NORTHERN TRUST

PUBLIC RESOLUTION PLAN

DECEMBER 17, 2021

Glossary

Except where the context otherwise requires, references throughout this document to "Northern Trust," "we," "us," "our," or similar terms mean Northern Trust Corporation and its subsidiaries on a consolidated basis, while references to "NTC" refer solely to Northern Trust Corporation. All references to officers, employees, committees, or departments in the 2021 Resolution Plan refer to those of NTC unless otherwise noted.

The following glossary is included for convenience.

Term	Definition
165(d) Rule	Joint rule issued by the Federal Reserve and the FDIC under the Dodd-Frank Act that requires certain bank holding company and non-bank financial institutions to submit resolution plans
2017 Resolution Plan	Northern Trust's 2017 165(d) resolution plan
2021 Resolution Plan	Northern Trust's 2021 165(d) resolution plan
2021 Targeted Plan	Northern Trust's 2021 Targeted Resolution Plan
ADI	Authorized deposit-taking institutions
Adverse Scenario	The DFAST Adverse Scenario
Agencies	The Federal Reserve and the FDIC, collectively
ALCO	Asset and Liability Management Policy Committee
APAC	Asia-Pacific
ASIC	Australian Securities and Investments Commission
AUC	Assets Under Custody
AUC/A	Assets Under Custody /Administration
AUM	Assets Under Management
Banking Act	U.K. Banking Act of 2009
BAU	Business-as-usual
BCL	The Central Bank of Luxembourg (Banque Central Du Lexembourg)
BoE	The Bank of England, the U.K. central bank and a U.K. financial services regulatory body
BRRD	E.U. Bank Recovery and Resolution Directive
Baseline Scenario	The DFAST Baseline Scenario
Bridge Bank Strategy	Northern Trust's resolution strategy for its 2021 Resolution Plan
C&IS	Corporate & Institutional Services, a CBL
CBL	Core Business Line
CCAR	Comprehensive Capital Analysis and Review
CDC	Centers for Disease Control
CFTC	U.S. Commodity Futures Trading Commission
CGC	Capital Governance Committee of the Northern Trust Board
Chapter 11 Proceedings	NTC's bankruptcy proceedings pursuant to Chapter 11 of the U.S. Bankruptcy Code
CO	Critical Operation
COVID-19	Coronavirus pandemic
CSSF	Commission de Surveillance du Secteur Financier
December 2020 Letter	The Agencies' December 9, 2020 letter to Northern Trust regarding the 2021 Targeted Resolution Plan
DFAST	Dodd-Frank Act Stress Test
DIF	The Deposit Insurance Fund

Term	Definition
DIP	Debtor in possession
Dodd-Frank Act	The Dodd-Frank Wall Street Reform and Consumer Protection Act
ECB	European Central Bank
EMEA	Europe, the Middle East and Africa
E.U.	European Union
Failure Catalyst	A significant event that would create a severe liquidity run, which eventually would lead to Northern Trust's failure, reaching a point at which continued operation in BAU would no longer be viable, the PNV
FCA	Financial Conduct Authority of the U.K.
FDIA	The Federal Deposit Insurance Act
FDIC	The Federal Deposit Insurance Corporation
Federal Reserve	The Board of Governors of the Federal Reserve System
FMU	Financial Market Utility
HQLA	High-Quality Liquid Assets
HR Playbook	A playbook which provides an improved framework for identifying key staff and strategies to retain them during periods of stress and failure
IAA	Investment Advisors Act of 1940
IDFPR	Illinois Department of Financial and Professional Regulation
Internal Liquidity Stress Testing	A process to measure the stand-alone liquidity position of each ME
Least Cost Analysis	The analysis used to determine which resolution method is least costly
Least Cost Test	The requirement under 12 U.S.C. § 1823(4) to use the resolution method that is least costly to the DIF
LEOC	The Legal Entity Oversight Committee; a committee within Northern Trust which provides senior management oversight, guidance and governance with respect to Northern Trust's legal entity structure, including overseeing the determination of MEs for resolution planning
March 2019 Feedback Letter	The Agencies' March 29, 2019 feedback letter on Northern Trust's 2017 Resolution Plan
ME	Material Entity
MIS	Management Information Systems
MLRC	Market and Liquidity Risk Committee
MOL	Minimum Operating Liquidity
Northern Trust	NTC and its consolidated subsidiaries, collectively
NOS	Northern Operating Services Private Limited
NOSAI	Northern Operating Services Asia Inc.
Nostro Banks	Correspondent banks which serve as Northern Trust's agents to facilitate payments in a market in which Northern Trust does not have a presence
NTC	Northern Trust Corporation
NTC Board	The board of directors of NTC
NTGS	Northern Trust Global Services SE
NTI	Northern Trust Investments, Inc.
NTMSIL	Northern Trust Management Services (Ireland) Limited
NTMSL	Northern Trust Management Services Limited
OIR	Operational Inherent Risk
OLA	Orderly Liquidation Authority
OSFI	Office of the Superintendent of Financial Institutions
Outsourced Services	Vendor-provided services and functions that support Northern Trust's MEs, CBLs and COs
P&A	Purchase and Assumption
PCS	Payment, clearing, and settlement

Term	Definition
PCS Playbook	A playbook which identifies Northern Trust's key FMU and subcustodian relationships and includes a detailed analysis on potential adverse actions of FMUs and subcustodians against Northern Trust in financial distress or resolution
PFN	Peak funding needs
PNV	Point of Non-Viability, a point at which continued operation in BAU would no longer be viable
Private Securities Litigation Reform Act of 1995	A piece of legislation passed by Congress in 1995 to stem the filing of frivolous or unwarranted securities lawsuits
PRA	Prudential Regulation Authority of the U.K.
Public Section	The Public Section of the 2021 Resolution Plan
Resolution Period	The period beginning with the transfer of TNTC to TNTC Bridge Bank through the completion of the bridge bank strategy
Resolution Weekend	The period following the transfer of TNTC into FDIC receivership until NTC's commencement of the Chapter 11 Proceedings
Runway Period	A period beginning upon the occurrence of a Failure Catalyst and ending upon the occurrence of the PNV
SEC	U.S. Securities and Exchange Commission
Service Agreement Standard	An internal Northern Trust policy which requires service agreements in all instances where affiliates provide services to each other
Service Catalog	An inventory and mapping of Critical Services used to identify, assess, and mitigate risks to the continuity of operations in Resolution. The term 'Critical Service(s)' refers to the Shared Services and Outsourced Services, such as client servicing, information technology support, operations, human resources, etc., that are necessary to support the Material Entities (MEs), Core Business Lines (CBLs) and Critical Operations (COs) in resolution
Separability Analyses	The analyses on how Northern Trust would separate key parts of its business during resolution; including the C&IS and Wealth Management (WM) CBLs, as well as the Northern Trust Asset Management and Securities Lending businesses
Severely Adverse Scenario	The DFAST Severely Adverse Scenario
Shared Services	Intercompany services and functions that support Northern Trust's MEs, CBLs and COs
Steering Committee	The Resolution Planning Steering Committee within Northern Trust which is comprised of the most senior officers of Northern Trust to ensure close management oversight over all aspects of resolution planning
Strategic Playbooks	The playbooks (HR and PCS) which provide an overview of Northern Trust's strategy to resolve its businesses and operations
TNTC	The Northern Trust Company
TNTC Bridge Bank	A bridge bank established and operated by the FDIC, into which TNTC and its subsidiaries would be transferred in the event of failure of TNTC
TNTC Bridge Bank (London Branch)	The London Branch of the TNTC Bridge Bank established by the FDIC over Resolution Weekend
TNTC Bridge Bank (Melbourne Branch)	The Melbourne Branch of the TNTC Bridge Bank established by the FDIC over Resolution Weekend
TNTCC	The Northern Trust Company, Canada
TNTC London	The Northern Trust Company, London Branch
TNTC Melbourne	The Northern Trust Company, Melbourne Branch
TNTIBC	The Northern Trust International Banking Corporation
U.K. Authorities	The Bank of England, FCA, and PRA, collectively
U.S. Authorities	The Federal Reserve, the FDIC, and the IDFPR, collectively
WHO	World Health Organization
WM	Wealth Management, a CBL
Working Group	The Resolution Plan Working Group within Northern Trust which facilitates cross-stream consistency and oversees project management of the 2021 Resolution Plan

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Forward-Looking Statements

Northern Trust's 2021 Resolution Plan is based on a series of hypothetical scenarios and assumptions about future events and circumstances. Accordingly, many of the statements and assessments in this Public Section constitute "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified typically by words or phrases such as "believe," "expect," "anticipate," "intend," "estimate," "project," "likely," "plan," "goal," "target," "strategy," and similar expressions or future or conditional verbs such as "may," "will," "should," "would," and "could." Forward-looking statements include statements, other than those related to historical facts that relate to our future plans, objectives, and resolution strategies and to the objectives and effectiveness of our risk management, capital, and liquidity policies. These statements are based on our current beliefs and expectations and involve risks and uncertainties that are difficult to predict and subject to change. Actual results may differ materially from those expressed or implied by forward-looking statements.

The 2021 Resolution Plan is not binding on any bankruptcy court, regulators, or any other resolution authority. In the event of the resolution of Northern Trust Corporation or The Northern Trust Company, the strategies actually implemented by Northern Trust, our regulators, or any other resolution authority may differ, possibly materially, from the strategies described in this Public Section. Our expectations and projections regarding the execution of our resolution strategies are based on scenarios and assumptions that are hypothetical and may not reflect events to which Northern Trust is or may become subject. As a result, our actual resolution strategies, or the outcomes of our resolution strategies, could differ, possibly materially, from those Northern Trust has described.

The information contained in the 2021 Resolution Plan submitted, including the designation of "Material Entities" and "Core Business Lines," has been prepared in accordance with applicable regulatory requirements and guidance. Differences in the presentation of information concerning Northern Trust's businesses and operations contained in this Public Section relative to how such information is presented for other purposes are due solely to compliance with the rules governing the submission of resolution plans and do not reflect changes to our organizational structure, business practices, or strategies.

Part 1 - Description of Northern Trust Resolution Plan

1. Introduction

This Public Section provides an overview of the overall resolution strategy (the bridge bank strategy) for Northern Trust Corporation (together with its subsidiaries, Northern Trust) and its material entities, including its principal subsidiary and insured depository institution, The Northern Trust Company.

Under Title I, Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), as amended by the Economic Growth, Regulatory Relief, and Consumer Protection Act, and implementing regulations (165(d) Rule) issued by the Board of Governors of the Federal Reserve System (Federal Reserve) and the Federal Deposit Insurance Corporation (FDIC, together with the Federal Reserve, the Agencies), Northern Trust Corporation, is required periodically to submit to the Federal Reserve and the FDIC a plan for resolution in the event of material distress or failure of the bank holding company. Accordingly, Northern Trust has developed a resolution plan for NTC under the 165(d) Rule. This Public Section contains the information for NTC's resolution plan that is required by the Agencies to be made publicly available under the 165(d) Rule.

Northern Trust's 2021 resolution plan (the 2021 Resolution Plan) shows how Northern Trust can be resolved in a rapid and orderly manner without causing harm to U.S. financial stability and without exposing U.S. taxpayers to the risk of loss. Under Northern Trust's bridge bank strategy, depositors would have timely access to their insured deposits and there would be no cost to the FDIC Deposit Insurance Fund (DIF). The bridge bank strategy does not contemplate the use of any extraordinary funding or public support or any reliance on the Orderly Liquidation Authority (OLA) powers granted to the FDIC under Title II of the Dodd-Frank Act. Northern Trust believes it is highly resolvable under the U.S. Bankruptcy Code and other applicable resolution regimes.

This Public Section of the 2021 Resolution Plan (Public Section) describes how Northern Trust has achieved this goal, including effectively addressing the targeted information request in the December 9, 2020 letter (the December 2020 Letter) jointly issued by the Agencies to identify the targeted information required to be included in the 2021 Targeted Resolution Plan (2021 Targeted Plan). In addition to summarizing the enhancements made and responding to information requests, this Public Section provides an overview of the bridge bank strategy, its impact on all MEs, the risks that may arise and the mitigating actions to address these risks.

Since submitting its most recent resolution plan under the 165(d) rule in 2017, Northern Trust has continued to enhance its financial, operational, and legal resolvability, enhanced its governance, and improved other aspects of its resolution strategy for the 2021 Resolution Plan. Northern Trust continues to embed resolution planning in business-as-usual practices and procedures throughout the company.

Northern Trust's strategy in the 2021 Resolution Plan contemplates a hypothetical scenario involving an initial capital impairment that results in a liquidity run causing the failure of Northern Trust, followed by the FDIC's placing TNTC into receivership, the establishment of a bridge bank (TNTC Bridge Bank), and NTC's bankruptcy filing pursuant to Chapter 11 of the U.S. Bankruptcy Code. The financial analysis supporting the 2021 Resolution Plan shows that subsidiaries of TNTC would remain solvent and operational throughout the resolution stages, including after their transfer to TNTC Bridge Bank and through their subsequent disposition or wind down. There are a limited number of immaterial (and, therefore, non-ME) subsidiaries of NTC that would not go into TNTC Bridge Bank; they do not meaningfully impact the franchise value of Northern Trust or the execution of Northern Trust's bridge bank strategy.

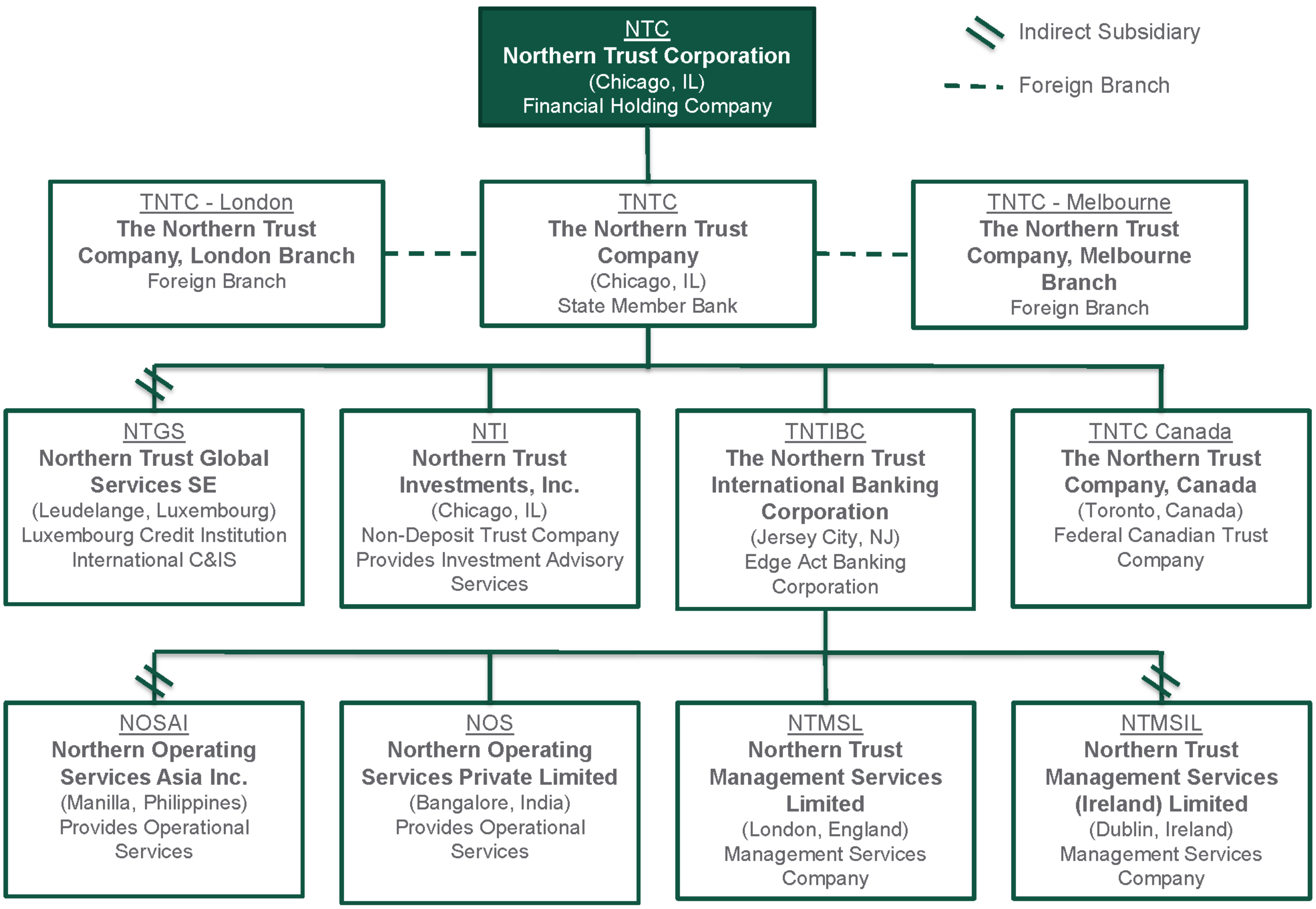
Northern Trust has organized this Public Section to facilitate its stakeholders' understanding of Northern Trust's resolution strategy. Section 2 provides an overview of Northern Trust. In Section 3, Northern Trust describes the key material changes and enhancements that have been added since it submitted the 2017 Resolution Plan. In Section 4, Northern Trust sets forth a detailed description of its bridge bank strategy. In Section 5, Northern Trust discusses the coronavirus pandemic and its impact on Northern Trust's operations, as requested in the December 2020 Letter. Finally, the remaining section is is devoted to Northern Trust's governance over both resolution planning and execution.

2. Overview of Northern Trust

Northern Trust is a leading provider of wealth management, asset servicing, asset management, and banking solutions for corporations, institutions, families, and individuals worldwide. As of December 31, 2020, Northern Trust has a global presence with offices in 22 U.S. states and Washington, D.C., and across 22 locations in Canada, Europe, the Middle East, and the Asia-Pacific region. As of December 31, 2020, Northern Trust Corporation had $170.0 billion in consolidated total assets, $143.9 billion in deposits, $11.26 trillion in assets under custody (AUC), $14.53 trillion in assets under custody/ administration (AUC/A) and $1.4 billion in assets under management (AUM). For the year ended December 31, 2020, Northern Trust generated revenues of $6.1 billion and possessed stockholders' equity of $11.7 billion. NTC is Northern Trust's top-level parent bank holding company; it is incorporated in Delaware and has elected to be a financial holding company. TNTC, a subsidiary of NTC, is an Illinois banking corporation and an FDIC insured depository institution that is a member of the Federal Reserve System. At December 31, 2020, TNTC had consolidated assets of $169.6 billion and common bank equity capital of $10.8 billion. Additional information related to Northern Trust is contained in Northern Trust's most recent annual report on Form 10-K and other filings with the U.S. Securities and Exchange Commission, all of which are available on Northern Trust's website. Financial data incorporated in the Resolution Plan and this Public Section is as of December 31, 2020, unless otherwise noted.

Northern Trust's 12 material entities for the 2021 Resolution Plan are shown in the following organizational chart.

Exhibit 1 Northern Trust Material Entity Organizational Chart as of December 31, 2020



Northern Trust's two core business lines are Corporate & Institutional Services (C&IS) and Wealth Management. C&IS provides asset servicing and related services to corporate and public retirement funds, foundations, endowments, fund managers, insurance companies, sovereign wealth funds, and other institutional investors around the globe.

Wealth Management focuses on high-net-worth individuals and families, business owners, executives, professionals, retirees, and established privately-held businesses in its target markets. Part 2 of this Public Section provides additional detail on Northern Trust's material entities and core business lines.

3. Enhancements to Resolution Planning at Northern Trust

Since submitting the 2017 Resolution Plan, Northern Trust has made a number of enhancements to its 2021 Resolution Plan. In addition, and as set forth more fully herein, the 2021 Resolution Plan responds to the targeted information request of the Agencies requested in the December 2020 Letter.

Addressing the requirements of a targeted resolution plan, Northern Trust's 2021 Resolution Plan includes a subset of a full resolution plan which includes the core elements; the response to the December 2020 letter; a description of the material changes experienced since the submission of the 2017 Resolution Plan; and a public section.

Addressing the targeted information request in the December 2020 letter, Northern Trust reviewed linkages between its response to the coronavirus pandemic (COVID-19) and resolution-related capabilities through June 30, 2021, and accounted for lessons learned within this section, including whether each will be incorporated into the resolution planning infrastructure. Northern Trust's response to COVID-19 impacts numerous functions across the organization, and learnings from the stress caused by the pandemic have been used to inform the overall assessment of the Northern Trust’s resolution-related capabilities and infrastructure.

All enhancements noted within the 2021 Resolution Plan are the result of improvements made in business-as-usual (BAU) to improve Northern Trust's resolution readiness and planning activities. As noted in the March 2019 Feedback Letter, the Agencies jointly confirmed that all shortcomings raised in response to the 2017 Resolution Plan had been remediated. Since the submission of the 2017 Resolution Plan, Northern Trust successfully completed projects related to the identified shortcomings and continued to enhance its processes.

The key resolution planning enhancements made include the following:

Governance

- *Established an annual assurance process in order to provide structure around the regular review and update of the resolution plan.*
- *Enhanced the existing ME identification process in order to facilitate the identification and documentation within the resolution plan of all MEs critical to the operation of Northern Trust in resolution. In 2018, Northern Trust added Northern Trust Management Services (Ireland) Limited as an ME. In 2020, two additional MEs were identified: The Northern Trust Company, Melbourne Branch and Northern Operating Services Asia Incorporated. Additionally, Northern Trust updated its analysis of Northern Trust Global Services SE since it was re-domiciled from the U.K. to Luxembourg.*
- *Developed a process for the identification of COs on a scale that reflects the nature, size, complexity, and scope of operations. As such, Northern Trust has developed a framework and methodology for identifying, or de-identifying, COs.*
- *Aligned Resolution Planning with other contingency planning activities, such as Capital Planning and Comprehensive Capital Analysis and Review (CCAR), and included its oversight under the purview of the Capital Governance Committee of the Board (CGC).*

Financial

- *Identified opportunities to enhance the liquidity engine and developed analytical capabilities to help demonstrate the successful execution of Northern Trust's bridge bank strategy and the maintenance of sufficient liquidity and capital resources as compared to the liquidity and capital required in order to resolve itself seamlessly.*
- *Designed an idiosyncratic stress scenario that incorporates a comprehensive set of stress assumptions to evaluate the effectiveness of Northern Trust's bridge bank strategy under a hypothetical failure, with the objective to test Northern Trust's ability to execute its strategy. In order to continue to enhance the detailed analysis supporting the bridge bank strategy, Northern Trust has reviewed and confirmed the assumptions used throughout the entirety of its analysis.*
- *Observed market conditions resulting from the COVID-19 stress, made considerations for each at such conditions in the review of strategic assumptions and incorporated them within their analysis, as appropriate.*

Operational

- *Enhanced the Service Catalog and the associated processes and reporting capabilities. Though initially designed for resolution planning purposes, Northern Trust has expanded the use of the Service Catalog across the enterprise and embedded it within BAU processes.*
- *Resolved identified risk instances with respect to the components required to deliver critical services (e.g., personnel, systems, vendors). All pending risks have mitigation plans in place and are being tracked on a regular basis.*

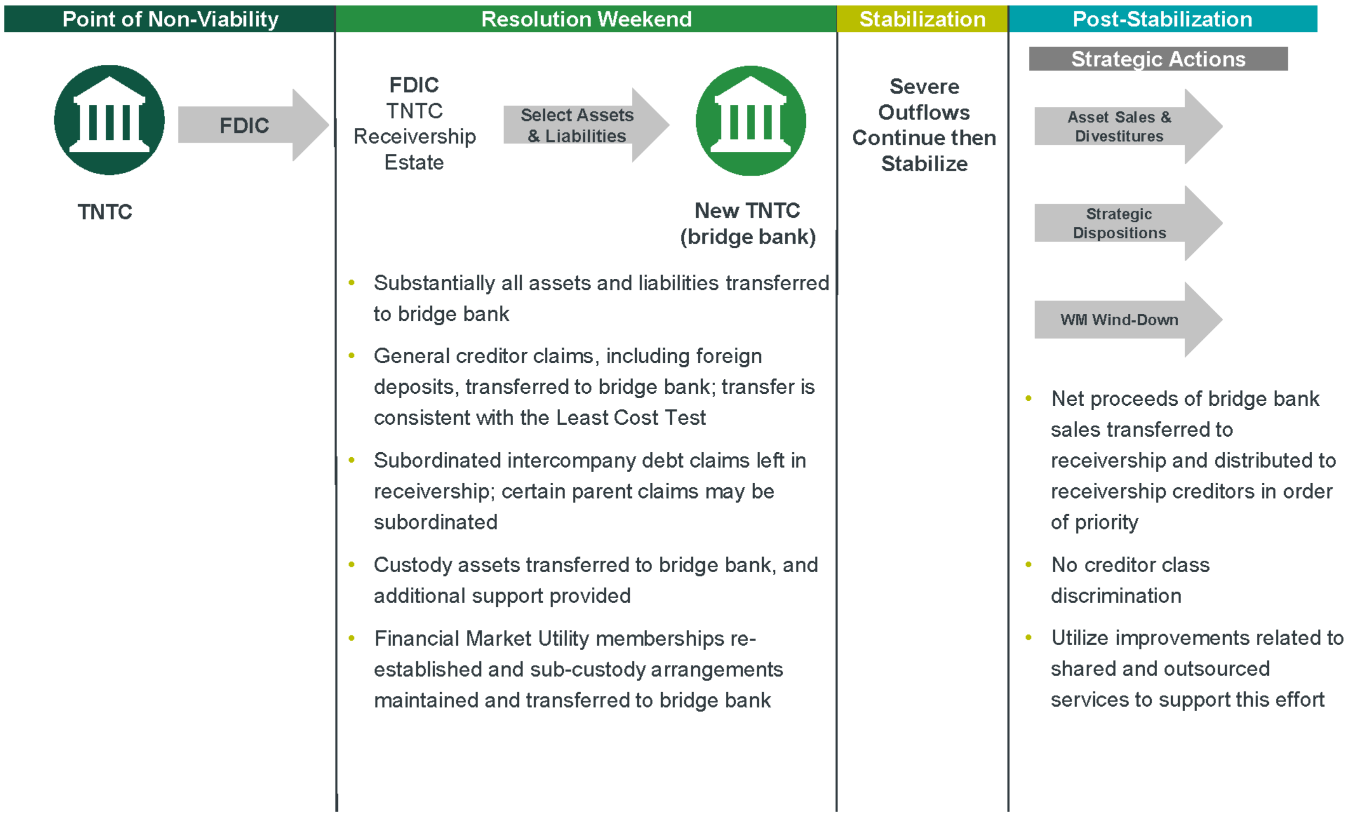
4. Bridge Bank Strategy

The bridge bank strategy is well-suited to Northern Trust's business model, risk profile, and legal entity structure. Northern Trust's 2021 Resolution Plan includes financial analysis demonstrating that the bridge bank strategy would provide sufficient resources to resolve Northern Trust in a rapid and orderly manner under a range of scenarios without causing harm to U.S. financial stability and without exposing U.S. taxpayers to the risk of loss. This strategy does not contemplate the use of any extraordinary funding or public support or any reliance on the OLA powers granted to the FDIC under Title II of the Dodd-Frank Act. Further, Northern Trust's legal entity structure is not complex, and its limited number of material entities and the critical activities that support its two core business lines are all contained within TNTC and its subsidiaries, facilitating transfer into a bridge bank.

Northern Trust maintains a Resolution Planning Office and BAU governance groups up through the Board level with year-round responsibilities for resolution planning. An assurance framework requires regular engagement from across the enterprise, including all material entities globally and key areas including Human Resources; Payment Clearing and Settlement (PCS); Trading, Derivatives, and Hedges; and Management Information Systems. Importantly, key liquidity and least cost analyses are refreshed at least annually to facilitate that current macroeconomic and idiosyncratic conditions are incorporated into our assessment of the ongoing effectiveness of the bridge bank strategy. Resolution-readiness is an important aspect of ongoing business activities as well, from vendor contract language to databases designed to provide ready information regarding the personnel, real estate, systems, facilities, PCS, intellectual property, and intercompany agreements required to support an effective resolution.

Northern Trust's strategy in the 2021 Resolution Plan contemplates an initial capital impairment (the Failure Catalyst) that causes a liquidity run, which eventually leads to Northern Trust's failure, reaching a point at which continued operation in BAU would no longer be viable, the Point of Non-Viability. At the Point of Non-Viability, the FDIC places TNTC into receivership and establishes TNTC Bridge Bank. NTC files for bankruptcy pursuant to Chapter 11 of the U.S. Bankruptcy Code. All subsidiaries of TNTC would remain solvent and operational throughout the resolution stages, including after their transfer to TNTC Bridge Bank and through their subsequent disposition or wind down. An overview of the strategy is illustrated in Exhibit 2.

Exhibit 2 Overview of the Bridge Bank Strategy



4.1. Failure Scenario and Resolution Timeline

The key stages of the bridge bank strategy are the:

- *Runway Period - period beginning upon the occurrence of a Failure Catalyst and ending upon the occurrence of the point of non-viability;*
- *Resolution Period* - period beginning with the transfer of TNTC into FDIC receivership through the transfer of TNTC to TNTC Bridge Bank and the completion of the bridge bank strategy,*
  - *including the period following the transfer of TNTC into FDIC receivership until NTC's commencement of the Chapter 11 Proceedings; and*
  - *ending with the exit from the Resolution Period.*

**The part of the Resolution Period where the FDIC would take TNTC into receivership and create TNTC Bridge Bank is expected to occur over a period of two days and is assumed, as part of Northern Trust's resolution strategy, to start on a Friday. While the Resolution Weekend stage is contemplated to occur over a weekend, the 2021 Resolution Plan would nevertheless be effective if the point of non-viability occurred on another day of the week.*

The Failure Catalyst begins with an initial event that causes a capital impairment followed by a liquidity run leading to the Runway Period.

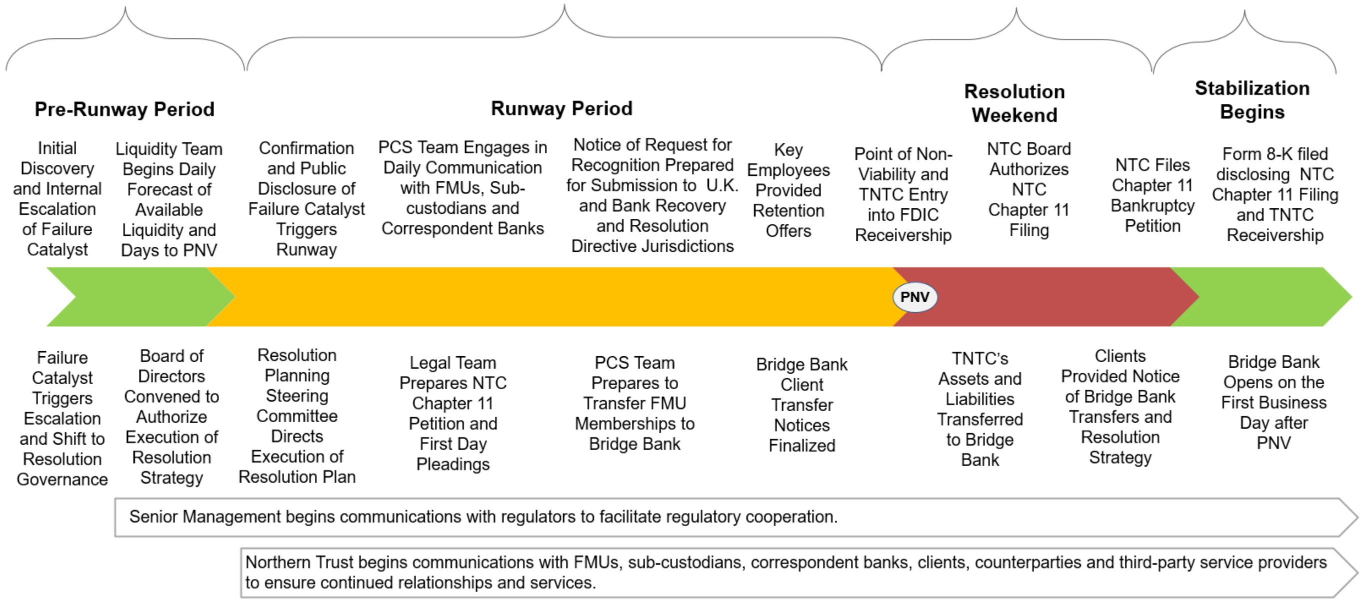
During the Runway Period, Northern Trust would experience liquidity outflows and client attrition. The liquidity run would primarily occur at TNTC, Northern Trust's major operational entity. During this period, NTC's credit ratings would be placed under review and downgraded. This is the period in which the FDIC would consider taking action, and is based on a comparison of Northern Trust's available liquidity with its minimum operating liquidity and peak funding needs.

The point of non-viability marks the end of the Runway Period and the beginning of Resolution Weekend (the period following the transfer of TNTC into FDIC receivership until NTC's commencement of Chapter 11 proceedings) and the Resolution Period. While the Resolution Weekend stage is contemplated to occur over a weekend, the 2021 Resolution Plan would nevertheless be effective if the point of non-viability occurred on another day during the week. Assuming the Resolution Weekend starts on Friday, the FDIC would take TNTC into receivership Friday evening, and create TNTC Bridge Bank over the next two days. The FDIC's objective as receiver would be to facilitate the reopening for business of TNTC Bridge Bank by Sunday evening in Chicago before markets open on Monday morning in Asia. NTC would commence voluntary proceedings pursuant to Chapter 11 of the U.S. Bankruptcy Code (Chapter 11 Proceedings) on the final evening of Resolution Weekend.

The main goals during the Resolution Period would be: (1) to facilitate continuity of the core business lines and critical operations, (2) to stabilize TNTC Bridge Bank, and (3) to execute Northern Trust's strategy in a timely manner. Liquidity outflows and client attrition are assumed to continue for a period after the point of non-viability prior to stabilization. As a result, TNTC Bridge Bank would experience a substantial liquidity need and require additional liquidity support for its operation. TNTC Bridge Bank would be able to meet its liquidity needs and maintain sufficient liquidity to operate by selling assets or borrowing from third-party sources secured through pledged collateral. Upon completion of the strategic actions, TNTC Bridge Bank would exit the Resolution Period.

Exhibit 3 below sets forth some of the key actions Northern Trust would need to take before, during, and after the Runway Period. Importantly, during the Runway Period, the NTC Board and the Resolution Planning Steering Committee (the Steering Committee) would begin to execute the 2021 Resolution Plan and its underlying strategy, as set forth more fully herein.

Exhibit 3 Timeline of Key Runway and Resolution Weekend Actions



4.2. Other Key Assumptions

As required by the 165(d) Rule, as well as the written guidance and additional feedback from the Agencies, Northern Trust makes certain key assumptions, including the following:

- *Each Financial Market Utility (FMU), subcustodian, correspondent bank, and counterparty would act in its own self-interest and independently. Northern Trust's material financial market utilities would support continued membership with Northern Trust during the Runway Period and in resolution as long as Northern Trust satisfies increased financial and operational requirements. Counterparties would exercise their contractual early termination rights if such actions would be beneficial to them, although most vendors would continue to provide services in the Runway Period and in resolution as long as they continue to be paid.*
- *Intercompany transactions conducted in BAU circumstances would be terminated based on contractual maturities, and liquidity would be trapped in foreign jurisdictions. Non-U.S. authorities would act independently from the FDIC, unless it is in the best interests of their constituents and currently permitted under applicable law, and would take actions to preserve liquidity in material entities in their jurisdictions to the extent necessary to satisfy local liquidity requirements.*
- *Severe deposit runoff would occur across all deposit types including custody deposits, commercial, and personal banking deposits.*
- *Northern Trust would not be able to rely on the provision of extraordinary support by the U.S. or any other government to prevent its failure, as well as the availability of any unsecured funding immediately prior to NTC's bankruptcy filing.*

4.3. NTC Resolution: Chapter 11 Proceedings

At the beginning of the Runway Period, the Steering Committee, under the direction of the NTC Board, would direct the General Counsel to prepare NTC's petition to commence a case under Chapter 11 of the U.S. Bankruptcy Code and all necessary "first day" pleadings. During the Runway Period, NTC would not be able to rely on funding from TNTC to satisfy its operating expenses and other liquidity needs. Therefore, NTC would commence its Chapter 11 Proceedings at a point when it has sufficient liquidity to operate and to satisfy all administrative expenses necessary to complete the orderly liquidation of NTC's Chapter 11 estate. Once NTC files its bankruptcy petition, the automatic stay imposed by section 362 of the U.S. Bankruptcy Code would take effect, enjoining all creditors and other parties from taking action to collect debts or to pursue claims that arose against NTC prior to the petition date.

NTC, as the debtor, would become the Debtor in Possession and continue to operate NTC, aiming to maximize value and to liquidate in an orderly manner its various assets and businesses, other than TNTC and its subsidiaries. TNTC is the only direct subsidiary of NTC that is a material entity or is significant to any core business line or critical operation. As a result, once TNTC enters receivership and NTC commences its Chapter 11 Proceedings, NTC's Chapter 11 estate would have no systemic activity and could be liquidated without adverse effects on the financial stability in the U.S. Northern Trust estimates that as the Debtor in Possession, NTC could begin to sell off or liquidate assets within weeks of its bankruptcy filing and would be liquidated in coordination with the disposition of TNTC Bridge Bank's assets, as described in the Strategic Playbooks and Separability Analyses.

The NTC Chapter 11 Proceedings and NTC's orderly Chapter 11 liquidation would not materially affect TNTC or the other material entities, all of which are subsidiaries or branches of TNTC and would be assets under the control of TNTC Bridge Bank. NTC's continued operation is unnecessary to the continuity of Northern Trust's critical operations, core business lines, or intercompany services and functions that support Northern Trust's material entities, critical operations, and core business lines.

NTC's cash on hand would provide sufficient funds to cover NTC's administrative expenses during its Chapter 11 Proceedings, including professional fees. NTC's remaining cash on hand would be available to satisfy the Chapter 11 claims of NTC's creditors.

4.4. TNTC Resolution: FDIC Receivership and TNTC Bridge Bank

Under the bridge bank strategy, the FDIC would take TNTC into receivership at the point of non-viability and subsequently would transfer, via a purchase and assumption transaction, substantially all of TNTC's assets and liabilities to TNTC Bridge Bank, excluding certain subordinated debt issued by TNTC.

During the Runway Period leading up to the point of non-viability, there would be some deposit runoff and reduction in Northern Trust's assets because many clients would likely transfer their cash deposits and securities to other custodians and depositories, or may be unwilling to continue doing business with Northern Trust. Nevertheless, TNTC would be able to continue operating its critical operations and core business lines for customers who choose to continue their relationships with Northern Trust or whose assets require a longer transition period. All necessary personnel, Shared and Outsourced Services, and other assets that support Northern Trust's material entities, core business lines, and critical operations, and relationships with FMUs, subcustodians, and correspondent banks would be preserved by Northern Trust during the Runway Period to facilitate the continuity of Northern Trust's critical operations.

During the Runway Period, Northern Trust's senior management would be in active communication with Northern Trust's principal U.S. and non-U.S. regulators, especially the Federal Reserve, the FDIC, and the Illinois Department of Financial and Professional Regulation, the chartering authority and primary regulator of TNTC (collectively, the U.S. Authorities), the Bank of England (BoE), Financial Conduct Authority of the U.K. (FCA), and the Prudential Regulation Authority of the U.K. (PRA and collectively with the BoE and FCA, the U.K. Authorities) to facilitate TNTC's soft landing into receivership and the transfer of substantially all of TNTC's assets and liabilities (including its non-U.S. assets and foreign deposits) to TNTC Bridge Bank.

4.4.1. FDIC Receivership and Bridge Bank

Once the FDIC determines that one or more grounds exist to take TNTC into receivership, the FDIC, as receiver, would take possession of TNTC. The FDIC would be obligated by statute to resolve TNTC in a manner that is least costly to the DIF and cannot take action, directly or indirectly, that would result in increasing the losses to the DIF by protecting uninsured depositors or creditors, other than depositors of TNTC. Northern Trust's bridge bank strategy satisfies all of these statutory requirements.

As TNTC's receiver, the FDIC would succeed by operation of law to all of the rights, titles, powers, and privileges of TNTC and its stockholders, directors, officers, account holders and depositors, subject to the provisions of the Federal Deposit Insurance Act (FDIA). The FDIA would effectively place the FDIC in the shoes of TNTC to work out creditors' claims under state and other applicable law. Immediately after taking possession of TNTC over Resolution Weekend, the FDIC would transfer TNTC and all other MEs that are subsidiaries or branches of TNTC, as well as TNTC's ownership in these subsidiaries, to TNTC Bridge Bank. Certain subordinated debt issued by TNTC would be left behind in the receivership. Mitigating actions and continuity arrangements have been developed and put in place to maintain the core business lines to facilitate their reopening for business by the end of Resolution Weekend.

The transfer of the receivership's assets and liabilities to TNTC Bridge Bank would include non-dually payable foreign deposits of TNTC and its material entity non-U.S. branches: The Northern Trust Company, London Branch (TNTC London) and The Northern Trust Company, Melbourne Branch (TNTC Melbourne), as well as custodial assets. Importantly, Northern Trust's analysis shows that the transfer of these foreign deposits is consistent with the FDIC's Least Cost Test and satisfies all applicable laws concerning the treatment of creditors. Northern Trust has also performed a detailed analysis of the potential legal and operational issues associated with the transfer of custodial assets to TNTC Bridge Bank, including applicable domestic and non-U.S. jurisdictional requirements. As part of this effort, Northern Trust has identified actions that would facilitate the transfer of custodial assets and has taken actions to mitigate remaining impediments and risks.

As set forth in the applicable provisions of the FDIA, the FDIC would control the formation, appointment of directors, and the operation of TNTC Bridge Bank. The FDIC, in its capacity as receiver of TNTC and as the operator of TNTC Bridge Bank, would continue ongoing communications with other U.S. and non-U.S. authorities. In particular, the ongoing communications with U.K. Authorities initiated during the Runway Period would accelerate their recognition of the FDIC's resolution proceedings and the transfer of TNTC London to TNTC Bridge Bank.

4.4.2. Operation of TNTC Bridge Bank

All of NTC's core business lines and critical operations are operated through TNTC and its subsidiaries. The transfer of substantially all assets and liabilities of TNTC (including all material entity subsidiaries) to TNTC Bridge Bank would facilitate the continuation of Northern Trust's critical operations, core business lines, and Shared and Outsourced Services, and substantially mitigate the risk that the failure of NTC would have a serious adverse effect on financial stability in the U.S.

All critical operations, core business lines, and Shared Services provided by TNTC and its subsidiaries and Outsourced Services for which TNTC or its subsidiaries are contracting parties would continue operating in TNTC Bridge Bank until their subsequent disposition or wind down. The common ownership and control of Northern Trust's material entities, critical operations, and core business lines in TNTC Bridge Bank, together with intercompany agreements with "resolution resilient" provisions, facilitate the continued availability of all services required to maintain the critical operations and core business lines during resolution. All key operations and technology staff, including those providing Shared Services and managing Outsourced Services, would remain with the material entities that employed them prior to the FDIC receivership and would continue to be employed under TNTC Bridge Bank. In addition to the provision of Shared Services necessary to maintain the critical operations and core business lines pursuant to the terms of an intercompany agreement, TNTC Bridge Bank would provide Shared Services and access to Outsourced Services necessary to allow NTC to manage the disposition of its assets (primarily NTC's ownership of non-ME entities) during NTC's Chapter 11 Proceedings.

Northern Trust has taken steps to facilitate the maintenance or re-establishment by TNTC Bridge Bank of relationships with counterparties, including critical vendors, FMUs, and subcustodians. Northern Trust has determined that it would be able to meet its minimum operating liquidity needs required to maintain critical vendor, Financial Market Utility, and subcustodian relationships during the Runway Period, and has identified the funding and liquidity needs required to maintain these relationships in TNTC Bridge Bank. All identified critical vendors either have or are in the process of having resolution-friendly language included in the contracts and, as additional critical vendors are identified through a detailed mapping exercise, Northern Trust will follow its process to negotiate to include resolution-friendly language.

Northern Trust's liquidity and financial analysis shows that the deposit runoff rate would slow down and stabilize after the point of non-viability. During the Resolution Period, TNTC Bridge Bank would borrow funds from third-party sources. TNTC Bridge Bank would pledge collateral to secure the loan thereby maintaining sufficient liquidity to operate. At the point of non-viability, TNTC (and subsequently TNTC Bridge Bank) would have unencumbered loans that may be used to support the funding that TNTC Bridge Bank would require. Based on Northern Trust's liquidity and stress test projections, as well as its anticipated funding and liquidity needs, it is not reasonably anticipated that TNTC Bridge Bank would need additional liquidity beyond the amount that TNTC Bridge Bank would have borrowed from the third-party sources.

4.4.3. Summary Financial Projections

Financial projections for TNTC during the Runway Period and TNTC Bridge Bank during Resolution Weekend and the Resolution Period demonstrate that both entities would have sufficient liquidity to support a rapid and orderly resolution. Immediately before a Failure Catalyst event, Northern Trust would have a strong balance sheet, substantial liquid assets and available liquidity of $109.6 billion, consisting of $65.8 billion of available cash resources and money market assets and $43.8 billion of high-quality liquid assets (HQLA) investment securities. This includes liquidity that TNTC has globally across all entities in the U.S. and across all foreign entities.

With respect to TNTC during the Runway Period, clients would start withdrawing their business, including their deposits and their AUM, AUC, and AUC/A. Because deposits are a significant source of funding for Northern Trust, a rapid loss of deposits would negatively impact liquidity across multiple jurisdictions, given Northern Trust's global footprint. Additionally, the impact of adverse actions by foreign regulators would pose significant additional liquidity pressure on TNTC. While liquidity outflows would continue to deteriorate TNTC's liquidity position, TNTC would also facilitate the maintenance of sufficient liquidity to meet its minimum operating liquidity requirements to cover intraday needs in order to maintain payment, clearing, and settlement services, operating expenses, and working capital requirements.

With respect to TNTC Bridge Bank, and assuming ring-fencing by foreign regulators, the primary drivers of liquidity outflows would be: (1) client deposits, which are expected to runoff at a rapid pace and (2) maturities of intercompany transactions. Client deposit runoffs are expected to lead to additional liquidity requirements for a period after the formation of TNTC Bridge Bank, and it is expected that TNTC Bridge Bank would require additional funding as discussed above in order to meet fully its liquidity requirements. During the stabilization period, it is expected that certain loans will be liquidated to generate incremental liquidity.

Once TNTC Bridge Bank has stabilized, it would continue to operate in order to execute its resolution strategy in accordance with the disposition or wind down strategies. Liquidity generated from such strategic actions, including disposition or wind down of the businesses, and TNTC's loan portfolio would be used to pay off the debt incurred by TNTC Bridge Bank. The debt incurred is expected to be paid in full at the end of the year.

4.5. TNTC London Resolution: FDIC Receivership and TNTC Bridge Bank (London Branch)

As a branch of TNTC, TNTC London would be included in the TNTC receivership assets, and its assets and liabilities would be transferred to TNTC Bridge Bank. To facilitate recognition by the U.K. Authorities, Northern Trust would promptly work with the FDIC to demonstrate that: (1) the FDIC's action to transfer the assets and liabilities of TNTC London to TNTC Bridge Bank would qualify as "a third country resolution action" under applicable English law and (2) no grounds for refusal of recognition would apply.

The U.K.'s Banking Act 2009 would facilitate the prompt recognition by the U.K. Authorities of the resolution proceedings. Following notification of a third country resolution action, the BoE (with the approval of HM Treasury) is required to recognize all or part of the action, or refuse the action. Recognition may be refused only if one or more of the five enumerated conditions for refusal of recognition is satisfied. The bridge bank strategy addresses the most likely potential condition for refusal by providing for the nondiscriminatory treatment of deposit claims of "creditors located or payable in the U.K." Under the bridge bank strategy, all foreign depositors would be paid in full. None of the other four conditions for discretionary refusal is likely to be satisfied and, as a result, there ought not to be any grounds for refusal to recognize the resolution action.

The execution of the bridge bank strategy would also be in the best interests of the U.K. Authorities' constituents and could be facilitated under other applicable law. The U.K. Authorities would have a strong incentive to approve the establishment of the London branch of TNTC Bridge Bank (TNTC Bridge Bank (London Branch)) and would facilitate the transfer of its assets to TNTC Bridge Bank to avoid the potential for any adverse effect on financial stability in the U.K. and to facilitate the full protection of the depositors of TNTC Bridge Bank (London Branch). In addition, the transfer of TNTC London's assets and liabilities to TNTC Bridge Bank (London Branch) and the continuation of Shared Services between TNTC Bridge Bank and TNTC Bridge Bank (London Branch) will allow clients of TNTC London continued access to their funds and the asset servicing capabilities of TNTC Bridge Bank to facilitate their activities. Conversely, as demonstrated in the Least Cost Analysis, if the U.K. Authorities were to refuse to recognize and to support the bridge bank strategy and place TNTC London in local liquidation proceedings, TNTC London's clients could face lower recovery for their deposits, with the exception of the limited number of current clients whose deposits are dually payable.

Although Northern Trust believes that recognition by the U.K. Authorities would be non-discretionary under applicable law, because none of the conditions for refusal would be satisfied, Northern Trust has made the conservative assumption that the U.K. Authorities would ring-fence liquidity provided to TNTC from TNTC London during the Runway Period, and that such excess funding could remain trapped in TNTC Bridge Bank (London Branch) and unavailable to TNTC Bridge Bank after the point of non-viability.

4.5.1. Operation of TNTC Bridge Bank (London Branch)

Once the U.K. Authorities establish TNTC Bridge Bank (London Branch) and the assets and liabilities of TNTC London are transferred, the daily funds flow from TNTC Bridge Bank (London Branch) to TNTC Bridge Bank in support of securities settlement activity that TNTC Bridge Bank performs on behalf of TNTC Bridge Bank (London Branch) would continue without disruption. Under the bridge bank strategy, all of the operational platforms necessary to run the critical operations and core business lines would remain in TNTC Bridge Bank and would allow clients of TNTC Bridge Bank (London Branch) to receive uninterrupted service until such time as the assets are sold from TNTC Bridge Bank.

With the U.K. Authorities' cooperation, TNTC Bridge Bank (London Branch) could successfully continue providing custody services that the BoE considers to be a critical economic function within the U.K. With the BoE's recognition of the FDIC's action as part of the bridge bank strategy as a third-party country resolution action, custody agreements entered into by TNTC London and custodial assets administered by TNTC London would be transferred to TNTC Bridge Bank (London Branch), allowing TNTC Bridge Bank (London Branch) to continue to perform its contractual obligations to provide asset servicing, payment and delivery, and other custody and asset services to global clients. Any contractual consent, termination or other contractual rights arising as a result of Northern Trust's resolution or the transfer of the assets and liabilities of TNTC London to TNTC Bridge Bank (London Branch) would be unenforceable under English law. In addition, any existing arrangements with third parties for the benefit of TNTC London would be transferred to TNTC Bridge Bank (London Branch) and any termination or other rights that arise as a result of the FDIC's resolution action (or an event directly linked to the action) would not be able to be exercised as long as the substantive obligations under the contract (including payment and delivery obligations and provision of collateral) continue to be performed.

4.5.2. Summary Financial Projections

Under the resolution strategy for TNTC London in the Runway Period and TNTC Bridge Bank (London Branch) after the point of non-viability, the main sources of liquidity would be excess reserves at central banks and HQLA investment securities. In addition, maturities of intercompany transactions would lead to an incremental liquidity inflow for TNTC Bridge Bank (London Branch). During the Runway Period, it has been assumed that the U.K. Authorities would act in their own self-interest and ringfence the MEs located in the U.K.

TNTC London is expected to fund its own operations through its own liquidity sources in the Runway Period and once TNTC Bridge Bank (London Branch) has been established.

The primary drivers of liquidity outflows would be client deposits, which would be expected to run off at a rapid pace, and maturities of intercompany transactions in other foreign jurisdictions. In addition to meeting the liquidity outflows, TNTC London would have minimum operating liquidity requirements, mainly driven by the intraday need to meet settlement activity for its clients. A portion of the intraday need is expected to be covered by posting eligible non-HQLA investment securities to the BOE in order to gain access to a daylight credit facility. One month of operating expenses would be set aside as well; while the entity is expected to be revenue generating, operating expenses would be conservatively set aside to meet any unforeseen operating losses.

4.6. TNTC Melbourne Resolution: FDIC Receivership and TNTC Bridge Bank (Melbourne Branch)

Under Northern Trust's bridge bank strategy, and each of the alternatives Northern Trust has developed for the sale or wind down of TNTC Bridge Bank's assets, the assets and liabilities of TNTC Melbourne, including non-dually payable foreign deposits and custody relationships, would be included in the TNTC receivership and transferred to TNTC Bridge Bank over Resolution Weekend. The transfer of TNTC Melbourne's assets, deposits, and other liabilities to TNTC Bridge Bank (Melbourne Branch) would help to stabilize and maintain Northern Trust's critical operations and core business lines, maximize franchise value, and align the interests of U.S. and Australian regulators.

In order to encourage the Australian regulators to support execution of the bridge bank strategy, expedite the authorization of TNTC Bridge Bank to conduct regulated activities in Australia, support the creation of TNTC Bridge Bank (Melbourne Branch), and otherwise lay the groundwork for coordinated action and cooperation during the Runway Period, Northern Trust and the FDIC would be in active discussions with the Australian regulators about the resolution strategy for TNTC Melbourne and the protection of TNTC Melbourne's creditors.

As the regulator with prudential oversight and the primary authority responsible for the resolution of authorized deposit-taking institutions in distress (ADIs) in Australia, the Australian Prudential Regulatory Authority (APRA) has a suite of powers to assist in the resolution of TNTC Melbourne. Under Australia's financial services licensing regime, it is not expected that TNTC would be required to notify or seek Australian Securities and Investments Commission (ASIC) approval in order to transfer assets held under custody agreements for client counter-parties to TNTC Bridge Bank as a result of any automatic novation of the agreements due to a newly chartered TNTC Bridge Bank. Similarly, the transfer of custody banking services from TNTC Melbourne to TNTC Bridge Bank under Northern Trust's bridge bank strategy likely would not require APRA notification or approval as long as TNTC Melbourne can continue to comply with its obligations under the Banking Act 1959 (Cth) and APRA Prudential Standards. In any event, Northern Trust's bridge bank strategy contemplates ongoing communication among Northern Trust, the FDIC and APRA during the runway period to inform APRA of the intended resolution process by the FDIC. Although there is currently no general Australian legislation, or non-statutory legal principle applicable under Australian law, that requires APRA or the corporate regulator, the ASIC, to recognize the administrative or regulatory acts of the FDIC, any action taken by the FDIC will require APRA's cooperation and coordination to satisfy its requirement that the interests of creditors and depositors, and the stability of the Australian financial system, are being addressed. Northern Trust's bridge bank strategy, which provides for the maintenance of critical operations and the payment in full of TNTC Melbourne deposits, is expected to satisfy local requirements and allow TNTC

Bridge Bank to avoid the appointment of a statutory manager.

4.6.1. Operation of TNTC Bridge Bank (Melbourne Branch)

Once establishment of TNTC Bridge Bank (Melbourne Branch) and the transfer of TNTC Melbourne's assets and liabilities to the branch is authorized by the Australian authorities, the daily fund flow from TNTC Bridge Bank (Melbourne Branch) to TNTC Bridge Bank would continue without disruption. Northern Trust has assumed that even if the Australian authorities cooperate with FDIC's resolution action and approve the transfer of TNTC Melbourne to TNTC Bridge Bank, liquidity provided to TNTC from TNTC Melbourne prior to the point of non-viability (PNV) would remain in TNTC Bridge Bank (Melbourne Branch). Continuous fund flows related to securities settlement activity would facilitate the activities of TNTC Bridge Bank (Melbourne Branch) in support of Northern Trust's critical operations.

Under the bridge bank strategy, all of the operational capabilities necessary to run the critical operations would remain in TNTC Bridge Bank and would allow clients of TNTC Bridge Bank (Melbourne Branch) to receive uninterrupted service until such time as TNTC Bridge Bank is resolved.

4.6.2. Summary Financial Projections

Under the resolution strategy for TNTC Melbourne in the Runway Period and TNTC Bridge Bank (Melbourne Branch) post point of non-viability, the main sources of liquidity would be external Money Market Assets and HQLA investment securities. In addition, maturities of intercompany transactions, in particular, would lead to an incremental liquidity inflow for TNTC Bridge Bank (Melbourne Branch). During the Runway Period, it is expected that the APRA will act in the interests of its own mandate and ring-fence assets.

TNTC Melbourne is expected to fund its own operations through its own liquidity sources in the Runway Period and once TNTC Bridge Bank (Melbourne Branch) has been established.

The primary drivers of liquidity outflows would be client deposits, which would be expected to runoff at a rapid pace, and maturities of intercompany transactions in other foreign jurisdictions like London. In addition to meeting the liquidity outflows, TNTC Melbourne would have minimum operating liquidity requirements, mainly driven by the intraday need to meet settlement activity for its clients. One month of operating expenses would be set aside as well; while the entity is expected to be revenue generating, operating expenses would be conservatively set aside to meet any unforeseen operating losses.

4.7. Non-Failing MEs Resolution: NTI, TNTIBC, TNTCC, NTGS, NTMSL, NTMSIL, NOS, and NOSAI

Under the bridge bank strategy, all subsidiaries of TNTC including the material entities — Northern Trust Investments, Inc. (NTI); The Northern Trust International Banking Corporation (TNTIBC); The Northern Trust Company - Canada (TNTCC); Northern Trust Global Services SE (NTGS); Northern Trust Management Services Limited (NTMSL); Northern Trust Management Services (Ireland) Limited (NTMSIL); Northern Operating Services Private Limited (NOS); and Northern Operating Services Asia Incorporated (NOSAI) — would remain solvent and operational, and would remain so when they are transferred to TNTC Bridge Bank over Resolution Weekend through the purchase and assumption of TNTC's assets and liabilities. To allow TNTC Bridge Bank, under the direction of the FDIC, to remain in control of these operating subsidiaries, the FDIC likely would transfer the stock of all of TNTC's subsidiaries to TNTC Bridge Bank.

Northern Trust projects that given TNTC's subsidiaries' business models and balance sheets, all of these material entities would remain operational and solvent with sufficient liquidity during the resolution of TNTC. NOSAI, NOS, NTMSL, and NTMSIL are operating entities that receive a cost-plus fee for service, and therefore would continue to receive these fees during resolution. They would generate income and cash in return for the services provided to TNTC Bridge Bank, preventing their failure. Given their balance sheet composition and projected deposit attrition, NTGS and TNTCC are not expected to fail, as they maintain sufficient liquidity for their operations. NTI has an asset management-focused business model but no material balance sheet; therefore, it would remain solvent and operational, as would TNTIBC, whose available liquidity would exceed anticipated needs.

Within TNTC Bridge Bank, these material entities would continue to support the critical operations and core business lines as they did prior to the point of non-viability and, therefore, TNTC Bridge Bank would be able to continue to operate its critical operations and core business lines until they could be transferred to third-party acquirers or wound down without adversely affecting U.S. financial stability. The material entities would continue to operate and, after stabilization, would be sold or wound down in accordance with the resolution strategy. Material entities with clients (NTGS, NTI, TNTCC, and TNTIBC) either would be sold or would facilitate the withdrawal or transfer to third-party financial institutions of their clients' deposits and other assets as necessary. Shared Services and Outsourced Services would continue to be provided to these material entities by TNTC Bridge Bank and its third-party vendors contracted with TNTC Bridge Bank. Northern Trust would work with the FDIC on the retention of key personnel during the Runway Period to facilitate that TNTC Bridge Bank could retain the personnel in TNTC Bridge Bank and in the non-failing material entities.

4.8. Feasibility of the Bridge Bank Strategy Under Baseline and Stress Scenarios

Northern Trust, in planning for its rapid and orderly resolution, takes into account that material financial distress or failure of Northern Trust may occur under the baseline, and severely adverse economic conditions provided by the Federal Reserve's final rules implementing stress tests. Northern Trust concentrated on its material financial distress from a Failure Catalyst and resolution occurring under the Dodd-Frank Act Stress Test (DFAST) severely adverse scenario (Severely Adverse Scenario) provided in the first quarter of 2021 because the Severely Adverse Scenario is expected to be more binding than the baseline scenario (Baseline Scenario).

The macroeconomic environment primarily affects the ability of the market to absorb assets and businesses sold by Northern Trust. Northern Trust expects to sell its investment portfolio and loans if it is faced with a resolution-like stress event. The haircuts assumed for the sale of the investment securities and loans are expected to be more punitive in the Severely Adverse Scenario, thereby impacting both liquidity and capital adversely, and thus being the more conservative macroeconomic scenario as compared with the Baseline Scenario where the macroeconomic conditions are not as poor.

The pool of potentially willing and able acquirers of Northern Trust's remaining businesses would be smaller under the Severely Adverse Scenario, thereby leading to reduced valuations on the sale of the business. Actions taken to improve effectiveness of the 2021 Resolution Plan or remediate impediments or weaknesses would not materially differ if the economic environment at the time of failure was consistent with the Baseline Scenario, although the magnitude of some of the obstacles would diminish based on a comparatively less severe economic environment.

5. Response to Coronavirus

In the December 2020 letter, the Agencies asked that Northern Trust discuss linkages between the Northern Trust's coronavirus response and resolution-related capabilities through June 30, 2021, and lessons learned, including whether such lessons have been or will be incorporated into Northern Trust's resolution planning infrastructure. Northern Trust's response to the coronavirus pandemic impacts numerous functions across the organization, and learnings from the stress caused by the pandemic are used to inform the overall assessment of the Northern Trust's resolution-related capabilities and infrastructure. As a result, Northern Trust reviewed linkages between its COVID-19 response and resolution-related capabilities through June 30, 2021, and accounted for lessons learned within this section, including whether each will be incorporated into the resolution planning infrastructure.

All actions taken and lessons learned were in response to the spread of COVID-19 and the impacts of public health measures on Northern Trust's operating environment. Northern Trust's top priorities throughout the pandemic have been the health and safety of employees, and maintaining critical BAU operations to support clients and the market. Northern Trust's existing processes and efforts associated with Business Continuity Planning and Resolution Planning capabilities enhanced our preparedness for this stress event. Northern Trust responded quickly to COVID-19 by activating Local Incident Response Teams in each region and a Corporate Incident Response Team in Chicago. As the situation continues to evolve, Northern Trust is closely monitoring business practices, taking into account guidance from the U.S. Centers for Disease Control & Prevention (CDC) and World Health Organization (WHO), regulators, governments, and local public health departments. Northern Trust operations and client service partners continue to work hand-in-hand with Information Technology, Legal, and Risk and Control teams to adapt to evolving local developments, respond to client requests and support employees' work arrangements. Northern Trust also continues to leverage capabilities that support Resolution Planning efforts in its monitoring of financial data throughout the pandemic.

Utilizing the approach outlined in its Enterprise Pandemic Plan, Northern Trust is working to ensure that both the corporate approach and any local guidelines are fully considered. Senior management across Northern Trust continues to monitor the situation throughout the pandemic, and in conjunction with the corporate and local initiatives, completes key actions to protect the well-being of partners, minimizes disruption to critical services, and informs the ongoing resilience strategy as the pandemic continues to evolve. It is important to note that as of June 30, 2021, impacts as a result of the pandemic remain ongoing, and Northern Trust will continue to consider any key lessons learned and incorporate them in future policies, plans and standards.

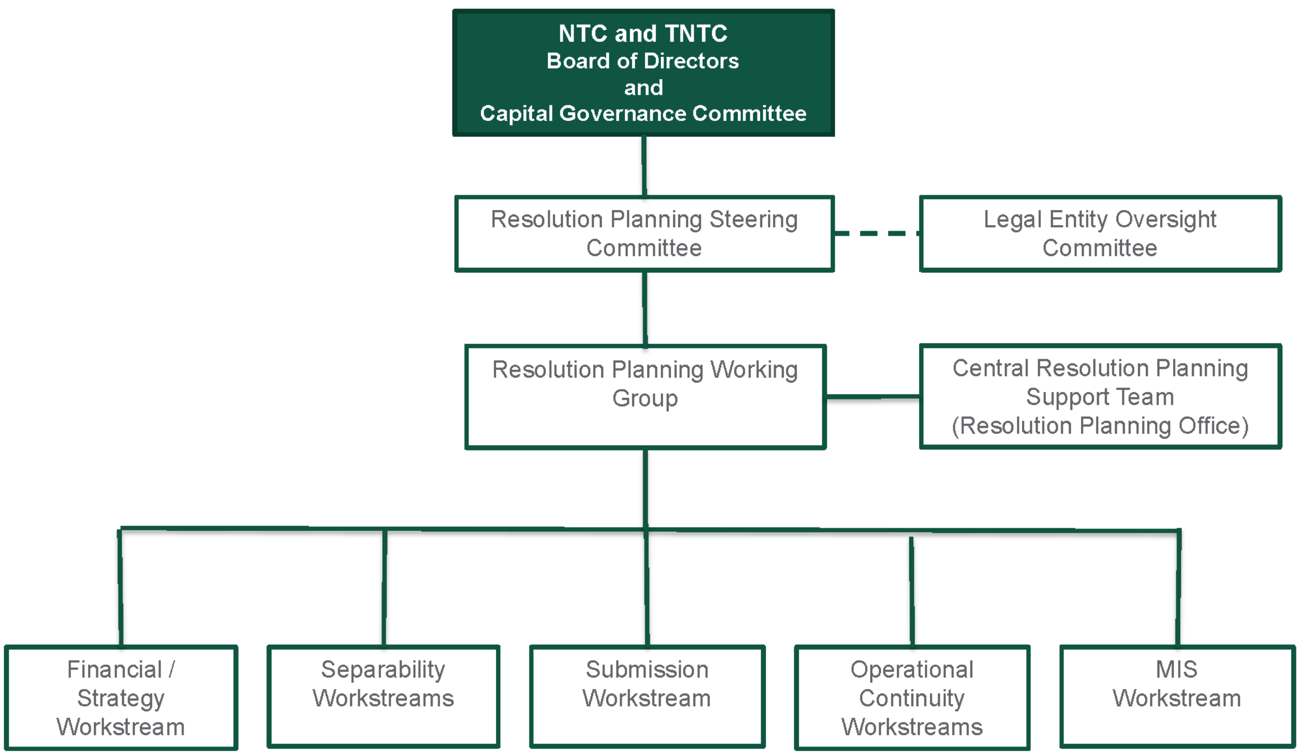
6. Resolution Governance

Northern Trust has prioritized the implementation of a strong and comprehensive governance structure and associated process controls, in connection with preparation and approval of the 2021 Resolution Plan submission, and continues to integrate resolution planning into Northern Trust's existing governance framework.

6.1. Governance of Resolution Planning

Exhibit 4 is an overview of Northern Trust's governance structure for resolution planning.

Exhibit 4 Resolution Planning Governance Structure



Northern Trust has enhanced its governance structure and improved its capability not only to oversee effectively its resolution planning process but also to manage its BAU operations and business structure in a resolution-friendly way. Northern Trust's governance structure for resolution planning depicted above is summarized below.

First, the Capital Governance Committee (CGC) of the Board of Directors has oversight responsibility over the resolution planning process. Previously, this responsibility fell under the purview of the Business Risk Committee; however, the CGC assumed ownership of this oversight role, given the continuum of stress testing, as well as the capital and liquidity interconnections, between CCAR and resolution planning. This oversight responsibility includes overseeing management's response to regulatory guidance and feedback and ensuring timely delivery of target state deliverables and ex ante projects in response to regulatory feedback.

Second, Northern Trust has a Steering Committee, comprised of some of the most senior officers of Northern Trust, including the Chairman and CEO, President of EMEA, the Chief Audit Executive, the Chief Financial Officer, the Chief Information Officer, the Chief Risk Officer, the Treasurer, the General Counsel, the Global Head of Liquidity and Asset Liability Management, and the Head of Capital and Resolution Planning to facilitate management oversight over all aspects of resolution planning. The Steering Committee meets regularly and approved all of the key strategy components of the 2021 Resolution Plan. Importantly, the Steering Committee reviewed and challenged the underlying key assumptions.

Third, Northern Trust has a Working Group, chaired by the Head of Capital and Resolution Planning (who is also a member of the Steering Committee), to oversee all project management efforts and work streams relating to resolution planning.

Fourth, Northern Trust has a Legal Entity Oversight Committee (LEOC), which plays an important role in enhancing Northern Trust's resolvability. The mission of the LEOC is broader than resolution planning; it is to provide oversight, guidance and governance with respect to Northern Trust's legal entity structure. In 2021, the LEOC provided oversight to the process by which MEs are determined for purposes of resolution planning.

Finally, Northern Trust has BAU resolution planning practices and procedures embedded throughout the company, as evidenced by:

- *Northern Trust's enhanced liquidity management and stress testing program, which is leveraged for determining liquidity needs under potential resolution scenarios;*
- *Northern Trust's automated, searchable database allows Northern Trust to manage effectively its service contracts and is updated as the need to document the additional mapping of Shared Services and Outsourced Services is identified;*
- *Northern Trust's enhanced processes relating to custodial arrangements, which includes requiring resolution resilient language in custody and sub-custody contracts;*
- *Northern Trust's amended internal plans to provide additional escalation and trigger metrics for periods of material financial distress;*
- *Northern Trust's enhanced playbooks, which were prepared by and will be refreshed and maintained in BAU by the respective business unit leadership, rather than a central resolution team;*
- *Northern Trust's enhanced analytical capabilities to facilitate sufficient liquidity and capital resources to execute its bridge bank strategy;*
- *The creation of Northern Trust's Resolution Planning Assurance Process which serves as a guide for maintaining its Resolution Plan as part of BAU operations;*
- *Northern Trust's formal documentation of its Material Entity Identification Process to facilitate the identification and documentation within the Resolution Plan of all entities vital to Northern Trust operations in resolution; and*
- *Northern Trust's development of a framework and methodology for the identification of critical operations, in accordance with the October 10, 2019 changes to the 165(d) Rule.*

6.2. Governance in Resolution

Northern Trust's governance structure includes governance over key NTC Board and management actions in periods leading up to and during the Runway Period. In the event of material financial distress, the Executive Committee of the Board of Directors would oversee the execution of Northern Trust's resolution strategy; the Steering Committee would oversee all aspects of the execution of Northern Trust's resolution strategy; the senior management leaders for each of Northern Trust's key strategic dispositions and other work streams that would execute Northern Trust's resolution strategy; and the financial stress metric continuum and trigger framework would guide key actions during the Runway Period.

Part 2 - Additional Information

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1. Description of Core Business Lines

Northern Trust has identified two core business lines[1]: C&IS and Wealth Management.

Corporate & Institutional Services

C&IS is a leading global provider of asset servicing and related services to corporate and public retirement funds, foundations, endowments, fund managers, insurance companies, sovereign wealth funds, and other institutional investors around the globe. Asset servicing and related services encompass a full range of capabilities including, but not limited to: custody; fund administration; investment operations outsourcing; investment management; investment risk and analytical services; employee benefit services; securities lending; foreign exchange; treasury management; brokerage services; transition management services; banking; and cash management.

Client relationships are managed from locations in North America, Europe, the Middle East, and the Asia-Pacific region. As of December 31, 2020, C&IS had AUC of $10.39 trillion and AUM of $1.06 trillion.

Wealth Management

Wealth Management focuses on high-net-worth individuals and families, business owners, executives, professionals, retirees, and established privately-held businesses in its target markets. The business also includes the Global Family Office, which provides customized services to meet the complex financial needs of individuals and family offices in the United States and throughout the world with assets typically exceeding $200 million. In supporting these targeted segments, Wealth Management provides trust, investment management, custody, and philanthropic services; financial consulting; guardianship and estate administration; family business consulting; family financial education; brokerage services; and private and business banking.

Wealth Management services are delivered by multidisciplinary teams through a network of offices in 19 U.S. states and Washington, D.C., as well as offices in London, Guernsey, and Abu Dhabi.

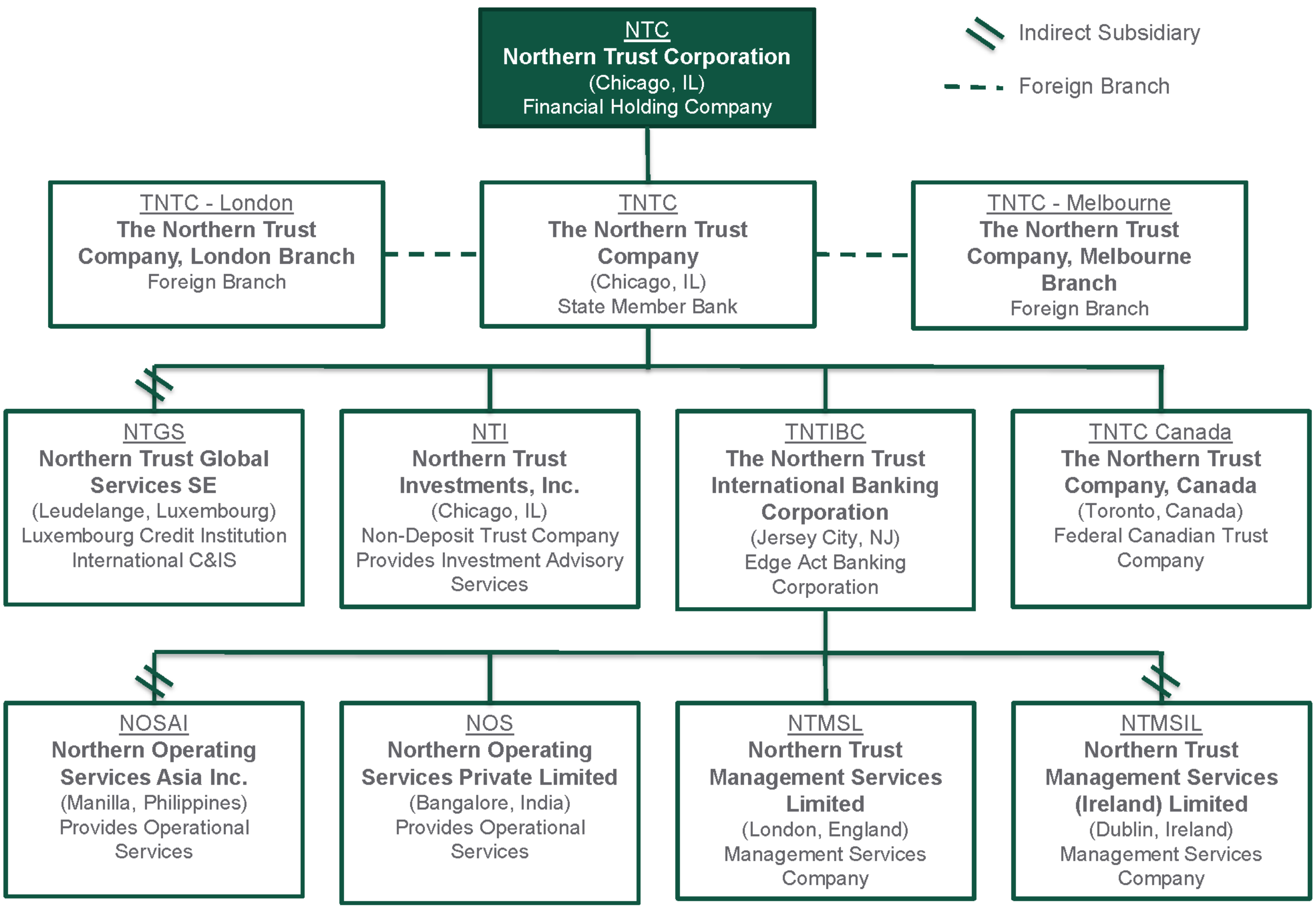
Wealth Management is one of the largest providers of advisory services in the United States with $875.1 billion in AUC and $347.8 billion in AUM as of December 31, 2020.

[1] For purposes of 165(d) Plans, "Core Business Lines" are defined as: "those business lines of the covered company, including associated operations, services, functions and support, that, in the view of the covered company, upon failure would result in a material loss of revenue, profit or franchise value." 12 CFR Part 243 (FRB) or 12 CFR Part 381 (FDIC).

2. Material Entities

Northern Trust has performed a multi-step analysis to identify material entities for the 2021 Resolution Plan using key metrics relating to assets, liabilities, revenue, and earnings; substitutability; staffing levels; memberships of key payment, clearing, and settlement systems; and financial guarantees. Northern Trust has identified 12 material entities[2], including four U.S. legal entities and eight non-U.S. legal entities, each of which is a material entity for the 2021 Resolution Plan and each of which conducts activities important to both the C&IS and Wealth Management core business lines. An organizational chart of these material entities, as of December 31, 2020, is provided below. Each material entity is described in more detail in the remaining sections.

Exhibit 5 Northern Trust Material Entity Organizational Chart as of December 31, 2020



Northern Trust Corporation

NTC (NASDAQ: NTRS) is the ultimate parent company of all Northern Trust entities. NTC was formed as a holding company for TNTC in 1971 and is a financial holding company regulated by the Board of Governors

[2] *Under the 165(d) Rule, a "material entity" is defined as "a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line" for resolution plan purposes." 12 CFR Part 243 (FRB) or 12 CFR Part 381 (FDIC).*

of the Federal Reserve System (FRB) under the Bank Holding Company Act of 1956, as amended. In addition to supervision from the FRB, NTC is subject to supervision and regulation by the U.S. Securities and Exchange Commission (SEC).

As a financial holding company, NTC engages in no operating business activities. Accordingly, NTC's subsidiaries do not have significant operational dependency on it. NTC's principal business activities are to hold and manage investments in its subsidiaries and to raise funds through the public issuance of debt and equity securities. NTC uses the funding provided by its debt and equity issuances to (i) make investments in its subsidiaries; (ii) lend (or make advances) to its subsidiaries; and (iii) maintain a portfolio of cash and investment securities for the liquidity needs of itself and its subsidiaries.

As of December 31, 2020, NTC had, on a consolidated basis, $170.0 billion in assets, $158.3 billion in liabilities, $11.7 billion in stockholder equity and an 14.5% Tier 1 capital ratio under the Basel III Advanced Approach final rules. In 2020, NTC generated $1.2 billion in income on a consolidated basis.

The Northern Trust Company

TNTC was organized as an Illinois bank in 1889. TNTC is headquartered in Chicago, Illinois, and is NTC's principal subsidiary. As a state-chartered banking institution that is a member of the Federal Reserve System, TNTC's primary federal banking regulator is the FRB for both its U.S. and non-U.S. operations. TNTC is an FDIC-insured depository institution. It is subject to applicable federal and state banking laws as well as supervision by the Illinois Department of Financial and Professional Regulation (IDFPR), the FDIC, and the regulatory authorities of those states and countries in which a TNTC branch is located.

Through a network of offices in 22 states and the District of Columbia and its foreign branch offices and subsidiaries in 22 international locations, TNTC's clients include high-net-worth individuals, family offices, corporations, institutions, and governments. TNTC serves clients through the two core business lines: C&IS and WM.

As of December 31, 2020, TNTC and its subsidiaries and branches had total assets of $169.6 billion, which comprised approximately 99.7% of Northern Trust's consolidated total assets, and total deposits of $146.5 billion.

The Northern Trust Company, London Branch (TNTC London)

TNTC London, opened in 1969, is TNTC's largest foreign branch and is included in TNTC's consolidated financial statements.

TNTC London provides banking, custody, fund administration, and foreign exchange services primarily to institutional clients across multiple jurisdictions. The PRA and the FCA are the primary regulators for TNTC London and interact closely with TNTC's lead regulators, the Federal Reserve and FDIC.

The majority of TNTC London client deposits originate from cash balances maintained in its clients' global custody accounts. These balances are primarily operational in nature, resulting from normal, recurring activities of clients. The main driver of balance sheet size comes from changing levels of client deposits, which are in turn related to the level of global custody assets serviced.

The Northern Trust Company, Melbourne Branch (TNTC Melbourne)

TNTC Melbourne opened in 2007 and became a branch in 2008 as part of Northern Trust's expansion throughout the APAC region.

TNTC Melbourne provides global custody and a range of asset servicing solutions to institutional investors in Australia and New Zealand, including superannuation funds, investment managers, insurance companies, and government agencies. The APRA and the ASIC are the primary regulators for TNTC Melbourne.

The majority of TNTC Melbourne's client deposits originate from cash balances maintained in its clients' global custody accounts. These balances are primarily operational in nature and are derived from normal, recurring activities of clients.

Northern Trust Management Services Limited (NTMSL)

NTMSL, incorporated in 2003, is an indirect subsidiary of TNTC and is registered in England and Wales as an investment holding company. NTMSL does not perform any regulated activities, as such, it is not required to hold any regulatory permissions. NTMSL provides personnel services to TNTC London and to Northern Trust's U.K.-based operating subsidiaries.

Northern Trust Management Services (Ireland) Limited (NTMSIL)

NTMSIL, incorporated in 2006, is an indirect subsidiary of TNTC and is registered in Ireland as an investment holding company. NTMSIL holds no regulatory licenses, nor does it require authorizations to operate. NTMSIL provides staff, premises, and infrastructure services to other affiliated entities and is also responsible for providing miscellaneous unregulated asset servicing functions to other Northern Trust subsidiaries.

Northern Trust Global Services SE (NTGS)

NTGS is an indirect subsidiary of TNTC, redomiciled to Luxembourg in 2019, and authorized by the Commission de Surveillance du Secteur Financier (CSSF), the European Central Bank (ECB), and The Central Bank of Luxembourg (BCL) to conduct banking activities. NTGS provides banking and custody services primarily to institutional clients. The range of products and services provided by NTGS are broadly the same as those offered by TNTC London, with the exception of certain services provided to U.K. funds, which are offered exclusively through NTGS.

Northern Trust Investments, Inc. (NTI)

NTI, which was registered in 1988, is a subsidiary of TNTC and an Illinois state bank limited to the exercise of full trust powers. NTI is not an insured deposit taking institution. NTI is regulated by the SEC and the IDFPR and is a registered investment adviser.

NTI provides passive and active investment advisory services to personal and institutional clients for fixed income and equity separate accounts and funds. In addition, NTI manages equity, fixed income, and other assets through wrap and model investment management services.

Northern Operating Services Private Limited (NOS)

NOS is a wholly owned subsidiary of TNTC. It was incorporated in 2005 in Bangalore, India.

NOS provides back-office processing services in support of custody and asset servicing functions, investment operations outsourcing, fund accounting, foreign exchange, cash management, derivatives processing, securities operations, and other services as may be agreed upon by NTC affiliates. NOS holds no regulatory licenses.

Northern Operating Services Asia Inc. (NOSAI)

NOSAI is a wholly owned subsidiary of TNTC. It was incorporated in 2013, in Manila, Philippines.

NOSAI was established in support of TNTC's long-term location strategy, business resiliency, and growing client base across all regions. NOSAI provides a variety of support functions related to 48 different functions through 24/5 support asset servicing and investment solutions, as well as other accountancy-based processes and several corporate functions, serving the company's client base. NOSAI holds no regulatory licenses.

The Northern Trust Company, Canada (TNTCC)

TNTCC is a wholly owned subsidiary of TNTC and is a federal Canadian trust company with full trust powers, established in 1994.

TNTCC provides global trust and custody services in Canada. TNTCC is regulated by the Canadian financial and banking regulator, Office of the Superintendent of Financial Institutions (OSFI).

The Northern Trust International Banking Corporation (TNTIBC)

TNTIBC is a wholly owned subsidiary of TNTC and is an Edge Act Banking Corporation founded in 1968.

TNTIBC services include treasury payments, commercial and retail payments, subscription and redemption payments, cash letter activity, and collection payments, including remote deposit capture check presentment, regulatory capital accounts, and letter of credit reimbursements made via traditional demand deposit accounts. TNTIBC also offers overnight investment facilities.

TNTIBC is regulated by the FRB.

3. Summary of Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

The table below provides a consolidated balance sheet of NTC.

Exhibit 6 Northern Trust Corporation Balance Sheet as of December 31, 2020

Assets		(USD amounts in millions)
Cash and Due from Banks	$	4,389.5
Federal Reserve and Other Central Bank Deposits	$	55,503.6
Interest-Bearing Deposits with Banks	$	4,372.6
Federal Funds Sold	$	—
Securities Purchased under Agreements to Resell	$	1,596.5
Debt Securities		
Available for Sale	$	42,022.0
Held to Maturity	$	17,791.1
Trading Account	$	0.5
Total Debt Securities	**$**	**59,813.6**
Loans and Leases		
Commercial	$	15,262.0
Personal	$	18,497.7
Total Loans and Leases (Net of unearned income of $9.8)	**$**	**33,759.7**
Allowance for Credit Losses	$	(198.8)
Buildings and Equipment	$	514.9
Client Security Settlement Receivables	$	1,160.2
Goodwill	$	707.2
Other Assets	$	8,384.9
Total Assets	**$**	**170,003.9**
Liabilities		
Deposits		
Demand and Other Noninterest-Bearing	$	17,728.5
Savings, Money Market and Other Interest-Bearing	$	28,631.8
Savings Certificates and Other Time	$	937.1
Non-U.S. Offices - Noninterest-Bearing	$	25,382.2
- Interest-Bearing	$	71,198.4
Total Deposits	**$**	**143,878.0**
Federal Funds Purchased	$	260.2
Securities Sold under Agreements to Repurchase	$	39.8
Other Borrowings	$	4,011.5
Senior Notes	$	3,122.4
Long-Term Debt	$	1,189.3
Floating Rate Capital Debt	$	277.8
Other Liabilities	$	5,536.6
Total Liabilities	**$**	**158,315.6**
Stockholders' Equity		
Preferred Stock, No Par Value; Authorized 10,000,000 shares;		
Series C, Outstanding shares of 0	$	—
Series D, Outstanding shares of 5,000	$	493.5
Series E, Outstanding shares of 16,000	$	391.4
Common Stock, $1.66 2/3 Par Value; Authorized 560,000,000 shares; Outstanding shares of 208,289,178	$	408.6
Additional Paid-in Capital	$	963.6
Retained Earnings	$	12,207.7
Accumulated Other Comprehensive Income (Loss)	$	428.0
Treasury Stock (36,882,346 at cost)	$	(3,204.5)
Total Stockholders' Equity	**$**	**11,688.3**
Total Liabilities and Stockholders' Equity	**$**	**170,003.9**

(1) Data source for Northern Trust Corporation Balance Sheet: 2020 Annual Report (10-K)

The table below provides a consolidated balance sheet for TNTC.

Exhibit 7 The Northern Trust Company Balance Sheet as of December 31, 2020 (USD amounts in millions)

Assets		
Noninterest-Bearing Deposits with Banks	$	2,174.5
Interest-Bearing Deposits with Banks	$	62,894.6
Federal Funds Sold and Securities Purchased under Agreements to Resell	$	1,596.5
Securities		
Available for Sale	$	42,022.0
Held to Maturity	$	16,976.6
Total Securities	$	58,998.6
Loans and Leases		
Loans and leases held for sale		—
Loans and leases, net of unearned income	$	33,759.7
Total Loans and Leases (Net of unearned income)	**$**	**33,759.7**
Allowance for Credit Losses Assigned Loans and Leases	$	(190.7)
Buildings and Equipment	$	1,076.0
Goodwill	$	766.5
Other Assets	$	8,495.3
Total Assets	$	169,952.4
Liabilities		
Deposits		
U.S. Offices - Noninterest-Bearing	$	17,884.1
- Interest-Bearing	$	31,996.3
Non-U.S. Offices - Noninterest-Bearing	$	25,382.6
- Interest-Bearing	$	71,198.5
Total Deposits	$	146,461.6
Federal Funds Purchased	$	260.2
Securities Sold under Agreements to Repurchase	$	39.8
Other Borrowings	$	5,757.2
Subordinated notes and debentures	$	924.3
Other Liabilities	$	5,328.0
Total Liabilities	**$**	**158,771.0**
Total Stockholders' Equity	**$**	**10,800.0**
Total Liabilities and Stockholders' Equity	**$**	**169,571.1**

(1) Detailed financial information for NTC and TNTC can be found on Northern Trust's website www.northerntrust.com/aboutnorthern-trust
(2) Data source for The Northern Trust Company Balance Sheet: Call Report (FFIEC 031) 12/31/2020

Capital

One of Northern Trust’s primary objectives is to maintain a strong capital position to merit the confidence of clients, counterparties, creditors, regulators, and stockholders. A strong capital position helps Northern Trust execute its strategies and withstand unforeseen adverse developments.

Senior management, with oversight from the CGC and the full NTC Board, is responsible for capital management and planning. Northern Trust manages its capital on both a total consolidated basis and a legal entity basis. The Capital Committee is responsible for measuring and managing capital metrics against levels set forth within the Capital Policy approved by the NTC Board. In establishing the metrics related to capital, a variety of factors are taken into consideration, including the unique risk profiles of Northern Trust’s businesses, regulatory requirements, capital levels relative to peers, and the impact on credit ratings.

Northern Trust strives to maintain capital against unexpected losses that could threaten solvency and estimates this need through its stress testing program. Under non-stressed conditions, Northern Trust strives to hold capital, both on a consolidated and entity-level basis, at such a level that can withstand a severe stress and still maintain ready access to funding, meet obligations to creditors and other counterparties, and continue to serve as a credit intermediary.

Stress testing analysis is performed globally across Northern Trust’s business units and legal entities to assess Northern Trust’s overall capital adequacy in relation to its risk profile and plays an important role in the capital adequacy assessment process. It is used by Northern Trust’s management and individual risk management teams across the organization to assess how various events may impact levels of required and/or available capital and to provide additional information to management.

Northern Trust's Capital Committee manages its capital adequacy position to meet the above objectives. The Capital Committee establishes internal capital management metrics that consider regulatory requirements and the results of the capital adequacy assessment process and recommends these to NTC's Board and TNTC's Board of Directors for approval.

In accordance with Basel III requirements in effect at December 31, 2020, capital ratios are calculated using both the standardized and advanced approaches. For each ratio, the lower of the result calculated under the standardized approach and the advanced approach serves as the effective ratio for purposes of determining capital adequacy. The following table shows NTC's and TNTC's common stockholders’ equity to total risk-based capital and their respective risk-based capital ratios, under the applicable U.S. regulatory rules as of December 31, 2020. As of December 31, 2020, all capital ratios of NTC and TNTC applicable for classification as "well capitalized" under U.S. regulatory requirements exceeded all "well capitalized" ratio guidelines.

Exhibit 8 Risk-Based and Leverage Ratios as of December 31, 2020

(USD in Millions)	Advanced Approach			Standardized Approach	
	Balance	Ratio		Balance	Ratio
Common Equity Tier 1					
Northern Trust Corporation	$ 9,962.2	13.4 %		$ 9,962.2	12.8 %
The Northern Trust Company	$ 10,003.3	13.8		$ 10,003.3	13.0
Minimum to qualify as well-Capitalized:					
Northern Trust Corporation	N/A	N/A		N/A	N/A
The Northern Trust Company	$ 4,717.1	6.5		$ 4,994.4	6.5
Tier 1 Capital					
Northern Trust Corporation	$ 10,822.2	14.5		$ 10,822.2	13.9
The Northern Trust Company	$ 10,003.3	13.8		$ 10,003.3	13.0
Minimum to qualify as well-Capitalized:					
Northern Trust Corporation	$ 4,467.6	6.0		$ 4,659.7	6.0
The Northern Trust Company	$ 5,805.6	8.0		$ 6,147.0	8.0
Total Capital					
Northern Trust Corporation	$ 11,825.8	15.9		$ 12,085.7	15.6
The Northern Trust Company	$ 10,863.3	15.0		$ 11,123.1	14.5
Minimum to qualify as well-Capitalized:					
Northern Trust Corporation	$ 7,446.0	10.0		$ 7,766.2	10.0
The Northern Trust Company	$ 7,257.0	10.0		$ 7,683.7	10.0
Tier 1 Leverage					
Northern Trust Corporation	$ 10,822.2	7.6		$ 10,822.2	7.6
The Northern Trust Company	$ 10,003.3	7.0		$ 10,003.3	7.0
Minimum to qualify as well-Capitalized:					
Northern Trust Corporation	N/A	N/A		N/A	N/A
The Northern Trust Company	$ 7,105.0	5.0		$ 7,105.0	5.0
Supplementary Leverage[(1)]					
Northern Trust Corporation	$ 10,822.2	8.6		N/A	N/A
The Northern Trust Company	$ 10,003.3	7.7		N/A	N/A
Minimum to qualify as well-Capitalized:					
Northern Trust Corporation	N/A	N/A		N/A	N/A
The Northern Trust Company	$ 3,883.4	3.0		N/A	N/A

[(1)] In November 2019, the Federal Reserve and other U.S. federal banking agencies adopted a final rule that established a deduction for central bank deposits from the total leverage exposures of custodial banking organizations, including Northern Trust Corporation and The Northern Trust Company, equal to the lesser of (i) the total amount of funds the custodial banking organization and its consolidated

subsidiaries have on deposit at qualifying central banks and (ii) the total amount of client funds on deposit at the custodial banking organization that are linked to fiduciary or custodial and safekeeping accounts. The rule became effective on April 1, 2020.

Further, on April 1, 2020, the Federal Reserve issued an interim final rule that requires bank holding companies, including Northern Trust Corporation, to deduct, on a temporary basis, deposits with the Federal Reserve and investments in U.S. Treasury securities from their total leverage exposure. The U.S. Treasury securities deduction is applied in addition to the central bank deposits relief referred to above. This rule became effective on April 1, 2020, and remained in effect through the first quarter of 2021. On May 15, 2020, the U.S. federal banking agencies released an interim final rule that permits insured depository institutions of bank holding companies also to temporarily exclude deposits with the Federal Reserve and investments in U.S. Treasury securities from their total leverage exposure. The Northern Trust Company did not elect to take this deduction.

The supplementary leverage ratios at December 31, 2020, for the Northern Trust Corporation and The Northern Trust Company reflect the impact of these final rules.

Funding and Liquidity

Northern Trust's objectives for liquidity risk management are to ensure that it can meet its cash flow obligations under both normal and adverse economic conditions while maintaining its ability to capitalize on business opportunities in a timely and cost effective manner. In managing the balance sheet, Northern Trust gives appropriate consideration to balancing the competing needs of maintaining sufficient levels of liquidity while optimizing profitability.

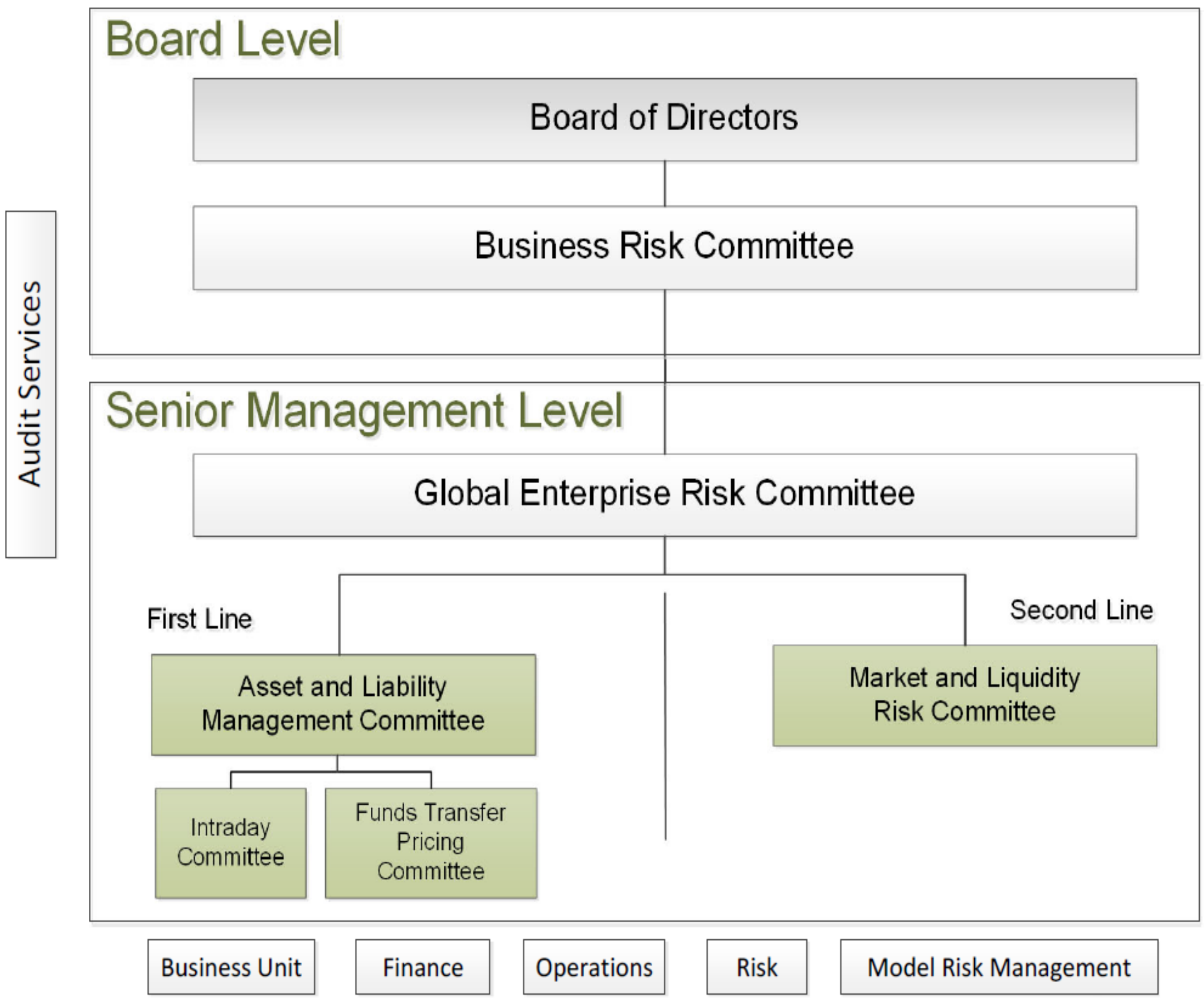
Northern Trust's balance sheet is primarily liability-driven. That is, the main driver of balance sheet changes comes from changing levels of client deposits, which are generally related to the level of custody assets. This liability-driven business model differs from a typical asset-driven business model where increased levels of deposits are required to support, for example, increased levels of lending. Northern Trust's balance sheet generally consists of assets and liabilities with relatively short durations, resulting in low liquidity risk and interest rate risk.

Northern Trust seeks to maintain the following liquidity principles that are consistent with its risk tolerance:

- *Maintain sufficient funding sources to meet normal as well as unexpected peak requirements giving appropriate considerations to the levels of commitments, the volatility of funding sources, market perceptions of Northern Trust and overall market conditions;*
- *Maintain liquidity ratios within approved limits and liquidity risk tolerance;*
- *Control the levels and sources of wholesale funds;*
- *Diversify funding sources by line of business, client and market segment;*
- *Maintain appropriate dealer and underwriter relationships to facilitate suitable market access;*
- *Utilize systems capable of monitoring, measuring and reporting performance on a timely basis;*
- *Manage intraday liquidity appropriately and within Federal Reserve limits;*
- *Maintain sufficient, high quality, unencumbered securities to provide additional liquidity in the form of securities sales, secured funding and/or discount window borrowings; and*
- *Manage liquidity risk in each currency across Northern Trust.*

The following graphic outlines the governance structure for liquidity risk management that is currently in place.

Exhibit 9 Northern Trust Global Risk Management Framework



4. Description of Derivatives and Hedging Activities

Hedging Derivatives

Northern Trust is party to various derivative financial instruments that are used in the normal course of business to meet the needs of its clients, as part of its trading activity for its own account, and as part of its risk management activities. Northern Trust's derivative and hedging activity includes primarily foreign exchange contracts and interest rate contracts. Occasionally, Northern Trust also enters into an immaterial amount of other derivative activity.

Foreign exchange contracts are agreements to exchange specific amounts of currencies at a future date, at a specified rate of exchange. Foreign exchange contracts are entered into primarily to meet the foreign exchange needs of clients. Foreign exchange contracts are also used for risk management purposes. For risk management purposes, Northern Trust uses foreign exchange contracts to reduce its exposure to changes in foreign exchange rates relating to certain forecasted currency denominated revenue and expenditure transactions; foreign currency denominated assets and liabilities, including investment securities; and net investments in non-U.S. affiliates.

Interest rate contracts include swap and option contracts. Interest rate swap contracts involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. Northern Trust enters into interest rate swap contracts with its clients and also may utilize such contracts to reduce or eliminate the exposure to changes in the cash flows or fair value of hedged assets or liabilities due to changes in interest rates.

Counterparty Credit Risk and Collateral

The estimated credit risk associated with derivative instruments relates to the failure of the counterparty and the failure of Northern Trust to pay based on the contractual terms of the agreement and is generally limited to the unrealized fair value gains and losses on these instruments, respectively.

The amount of credit risk will increase or decrease during the life of the instruments as interest rates, foreign exchange rates, or credit spreads fluctuate. This risk is managed by limiting such activity to an approved list of counterparties and by subjecting such activity to the same credit and quality controls as are followed in lending and investment activities.

5. Memberships in Material Payment, Clearing, and Settlement Systems

Northern Trust utilizes PCS services provided by FMUs, subcustodians, and nostro banks to conduct and complete financial transactions globally. The PCS providers allow Northern Trust to provide payment services to clients and facilitate the clearing and settlement of client security, derivative, and cash transactions. Northern Trust's material relationships, mainly through TNTC, include participation in the following FMUs and correspondent banks.

Exhibit 10 Direct Memberships in Payment, Clearing, and Settlement Systems as of December 31, 2020

FMUs as of December 31, 2020	Membership Reference
Payment Systems:	
Clearing House Automated Payment Systems (CHAPS)	Participant
Clearing House Interbank Payments System (CHIPS)	Member
Continuous Linked Settlement (CLS)	Participant
Federal Reserve Automated Clearing House (FedACH)	Customer
Federal Reserve Fedwire Funds (Fedwire Funds)	Participant
Reserve Bank Information and Transfer System (RITS)	Member
Trans-European Automated Real-time Gross Settlement Express	Participant (Level 2)
Securities Clearing and Settlement Systems:	
CDS Clearing and Depository Services Inc. (CDS)	Participant
Clearstream	Participant or "Customer"
CREST (operated by Euroclear U.K. & Ireland)	Member
The Depository Trust Company (DTC)	Member
Euroclear Bank (Euroclear)	Participant
Federal Reserve Fedwire Securities (Fedwire Securities)	Member
National Securities Clearing Corporation (NSCC)	Member
The Securities Depository Center (Edaa)	Member
Euroclear FR	Participant
Euroclear Belgium (equities) (EBE)	Participant
National Bank of Belgium (fixed income) (NBB)	Participant
Euroclear Netherlands	Participant
Clearstream Bank Frankfurt (CBF)	Participant
Messaging Utility:	
The Society for Worldwide Interbank Financial Telecommunication	SWIFT User

Exhibit 11 Material Subcustodians as of December 31, 2020

Subcustodian
The Hong Kong & Shanghai Banking Corporation Limited
Nordea Bank AB
Citibank, NA
Credit Suisse Switzerland Ltd
DBS Bank Ltd

Exhibit 12 Top 10 Correspondent Banks as of December 31, 2020

Top Nostro Bank Name	Currency (CCY)
Société Générale	EUR
Toronto Dominion	USD, CAD
HSBC Japan	JPY
Svenska Handelsbanken AB, Sweden	SEK
HSBC Bank Australia	AUD
HSBC Hong Kong	CNY, HKD
Nordea Bank AB, Norway	NOK
Barclays Bank Ireland PLC Frankfurt	EUR
Credit Suisse AG	CHF
Barclays Bank	USD, EUR, GBP

6. Description of Foreign Operations

As of December 31, 2020, in addition to its U.S. locations, Northern Trust had a network of offices in 22 international locations in Canada, Europe, the Middle East and Africa (EMEA), and Asia-Pacific (APAC). Approximately 4,000 employees are employed in EMEA, and approximately 6,000 are employed in APAC.

Northern Trust manages its business on a global basis. The primary international activities consist of asset servicing and asset management. Northern Trust has operational capabilities in the Americas, EMEA, and APAC. The operating material entities located outside of the U.S. for resolution planning purposes are:

- *The Northern Trust Company, London Branch (Foreign Branch)*
- *The Northern Trust Company, Melbourne Branch (Foreign Branch)*
- *Northern Trust Global Services SE (Luxembourg Credit Institution)*
- *Northern Trust Management Services Limited (U.K. Management Services Company)*
- *The Northern Trust Company, Canada (Canadian Trust Company)*
- *Northern Operating Services Private Limited (Indian Operating Company)*
- *Northern Operating Services Asia Inc. (Philippines Operating Company)*
- *Northern Trust Management Services (Ireland) Limited (Ireland Management Services Company)*

7. Material Supervisory Authorities

NTC is regulated as a financial holding company under the Bank Holding Company Act of 1956 and is subject to the supervision, examination, and regulation of the Federal Reserve and the SEC.

TNTC, which is NTC's principal subsidiary, is a member of the Federal Reserve System, and its deposits are insured by the FDIC up to the maximum authorized limit. It is subject to regulation by both of these agencies. TNTC, as an Illinois banking corporation, also is subject to Illinois state laws and regulations and to examination and supervision by the IDFPR. TNTC is also registered as a transfer agent with the FRB and is, therefore, subject to the rules and regulations of the FRB in this area.

TNTC is registered provisionally with the U.S. Commodity Futures Trading Commission (CFTC) under the Commodity Exchange Act as a swap dealer. As a provisionally registered swap dealer, TNTC is subject to regulatory obligations regarding swap activity and the supervision, examination, and enforcement power of the CFTC and other regulators. Certain of NTC's other affiliates are registered with the CFTC as commodity trading advisors or commodity pool operators under the Commodity Exchange Act and are subject to that act and the associated rules and regulations of the CFTC.

NTC's non-banking affiliates are all subject to examination by the FRB. Several subsidiaries of NTC are registered with the SEC under the Investment Advisors Act of 1940 (IAA) and are subject to the associated rules and regulations under the IAA. TNTC and other subsidiaries of NTC act as investment advisors to several mutual funds and other asset managers that are subject to regulation by the SEC under the Investment Company Act of 1940.

The activities of TNTC's subsidiaries outside the U.S. are subject to regulation, laws, and supervision (including regulatory and capital requirements) by a number of non-U.S. regulatory agencies in the jurisdictions in which they operate, including regulatory and capital requirements.

Exhibit 13 Northern Trust Material Entity Summary

Material Entity	Material Entity Abbreviation	Primary Regulatory Authority
Northern Trust Corporation	NTC	FRB, SEC
The Northern Trust Company	TNTC	FRB, IDFPR, FDIC, CFTC
The Northern Trust Company, London Branch	TNTC London	PRA, FCA
The Northern Trust Company, Melbourne Branch	TNTC Melbourne	APRA, ASIC, AUSTRAC*
Northern Trust Investments, Inc.	NTI	SEC, IDFPR
Northern Operating Services Private Limited	NOS	N/A
Northern Operating Services Asia Inc.	NOSAI	N/A
Northern Trust Management Services Limited	NTMSL	N/A
The Northern Trust Company, Canada	TNTCC	OSFI
Northern Trust Global Services SE	NTGS	CSSF
The Northern Trust International Banking Corporation	TNTIBC	FRB
Northern Trust Management Services (Ireland) Limited	NTMSIL	N/A

**Australian Transaction Reports and Analysis Centre*

8. Principal Officers

The following tables list the principal officers of NTC and TNTC as of January 31, 2021, all of whom were appointed by the NTC Board.

Exhibit 14 Principal Officers of NTC as of January 31, 2021

Name	Position
Michael G. O'Grady	Chairman and Chief Executive Officer
Lauren E. Allnutt	Executive Vice President and Controller
Robert P. Browne	Executive Vice President and Chief Investment Officer
Peter B. Cherecwich	Executive Vice President and President, Corporate and Institutional Services
Steven L. Fradkin	Executive Vice President and President, Wealth Management
Mark C. Gossett	Executive Vice President and Chief Risk Officer
Susan C. Levy	Executive Vice President and General Counsel
Teresa A. Parker	Executive Vice President and President, Corporate and Institutional Services, Europe, Middle East, and Africa
Thomas A. South	Executive Vice President and Chief Information Officer
Joyce M. St. Clair	Executive Vice President and Chief Human Resources Officer
Shundrawn A. Thomas	Executive Vice President and President, Asset Management
Jason J. Tyler	Executive Vice President and Chief Financial Officer

Exhibit 15 Principal Officers of TNTC as of January 31, 2021

Name	Position
Michael G. O'Grady	Chairman and Chief Executive Officer
Lauren E. Allnutt	Executive Vice President and Controller
Robert P. Browne	Executive Vice President and Chief Investment Officer
Peter B. Cherecwich	Executive Vice President and President, Corporate and Institutional Services
Steven L. Fradkin	Executive Vice President and President, Wealth Management
Mark C. Gossett	Executive Vice President and Chief Risk Officer
Susan C. Levy	Executive Vice President and General Counsel
Teresa A. Parker	Executive Vice President and President, Corporate and Institutional Services, Europe, Middle East, and Africa
Thomas A. South	Executive Vice President and Chief Information Officer
Joyce M. St. Clair	Executive Vice President and Chief Human Resources Officer
Shundrawn A. Thomas	Executive Vice President and President, Asset Management
Jason J. Tyler	Executive Vice President and Chief Financial Officer

9. Description of Material Management Information Systems (MIS)

Northern Trust utilizes management information systems (MIS) for risk management, accounting, financial and regulatory reporting, and internal management reporting and analysis. Northern Trust's key MIS generate numerous reports that are used during the normal course of business to monitor the financial health, risks, and operations of Northern Trust, its material entities, core business lines, and critical operations. These systems are primarily platform and mainframe technologies with interface applications that are used to collect, maintain, and report information to management, as well as used externally for regulatory compliance.

Financial reporting systems provide information required to produce financial position and performance for senior management and external parties. Key MIS are used to improve the understanding of specific operational risk loss events in order to strengthen controls and improve the processes to reduce the frequency and severity of future loss events. Key MIS are used to monitor NTC's, TNTC's, and each business unit's performance against predetermined strategic benchmarks and to improve operations, establish action plans, and develop corrective actions, as necessary.

Northern Trust maintains detailed business continuity and disaster recovery plans for each of its departments and supporting technology platforms. These plans include detailed application of specific recovery time objectives as well as plans to continue business operations in events where key systems are unavailable. Business continuity resources are deployed regionally around the globe to provide appropriate levels of governance and oversight for business continuity planning, testing, response management, crisis management, and supplier resiliency.

Northern Trust recognizes the need for a robust MIS infrastructure to aid in resolution planning and execution. Systems are critical for successful plan development, as they provide accurate data and analysis to create an informed plan, as well as reporting and oversight capabilities for execution of the plan. Northern Trust's current MIS infrastructure increases its resolvability and reduces resolution plan execution risk.

Conclusion

The 2021 Resolution Plan features a robust and executable resolution strategy, demonstrating Northern Trust's capability to resolve the firm in a rapid and orderly manner while maximizing its value. The bridge bank strategy is built upon reliable financial projections and improved analyses, supports the continuity of the core business lines, the critical operations, and the Shared and Outsourced Services during the resolution timeline, and facilitates cross-border regulatory cooperation.

As shown above, since submitting the 2017 Resolution Plan, Northern Trust has continued to enhance its financial and operational resolvability, enhanced its governance, and improved other aspects of its resolution strategy for the 2021 Resolution Plan.

As a result, the 2021 Resolution Plan supports Northern Trust's enhanced resolvability and provides a credible approach to an orderly resolution, without any extraordinary support from any government and without creating financial instability in the U.S. financial markets. Northern Trust supports resolution planning, not just through the creation of its resolution plan, but also through ongoing attention, committed resources, strategic analysis, and deliberate infrastructure to facilitate Northern Trust's bridge bank strategy and, ultimately, rapid and orderly resolution without causing harm to U.S. financial stability and without exposing U.S. taxpayers to the risk of loss.