Of that total, the maximum aggregate number of Shares which may be issued in connection with awards pursuant to which a participant is not required to pay the fair market value for the Shares represented thereby, measured as of the grant date, is as calculated in Section 2.4 of the LTIP. No awards may be granted under the LTIP subsequent to February 24, 2021.

Eligibility of Employees

Employees of the Company and the Company's affiliates, along with Company's non-employee directors, are eligible to receive awards under the LTIP.

Administration

Except in the case of awards to non-employee directors, the LTIP will be administered by the HRCC. Computershare is currently the stock plan administrator. In the case of awards to non-employee directors, the LTIP will be administered by the Company's (or its delegate) Board of Directors in its entirety.

The HRCC or its delegates has full authority, in their discretion, to interpret the LTIP and to determine the persons who will receive awards and the number of Shares to be covered by each award. In determining the eligibility of any participant, as well as in determining the number of Shares to be covered by an award and the type of awards to be made to such individuals, the HRCC will consider the position and responsibilities of the person being considered, the nature and value of the person's services, the person's present and/or potential contribution to the Company's success and such other factors as the HRCC may deem relevant.

The types of awards which the HRCC has authority to grant are stock options, stock appreciation rights, restricted stock, restricted stock units, performance share units, deferred stock units and other stock-based awards and cash awards. Employees are eligible to receive all types of awards under the LTIP. Non-employee directors are eligible to receive awards under the LTIP other than "incentive stock options." Restricted stock units are described below.

Restricted Stock Units

Restricted stock units awarded by the HRCC will be subject to such restrictions (which may include restrictions on the right to transfer or encumber the units while subject to restriction) as the HRCC may impose and will be subject to forfeiture in whole or in part if certain events (which may, in the discretion of the HRCC, include termination of employment and/or performance-based events) specified by the HRCC occur prior to the lapse of the restrictions. The restricted stock unit agreement between the Company and the awardee will set forth the number of restricted stock units awarded to the awardee, the restrictions imposed thereon, the duration of such restrictions, the events the occurrence of which would cause a forfeiture of the restricted stock units in whole or in part and such other terms and conditions as the HRCC in its discretion deems appropriate.

In the case of awards to employees, the restriction period applicable to restricted stock units will be not less than three years in the case of a time-based restriction, with no more frequent than ratable vesting over such period or, in the case of a performance-based restriction, one year, except that up to the sum of (i) the number of shares not subject to the minimum vesting period immediately prior to stockholder approval of the amendment and restatement of the LTIP (as of February 25, 2011, 2,747,791 such shares were available, subject to the counting, adjustment and substitution provisions of the LTIP) and (ii) ten percent (10%) of those additional shares available for awards of restricted stock units and other awards pursuant to which participants are not required to pay the fair market value, applicable following stockholder approval of the amendment and restatement of the LTIP as provided in Section 2.4 of the LTIP, may be granted as restricted stock units with no minimum vesting period. Unless otherwise determined by the HRCC or set forth in an award agreement, or prohibited by local law, restricted stock units are forfeited upon termination of employment or service prior to vesting, except for termination by reason of the awardee's death or disability, or sale of the business unit or subsidiary by which the awardee is employed. Restricted stock units may include the right to receive dividend equivalents. During the two and one-half months following the end of the year in which vesting occurs, the awardee shall be paid the fair market value of a Share multiplied by the number of restricted stock units vested. In its discretion, the HRCC may determine that the Company's obligation shall be paid in Shares or cash, or partially in each.

Other Stock-Based Awards and Cash Awards

The HRCC is authorized, subject to limitations under applicable law, to grant such other awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, the Company's Shares, as deemed by the HRCC to be consistent with the purposes of the LTIP, including, without limitation, purchase rights, Shares awarded without restrictions or conditions, convertible securities, exchangeable securities or other rights convertible or exchangeable into Shares, as the HRCC in its discretion may determine. Other stock-based awards, excepting purchase rights, may include the right to receive dividends or dividend equivalents, as applicable. In the discretion of the HRCC, such other stock-based awards, including Shares, or other types of awards authorized under the LTIP, may be used in connection with, or to satisfy the Company's obligations or the obligations of any of the Company's subsidiaries under, other compensation or incentive plans, programs or arrangements of us or any of the Company's subsidiaries for eligible participants. In addition, the HRCC is authorized, subject to limitations under applicable law, to grant cash awards under the LTIP.

The HRCC shall determine the terms and conditions of other stock-based awards, subject to the same three-year and one-year minimum vesting requirements applicable to restricted stock units or restricted stock, as applicable; provided, such minimum vesting provisions do not apply to certain awards made to participants as annual incentive compensation as described in the LTIP. Any Shares or securities delivered pursuant to a purchase right granted under the LTIP shall be purchased for such consideration, paid for by such methods and in such forms, including, without limitation, cash, Shares, or other property or any combination thereof, as the HRCC shall determine. However, the value of such consideration shall not be less than the fair market value of such Shares or other securities on the date of grant of the purchase right.

Additional Rights in Certain Events

The LTIP provides for certain additional rights upon the occurrence of a change in control, as defined in the LTIP or the award agreement. Unless otherwise provided in the award agreement, such an event will be as defined in the LTIP.

Unless the agreement between the Company and the awardee otherwise provides, in the event the employment of a participant is terminated by the Company or any of the Company's affiliates without cause within two years following a change in control (i) all outstanding stock options, stock appreciation rights and other exercise rights will become immediately and fully exercisable and may be exercised for a period of one year from the date of such termination of employment, but in no event after the expiration date of the stock option, stock appreciation right or other exercise right and (ii) all restrictions applicable to restricted stock and restricted stock units, deferred stock units and other stock-based awards under the LTIP will lapse and such awards will fully vest. Unless the agreement between the Company and the awardee provides otherwise, upon the occurrence of any change in control, all performance criteria and other conditions to payment of performance share units and other awards under which payments are subject to performance conditions shall be deemed to be achieved or fulfilled on a pro rata basis for the number of whole months elapsed from the commencement of the performance period through the date of the change in control at the actual performance level achieved or, if not determinable, in the manner specified by the HRCC at the commencement of the performance period, and shall be waived by the Company.

Possible Anti-Takeover Effect

The provisions of the LTIP providing for the possible acceleration of the exercise date of stock options, the lapse of restrictions applicable to restricted stock, restricted stock units, deferred stock units and other stock-based awards following the occurrence of a change in control, and the deemed achievement of performance goals on a pro rata basis based upon actual performance following a change in control may be considered as having an anti-takeover effect.

Miscellaneous

The maximum aggregate number of Shares which shall be available for the grant of stock options and stock appreciation rights to any one individual under the LTIP during any calendar year shall be limited to 4,000,000. The Company's Board of Directors may amend or terminate the LTIP at any time, except that the Board of Directors may not terminate any outstanding award and except that no amendment may be made without the approval of the Company's stockholders if (i) the effect of the amendment is to make any changes in the class of employees eligible to receive incentive stock options or increase the number of shares subject to the LTIP or for which incentive stock options may be granted under the LTIP or (ii) if stockholder approval of the amendment is required by the rules of any stock exchange on which the Shares may then be listed or for stock options, stock appreciation rights, performance share units, cash awards and other awards granted under the LTIP to qualify as "performance based compensation" as then defined in the regulations under Section 162(m) of the Code. Unless approved by stockholders, repricing of stock options, stock appreciation rights and other purchase rights is not permitted and the purchase price of any such award may not be reduced after grant except to reflect stock splits and similar events. This prohibition applies to direct and indirect repricing, whether through amendment, cancellation, or replacement in exchange for another award or cash payment.

A.2 Use of proceeds

The proceeds, if any, of the offers under the Plans will be used by the Company for general corporate purposes.

A.3 Costs related to the sale of Shares

If a participant seeks to sell Shares acquired under the ESPP, he/she will be charged a transaction fee of US$ 20.00 per transaction (with an additional US$ 5.00 per transaction for limit orders), plus a trading fee of US$ 0.06 per Share sold, plus a fee payable to the U.S. Securities and Exchange Commission ("SEC") equal to US$ 22.40 per million dollars (as of trade date March 13, 2014, this fee payable to the SEC will amount to US$ 0.0000221 per dollar of gross proceeds, rounded up to the next cent). In addition to the above, a foreign currency check fee of US$ 10 (per transaction) and an international wire fee of US$ 25 (per transaction) may be due.

If a participant seeks to sell Shares acquired under the LTIP, he/she will be charged a transaction fee of US$ 30.00 per transaction (with an additional US$ 5.00 per transaction for limit orders), plus a trading fee of US$ 0.06 per Share sold, plus a fee payable to the SEC equal to US$ 22.40 per million dollars (as of trade date March 13, 2014, this fee payable to the SEC will amount to US$ 0.0000221 per dollar of gross proceeds, rounded up to the next cent). In addition to the above, a foreign currency check fee of US$ 10 (per transaction) and an international wire fee of US$ 25 (per transaction) may be due.

Please note that Computershare and the Company reserve the right to change the fees at any time.

More information on real-time trading and limit orders, can be obtained by contacting Computershare at 001 201 680-6864.

If a participant seeks to sell shares acquired under the SAP, a flat fee of Sterling pound 20.00 will be charged (per transaction).

Information concerning the offer, including offer statistics, the method and expected timetable and admission to trading details, is set forth in The Bank of New York Mellon Corporation Employee Stock Purchase Plan (Exhibit I), The Bank of New York Mellon Corporation Share Accumulation Plan (Exhibit II), The Bank of New York Mellon Corporation Long-Term Incentive Plan (Exhibit III), and in the Company’s Annual Report (Exhibit IV).

B. Maximum Dilution

The Shares under the ESPP are offered to approximately 8,286 eligible employees of certain EEA subsidiaries of the Company as of February 1, 2014. Further, employees who elect to participate in the ESPP may contribute 1% to 10% of their eligible compensation towards the purchase of Shares, with the maximum number of Shares that can be acquired during any offering period equal to the number of Shares determined by dividing US$ 25,000 by the fair market value of a Share on the applicable offering date, reduced by the aggregate purchase price of any Shares purchased during any offering period(s) which occurred during the same calendar year.

The fair market value of the Shares on February 28, 2014 was US$ 31.84. Assuming eligible EEA employees would purchase during each Purchase Period one-twelfth of the total number of Shares they were entitled to purchase during a calendar year at the purchase price applicable on February 28, 2014 (i.e., US$ 31.84), each such eligible employee would be entitled to purchase a maximum of 785 Shares under the ESPP assuming no other ESPP limitations are exceeded. Assuming that all of the eligible EEA employees would each purchase 785 Shares in the offer, the maximum number of Shares offered under the ESPP pursuant to this prospectus amounts to approximately 6,504,510 Shares.

Based on the above assumptions, the holdings of a stockholder of the Company currently holding 1% of the total outstanding share capital of the Company as of January 31, 2014 (i.e., 11,350,505 Shares), and who is not an employee participating in the offer, would be diluted as indicated in the following table:

	Percentage of the total outstanding shares	Total number of outstanding shares
Before the offering	1.00%	1,135,050,512
After issuance of 6,504,510 Shares under the ESPP	0.9943%	1,141,555,022

IV. Key information on the Company’s financial condition, capitalization and indebtedness, working capital and risk factors

A. Statutory auditors

The statutory auditors of the Company over the fiscal years ended on December 31, 2011, ended on December 31, 2012 and ended on December 31, 2013 were KPMG LLP, 500 Grant Street, Suite 2500, Pittsburgh, PA 15219, U.S.A. The accounts for such years, prepared in accordance with the U.S. GAAP, were audited, and the audit reports contained no qualification.

B. Share capital

As of June 30, 2013, the aggregate market value of the Company's Shares held by nonaffiliates of the Company was $ 32,189,234,547.

As of January 31, 2014, 1,135,050,512 shares of the Company's Shares were outstanding.

There are no shareholders in the Company that, directly or indirectly, singly or jointly, exercise or are capable of exercising control over the Company.

Based on filings made under Section 13(d) and 13(g) of the Exchange Act, as of February 7, 2014, the only persons known by the Company to be beneficial owners of more than 5% of its common stock were:

(i) Davis Selected Advisers, L.P., 2949 East Elvira Road, Suite 101, Tucson, Arizona 85756, U.S.A., being the beneficial owner of 7.3% of the Company's Shares;

(ii) Massachusetts Financial Services Company, 111 Huntington Avenue, Boston, MA 02199, U.S.A., being the beneficial owner of 6.2% of the Company's Shares;

(iii) Dodge & Cox, 555 California Street, 40th floor, San Francisco, CA 94104, U.S.A. being the beneficial owner of 5.0% of the Company's common stock.

For the fiscal year ended on December 31, 2013, no third parties have attempted a public takeover bid on the Company, by purchase or exchange of Shares of the Company.

C. Key financial data

The key financial data (in U.S. GAAP) of the Company as reported in the Company’s Annual Report filed on February 28, 2014 (Exhibit IV) are set forth hereafter.

Consolidated Income Statement

	Year ended Dec. 31,		
(in millions)	**2013**	2012	2011
Fee and other revenue			
Investment services fees:			
Asset servicing	**$ 3,905**	$ 3,780	$ 3,697
Clearing services	**1,264**	1,193	1,159
Issuer services	**1,090**	1,052	1,445
Treasury services	**554**	549	535
Total investment services fees	**6,813**	6,574	6,836
Investment management and performance fees	**3,395**	3,174	3,002
Foreign exchange and other trading revenue	**674**	692	848
Distribution and servicing	**180**	192	187
Financing-related fees	**172**	172	170
Investment and other income	**416**	427	455
Total fee revenue	**11,650**	11,231	11,498
Net securities gains (losses)—including other-than-temporary impairment	**146**	242	(86)
Noncredit-related gains (losses) on securities not expected to be sold (recognized in other comprehensive income)	**5**	80	(134)
Net securities gains	**141**	162	48
Total fee and other revenue	**11,791**	11,393	11,546
Operations of consolidated investment management funds			
Investment income	**548**	593	670
Interest of investment management fund note holders	**365**	404	470
Income from consolidated investment management funds	**183**	189	200
Net interest revenue			
Interest revenue	**3,352**	3,507	3,588
Interest expense	**343**	534	604

Net interest revenue	**3,009**	2,973	2,984
Provision for credit losses	**(35)**	(80)	1
Net interest revenue after provision for credit losses	**3,044**	3,053	2,983
Noninterest expense			
Staff	**6,019**	5,761	5,726
Professional, legal and other purchased services	**1,252**	1,222	1,217
Net occupancy	**629**	593	624
Software	**596**	524	485
Distribution and servicing	**435**	421	416
Furniture and equipment	**337**	331	330
Business development	**317**	275	261
Sub-custodian	**280**	269	298
Other	**1,029**	994	937
Amortization of intangible assets	**342**	384	428
Merger and integration, litigation and restructuring charges	**70**	559	390
Total noninterest expense	**11,306**	11,333	11,112
Income			
Income before income taxes	**3,712**	3,302	3,617
Provision for income taxes	**1,520**	779	1,048
Net income	**2,192**	2,523	2,569
Net (income) attributable to noncontrolling interests (includes $(80), $(76) and $(50) related to consolidated investment management funds, respectively)	**(81)**	(78)	(53)
Net income applicable to shareholders of The Bank of New York Mellon Corporation	**2,111**	2,445	2,516
Preferred stock dividends	**(64)**	(18)	—
Net income applicable to common shareholders of The Bank of New York Mellon Corporation	**$ 2,047**	$ 2,427	$ 2,516

Net income applicable to common shareholders of The Bank of New York Mellon Corporation used for the earnings per share calculation	Year ended Dec. 31,		
(in millions)	**2013**	2012	2011
Net income applicable to common shareholders of The Bank of New York Mellon Corporation	**$ 2,047**	$ 2,427	$ 2,516

Less: Earnings allocated to participating securities	**37**	35	27
Change in the excess of redeemable value over the fair value of noncontrolling interests	**1**	(5)	9
Net income applicable to the common shareholders of The Bank of New York Mellon Corporation after required adjustments for the calculation of basic and diluted earnings per common share	**$ 2,009**	$ 2,397	$ 2,480

Average common shares and equivalents outstanding of The Bank of New York Mellon Corporation	Year ended Dec. 31,		
(in thousands)	**2013**	2012	2011
Basic	**1,150,689**	1,176,485	1,220,804
Common stock equivalents	**16,874**	10,970	8,425
Less: Participating securities	**(13,122)**	(9,025)	(6,203)
Diluted	**1,154,441**	1,178,430	1,223,026
Anti-dilutive securities *(a)*	**75,847**	91,347	86,270

Earnings per share applicable to the common shareholders of The Bank of New York Mellon Corporation *(b)*	Year ended Dec. 31,		
(in dollars)	**2013**	2012	2011
Basic	**$ 1.75**	$ 2.04	$ 2.03
Diluted	**$ 1.74**	$ 2.03	$ 2.03

(a) Represents stock options, restricted stock, restricted stock units and participating securities outstanding but not included in the computation of diluted average common shares because their effect would be anti-dilutive.

(b) Basic and diluted earnings per share under the two-class method are determined on the net income applicable to common shareholders of The Bank of New York Mellon Corporation reported on the income statement less earnings allocated to participating securities, and the change in the excess of redeemable value over the fair value of noncontrolling interests.

See accompanying Notes to Consolidated Financial Statements which can be found in the Company's Annual Report.

Consolidated Comprehensive Income Statement

	Year ended Dec. 31,		
(in millions)	**2013**	2012	2011
Net income	**$ 2,192**	$ 2,523	$ 2,569
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	**192**	130	(195)
Unrealized gain (loss) on assets available-for-sale:			
Unrealized gain (loss) arising during the period	**(889)**	1,007	306
Reclassification adjustment	**(74)**	(106)	(26)
Total unrealized gain (loss) on assets available-for-sale	**(963)**	901	280
Defined benefit plans:			
Prior service cost arising during the period	**(1)**	57	—
Net gain (loss) arising during the period	**429**	(190)	(443)
Foreign exchange adjustment	**—**	—	(3)
Amortization of prior service credit, net loss and initial obligation included in net periodic benefit cost	**126**	104	69
Total defined benefit plans	**554**	(29)	(377)
Net unrealized gain on cash flow hedges	**9**	1	3
Total other comprehensive income (loss), net of tax *(a)*	**(208)**	1,003	(289)
Net (income) attributable to noncontrolling interests	**(81)**	(78)	(53)
Other comprehensive (income) loss attributable to noncontrolling interests	**(41)**	(19)	17
Net comprehensive income	**$ 1,862**	$ 3,429	$ 2,244

(a) Other comprehensive income (loss) attributable to The Bank of New York Mellon Corporation shareholders was $(249) million for the year ended Dec. 31, 2013, $984 million for the year ended Dec. 31, 2012 and $(272) million for the year ended Dec. 31, 2011.

See accompanying Notes to Consolidated Financial Statements which can be found in the Company's Annual Report.

Consolidated Balance Sheet

	Dec. 31,	
(dollars in millions, except per share amounts)	**2013**	2012
Assets		
Cash and due from:		
Banks	**$ 6,460**	$ 4,727
Interest-bearing deposits with the Federal Reserve and other central banks	**104,359**	90,110
Interest-bearing deposits with banks	**35,300**	43,910
Federal funds sold and securities purchased under resale agreements	**9,161**	6,593
Securities:		
Held-to-maturity (fair value of $19,443 and $8,389)	**19,743**	8,205
Available-for-sale	**79,309**	92,619
Total securities	**99,052**	100,824
Trading assets	**12,098**	9,378
Loans	**51,657**	46,629
Allowance for loan losses	**(210)**	(266)
Net loans	**51,447**	46,363
Premises and equipment	**1,655**	1,659
Accrued interest receivable	**621**	593
Goodwill	**18,073**	18,075
Intangible assets	**4,452**	4,809
Other assets (includes $1,728 and $1,321, at fair value)	**20,360**	20,468
Subtotal assets of operations	**363,038**	347,509
Assets of consolidated investment management funds, at fair value:		
Trading assets	**10,397**	10,961
Other assets	**875**	520
Subtotal assets of consolidated investment management funds, at fair value	**11,272**	11,481
Total assets	**$ 374,310**	$ 358,990
Liabilities		
Deposits:		

Noninterest-bearing (principally U.S. offices)	**$ 95,475**	$ 93,019
Interest-bearing deposits in U.S. offices	**56,640**	53,826
Interest-bearing deposits in Non-U.S. offices	**109,014**	99,250
Total deposits	**261,129**	246,095
Federal funds purchased and securities sold under repurchase agreements	**9,648**	7,427
Trading liabilities	**6,945**	8,176
Payables to customers and broker-dealers	**15,707**	16,095
Commercial paper	**96**	338
Other borrowed funds	**663**	1,380
Accrued taxes and other expenses	**6,985**	7,316
Other liabilities (including allowance for lending-related commitments of $134 and $121, also includes $503 and $704, at fair value)	**4,608**	6,010
Long-term debt (includes $321 and $345, at fair value)	**19,864**	18,530
Subtotal liabilities of operations	**325,645**	311,367
Liabilities of consolidated investment management funds, at fair value:		
Trading liabilities	**10,085**	10,152
Other liabilities	**46**	29
Subtotal liabilities of consolidated investment management funds, at fair value	**10,131**	10,181
Total liabilities	**335,776**	321,548
Temporary equity		
Redeemable noncontrolling interests	**230**	178
Permanent equity		
Preferred stock - par value $0.01 per share; authorized 100,000,000 shares; issued 15,826 and 10,826 shares	**1,562**	1,068
Common stock – par value $0.01 per share; authorized 3,500,000,000 shares; issued 1,268,036,220 and 1,254,182,209 shares	**13**	13
Additional paid-in capital	**24,002**	23,485
Retained earnings	**15,976**	14,622
Accumulated other comprehensive loss, net of tax	**(892)**	(643)
Less: Treasury stock of 125,786,430 and 90,691,868 common shares, at cost	**(3,140)**	(2,114)
Total The Bank of New York Mellon Corporation shareholders' equity	**37,521**	36,431
Nonredeemable noncontrolling interests of consolidated investment management funds	**783**	833
Total permanent equity	**38,304**	37,264
Total liabilities, temporary equity and permanent equity	**$ 374,310**	$ 358,990

See accompanying Notes to Consolidated Financial Statements which can be found in the Company's Annual Report.

Quarterly and annual reports will be published respectively in the Company's Quarterly Reports on Form 10-Q and the Company's Annual Report on Form 10-K, which are available on the Company's website (www.bnymellon.com, under the "Investors Relations - Financial Reports - SEC filings" captions).

Additional information, such as the credit ratings of the Company, can be found in the Company's Annual Report (Exhibit IV).

The cost of the stock-based compensation for U.S. GAAP accounting purposes is elaborated upon in the Company's Annual Report (Exhibit IV). In addition, the Company has incurred legal costs of approximately US$ 65,000 to implement this prospectus in order to offer securities under the Plans to eligible employees of its subsidiaries in the EEA.

Information concerning the Company's financial condition, including selected financial data, information on capitalization and indebtedness and a description of the risk factors is set forth in the Company's Annual Report (Exhibit IV).

The reasons for the offer and the use of proceeds are described in III.A above.

Information on the Company's capitalization and indebtedness and stockholder's equity is set forth in the Company's Annual Report (Exhibit IV). For detailed information related to the Company's Capital, please refer to the section entitled "Capital" on pages 60 – 64 of the Company's Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") included in its Annual Report (Exhibit IV). For detailed information related to the Company's indebtedness, please refer to the long-term debt and debt issuance paragraphs included in the section entitled "Liquidity and dividends" on pages 54 – 59 of the Company's MD&A included in its Annual Report (Exhibit IV) and Note 13 – Long-term debt of the Company's consolidated financial statements on pages 167 – 168 of its Annual Report (Exhibit IV). For detailed information related to stockholder's equity, please refer to Note 15 – Shareholders' equity of the Company's consolidated financial statements on pages 169 – 172 of its Annual Report (Exhibit IV).

V. Information on the Company

A. Company history and activities

The Company was formed as a bank holding company. With its subsidiaries, BNY Mellon has been in business since 1784. In July 2007, The Bank of New York Company, Inc. and Mellon Financial Corporation merged into The Bank of New York Mellon Corporation, with The Bank of New York Mellon Corporation being the surviving entity. The Company was incorporated as a Delaware corporation for an unlimited period of time. The Company has its principal executive offices at One Wall Street, New York, New York 10286, U.S.A. (telephone number +1 (212) 495-1784). As of December 31, 2013, the Company and its subsidiaries had approximately 51,100 employees.

The Shares of the Company are publicly traded on the NYSE. The ticker symbol for the Company's Shares is "BK." The ISIN Code of the Company's Shares is US0640581007.

The Company is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. Whether providing financial services for institutions, corporations or individual investors, the Company delivers informed investment management and investment services in 35 countries and more than 100 markets.

Investment Management: is comprised of the affiliated investment management boutiques, wealth management business and global distribution companies. The Investment Management business is responsible, through various subsidiaries, for institutional, intermediary, retirement and retail investment management, distribution and related services across North America, EMEA and Asia-Pacific. The investment management boutiques offer a broad range of equity, fixed income, cash and alternative/overlay products. In addition to the investment subsidiaries, this business includes BNY Mellon Investment Management EMEA Limited, BNY Mellon Investment Management Hong Kong and BNY Mellon Investment Management Singapore, which are responsible for the investment management and distribution of locally registered products, and the Dreyfus Corporation and its affiliates, which are responsible for U.S. investment management and distribution of retail mutual funds, separately managed accounts and annuities. BNY Mellon Wealth Management offers a full array of investment management, wealth and estate planning and private banking solutions to help clients protect, grow and transfer their wealth through an extensive network of offices in the U.S. and select locations around the world. Clients include high-net-worth individuals and families, family offices, charitable gift programs, endowments and foundations.

Investment Services: provides global custody and related services, broker-dealer services, global collateral services, corporate trust and depositary receipt and clearing services, as well as global payment/working capital solutions to global financial institutional clients. The Company's comprehensive suite of financial solutions includes: global custody, global fund services, securities lending, investment manager outsourcing, performance and risk analytics, alternative investment services, securities clearance, collateral management, corporate trust, American and global depositary receipt programs, cash management solutions, payment services, liquidity services and other linked revenues, principally foreign exchange, global clearing and execution, managed account services and global prime brokerage solutions. Clients include corporations, public funds and government agencies, foundations and endowments; global financial institutions including banks, broker-dealers, asset managers, insurance companies and central banks; financial intermediaries and independent registered investment advisors; and hedge fund managers.

The Other segment primarily includes credit-related services; the leasing portfolio; corporate treasury activities, including the Company's investment securities portfolio; the Company's equity investment in Wing Hang Bank Limited; a 33.9% equity interest in ConvergEx Group; business exits and corporate overhead.

B. Particular provisions of the bylaws

The Company's annual meeting of shareholders is held for the purpose of electing directors and conducting other business as may properly come before the meeting and is held each year. The last annual shareholders' meeting was held on April 9, 2013.

C. Board of Directors (as per February 28, 2014)

Name	*Age*
Ruth E. Bruch	60
Nicholas M. Donofrio	68
Gerald L. Hassell	62
Edmund F. "Ted" Kelly	68
Richard J. Kogan	72
Michael J. Kowalski	61
John A. Luke, Jr.	65
Mark A. Nordenberg	65
Catherine A. Rein	71
William C. Richardson	73
Samuel C. Scott III	69
Wesley W. von Schack	69

The Company announced on February 24, 2014 that Jeffrey Goldstein, age 58, was nominated to join the BNY Mellon Board of Directors. The 13 nominees will stand for election at the 2014 annual shareholders' meeting scheduled for April 8, 2014.

D. Executive Committee and Other Executive Officers (as per February 28, 2014)

Name	*Function*
Gerald L. Hassell*	Chairman and Chief Executive Officer
Curtis Y. Arledge*	Vice Chairman and Chief Executive Officer, Investment Management
Richard F. Brueckner*	Senior Executive Vice President and Chief of Staff
Arthur Certosimo	Senior Executive Vice President and Chief Executive Officer, Global Markets
Michael Cole-Fontayn	Executive Vice President and Chairman, Europe, the Middle East and Africa
Thomas P. (Todd) Gibbons*	Vice Chairman and Chief Financial Officer
Mitchell E. Harris	Senior Executive Vice President and President, Investment Management
Timothy F. Keaney*	Vice Chairman and Chief Executive Officer, Investment Services
Suresh Kumar	Senior Executive Vice President and Chief Information Officer

Stephen D. Lackey	Executive Vice President and Chairman, Asia Pacific
John A. Park*	Vice President and Controller
Karen B. Peetz*	President
Lisa B. Peters	Senior Executive Vice President and Chief Human Resources Officer
Brian G. Rogan*	Vice Chairman and Chief Risk Officer
Brian T. Shea*	Senior Executive Vice President and President, Investment Services; and Head of Client Service Delivery and Client Technology Solutions
Jane C. Sherburne*	Senior Executive Vice President and General Counsel and Corporate Secretary
Kurt D. Woetzel	Senior Executive Vice President and Chief Executive Officer, Global Collateral Services

* Designated as an Executive Officer

To the extent that such activity is required to be disclosed in Exhibits IV or V, for at least the previous five years, none of the directors or executive officers of the Company has:

(a) been convicted in relation to fraudulent offences;

(b) been associated with any bankruptcies, receiverships or liquidations when acting in their capacity as directors or executive officers of the Company; or

(c) been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

There are no family relationships between any of the directors and the executive officers listed above.

As indicated in the Company's Annual Report (Exhibit IV), the Company has adopted guidelines regarding corporate governance, including a Code of Conduct and a Directors' Code of Conduct, the full text of which is available on the Company's website, at www.bnymellon.com, under the "Investors Relations – Corporate Governance – Officers and Employees" captions (for the Code of Conduct) and "Investor Relations – Corporate Governance – Board of Directors – Directors' Code of Conduct" captions (for the Directors' Code of Conduct). Both the items are available in print (free of charge) to any shareholder who requests a copy. Requests should be sent by email to investorrelations@bnymellon.com or by mail to Investor Relations at The Bank of New York Mellon Corporation, One Wall Street, New York, NY 10286.

Information on the Company, including its history and development, a business overview, its organizational structure and information concerning its property, is set forth in the Company's Annual Report (Exhibit IV).

VI. Operating and financial review and prospects

Information concerning the Company's operating results, its liquidity and capital resources and trends, among other things, is set forth in the Company's Annual Report (Exhibit IV).

VII. Directors, senior management and employees

Information concerning the Company's directors and senior management, their remuneration, Board practices, the Company's employees and share ownership is set forth in the Company's Annual Report (Exhibit IV) and in the Company's Definitive Proxy Statement (Exhibit V).

VIII. Major shareholders and related party transactions

Information concerning major shareholders of the Company, related party transactions and information concerning interests of experts and advisers is set forth in the Company's Definitive Proxy Statement (Exhibit V).

IX. Additional information

More detailed information about the Company, including information about its charter documents, and its businesses, as well as the contact information for certain subsidiaries of the Company, is available on the Company's website (www.bnymellon.com).

The Annual Report on Form 10-K for the Company and its predecessors for fiscal years ending December 31, 2013, December 31, 2012 and December 31, 2011, as well as Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934, as amended, are also made available on the Company's website (www.bnymellon.com, under the "Investor Relations - Financial Reports - SEC filings" captions) after the Company electronically files such materials with, or furnishes them to, the SEC.

Required filings by the Company's officers and directors and certain third parties with respect to transactions or holdings in Company shares are also made available on the Company's website, as are statements for the Company's shareholder meetings. These filings may also be read and copied at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The SEC also maintains an internet site (www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Information about the Company's Board of Directors and Board Committees, including Committee charters, is available on the Company's website (www.bnymellon.com, under the "Investor Relations – Corporate Governance" captions). This information is also available in print (free of charge) to any shareholder who requests it from the Company's Investor Relations department.

EXHIBITS

EXHIBIT I
THE BANK OF NEW YORK MELLON CORPORATION EMPLOYEE STOCK PURCHASE PLAN

EXHIBIT II
THE BANK OF NEW YORK MELLON CORPORATION SHARE ACCUMULATION PLAN

EXHIBIT III
THE BANK OF NEW YORK MELLON CORPORATION LONG-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED

EXHIBIT IV
ANNUAL REPORT ON FORM 10-K
FILED BY THE BANK OF NEW YORK MELLON CORPORATION ON FEBRUARY 28, 2014

EXHIBIT V
DEFINITIVE PROXY STATEMENT ON FORM DEF 14A
FILED BY THE BANK OF NEW YORK MELLON CORPORATION ON MARCH 7, 2014

EXHIBIT VI
TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE ESPP, SAP, AND LTIP[1]

1. Belgium

The following is intended to briefly summarize certain tax consequences associated with the acquisition of Shares ("Shares") under (i) The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP") and (ii) The Bank of New York Mellon Corporation Long-Term Incentive Plan (the "LTIP").

This discussion reflects the tax and other law as in effect in Belgium on March 4, 2014. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires Shares or sells Shares acquired under the ESPP and/or the LTIP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of a country other than Belgium, the information contained in this description may not be applicable to the employee.

Any examples contained within this description are for illustrative purposes only.

ESPP

Enrollment in the ESPP

The employee is not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.*, when the employee subscribes to the ESPP).

Purchase of Shares

When Shares are purchased under the ESPP, the employee will be subject to personal income tax (at the normal progressive income tax rates) on the difference (or spread) between the fair market value of the Shares on the date of purchase and the purchase price.

Example:

[1] All figures in the examples are for illustrative purposes only.

- Accumulated contributions at the end of a certain purchase period: US$ 1,500
- Purchase price: US$ 28.00
- Number of Shares purchased: 53 (for purposes of this example, the number was rounded)
- Stock exchange price on the purchase date: US$ 30.00

The employee will be taxed on the difference between US$ 28.00 and US$ 30.00 (*i.e*., US$ 2.00) times the number of Shares purchased (*i.e*., 53) or 53 x US$ 2.00 = US$ 106.00 or EUR 77.38 (at an exchange rate of US$ 1: EUR 0.73). This taxable amount, *i.e.*, US$ 106.00 or EUR 77.38 in the example, will be taxed at the normal progressive income tax rates. If the employee were, for instance, to be taxed at a 50% rate, the tax due will amount to US$ 53.00 or EUR 38.69 (at an exchange rate of US$ 1: EUR 0.73).

If, however, the employee undertakes in writing to hold the Shares for a minimum period of two years as of their purchase in a written agreement with the Company, and actually holds the Shares during that period of time, the taxable benefit may be reduced, from a tax perspective, to the difference between 100/120th of the fair market value of the Shares on the purchase date and the amount paid for the Shares.

Sale of Shares

When the employee subsequently sells the Shares purchased under the ESPP, he/she should not be subject to capital gains tax.

Dividends

Where Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in Belgium (at a rate of 25%) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Belgium are provided as required by the United States Internal Revenue Service (i.e., Substitute Form W-8BEN Certificate of Foreign Status and Instructions available from the brokerage firm(s) retained by the Company).

Withholding and Reporting

If the employee’s local employer does not intervene in the ESPP, the local employer should not be required to withhold income tax at the time of the taxable event. In such case, the employer should also not be required to report the taxable amount in the employee’s salary forms. The employee is always obliged and responsible to report the benefit in kind on his/her annual income tax return and to pay any taxes resulting from the purchase of the Shares. In addition, the employee is always obliged and responsible to report any security or bank account held outside Belgium on his/her annual income tax return. Furthermore, the employee will also have to provide a central contact point at the National Bank of Belgium with the account number of such foreign bank accounts in a separate report (the form for, and modalities of, this reporting obligation were not yet available at the time this information supplement was drafted).

Social Security

If the Company does not charge the costs related to the ESPP to the employee's local employer and if the local employer is not directly or indirectly involved in the ESPP, no social security contributions are in principle due on the fringe benefit derived from the participation in the ESPP.

LTIP - RSUs

Grant

The employee should not be subject to taxation on the date the Company grants him/her an RSU under the LTIP that is payable in Shares.

Vesting

The employee should be subject to the taxation on the date he/she becomes vested in the RSU and receives Shares and should be taxed, on the fair market value of the Shares at that time. The taxable amount will be classified as employment compensation and will be subject to income taxes at progressive tax rates.

Sale of Shares

When the employee subsequently sells the Shares acquired under the LTIP, he/she should not be subject to capital gains tax.

Dividends

Where Shares are acquired under the LTIP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in Belgium (at a rate of 25%) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Belgium are provided as required by the United States Internal Revenue Service (i.e., Substitute Form W-8BEN Certificate of Foreign Status and Instructions available from the brokerage firm(s) retained by the Company).

Dividend equivalents

The employee will be subject to income taxes at progressive income tax rates on any dividend equivalents that are paid to him/her prior to the acquisition of the Shares.

Withholding and Reporting

If the Company does not charge the costs related to the LTIP to the employee's local employer and if the local employer does not intervene in the LTIP, the local employer should not be required to withhold income tax at the time of the taxable event. In such case, the employer should also not be required to report the taxable amount in the employee's salary forms. The employee is always obliged and responsible to report the benefit in kind on his/her annual income tax return and to pay any taxes resulting from the purchase of the Shares. In addition, the employee is always obliged and responsible to report any security or bank account held outside Belgium on his/her annual income tax return. Furthermore, the employee will also have to provide a central contact point at the National Bank of Belgium with the account number of such foreign bank accounts in a separate report (the form for, and modalities of, this reporting obligation were not yet available at the time this information supplement was drafted).

Social security

If the Company does not charge the costs related to the LTIP to the employee's local employer and if the local employer is not directly or indirectly involved in the LTIP, no social security contributions are in principle due on the benefit derived from the participation in the LTIP.

2. Ireland

The following is intended to briefly summarize certain tax consequences associated with the acquisition of Shares ("Shares") under (i) The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP") and (ii) The Bank of New York Mellon Corporation Long-Term Incentive Plan (the "LTIP").

This discussion reflects the tax and other law as in effect in Ireland on February 1, 2014. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires Shares or sells Shares acquired under the ESPP and/or the LTIP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of a country other than Ireland, the information contained in this description may not be applicable to the employee.

Any examples contained within this description are for illustrative purposes only.

ESPP

Enrollment in the ESPP

The employee is not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.*, when the employee subscribes to the ESPP).

Purchase of Shares

When shares are purchased under the ESPP, the employee will generally be subject to personal income tax (at the normal progressive income tax rates) on the difference (or spread) between the fair market value of the Shares on the date of purchase and the purchase price. In addition, the employee also will be subject to the Universal Social Charge ("USC") and employee Pay Related Social Insurance ("PRSI") on the spread at purchase.

The employee must pay income tax and USC on the spread at the higher tax rate (currently 41%) within 30 days of the purchase date without an assessment by the tax inspector. USC is payable at rates between 2% and 7% depending on the employee's overall income. If the employee is subject to income tax at the lower tax rate (currently 20%), he/she may apply to pay tax at the lower rate. However, if permission to pay tax at the lower rate is not received within 30 days of the purchase date, the employee must pay tax at the higher rate and seek a refund on any overpayment.

Example:

- Accumulated contributions at the end of a certain purchase period: US$ 1,500
- Purchase price: US$ 28.00
- Number of Shares purchased: 53 (for purposes of this example, the number was rounded)
- Stock exchange price on the purchase date: US$ 30.00

The employee will be taxed on the difference between US$ 28.00 and US$ 30.00 (*i.e.*, US$ 2.00) times the number of Shares purchased (*i.e.*, 53) or 53 x US$ 2.00 = US$ 106.00 or EUR 77.38 (at an exchange rate of US$ 1: EUR 0.73). This taxable amount, *i.e.*, US$ 106.00 or EUR 77.38 in the example, will be taxed at the normal progressive income tax rates. If the employee were, for instance, to be taxed at a 41% rate, the income tax due will amount to US$ 43.46 or EUR 31.73(at an exchange rate of US$ 1: EUR 0.73). In addition, the employee will be liable to the USC and employee PRSI on the taxable amount, in this example of US$ 106.00 or EUR 77.38.

Sale of Shares

When the employee subsequently sells the Shares purchased under the ESPP, any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the purchase date) will be subject to capital gains tax. However, capital gains tax is only payable on gains from all sources in excess of the annual personal exemption in any tax year.

Dividends

Where Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in Ireland (at marginal tax rates), USC (at the rates of between 2% and 7% depending on income level) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Ireland are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Withholding and Reporting

The local employer will not withhold income tax, employee PRSI or the USC when Shares are purchased under the ESPP, but will report the purchase of Shares to the Irish Revenue Commissioners. It is the employee's responsibility to report and pay any tax due as a result of his/her participation in the ESPP within the timeframes set forth by the Irish Revenue Commissioners.

Social security

Social security contributions (*e.g.*, employee PRSI) are due on the income derived from participation in the ESPP. As referenced above, the local employer will not withhold the employee's portion of such contributions.

LTIP - RSUs

Grant

The employee should not be subject to taxation on the date the Company grants him/her an RSU under the LTIP that is payable in Shares.

Vesting

The employee will be subject to taxation at vesting (*i.e.,* on the receipt of the Shares) on the fair market value of the Shares at that date. The taxable amount will be classified as employment compensation and will generally be subject to income taxes at progressive tax rates, a Universal Social Charge ("USC") (ranging between 2% and 7%) and employee Pay Related Social Insurance ("PRSI").

Sale of Shares

When the employee subsequently sells the Shares acquired under the LTIP, any gain (*i.e.,* the difference between the sale price and the fair market value of the Shares on the vesting date) will be subject to capital gains tax. However, capital gains tax is only payable on gains from all sources in excess of the annual personal exemption in any tax year.

Dividends

Where Shares are acquired under the LTIP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to income tax in Ireland (at marginal tax rates), USC (at the rates of between 2% and 7% depending on income level) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Ireland are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Dividend Equivalents

If a dividend is declared on the Company's common stock and the employee holds unvested RSUs on the record date, the employee is eligible for dividend equivalents. The employee will be subject to income tax, Universal Social Charge and Pay Related Social Insurance on any dividend equivalents paid to him/her.

Withholding and Reporting

The Company or the local employer must withhold income tax and the USC at vesting of the RSUs and payment of dividend equivalents. The local employer is also required to report the details of the RSUs to the Revenue Commissioners on an annual basis.

It is the employee's responsibility to pay any taxes resulting from the sale of his/her shares and/or the receipt of any dividends.

Social security

Social security contributions (*e.g.*, employee PRSI) are due on the income derived from participation in the LTIP (*i.e.*, the fair market value of the Shares acquired upon vesting and dividend equivalents). The Company or the local employer will withhold the employee's portion of such contributions.

3. Luxembourg

The following is intended to briefly summarize certain tax consequences associated with the acquisition of Shares ("Shares") under (i) The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP") and (ii) The Bank of New York Mellon Corporation Long-Term Incentive Plan (the "LTIP").

This discussion reflects the tax and social security laws as in effect in Luxembourg on February 1, 2014. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires Shares or sells Shares acquired under the ESPP and/or the LTIP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a resident of a country other than Luxembourg, the information contained in this description may not be applicable to the employee.

Any examples contained within this description are for illustrative purposes only.

ESPP

Enrollment in the ESPP

The employee is, in principle, not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.*, when the employee subscribes to the ESPP).

Purchase of Shares

When shares are purchased under the ESPP, the employee likely will be subject to tax on the difference (or spread) between the fair market value of the Shares on the date of purchase and the purchase price. The taxable amount is treated as salary income and as such is subject to personal income tax (based on progressive tax rates (up to 43.60% including employment fund contributions) depending on the employee's personal situation).

<u>Example</u>:

- Accumulated contributions at the end of a certain purchase period: US$ 1,500
- Purchase price: US$ 28.00
- Number of Shares purchased: 53 (for purposes of this example, the number was rounded)
- Stock exchange price on the purchase date: US$ 30.00

The employee will be taxed on the difference between US$ 28.00 and US$ 30.00 (*i.e.*, US$ 2.00) times the number of Shares purchased (*i.e.*, 53) or 53 x US$ 2.00 = US$ 106.00 or EUR 77.38 (at an exchange rate of US$ 1: EUR 0.73). This taxable amount, *i.e.*, US$ 106.00 or EUR 77.38 in the example, will be taxed at the normal progressive income tax rates. If the employee were, for instance, to be taxed at a 43.60% rate, the tax due will amount to approximately US$ 46.22 or EUR 33.74 (at an exchange rate of US$ 1: EUR 0.73).

Sale of Shares

When the employee subsequently sells the Shares purchased under the ESPP, the employee will not be subject to capital gains tax on any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the purchase date) provided the following conditions are met:

(1) The employee has held the Shares for less than seven calendar days or for more than six months from the date of acquisition;

(2) The employee has not: (i) at any time during the last five years preceding the date of the disposition, directly or indirectly held more than 10% of the share capital of the Company (either alone or together with his/her spouse or children); or (ii) acquired free of charge, within the five years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period); and

(3) The Shares are not held as a business asset.

If conditions (1) and/or (3) are not met, the gain resulting from the sale will be taxable as ordinary income (based on progressive tax rates (up to 43.60% including employment fund contributions) depending on the employee's personal situation). If only condition (1) is not met, the speculative gain is not subject to tax if the total annual speculative gains do not exceed a certain threshold set annually (*i.e.*, speculative gains are not subject to tax if the aggregate gains realized within the same tax year do not exceed EUR 500). If only condition (2) is not met, the gain resulting from the sale will be taxed as extraordinary income according to the half-global rate method, *i.e.*, the average rate applicable to the sum of ordinary and extraordinary income is calculated according to progressive income tax rates and half of the average rate is applied to the extraordinary income (*i.e.*, maximum rate of 21.80% in 2014). These rules are complex and the employee is advised to consult with his/her personal advisor to understand the tax consequences upon a sale of Shares.

Dividends

Where Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. Fifty-percent (50%) of the dividends received will be subject to income tax in Luxembourg[2] (at rates up to 43.60% including employment fund contributions) to the extent such amount is in excess of the annual tax-free allowance[3] applicable to income from movable property (mainly interest and dividends). Employees may also benefit from a lump sum annual deduction that is available for investment expenses. The dividends also will be subject to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Luxembourg are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company). Further, the employee may be entitled to a tax credit against his/her Luxembourg income tax for the tax withheld at source.

[2] Please note that the 50% exemption will be applicable only if the Company is (i) a Luxembourg resident fully-taxable company limited by share capital; (ii) a company limited by share capital resident in a State with which Luxembourg has concluded a double tax treaty and liable to a tax corresponding to Luxembourg corporate income tax; or (iii) a company resident in an EU Member State and covered by Article 2 of the EU Parent-Subsidiary Directive.

[3] Up to EUR 1,500 (or EUR 3,000 for jointly taxable couples).

Withholding and Reporting

The local employer will withhold, on a monthly basis, tax on the ESPP income, together with the income tax on wages, because the spread will be considered a benefit in-kind to the employee. The local employer must report the income tax on the employee's Certificat de Remuneration and pay the withheld amount to the Luxembourg tax authorities (*i.e.*, Administration des Contributions Directes). The employee will not have reporting obligations with respect to income obtained under the ESPP. However, if the employee's total earnings (including the income from the ESPP) exceed an annual ceiling, the employee is required to file an annual tax return on or before March 31st following the relevant tax year and has to include any income realized under the ESPP.

As with income taxes, the employee's portion of social security contributions has to be withheld and be paid by the local employer.

Social security

The employee also will be subject to social security contributions on the income received under the ESPP to the extent the annual wage ceiling has not been exceeded already. The annual wage ceiling amounts to EUR 115,261.56 as of January 1st, 2014. Further, please note that such annual wage ceiling is applicable only to social security contributions regarding sickness, pension, accident, mutual insurance and health at work.

LTIP - RSUs

Grant

The employee should not be subject to taxation on the date the Company grants him/her an RSU under the LTIP that is payable in Shares.

Vesting

The employee likely will be subject to the taxation on the date he/she becomes vested in the RSU and receives Shares and should be taxed, on the fair market value of the Shares at that time. The taxable amount is treated as salary income and as such is subject to personal income tax (based on progressive tax rates (up to 43.60% including employment fund contributions) depending on the employee's personal situation).

Sale of Shares

When the employee subsequently sells the Shares acquired under the LTIP, the employee will not be subject to capital gains tax on any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares at vesting) provided the following conditions are met:

(1) The employee has held the Shares for less than seven calendar days or for more than six months from the date of acquisition;

(2) The employee has not: (i) at any time during the last five years preceding the date of the disposition, directly or indirectly held more than 10% of the share capital of the Company (either alone or together with his/her spouse or children); or (ii) acquired free of charge, within the five years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period); and

(3) The Shares are not held as a business asset.

If conditions (1) and/or (3) are not met, the gain resulting from the sale will be taxable as ordinary income (based on progressive tax rates (up to 43.60% including employment fund contributions) depending on the employee's personal situation). If only condition (1) is not met, the speculative gain is not subject to tax if the total annual speculative gains do not exceed a certain threshold set annually (*i.e.*, speculative gains are not subject to tax if the aggregate gains realized within the same tax year do not exceed EUR 500). If only condition (2) is not met, the gain resulting from the sale will be taxed as extraordinary income according to the half-global rate method, *i.e.*, the average rate applicable to the sum of ordinary and extraordinary income is calculated according to progressive income tax rates and half of the average rate is applied to the extraordinary income (*i.e.*, maximum rate of 21.80% in 2014). These rules are complex and the employee is advised to consult with his/her personal advisor to understand the tax consequences upon a sale of Shares.

Dividends

Where Shares are acquired under the LTIP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. Fifty-percent (50%) of the dividends received will be subject to income tax in Luxembourg[4] (at rates up to 43.60% including employment fund contributions) to the extent such amount is in excess of the annual tax-free allowance[5] applicable to income from movable property (mainly interest and dividends). Employees may also benefit from a lump sum annual deduction that is available for investment expenses. The dividends also will be subject to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in Luxembourg are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company). Further, please note that the employee may be entitled to a tax credit against his/her Luxembourg income tax for the tax withheld at source.

Dividend Equivalents

The employee will be subject to income tax and social insurance contributions on any dividend equivalents paid to him/her.

[4] Please note that the 50% exemption will be applicable under the above-mentioned conditions (see footnote 2 for further details).

[5] Up to EUR 1,500 (or EUR 3,000 for jointly taxable couples).

Withholding and Reporting

The local employer will withhold, on a monthly basis, tax on the RSU income and the dividend equivalents, together with the income tax on wages. The local employer must report the income tax on the employee's Certificat de Remuneration and pay the withheld amount to the Luxembourg tax authorities (*i.e.,* Administration des Contributions Directes). The employee will not have reporting obligations with respect to income obtained under the LTIP. However, if the employee's total earnings (including the income from RSUs and dividend equivalents) exceed an annual ceiling, the employee is required to file an annual tax return on or before March 31st following the relevant tax year and has to include any income realized under the LTIP.

As with income taxes, the employee's portion of social security contributions has to be withheld and be paid by the local employer.

Social security

The employee also will be subject to social security contributions on the income received under the LTIP (*i.e.,* the fair market value of the Shares acquired upon vesting and dividend equivalents) to the extent the applicable contribution ceiling has not already been exceeded. The annual wage ceiling amounts to EUR 115,261.56 as of January 1st, 2014. Further, please note that such annual wage ceiling is applicable only to social security contributions regarding sickness, pension, accident, mutual insurance and health at work.

4. Netherlands

The following is intended to briefly summarize certain tax consequences associated with the acquisition of Shares ("Shares") under (i) The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP") and (ii) The Bank of New York Mellon Corporation Long-Term Incentive Plan (the "LTIP").

This discussion reflects the tax and other law as in effect in the Netherlands on February 1, 2014. Such laws are often complex and change frequently. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires Shares or sells Shares acquired under the ESPP and/or the LTIP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of a country other than the Netherlands, the information contained in this description may not be applicable to the employee.

Any examples contained within this description are for illustrative purposes only.

ESPP

Enrollment in the ESPP

The employee is not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.*, when the employee subscribes to the ESPP).

Purchase of Shares

When shares are purchased under the ESPP, the employee will be subject to tax on the difference (or spread) between the fair market value of the Shares on the date of purchase and the purchase price. The taxable amount is treated as salary income and as such is subject to wage withholding tax as an advance levy of personal income tax (at progressive rates of up to 52%).

<u>*Example*</u>*:*

- Accumulated contributions at the end of a certain purchase period: US$ 1,500
- Purchase price: US$ 28.00
- Number of Shares purchased: 53 (for purposes of this example, the number was rounded)
- Stock exchange price on the purchase date: US$ 30.00

The employee will be taxed on the difference between US$ 28.00 and US$ 30.00 (*i.e*., US$ 2.00) times the number of Shares purchased (*i.e*., 53) or 53 x US$ 2.00 = US$ 106.00 or EUR 77.38 (at an exchange rate of US$ 1: EUR 0.73). This taxable amount, *i.e.,* US$ 106.00 or EUR 77.38 in the example, will be taxed at the normal progressive income tax rates. If the employee were, for instance, to be taxed at a 52% rate, the tax due will amount to approximately US$ 55.12 or EUR 40.24 (at an exchange rate of US$ 1: EUR 0.73).

Sale of Shares

When the employee subsequently sells the Shares purchased under the ESPP, the employee will not be subject to capital gains tax on any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the purchase date) provided the employee owns less than 5% of the Company's Shares.

Dividends

Where Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will not be subject to income tax in the Netherlands, but will be subject to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the Netherlands are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Annual Investment Tax

The employee will be subject to an investment yield tax (Box III) at a rate of 1.2% (effectively) based on the fair market value of all of his/her taxable assets (including Shares acquired under the ESPP) as of January 1 of the respective tax year, subject to an annual exemption (€21,139 for 2014). It is the employee's responsibility to report and pay any investment tax due in his/her income tax return.

Withholding and Reporting

The local employer will withhold, on a monthly basis, tax on the ESPP income, together with the income tax on wages, because the spread will be considered a benefit in-kind to the employee. The local employer must report the wage withholding tax on the employee's wage tax return and pay the withheld amount to the tax authorities. The employee is responsible for paying any difference between his/her personal income tax liability and the amount withheld. The employee must also report any taxable benefit derived from the ESPP on his/her personal income tax return.

As with income taxes, the employee's portion of social security contributions, if any, has to be withheld and be paid by the local employer.

Social security

The income received under the ESPP will be subject to social security contributions to the extent the applicable contribution ceiling has not been exceeded already.

LTIP - RSUs

Grant

The employee should not be subject to taxation on the date the Company grants him/her an RSU under the LTIP that is payable in Shares.

Vesting

The employee will be subject to the taxation on the date he/she becomes vested in the RSU and receives Shares and should be taxed, on the fair market value of the Shares at that time. The taxable amount is treated as salary income and as such is subject to wage withholding tax as an advance levy of personal income tax (at progressive rates of up to 52%).

Sale of Shares

When the employee subsequently sells the Shares acquired under the LTIP, the employee will not be subject to capital gains tax on any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the vesting date) provided the employee owns less than 5% of the Company's Shares.

Dividends

Where Shares are acquired under the LTIP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will not be subject to income tax in the Netherlands, but will be subject to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the Netherlands are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Dividend Equivalents

The employee will be subject to income tax and social insurance contributions (subject to the applicable contribution ceiling) on any dividend equivalents paid to him/her.

Annual Investment Tax

The employee will be subject to an investment yield tax (Box III) at a rate of 1.2% (effectively) based on the fair market value of all of his/her taxable assets (including Shares acquired under the LTIP) as of January 1 of the respective tax year, subject to an annual exemption (€21,139 for 2014). It is the employee's responsibility to report and pay any investment tax due in his/her income tax return.

Withholding and Reporting

The local employer will withhold, on a monthly basis, tax on the LTIP income (*i.e.*, the fair market value of the Shares acquired upon vesting and dividend equivalents), together with the wage withholding tax on wages. The local employer must report the wage withholding tax on the employee's wage tax return and pay the withheld amount to the tax authorities. The employee is responsible for paying any difference between his/her personal income tax liability and the amount withheld. The employee must also report any taxable benefit derived from the LTIP on his/her personal income tax return.

As with income taxes, the employee's portion of social security contributions has to be withheld and be paid by the local employer.

Social security

The income received under the LTIP (*i.e.*, the fair market value of the Shares acquired upon vesting and dividend equivalents) also will be subject to social security contributions to the extent the applicable contribution ceiling has not already been exceeded.

5. United Kingdom

The following is intended to briefly summarize certain tax consequences associated with the acquisition of Shares under (i) The Bank of New York Mellon Corporation Employee Stock Purchase Plan (the "ESPP"), (ii) The Bank of New York Mellon Corporation Share Accumulation Plan ("SAP"), and (iii) The Bank of New York Mellon Corporation Long-Term Incentive Plan (the "LTIP").

This discussion reflects the tax and other law as in effect in the United Kingdom on February 1, 2014, as they apply to employees who are resident or ordinarily resident in the UK. Such laws are often complex and change frequently. In particular, rates of income tax and National Insurance contributions will change in the coming years. As a result, the information contained in this description may be out of date at the time the employee is granted an award, acquires Shares or sells Shares acquired under the ESPP, SAP, and/or the LTIP.

In addition, this description does not discuss all of the various laws, rules and regulations that may apply. It may not apply to the employee's particular tax or financial situation and the Company is not in a position to assure the employee of any particular tax result. **Accordingly, the employee is strongly advised to seek appropriate professional advice as to how the tax or other laws in his/her country apply to his/her specific situation.**

If the employee is a citizen or resident of a country other than the United Kingdom, the information contained in this description may not be applicable to the employee.

Any examples contained within this description are for illustrative purposes only.

ESPP

Enrollment in the ESPP

The employee is not subject to tax when a stock purchase right is granted to him/her under the ESPP (*i.e.,* when the employee subscribes to the ESPP).

Purchase of Shares

When Shares are purchased under the ESPP, the employee will be subject to personal income tax (at the employee's marginal income tax rates) and employee National Insurance contributions ("NICs") at the applicable rate on the difference (or spread) between the fair market value of the Shares on the date of purchase and the purchase price. The purchase of Shares under the ESPP will be made using contributions from the employee's post-tax salary.

Example:

- Accumulated contributions at the end of a certain purchase period: US$ 1,500
- Purchase price: US$ 28.00
- Number of Shares purchased: 53
- Stock exchange price on the purchase date: US$ 30.00

The employee will be taxed on the difference between US$ 28.00 and US$ 30.00 (*i.e.*, US$ 2.00) times the number of Shares purchased (*i.e.*, 53) or 53 x US$ 2.00 = US$ 106.00 or GBP 63.60 (at an exchange rate of US$ 1: GBP 0.60). This taxable amount, *i.e.*, US$ 106.00 or GBP 63.60 in the example, will be taxed at the employee's marginal income tax rates. If the employee were, for instance, to be taxed at a 40% rate, the income tax due will amount to US$ 42.40 or GBP 25.44 (at an exchange rate of US$ 1: GBP 0.60). In addition, the employee will be liable to employee NICs on the taxable amount.

Sale of Shares

When the employee subsequently sells the Shares purchased under the ESPP, any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the purchase date) may be subject to capital gains tax.

Capital gains tax is only payable on gains from all sources in excess of the annual personal exemption in any tax year.

If the employee acquires other Shares, he/she will need to take into account the share identification rules in calculating his/her capital gains tax liability.

The capital gains tax rules are complex and their impact will vary according to the employee's own circumstances. **It is recommended that employees obtain their own independent tax advice prior to any acquisition or sale of shares.**

Dividends

Where Shares are acquired under the ESPP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to dividend income tax (but not NICs) in the United Kingdom (the applicable tax rate will depend on the employee's total income) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the United Kingdom are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Withholding and Reporting

The local employer will withhold income tax and employee NICs due on the spread when Shares are purchased under the ESPP. If the amount withheld is not sufficient to cover the employee's actual liability, he/she will be responsible for paying the difference and should do so within 90 days of the purchase date to avoid further tax consequences (as discussed below).

In the event there is no or insufficient withholding, the employee must reimburse the local employer for the income tax due within 90 days of the purchase date to avoid further tax consequences. If the employee fails to pay this amount to the employer within that time limit, the employee is deemed to have received a benefit in kind equal to the amount of income tax due and the employee will have to pay further income tax and employee NICs on this benefit. In such case, the employer is not required to withhold tax on the benefit in kind, and the employee must include this in his/her annual self-assessment tax return for the tax year in which the purchase date occurs.

The local employer is also required to report the details of the grant of purchase rights and the purchase of Shares, as well as the tax withheld, to HM Revenue & Customs on its Annual UK Revenue Tax Return and its Annual Share Schemes Return on Form 42.

The employee should report details of any tax liabilities arising from the Shares acquired under the ESPP and Shares sold or disposed of, together with details of any dividend income, to HM Revenue & Customs on his/her annual self- assessment tax return. The employee will be responsible for paying any capital gains tax due as a result of the sale of Shares acquired under the ESPP.

Social security

The employee also will be subject to employee NICs on the income received under the ESPP at the applicable rates.

SAP – Approved Shares

The SAP is a HM Revenue & Customs approved share incentive plan which offers income tax and National Insurance advantages. The SAP is operated in conjunction with a trust (the "Trust") in which the Shares will be held on the employees' behalf. The SAP provides for four main types of Shares to be used. They are:

- "Partnership Shares" - the employee can use up to £1,500 of his/her salary in any tax year (or, if less, 10% of his/her salary in any tax year) to buy Partnership Shares. The trustee of the Trust (the "Trustee") will purchase Partnership Shares on the employee's behalf using contributions deducted from his/her pre-tax earnings.

- "Matching Shares" - his/her employer will give the employee up to two free Shares for each Partnership Share the employee buys, up to the maximum contribution the employee is permitted to make.

- "Free Shares" - his/her employer will award the employee a number of free shares up to a maximum value of £3,000 in any tax year.

- "Dividend Shares" - dividends paid on his/her shareholding by the Company are accumulated and used to buy additional Dividend Shares.

At this time, Free Shares and Matching Shares are not offered under the SAP.

Purchase of Shares

The employee will not be subject to income tax or employee NICs when Partnership Shares, Matching Shares, Free Shares or Dividend Shares are acquired on his/her behalf.

Withdrawal of Shares from the SAP

The tax treatment relating to Shares withdrawn from the Trust depends on the type of Shares withdrawn and the length of time the Shares were held in the SAP. When Shares are withdrawn they cease to be subject to the SAP if:

(a) They are transferred to the employee upon his/her instructions;
(b) The employee transfers his/her interest in the Shares held in the SAP; or
(c) They are sold by the Trustee upon the employee's direction.

The Shares will also cease to be subject to the SAP if the employee ceases to be employed by the local employer, the Company or one of its subsidiaries or affiliates (the "Group") for one of the specified "Good Leaver" reasons (including injury, disability, redundancy or retirement on or after age 50 years or a change in control or other circumstances ending the associated status of the local employer).

Partnership Shares

The employee can sell or transfer Partnership Shares at any time.

The employee will not be liable for income tax or employee NICs in relation to his/her Partnership Shares if they are held in the SAP for five years. If the Partnership Shares are held in the SAP for less than three years, the employee will be liable for income tax and employee NICs calculated on the market value of the Partnership Shares when they cease to be subject to the SAP. If the Partnership Shares are held in the SAP for more than three years but less than five years, the employee will be liable for income tax and employee NICs calculated on the lesser of (i) the contributions used to buy the Partnership Shares and (ii) the market value of the Partnership Shares on the date they cease to be subject to the SAP. Charges to income tax and employee NICs will not apply where the Partnership Shares are withdrawn from the SAP as a consequence of the employee leaving employment for "Good Leaver" reasons.

Matching Shares

The employee is not permitted to withdraw his/her Matching Shares from the SAP for a holding period of between three and five years unless the employee ceases to be employed by the Group. If the employee leaves the Group for any reason other than a Good Leaver reason, the employee will forfeit any Matching Shares he/she has held for less than the specified forfeiture period (which will not be more than three years).

The employee will not be liable for income tax or employee NICs in relation to his/her Matching Shares if:
(a) the Shares are held in the SAP for five years or more; or
(b) the employee ceases to be employed by the local employer for one of the "Good Leaver" reasons described above.

If Matching Shares are held in the SAP for less than three years (*i.e.*, the employee ceases to be employed by the Group for other than a "Good Leaver" reason and has held his/her Shares for the specified forfeiture period or more), the employee will be liable for income tax and employee NICs calculated on the market value of the Shares on the date they cease to be subject to the SAP. If Matching Shares are held in the SAP for more than three years but less than five years, the employee will be liable for income tax and employee NICs based on the lesser of the market value of the Matching Shares at the date of the award and on ceasing to be subject to the SAP.

Free Shares

The employee can be awarded up to £3,000 of free shares each tax year.

The employee is not permitted to withdraw his/her Free Shares from the SAP for a holding period of between three and five years unless the employee ceases to be employed by the Group. If the employee leaves the Group for any reason other than a Good Leaver reason, the employee will forfeit any Free Shares he/she has held for less than the specified forfeiture period (which will not be more than three years).

The employee will not be liable for income tax or employee NICs in relation to his/her Free Shares if:
(a) the Shares are held in the SAP for five years or more; or
(b) the employee ceases to be employed by the local employer for one of the "Good Leaver" reasons described above.

If Free Shares are held in the SAP for less than three years (*i.e.*, the employee ceases to be employed by the Group for other than a "Good Leaver" reason and has held his/her Shares for the specified forfeiture period or more), the employee will be liable for income tax and employee NICs calculated on the market value of the Shares on the date they cease to be subject to the SAP. If Free Shares are held in the SAP for more than three years but less than five years, the employee will be liable for income tax and employee NICs based on the lesser of the market value of the Free Shares at the date of the award and on ceasing to be subject to the SAP.

Dividend Shares

The employee is not permitted to withdraw his/her Dividend Shares from the SAP for a holding period of three years unless the employee ceases to be employed by the Group. The employee will not be liable for income tax (employee NICs are not payable in relation to Dividend Shares in any event) in relation to his/her Dividend Shares if:
(a) the Shares are held in the SAP for three years or more; or
(b) the employee ceases to be employed by the local employer for one of the "Good Leaver" reasons.

If the employee's Dividend Shares cease to be subject to the SAP before three years after their acquisition on his/her behalf, the employee will be liable to income tax on the amount of the cash dividend used to acquire his/her Dividend Shares.

Sale of Shares

If the employee keeps his/her Shares in the SAP until the employee sells his/her Shares, the employee will not have to pay any capital gains tax on any increase in the market value of the Shares while they are in the SAP, however large. The employee will also have no capital gains tax liability if his/her Shares are forfeited under the rules of the SAP.

If the employee takes his/her Shares out of the SAP and sells them later, the employee may be subject to capital gains tax on any difference between the sale price of the Shares and the market value of the Shares at the time they were withdrawn from the SAP.

Capital gains tax is only payable on gains from all sources in excess of the annual personal exemption in any tax year.

The capital gains tax rules are complex and their impact will vary according to the employee's own circumstances. **It is recommended that employees obtain their own independent tax advice prior to any acquisition or sale of shares.**

Dividends

Where Shares are acquired under the SAP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. Any dividends received in excess of this amount will be subject to dividend income tax (but not NICs) in the United Kingdom (the applicable tax rate will depend on the employee's total income) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the United Kingdom are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Withholding and Reporting

Selling Shares held in the SAP

If the employee keeps his/her Shares in the SAP until the employee sell his/her Shares and an income tax and NICs liability arises on sale (as described in the 'Withdrawal of Shares From the SAP" section above), the Trustee will send the proceeds of sale to the employee's employing company. The local employer will then deduct the appropriate sum from the proceeds through the PAYE system and pay this to HM Revenue & Customs on the employee's behalf. The employee will be taxed on the amount indicated in the "Withdrawal of Shares From the SAP" section above. Income tax will be due on the taxable amount at his/her marginal income tax rate and employee NICs will be due at the applicable rate on the same amount.

Transfer of Shares out of the SAP

If the employee transfers his/her Shares out of the SAP and an income tax and NICs liability arises on withdrawal (as described in the "Withdrawal of Shares From the SAP" section above) the Trustee will notify the employee of the income tax and employee NICs to be paid. When the Trustee has received this sum from the employee, it will pay the income tax and employee NICs to HM Revenue & Customs on the employee's behalf and arrange for his/her name to be entered on the register of shareholders of the Company.

Please note that the Trustee is able to discharge any PAYE obligation that arises where the employee's Shares cease to be subject to the SAP by (i) arranging for the employee to pay a sum equal to the PAYE obligation; or (ii) selling a sufficient number of the employee's Shares held in the SAP and using the proceeds to meet that obligation.

The local employer is required to report the details of the tax withheld and other aspects of the operation of the SAP to HM Revenue & Customs on its Annual UK Revenue Tax Return and on its Form 39. The Trustee also has reporting obligations in relation to the SAP.

It is the employee's responsibility to report any transaction relating to the SAP where taxable income arises, the subsequent sale of Shares that have ceased to be held in the SAP or the receipt of any dividends on his/her annual UK Tax Return. In addition, the employee will be responsible for paying any taxes due as a result of the sale of Shares no longer held in the SAP or the receipt of dividends.

Social security

Please refer to the 'Withdrawal of Shares from the SAP' section above for information related to the employee's NICs obligation (if any).

LTIP - RSUs

Grant

The employee should not be subject to taxation on the date the Company grants him/her an RSU under the LTIP that is payable in Shares.

Vesting

The employee will be subject to taxation on the date he/she becomes vested in the RSU and receives Shares, and will be taxed on the fair market value of the Shares at that time. The taxable amount will be classified as employment income and will be subject to income tax at the employee's marginal tax rates and employee NICs at the applicable rates.

Sale of Shares

When the employee subsequently sells the Shares acquired under the LTIP, any gain (*i.e.*, the difference between the sale price and the fair market value of the Shares on the vesting date) may be subject to capital gains tax.

Capital gains tax is only payable on gains from all sources in excess of the annual personal exemption in any tax year.

If the employee acquires other Shares, he/she will need to take into account the share identification rules in calculating his/her capital gains tax liability.

The capital gains tax rules are complex and their impact will vary according to the employee's own circumstances. **It is recommended that employees obtain their own independent tax advice prior to any acquisition or sale of shares.**

Dividends

Where Shares are acquired under the LTIP, dividends may be paid with respect to these Shares if the Company, in its discretion, declares a dividend. The dividends received will be subject to dividend income tax (but not NICs) in the United Kingdom (the applicable tax rate will depend on the employee's total income) and to U.S. federal income withholding tax (at a rate of 30%). The employee may be entitled to reduce the U.S. federal income withholding tax rate (to 15%) provided that the appropriate certifications concerning domicile in the United Kingdom are provided as required by the United States Internal Revenue Service (*i.e.*, Substitute Form W-8/BEN Certificate of Foreign Status and Instructions, available from the brokerage firm(s) retained by the Company).

Dividend Equivalents

The employee will be subject to income tax and NICs on any dividend equivalents paid to him/her.

Withholding and Reporting

The local employer will withhold income tax and employee NICs on the fair market value of the Shares acquired upon vesting and dividend equivalents. If the amount withheld is not sufficient to cover the employee's actual liability, he/she will be responsible for paying the difference and should do so within 90 days of the vesting/payment date to avoid further tax consequences (as discussed below).

In the event there is no or insufficient withholding, the employee must reimburse the local employer for the income tax due within 90 days of the vesting/payment date to avoid further tax consequences. If the employee fails to pay this amount to the employer within that time limit, the employee is deemed to have received a benefit in kind equal to the amount of tax due and the employee will have to pay further income tax and employee NICs on this benefit. In such case, the employer is not required to withhold tax on the benefit in kind, and the employee must include this in his/her annual self-assessment tax return for the tax year in which the vesting/payment date occurs

The local employer is also required to report the details of the grant of RSUs and the acquisition of Shares, as well as the tax withheld, to HM Revenue & Customs on its Annual UK Revenue Tax Return and its Annual Share Schemes Return on Form 42.

The employee should report details of any tax liabilities arising from the Shares acquired under the LTIP and Shares sold or disposed of, together with details of any dividend income, to HM Revenue & Customs on his/her annual self- assessment tax return. The employee will be responsible for paying any capital gains tax due as a result of the sale of Shares acquired under the LTIP.

Social security

The employee also will be subject to employee NICs on the income received under the LTIP (*i.e.*, the fair market value of the Shares acquired upon vesting and dividend equivalents) at the applicable rates.

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