



Mellon Financial Corporation
Charter of the Executive Committee of the Board of Directors

I. PURPOSE

The Executive Committee is appointed by the Board of Directors pursuant to Article Three, Section 2 of the Corporation's By-Laws to have, so far as may be permitted by law and except as specifically limited by the Board, all the powers and may exercise all the authority of the Board during the intervals between the meetings thereof.

The Executive Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to anyone in the organization. The Executive Committee has the ability to retain, at the Corporation's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

II. COMPOSITION AND MEETINGS

Executive Committee members shall meet any applicable requirements of the New York Stock Exchange. The Executive Committee shall be comprised of (i) the Chairman and Chief Executive Officer, (ii) the Chairs of the other Board Committees and (iii) such other senior officers of the Corporation who are directors and such other directors as determined by the Board of Directors.

Executive Committee members, including a Chair and a Vice Chair, shall, subject to the provisions of the preceding paragraph, be appointed by the Board of Directors on recommendation of the Corporate Governance and Nominating Committee and serve at the pleasure of the Board. If the Executive Committee Chair is not present at a meeting of the Committee, the Vice Chair shall preside.

The Committee shall meet as circumstances dictate. The Chair of the Committee or a majority of its members may call a meeting of the Committee. The Executive Committee shall fix its own rules of procedure which shall be consistent with the Corporation's By-Laws and this Charter.

Except as limited by law, regulation or the rules of the New York Stock Exchange, the Executive Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority as it deems appropriate.

III. RESPONSIBILITIES AND DUTIES

The Executive Committee shall:

1. Review and reassess the adequacy of this Charter periodically and recommend changes to the Board of Directors when necessary.

2. Have, so far as may be permitted by law and except as specifically limited by the Board, all the powers and may exercise all the authority of the Board during the intervals between the meetings thereof. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board.
3. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law as the Board of Directors shall specifically delegate to the Executive Committee.
4. Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.