
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended December 31, 2023

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 001-35651

THE BANK OF NEW YORK MELLON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2614959

(I.R.S. Employer
Identification No.)

240 Greenwich Street

New York, New York 10286

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code - (212) 495-1784

Securities registered pursuant to Section 12(b) of the Act:	Trading Symbol(s)	Name of each exchange on which registered
Title of each class		
Common Stock, \$0.01 par value	BK	New York Stock Exchange
6.244% Fixed-to-Floating Rate Normal Preferred Capital Securities of Mellon Capital IV (fully and unconditionally guaranteed by The Bank of New York Mellon Corporation)	BK/P	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of June 30, 2023, the aggregate market value of the registrant's common stock, \$0.01 par value per share, held by non-affiliates of the registrant was \$34,643,425,518.

As of January 31, 2024, 754,437,391 shares of the registrant's common stock, \$0.01 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following documents are incorporated by reference in the following parts of this Form 10-K:

The Bank of New York Mellon Corporation 2024 Proxy Statement – Part III

The Bank of New York Mellon Corporation 2023 Annual Report to Shareholders – Parts I, II and IV

Available Information

This Form 10-K filed by The Bank of New York Mellon Corporation (“BNY Mellon” or the “Company”) with the Securities and Exchange Commission (the “SEC”) contains the Exhibits listed on the Index to Exhibits beginning on page 14, including those portions of BNY Mellon’s 2023 Annual Report to Shareholders (the “Annual Report”) which are incorporated herein by reference. The Annual Report and BNY Mellon’s Proxy Statement for its 2024 Annual Meeting (the “Proxy”) will be available on our website at www.bnymellon.com. We also make available on our website, free of charge, the following materials:

- All of our SEC filings, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the SEC pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and any proxy statement mailed by us in connection with the solicitation of proxies;
- Our earnings materials and selected management conference calls and presentations;
- Other regulatory disclosures, including: Pillar 3 Disclosures (and Market Risk Disclosure contained therein); Liquidity Coverage Ratio Disclosures; Net Stable Funding Ratio Disclosures; Federal Financial Institutions Examination Council – Consolidated Reports of Condition and Income for a Bank with Domestic and Foreign Offices; Consolidated Financial Statements for Bank Holding Companies; and the Dodd-Frank Act Stress Test Results for BNY Mellon and The Bank of New York Mellon; and
- Our Corporate Governance Guidelines, Amended and Restated By-laws, Directors’ Code of Conduct

Forward-looking Statements

In this Form 10-K, and other public disclosures of BNY Mellon, words, such as “estimate,” “forecast,” “project,” “anticipate,” “likely,” “target,” “expect,” “intend,” “continue,” “seek,” “believe,” “plan,” “goal,” “could,” “should,” “would,” “may,” “might,” “will,” “strategy,” “synergies,” “opportunities,” “trends,” “ambition,” “aspiration,” “objective,” “aim,” “future,” “potentially,” “outlook” and words of similar meaning, may signify forward-looking statements. Some statements in this document are forward-looking. These include statements about the usefulness of Non-GAAP measures, the future results of BNY Mellon, our businesses, financial, liquidity and capital condition, results of operations, liquidity, risk and capital management and processes, goals, strategies, outlook, objectives, expectations (including those regarding our performance results, expenses, nonperforming assets, products, impacts of currency fluctuations, impacts of securities portfolio repositioning, impacts of trends on our businesses, regulatory, technology, market, economic or accounting developments and the impacts of such developments on our businesses, legal proceedings and other contingencies), human capital management (including related ambitions, objectives, aims and goals), effective tax rate, net interest revenue, estimates (including those regarding expenses, losses inherent in our credit portfolios and capital ratios), intentions (including those regarding our capital returns and expenses, including our investments in technology and pension expense), targets, opportunities, potential actions, growth and initiatives.

These forward-looking statements, and other forward-looking statements contained in other public disclosures of BNY Mellon (including those incorporated into this Form 10-K), are not guarantees of future results or occurrences, are inherently uncertain

Analysis of Financial Condition and Results of Operations (“MD&A”) – Risk Factors,” such as:

- errors or delays in our operational and transaction processing, or those of third parties, may materially adversely affect our business, financial condition, results of operations and reputation;
- our risk management framework, models and processes may not be effective in identifying or mitigating risk and reducing the potential for losses and any inadequacy or lapse in our risk management framework, models and processes could expose us to unexpected losses that could materially adversely affect our results of operations or financial condition;
- a communications or technology disruption or failure within our infrastructure or the infrastructure of third parties that results in a loss of information, delays our ability to access information or impacts our ability to provide services to our clients may materially adversely affect our business, financial condition and results of operations;
- a cybersecurity incident, or a failure in our computer systems, networks and information, or those of third parties, could result in the theft, loss, disclosure, use or alteration of information, unauthorized access to or loss of information, or system or network failures. Any such incident or failure could adversely impact our ability to conduct our businesses, damage our reputation and cause losses;
- we are subject to extensive government rulemaking, policies, regulation and supervision that impact our operations. Changes to and introduction of new rules and regulations have compelled, and in the future may compel, us to change how we manage our businesses, which could have a material adverse effect on our business, financial condition and results of operations;
- weakness and volatility in financial markets and the economy generally may materially adversely affect our business, financial condition and results of operations;
- we are dependent on fee-based business for a substantial majority of our revenue and our fee-based revenues could be adversely affected by slowing market activity, weak financial markets, underperformance and/or negative trends in savings rates or in investment preferences;
- levels of and changes in interest rates have impacted, and will in the future continue to impact, our profitability and capital levels, at times adversely;
- we have experienced, and may continue to experience, unrealized or realized losses on securities related to volatile and illiquid market conditions, reducing our capital levels and/or earnings;
- reform of interest rate benchmarks and the use of alternative reference rates by us and our clients could adversely affect our business, financial condition and results of operations;
- the failure or perceived weakness of any of our significant clients or counterparties, many of whom are major financial institutions or sovereign entities, and our assumption of credit, counterparty and concentration risk, could expose us to credit losses and adversely affect our business;
- we could incur losses if our allowance for credit losses, including loan and lending-related commitment reserves, is inadequate or if our expectations of future economic conditions deteriorate;
- our business, financial condition and results of operations could be adversely affected if we do not effectively manage our liquidity;
- failure to satisfy regulatory standards, including “well capitalized” and “well managed” status or capital

- our ability to return capital to shareholders is subject to the discretion of our Board of Directors and may be limited by U.S. banking laws and regulations, including those governing capital and capital planning, applicable provisions of Delaware law and our failure to pay full and timely dividends on our preferred stock;
- any material reduction in our credit ratings or the credit ratings of our principal bank subsidiaries, The Bank of New York Mellon, BNY Mellon, N.A. or The Bank of New York Mellon SA/NV, could increase the cost of funding and borrowing to us and our rated subsidiaries and have a material adverse effect on our business, financial condition and results of operations and on the value of the securities we issue;
- the application of our Title I preferred resolution strategy or resolution under the Title II orderly liquidation authority could adversely affect the Parent's liquidity and financial condition and the Parent's security holders;
- new lines of business, new products and services or transformational or strategic project initiatives subject us to new or additional risks, and the failure to implement these initiatives could affect our results of operations;
- we are subject to competition in all aspects of our business, which could negatively affect our ability to maintain or increase our profitability;
- our strategic transactions present risks and uncertainties and could have an adverse effect on our business, financial condition and results of operations;
- our businesses may be negatively affected by adverse events, publicity, government scrutiny or other reputational harm;
- ESG concerns, including climate change, could adversely affect our business, affect client activity levels, subject us to additional regulatory requirements and damage our reputation;
- impacts from geopolitical events, acts of terrorism, natural disasters, the physical effects of climate change, pandemics and other similar events may have a negative impact on our business and operations;
- tax law changes or challenges to our tax positions with respect to historical transactions may adversely affect our net income, effective tax rate and our overall results of operations and financial condition; and
- changes in accounting standards governing the preparation of our financial statements and future events could have a material impact on our reported financial condition, results of operations, cash flows and other financial data.

Investors should not place undue reliance on any forward-looking statement and should consider all risk factors discussed in the Annual Report and any subsequent reports filed with the SEC by BNY Mellon pursuant to the Exchange Act. All forward-looking statements speak only as of the date on which such statements are made, and BNY Mellon undertakes no obligation to update any statement to reflect events or circumstances after the date on which such forward-looking statement is made or to reflect the occurrence of unanticipated events.

THE BANK OF NEW YORK MELLON CORPORATION
FORM 10-K INDEX

PART I

Item 1.	Business	5
Item 1A.	Risk factors	7
Item 1B.	Unresolved staff comments	7
Item 1C.	Cybersecurity	8
Item 2.	Properties	8
Item 3.	Legal proceedings	8
Item 4.	Mine safety disclosures	8

PART II

Item 5.	Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities	9
Item 6.	[Reserved]	9
Item 7.	Management's discussion and analysis of financial condition and results of operations	9
Item 7A.	Quantitative and qualitative disclosures about market risk	9
Item 8.	Financial statements and supplementary data	9
Item 9.	Changes in and disagreements with accountants on accounting and financial disclosure	9
Item 9A.	Controls and procedures	9
Item 9B.	Other information	10
Item 9C.	Disclosure regarding foreign jurisdictions that prevent inspections	10

PART III

Item 10.	Directors, executive officers and corporate governance	11
Item 11.	Executive compensation	12
Item 12.	Security ownership of certain beneficial owners and management and related stockholder matters	12
Item 13.	Certain relationships and related transactions, and director independence	12
Item 14.	Principal accountant fees and services	12

PART IV

Item 15.	Exhibit and financial statement schedules	13
Item 16.	Form 10-K summary	13
	Index to exhibits	14
	Signatures	20

ITEM 1. BUSINESS

Description of Business

The Bank of New York Mellon Corporation, a Delaware corporation (NYSE symbol: BK), is a global company headquartered in New York, New York, with \$47.8 trillion in assets under custody and/or administration and \$2.0 trillion in assets under management as of Dec. 31, 2023. With its subsidiaries, BNY Mellon has been in business since 1784.

We divide our businesses into three principal business segments: Securities Services, Market and Wealth Services and Investment and Wealth Management. We also have an Other segment, which includes the leasing portfolio, corporate treasury activities (including our securities portfolio), derivatives and other trading activity, corporate and bank-owned life insurance, renewable energy and other corporate investments and certain business exits.

For a further discussion of BNY Mellon's lines of business, products and services, see the "Overview," "Summary of financial highlights," "Fee and other revenue," "Review of business segments" and "International operations" sections in the MD&A section in the Annual Report and Notes 24 and 25 of the Notes to Consolidated Financial Statements in the Annual Report, of which portions are incorporated herein by reference. See the "Available Information" section on page 1 of this Form 10-K, which is incorporated herein by reference, for a description of how to access financial and other information regarding BNY Mellon.

Our two principal U.S. banking subsidiaries engage in trust and custody activities, investment management services, banking services and various securities-related activities. Our two principal U.S. banking subsidiaries are:

- The Bank of New York Mellon, a New

our Wealth Management business and certain activities of our Pershing businesses.

We have four other U.S. bank and/or trust company subsidiaries concentrating on trust products and services across the United States: The Bank of New York Mellon Trust Company, National Association, BNY Mellon Trust of Delaware, BNY Mellon Investment Servicing Trust Company and BNY Mellon Trust Company of Illinois. Most of our Investment Management business and Pershing businesses are direct or indirect non-bank subsidiaries of BNY Mellon.

Each of our bank and trust company subsidiaries is subject to regulation by the applicable bank regulatory authority. The deposits of our U.S. banking subsidiaries are insured by the Federal Deposit Insurance Corporation to the extent provided by law.

BNY Mellon's banking subsidiaries outside the United States are subject to regulation by non-U.S. regulatory authorities in addition to the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The Bank of New York Mellon SA/NV ("BNY Mellon SA/NV") is the main banking subsidiary of The Bank of New York Mellon in continental Europe. It is authorized and regulated as a credit institution by the European Central Bank and the National Bank of Belgium under the Single Supervisory Mechanism and is also supervised by the Belgian Financial Services and Markets Authority for conduct of business rules. BNY Mellon SA/NV has its principal office in Brussels and branches in Amsterdam, the Netherlands; Copenhagen, Denmark; Dublin, Ireland; Frankfurt, Germany; the City of Luxembourg, Luxembourg; Madrid, Spain; Milan, Italy; Paris, France; and Wroclaw, Poland. BNY Mellon SA/NV's activities are in the Securities Services and Market and Wealth Services segments of BNY Mellon with a focus on global custody, asset servicing and collateral

Human Capital Management

Our enduring ambition is to build the best global team—one that is inclusive of varying perspectives, backgrounds and experiences, and represents the increasingly varied markets and clients we serve. Our core objective is to empower our teams to do their best work, make unique contributions and build purposeful careers in an environment where they are treated with fairness, dignity and respect.

Belonging and Inclusion

Belonging and inclusion is integral to who we are as a company, what our people experience as members of our global team, and how we serve all of our stakeholders. Our strategy is not separate, but embedded in the way we do business, our operating model, talent experience and client value proposition.

We aim for fair inclusion by working with professional associations, educational institutions, think tanks and nonprofits to deepen engagement with Black, Hispanic/Latino, Asian, LGBT+, neuro-diverse individuals, people with disabilities and talent from other underrepresented backgrounds.

At the end of 2023, women were 40% of BNY Mellon's global workforce and 44% of BNY Mellon's U.S. workforce. Further, 39% of BNY Mellon's U.S. workforce were from U.S. underrepresented ethnic and/or racial backgrounds.

At the end of 2023, 40% of BNY Mellon's Executive Committee were women and 28% of BNY Mellon's Executive Committee were from underrepresented ethnic and/or racial backgrounds.

Our Board of Directors is committed to fostering and maintaining its diversity. At the end of 2023, 40% of our Board of Directors were women and 30% of our Board of Directors was composed of individuals from underrepresented

engagement and wellbeing programs in an effort to meet those expectations. We offer a 401(k) plan for U.S. employees and other defined contribution retirement plans worldwide, where consistent with market practice. We also maintain defined benefit plans for certain current and former employees, some of which are frozen (including in the U.S.). At Dec. 31, 2023, we had approximately 43,100 participants in our 401(k) plan, including former employees. In addition, our frozen U.S. defined benefit pension plan covered approximately 7,400 U.S. participants, and our non-U.S. defined benefit plans (some frozen) covered approximately 18,000 non-U.S. participants.

The Bank of New York Mellon Corporation has provided eligible employees an award of 10 restricted stock units ("RSUs") or BK Shares. BK Shares is an equity grant that allows for eligible employees to become equity owners and share in the Company's success.

At key career transition points, from internship to executive management, we offer programs and development opportunities to help employees advance their careers and progress within our organization. Our extensive training and development opportunities are designed to enable employees to grow professionally and advance within our organization.

We engage with employees to encourage innovation, show appreciation for their contributions, and gather feedback on how we can build a more rewarding, inclusive workplace. For example, we regularly gather feedback through an all-employee survey.

Employee Wellbeing, Health and Safety

BNY Mellon's holistic approach to employee wellbeing is designed to create a healthy, resilient and vibrant workforce. Our programs are designed to provide employees access to

while continuing to embrace the concept of flexibility and enhancing our culture and commercial impact.

Employees and International Operations

Globally, at Dec. 31, 2023, BNY Mellon and its subsidiaries had approximately 53,400 full-time employees.

We pride ourselves on providing dedicated service through our multilingual sales, marketing and client service teams. At Dec. 31, 2023, approximately 55% of our total employees (full-time and part-time employees) were based outside the U.S., with approximately 11,000 employees in Europe, the Middle East and Africa (“EMEA”), approximately 18,400 employees in the Asia-Pacific region (“APAC”) and approximately 800 employees in other global locations, primarily Brazil.

Supervision and Regulation

Information on the supervision and regulation of BNY Mellon can be found in the “MD&A – Supervision and Regulation” section in the Annual Report, which is incorporated herein by reference.

Competition

BNY Mellon is subject to competition in all aspects and areas of our business. Our Securities Services and Market and Wealth Services businesses compete with domestic and international financial services firms that offer custody services, corporate trust services, clearing services, collateral management services, credit services, securities brokerage, foreign exchange services, derivatives, depositary receipt services and integrated cash management solutions and related products, as well as a wide range of technology service providers, such as financial services data processing firms. Our Investment and Wealth Management business competes with domestic and international investment

services companies, including trust banks, brokerage firms and insurance companies, as well as a wide range of technology service providers.

Competition in the financial services industry continues to be intense. Competition is based on a number of factors including, among others, customer service and convenience, transaction execution, capital or access to capital, quality and range of products and services offered, performance, technological innovation and expertise, price, reputation and lending limits. Competition also varies based on the types of clients, customers, industries and geographies served. Our ability to continue to compete effectively also depends in large part on our ability to attract new employees, retain, develop and motivate our existing employees, amid heightened regulatory restrictions and an inflationary environment. Our competitive position may be affected by institutions that are not similarly subject to extensive regulation, and as further technological advances enable more companies to provide financial services.

For additional discussion regarding competition, see “MD&A – Risk Factors – Operational Risk – Our business may be adversely affected if we are unable to attract, retain, develop and motivate employees” and “MD&A – Risk Factors – Strategic Risk – We are subject to competition in all aspects of our business, which could negatively affect our ability to maintain or increase our profitability” in the Annual Report, which are incorporated herein by reference.

ITEM 1A. RISK FACTORS

The information required by this Item is set forth in the Annual Report under “MD&A – Risk Factors,” which portion is incorporated herein by reference.

ITEM 1B. UNRESOLVED STAFF COMMENTS

ITEM 1C. CYBERSECURITY

The information required by this Item is set forth in the “MD&A – Cybersecurity” section in the Annual Report, which is incorporated herein by reference.

ITEM 2. PROPERTIES

Our corporate headquarters, located at 240 Greenwich Street in New York City, is a 23-story building of approximately 1.2 million square feet that we own.

We have additional offices and commercial space in the U.S. and elsewhere in the Americas, primarily Brazil and Canada, which together consist of approximately 5.0 million square feet of leased and owned space.

In the EMEA region, we have offices that total approximately 1.3 million square feet of leased and owned space, and we have 1.4 million square feet of leased space in the APAC region.

Our global facilities are used across our business segments for corporate purposes. In the preceding paragraphs, square footage figures do not include excess space that has been vacated and/or subleased to third parties. We regularly evaluate our space capacity in relation to current and projected needs. We have incurred and may in the future incur costs if we reduce our space capacity or commit to, or occupy, new properties in locations in which we operate and dispose of existing space. These costs may be material to our operating results in a given period.

ITEM 3. LEGAL PROCEEDINGS

The information required by this Item is set forth in the “Legal proceedings” section in Note 22 of the Notes to Consolidated Financial Statements in the Annual Report, which portion is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed on the New York Stock Exchange under the ticker symbol BK. As of Jan. 31, 2024, there were 21,154 holders of record of our common stock.

Additional information about our common stock, including additional information about share repurchases and existing Board of Directors authorizations with respect to purchases by us of our common stock and other equity securities is provided in the "Capital – Issuer purchases of equity securities" section in the MD&A in the Annual Report and Note 15 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference. Share repurchases may be executed through open market repurchases, in privately negotiated transactions or by other means, including through repurchase plans designed to comply with Rule 10b5-1 and other derivative, accelerated share repurchase and other structured transactions.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this Item is set forth in the MD&A and Notes 3, 6, 12, 14, 19, 22 and 23 of the Notes to Consolidated Financial Statements in the Annual Report, which portions are incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item is set forth in the "Trading activities and

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Reference is made to Item 15 on page 13 hereof for a detailed listing of the items under Exhibits and Financial Statements, which are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, including the Chief Executive Officer and Chief Financial Officer, with participation by the members of the Disclosure Committee, has responsibility for ensuring that there is an adequate and effective process for establishing, maintaining, and evaluating disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in our SEC reports is timely recorded, processed, summarized and reported and that information required to be disclosed by BNY Mellon is accumulated and communicated to BNY Mellon's management to allow timely decisions regarding the required disclosure. In addition, our ethics hotline can be used by employees and others for the anonymous communication of concerns about financial controls or reporting matters. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

As of Dec. 31, 2023, an evaluation was carried out under the supervision and

Changes in Internal Control over Financial Reporting

In the ordinary course of business, we may routinely modify, upgrade or enhance our internal controls and procedures for financial reporting. There have not been any changes in our internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act during the fourth quarter of 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management Report on Internal Control over Financial Reporting and Report of Independent Registered Public Accounting Firm

See “Report of Management on Internal Control Over Financial Reporting” and “Report of Independent Registered Public Accounting Firm” on pages 121 and 122 of the Annual Report, each of which is incorporated herein by reference.

ITEM 9B. OTHER INFORMATION

- (a) On Feb. 23, 2024, the Human Resources and Compensation Committee of the Board of Directors of The Bank of New York Mellon Corporation (the “Corporation”) amended and restated the Executive Severance Plan (the “ESP”), effective March 1, 2024. The ESP maintains the same severance components and

formula. Updates are to the “Pro-Rata Annual Incentive Award” that is provided under the ESP for the year of termination that is revised to include eligibility for a full pro-rated amount of such award (cash and deferred), to align the ESP’s definition of “Cause” with the definition for such term in the participant’s most recently granted equity award agreement, and to effectuate certain other changes. The foregoing summary of the amendments is qualified in its entirety by reference to the amended and restated ESP, which is filed herewith as Exhibit 10.30 and incorporated herein by reference.

- (b) Certain of our officers or directors have made elections to participate in, and are participating in, our dividend reinvestment plan, employee stock purchase plan and 401(k) plan, and have made, and may from time to time make, elections to have shares withheld to cover withholding taxes or pay the exercise price of stock awards, which may be designed to satisfy the affirmative defense conditions of Rule 10b5-1 under the Exchange Act or may constitute non-Rule 10b5-1 trading arrangements (as defined in Item 408(c) of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is included below and in the Proxy in the following sections: "Delinquent Section 16(a) Reports" under the heading "Additional Information – Information on Stock Ownership;" "Background" under the heading "Item 1 – Election of Directors – Resolution;" "Nominees" under the heading "Item 1 – Election of Directors;" and "Board Meetings and Committee Information – Committees and Committee Charters" and "– Audit Committee" under the heading "Item 1 – Election of Directors – Corporate Governance and Board Information," which are incorporated herein by reference.

CODE OF ETHICS

We have adopted a code of ethics for our employees which we refer to as our Code of Conduct. The Code of Conduct applies to all employees of BNY Mellon or an entity that is more than 50% owned by us, including our Chief Executive Officer (principal executive officer), Chief Financial Officer (principal financial officer) and Controller (principal accounting officer). The Code of Conduct is posted on our

website at <https://www.bnymellon.com/content/dam/bnymellon/documents/pdf/csr/employee-code-of-conduct.pdf>.

We also have a code of ethics for our directors, which we refer to as our Directors' Code of Conduct. The Directors' Code of Conduct applies to all directors of BNY Mellon. The Directors' Code of Conduct is posted on our website at <https://www.bnymellon.com/content/dam/bnymellon/documents/pdf/investor-relations/directors-code-of-conduct.pdf>.

We intend to disclose on our website any amendments to or waivers of (i) the Code of Conduct relating to executive officers (including the officers specified below) and (ii) the Directors' Code of Conduct relating to our directors.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The position of Chief Executive Officer is held for the year for which the Board of Directors was elected and until the appointment and qualification of a successor or until earlier death, resignation, disqualification or removal. All other executive officers serve at the pleasure of the appointing authority. No executive officer has a family relationship to any other executive officer or director.

Name	Age	Positions and offices
Catherine Keating	62	Ms. Keating has served as Senior Executive Vice President and Global Head of Wealth Management at BNY Mellon since July 2018. From February 2015 to June 2018, Ms. Keating was the Chief Executive Officer of Commonfund.
Jayee Koffey	43	Ms. Koffey has served as Senior Executive Vice President, Global Head of Enterprise Execution and Chief Corporate Affairs Officer since February 2023. Ms. Koffey served as Head of the Executive Office and Company Chief of Staff from August 2022 to February 2023. Previously, from 2011 to July 2022, Ms. Koffey worked at The Goldman Sachs Group, Inc., most recently as Chief Enterprise Risk Officer.
Senthil Kumar	58	Mr. Kumar has served as Senior Executive Vice President and Chief Risk Officer of BNY Mellon since July 2019. Mr. Kumar served as Chief Risk Officer of the Institutional Clients Group at Citigroup Inc. from April 2014 to June 2019.
Kurtis R. Kurimsky	50	Mr. Kurimsky has served as Vice President and Controller of BNY Mellon since July 2015.
J. Kevin McCarthy	59	Mr. McCarthy has served as Senior Executive Vice President and General Counsel of BNY Mellon since April 2014.
Dermot McDonogh	58	Mr. McDonogh has served as Senior Executive Vice President of BNY Mellon since October 2022 and as Chief Financial Officer of BNY Mellon since February 2023. From 2015 to July 2022, Mr. McDonogh served as the Chief Operating Officer of the Europe, Middle East, and Africa region for Goldman Sachs International and as the Chief Executive Officer of Goldman Sachs International Bank.

Name	Age	Positions and offices
Roman Regelman	52	Mr. Regelman has served as Senior Executive Vice President and Global Head of Securities Services and Digital of BNY Mellon since April 2023. Mr. Regelman previously served as Chief Executive Officer of Asset Servicing, Issuer Services and Digital from April 2022 to April 2023 and Chief Executive Officer of Asset Servicing and Head of Digital from January 2020 to April 2022. From September 2018 to January 2020, Mr. Regelman served as Senior Executive Vice President and Head of Digital.
Hanneke Smits	57	Ms. Smits has served as Senior Executive Vice President and Global Head of Investment Management at BNY Mellon since October 2020 and served as the Chief Executive Officer of Newton Investment Management from August 2016 to September 2020.
Robin Vince	52	Mr. Vince has served as President and Chief Executive Officer of BNY Mellon since September 2022, and as President and Chief Executive Officer-Elect from March 2022 until September 2022. Previously, Mr. Vince was Vice Chair and Chief Executive Officer of Global Market Infrastructure at BNY Mellon since October 2020. From 1994 until September 2020, Mr. Vince worked at Goldman Sachs, most recently as Chief Risk Officer and a member of the Management Committee.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is included in the Proxy in the following sections: "Director Compensation" under the heading "Item 1 – Election of Directors;" "Compensation Discussion & Analysis" and "Executive Compensation Tables and Other Compensation Disclosures" under the heading "Item 2 – Advisory Vote on Compensation;" "Board Meetings and Committee Information – Committees and Committee Charters" and "– Human Resources and Compensation Committee" under the heading "Item 1 – Election of Directors – Corporate Governance and Board Information," which are incorporated herein by reference. The information incorporated herein by reference to the section "Report of the HRC Committee" under the heading "Item 2 – Advisory Vote on Compensation – Compensation Discussion & Analysis" is deemed furnished hereunder.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is included in the Proxy in the following sections: "Equity Compensation Plans" and "Information on Stock Ownership" under the heading "Additional Information," which are incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is included in the Proxy in the following sections: "Business Relationships and Related Party Transactions Policy" and "Director Independence" under the heading "Item 1 – Election of Directors – Corporate Governance and Board Information;" and "Board Meetings and Committee Information – Committees and Committee Charters," "– Audit Committee," "– Corporate Governance, Nominating and Social Responsibility Committee" and "– Human Resources and Compensation Committee" under the heading "Item 1 – Election of Directors – Corporate Governance and Board Information," which are incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is included in the Proxy in the following section: "Item 3 – Ratification of KPMG LLP," which is incorporated herein by reference. KPMG LLP's Public Company Accounting Oversight Board ("PCAOB") firm identification number is 185.

PART IV

ITEM 15. EXHIBIT AND FINANCIAL STATEMENT SCHEDULES

- (a) The financial statements, schedules and exhibits required for this Form 10-K are incorporated by reference as indicated in the following index. Page numbers refer to pages of the Annual Report for Items (1) and (2) Financial Statements and Schedules.

<u>Financial Statements and</u> (1)(2) <u>Schedules</u>	<u>Page No.</u>
Consolidated Income Statement	124-125
Consolidated Comprehensive Income Statement	126
Consolidated Balance Sheet	127
Consolidated Statement of Cash Flows	128
Consolidated Statement of Changes in Equity	129-130
Notes to Consolidated Financial Statements	131-203
Report of Independent Registered Public Accounting Firm	204

- (3) Exhibits
See (b) below.

- (b) The exhibits listed on the Index to Exhibits on pages 14 through 19 hereof are incorporated by reference or filed or furnished herewith in response to this Item.

- (c) Other Financial Data

INDEX TO EXHIBITS

Pursuant to the rules and regulations of the SEC, BNY Mellon has filed certain agreements as exhibits to this Form 10-K. These agreements may contain representations and warranties by the parties to such agreements. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in BNY Mellon's public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards that are different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe BNY Mellon's actual state of affairs at the date hereof and should not be relied upon.

Exhibit	Description	Method of Filing
3.1	Restated Certificate of Incorporation of The Bank of New York Mellon Corporation.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 2, 2007, and incorporated herein by reference.
3.2	Certificate of Amendment to The Bank of New York Mellon Corporation's Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on April 9, 2019.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on April 10, 2019, and incorporated herein by reference.
3.3	Certificate of Designations of The Bank of New York Mellon Corporation with respect to the Series A Noncumulative Preferred Stock, dated June 15, 2007.	Previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 5, 2007, and incorporated herein by reference.
3.4	Certificate of Designations of The Bank of New York Mellon Corporation with respect to the Series F Noncumulative Perpetual Preferred Stock, dated July 29, 2016.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Aug. 1, 2016, and incorporated herein by reference.
3.5	Certificate of Designations of The Bank of New York Mellon Corporation with respect to the Series G Noncumulative Perpetual Preferred Stock, dated May 15, 2020.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on May 19, 2020 and incorporated herein by reference.
3.6	Certificate of Designations of The Bank of New York Mellon Corporation with respect to the Series H Noncumulative Perpetual Preferred Stock, dated Nov. 2, 2020.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Nov. 3, 2020 and incorporated herein by reference.
3.7	Certificate of Designations of The Bank of New York Mellon Corporation with respect to the Series I Noncumulative Perpetual Preferred Stock, dated Nov. 16, 2021.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Nov. 18, 2021, and incorporated herein by reference.

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
3.8	Amended and Restated By-Laws of The Bank of New York Mellon Corporation, as amended and restated on Aug. 8, 2023.	Previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Aug. 11, 2023, and incorporated herein by reference.
4.1	None of the instruments defining the rights of holders of long-term debt of the Parent or any of its subsidiaries represented long-term debt in excess of 10% of the total assets of the Company as of Dec. 31, 2023. The Company hereby agrees to furnish to the Commission, upon request, a copy of any such instrument.	N/A
4.2	Description of the Company's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.	Filed herewith.
10.1	* Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.	Previously filed as Exhibit 10(s) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1993, and incorporated herein by reference.
10.2	* Amendment effective as of Nov. 8, 1994 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.	Previously filed as Exhibit 10(z) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1994, and incorporated herein by reference.
10.3	* Amendment effective Feb. 11, 1997 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.	Previously filed as Exhibit 10(j) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 1996, and incorporated herein by reference.
10.4	* Amendment to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc. effective as of July 11, 2000.	Previously filed as Exhibit 10(d) to The Bank of New York Company, Inc.'s Quarterly Report on Form 10-Q (File No. 001-06152) for the quarter ended Sept. 30, 2000, and incorporated herein by reference.
10.5	* Amendment effective as of Nov. 12, 2002 to Deferred Compensation Plan for Non-Employee Directors of The Bank of New York Company, Inc.	Previously filed as Exhibit 10(yy) to The Bank of New York Company, Inc.'s Annual Report on Form 10-K (File No. 001-06152) for the year ended Dec. 31, 2003, and incorporated herein by reference.
10.6	* The Bank of New York Mellon Corporation Deferred Compensation Plan for Directors	Previously filed as Exhibit 10.71 to the Company's Annual Report on Form 10-K (File No. 001-35651) as filed with the Commission on Aug. 11, 2023, and incorporated herein by reference.

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
10.7 *	The Bank of New York Mellon Corporation Deferred Compensation Plan for Employees.	Previously filed as Exhibit 4.4 to the Company's Form S-8 (File No. 333-149473) filed on Feb. 29, 2008, and incorporated herein by reference.
10.8 *	Form of Long-Term Incentive Plan Deferred Stock Unit Agreement for Directors of The Bank of New York Mellon Corporation.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 000-52710) for the quarter ended June 30, 2008, and incorporated herein by reference.
10.9 *	The Bank of New York Mellon Corporation Policy Regarding Shareholder Approval of Future Senior Officers Severance Arrangements, effective July 12, 2010.	Previously filed as Exhibit 99.3 to the Company's Current Report on Form 8-K (File No. 000-52710) as filed with the Commission on July 16, 2010, and incorporated herein by reference.
10.10 *	The Bank of New York Mellon Corporation Defined Contribution IRC 401(a)(17) Plan (as amended and restated).	Previously filed as Exhibit 10.69 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2015, and incorporated herein by reference.
10.11 *	Form of Amended and Restated Indemnification Agreement with Directors of The Bank of New York Mellon Corporation.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2016, and incorporated herein by reference.
10.12 *	Form of Amended and Restated Indemnification Agreement with Executive Officers of The Bank of New York Mellon Corporation.	Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2016, and incorporated herein by reference.
10.13 *	The Bank of New York Mellon Corporation Executive Severance Plan, as amended on Feb. 12, 2018.	Previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-35651) as filed with the Commission on Feb. 13, 2018, and incorporated herein by reference.
10.14 *	The Bank of New York Mellon Corporation 2019 Long-Term Incentive Plan.	Previously filed as Annex C to the Company's definitive Proxy Statement on Schedule 14A filed on March 8, 2019 and incorporated herein by reference.
10.15 *	The Bank of New York Mellon Corporation 2019 Executive Incentive Compensation Plan.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended Sept. 30, 2019, and incorporated herein by reference.
10.16 *	2020 Form of Performance Share	Previously filed as Exhibit 10.1 to

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
10.18 *	Letter Agreement, dated Aug. 19, 2020, between The Bank of New York Mellon Corporation and Robin Vince.	Previously filed as Exhibit 10.49 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2020, and incorporated herein by reference.
10.19 *	2021 Form of Performance Share Unit Agreement.	Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2021, and incorporated herein by reference.
10.20 *	2021 Form of Restricted Stock Unit Agreement.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended June 30, 2021, and incorporated herein by reference.
10.21 *	2022 Form of Performance Share Unit Agreement.	Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended Sept. 30, 2022, and incorporated herein by reference.
10.22 *	2022 Form of Restricted Stock Unit Agreement.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended Sept. 30, 2022, and incorporated herein by reference.
10.23 *	Amendment, dated Aug. 30, 2022, to Letter Agreement between The Bank of New York Mellon Corporation and Robin Vince.	Previously filed as Exhibit 10.42 to the Company's Annual Report on Form 10-K (File No. 001-35651) for the year ended Dec. 31, 2022, and incorporated herein by reference.
10.24 *	Gulfstream Aircraft Time Sharing Agreement, entered into as of Jan. 23, 2023, by and between The Bank of New York Mellon and Robin Vince.	Filed herewith.
10.25 *	Dassault Aircraft Time Sharing Agreement, entered into as of Jan. 23, 2023, by and between The Bank of New York Mellon and Robin Vince.	Filed herewith.
10.26 *	2023 Form of Performance Share Unit Agreement.	Previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended March. 31, 2023, and incorporated herein by reference.
10.27 *	2023 Form of Restricted Stock Unit Agreement.	Previously filed as Exhibit 10.1 to the Company's Quarterly Report on

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
10.29 *	2024 Form of Restricted Stock Unit Agreement.	Filed herewith.
10.30 *	The Bank of New York Mellon Corporation Executive Severance Plan, as amended and restated effective March 1, 2024.	Filed herewith.
13.1	All portions of The Bank of New York Mellon Corporation 2023 Annual Report to Shareholders that are incorporated herein by reference. The remaining portions are furnished for the information of the SEC and are not “filed” as part of this filing.	Filed and furnished herewith.
21.1	Primary subsidiaries of the Company.	Filed herewith.
22.1	Subsidiary Issuer of Guaranteed Securities.	Previously filed as Exhibit 22.1 to the Company’s Quarterly Report on Form 10-Q (File No. 001-35651) for the quarter ended March 31, 2021, and incorporated herein by reference.
23.1	Consent of KPMG LLP.	Filed herewith.
24.1	Power of Attorney.	Filed herewith.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
97.1	Recovery of Erroneously Awarded Incentive-Based Compensation Policy.	Filed herewith.
101.INS	Inline XBRL Instance Document.	This instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL

INDEX TO EXHIBITS (continued)

Exhibit	Description	Method of Filing
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	Filed herewith.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	Filed herewith.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.	Filed herewith.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	Filed herewith.
104	The cover page of The Bank of New York Mellon Corporation's Annual Report on Form 10-K for the year ended Dec. 31, 2023, formatted in inline XBRL.	The cover page interactive data file is embedded within the inline XBRL document and included in Exhibit 101.

* Management contract or compensatory plan, contract or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, BNY Mellon has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

The Bank of New York Mellon Corporation

By: /s/ Robin Vince

Robin Vince

President and Chief Executive Officer

DATED: February 28, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report has been signed below by the following persons on behalf of BNY Mellon and in the capacities and on the date indicated.

Signature	Capacities
By: <u>/s/ Robin Vince</u> Robin Vince President and Chief Executive Officer	Director and Principal Executive Officer
By: <u>/s/ Dermot McDonogh</u> Dermot McDonogh Chief Financial Officer	Principal Financial Officer
By: <u>/s/ Kurtis R. Kurimsky</u> Kurtis R. Kurimsky Corporate Controller	Principal Accounting Officer
Linda Z. Cook; Joseph J. Echevarria; M. Amy Gilliland; Jeffrey A. Goldstein; K. Guru Gowrappan; Ralph Izzo; Sandra E. O'Connor; Elizabeth E. Robinson; Alfred W. Zollar	Directors
By: <u>/s/ J. Kevin McCarthy</u> J. Kevin McCarthy Attorney-in-fact	DATED: February 28, 2024