

**NORTHERN TRUST CORPORATION  
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER**

**Effective November 15, 2016**

**(Supersedes the Corporate Social Responsibility Committee Charter Adopted November 17, 2015)**

The By-laws of Northern Trust Corporation (the “Corporation”) provide that the Board of Directors of the Corporation (the “Board”) shall appoint annually a Corporate Social Responsibility Committee (the “Committee”) and its Chairman (the “Committee Chair”). The By-laws also provide that the Committee shall perform such functions as are set forth in a Corporate Social Responsibility committee charter, as adopted by the Board. This Committee Charter also governs the Committee as and when it acts as the Corporate Social Responsibility Committee of the Board of Directors of The Northern Trust Company (the “Bank”).

**I. Purpose.**

The purpose of the Committee is to assist the Board in discharging its oversight duties with respect to corporate citizenship and social responsibility matters of significance to the Corporation and its consolidated subsidiaries (collectively, “Northern Trust”).

**II. Committee Membership.**

The Committee shall consist of at least three directors, each of whom shall be an “independent director” under the Corporation’s Corporate Governance Guidelines. All Committee members shall have, in the judgment of the Board, the experience, expertise and judgment necessary to evaluate information presented to the Committee with respect to the Corporation’s policies, programs, and strategies regarding corporate citizenship and social responsibility matters of significance to Northern Trust.

Members of the Committee, including its Chairman, shall be appointed annually by the Board taking into consideration the recommendations of the Corporation’s Corporate Governance Committee and the benefits of a regular rotation in the membership of the Committee, including the Chairmanship, balancing in each case the need for fresh perspective with the need for experience and continuity. The Board may fill vacancies on the Committee and may remove a member from Committee membership at any time with or without cause.

**III. Committee Structure and Operations.**

**A. Meetings.**

The Committee shall meet in person or by telephone conference, videoconference or other means of communications permitted under applicable Delaware law as frequently as necessary to fulfill its duties and responsibilities, but at least three times per year. Additional meetings may be held, or actions may be taken by unanimous written consent, as deemed necessary or appropriate by the Committee Chairman or by any other member of the Committee. Minutes of each meeting shall be prepared by the Secretary or any Assistant Secretary of the Corporation or such other person designated by the Committee Chairman as Acting Secretary of the Committee, and shall be distributed to all Board members.

**B. Quorum; Manner of Acting.**

A majority of the Committee's members shall constitute a quorum, and the act of a majority of the members at which a quorum is present shall be the act of the Committee. In the event of a tie vote on any issue, the Committee Chairman's vote shall decide the issue. In the absence or disqualification of a member of the Committee, the members present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board who meets the Committee membership requirements set forth herein to act at the meeting in the place of any such absent or disqualified member.

**C. Resources.**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have: (i) direct and unrestricted access to the Corporation's management and non-management personnel and all corporate records; (ii) the authority to select, retain and terminate the engagement of any consultant in connection with the performance of its duties and to approve the terms of the engagement, including the fees to be paid to the consultant; and (iii) the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

**D. Delegation of Authority.**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**IV. Duties and Responsibilities.**

The Committee shall perform the following functions:

1. Receive and review reports on the political, lobbying and other public advocacy activities of Northern Trust, including with respect to significant trade association memberships, and provide oversight with respect to Northern Trust's policies, programs and strategies in respect thereof.
2. Periodically review Northern Trust's Statement Regarding Government Relations and Political Contributions.
3. Receive and review reports on the strategic philanthropy and charitable contributions of Northern Trust and provide oversight with respect to the Corporation's policies, programs and strategies in respect thereof.
4. Receive and review reports on Northern Trust's sustainability initiatives and provide oversight with respect to the Corporation's policies, programs and strategies in respect thereof.
5. Receive and review reports on the diversity and inclusion initiatives of Northern Trust and provide oversight with respect to the Corporation's policies, programs and strategies in respect thereof.

6. Receive and review reports regarding human rights matters pertaining to Northern Trust and provide oversight with respect to the Corporation's policies, programs and strategies in respect thereof, including, but not limited to determining whether to recommend to the Board for approval any "slavery and human trafficking statement" required of the Corporation and/or the Bank under Section 54 of the U.K. Modern Slavery Act.
7. Receive and review reports on other social responsibility matters of significance to Northern Trust, including with respect to Environmental, Social, and Governance issues, and provide oversight with respect to the Corporation's policies, programs and strategies in respect thereof.
8. Receive and review reports regarding compliance with the Community Reinvestment Act and Fair Lending laws and provide oversight with respect to the Corporation's policies and programs in respect thereof.
9. In coordination with the Corporate Governance Committee, review any stockholder proposals received related to social responsibility and public interest matters and recommend to the Board any action to be taken in response to such proposals.
10. Review and reassess the adequacy of this Committee Charter on an annual basis and submit any recommended changes to the Board for approval.
11. Conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Committee Charter.
12. Make regular reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.
13. Discharge any other duty or responsibility assigned to it by the Board.