

# M&T Bank Corporation

---

Pillar 3 Regulatory Capital Disclosures

For the Quarter Ended

December 31, 2015

## Table of Contents

Background	1
Overview	1
Risk Management Framework and Governance	2
Internal Capital Adequacy Assessment Process	3
Regulatory Capital Ratios	4
Risk-weighted Assets	5
Credit Risk General Disclosures	6
Counterparty Credit Risk	11
Credit Risk Mitigation	11
Securitizations	12
Equities Not Subject to Market Risk Rule	13
Forward-looking Statements	15
Disclosure Cross-reference Sheet	Appendix A

## **Background**

M&T Bank Corporation (“M&T”) and its wholly owned bank subsidiaries, M&T Bank and Wilmington Trust, National Association (“Wilmington Trust, N.A.”), are required to comply with applicable capital adequacy standards established by the federal banking agencies.

In July 2013, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation approved final rules establishing a new comprehensive capital framework for U.S. banking organizations. Those regulatory capital standards substantially revised the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries, including the definitions and the components of regulatory capital, the determination of risk-weighted assets, and other matters affecting banking institutions’ regulatory capital ratios.

These rules went into effect as to M&T and its subsidiary banks on January 1, 2015, subject to phase-in periods for certain components and other provisions. The regulatory capital standards apply to M&T and all of its subsidiaries, referred to collectively as “the Company,” except that each depository subsidiary is required to disclose its capital ratios.

On November 1 2015, M&T completed the acquisition of Hudson City Bancorp, Inc. (“Hudson City”), headquartered in Paramus, New Jersey. The Company’s capital, risk-weighted assets and related capital ratios reflect the impact of the recent acquisition including the assets acquired in the transaction and the results of operations acquired from Hudson City since the acquisition date. Refer to note 2 of Notes to Financial Statements in Form 10-K for a more detailed discussion of this acquisition.

## **Overview**

In accordance with Pillar 3 of the regulatory capital standards, bank holding companies with total consolidated assets of \$50 billion or more, including M&T, are required to provide market participants certain information regarding their capital adequacy, including a summary of information about: corporate risk management framework and governance; the internal capital adequacy assessment process; and disclosures regarding credit, counterparty, interest rate, and other specified forms of risk. M&T does not meet the criteria to be considered an advanced approaches organization and, as a result, is required to provide disclosures under the standardized approach.

The Regulatory Capital Disclosures provided within this document or in M&T’s filings noted below and referenced in Appendix A of this document are presented in compliance with Sections 61 and 63 of Regulation Q – Part 217, Public Disclosures Related to Capital Requirements. M&T’s Annual Report on Form 10-K for the year ended December 31, 2015 (“Form 10-K”) filed with the Securities and Exchange Commission (“SEC”) contains management’s discussion of the overall corporate risk profile of the Company. The Pillar 3 Regulatory Capital Disclosures should be read in conjunction with Form 10-K filed with the SEC and the Consolidated Financial Statements for Bank Holding Companies – FR Y-9C for the quarter ended December 31, 2015 (“FR Y-9C”). The accompanying Pillar 3 Regulatory Capital Disclosure Cross-reference Sheet

(see Appendix A) indicates where the required disclosures are located. The Pillar 3 Regulatory Capital Disclosures have not been audited by M&T's external auditors.

## **Risk Management Framework and Governance**

M&T's Enterprise Risk Management Framework represents the Company's overall risk management structure, including the policies, processes, controls and systems through which risk is managed on a daily basis. The Enterprise Risk Management Framework provides a common method for all employees, officers and directors to understand and communicate the types of risk that M&T faces in pursuit of its business objectives. It serves as an integral part of daily operations, business planning and capital planning, and is a foundational component of M&T's conservative risk management culture. It encompasses the significant aspects of risk management, and pertains to current and emerging risk considerations. These risks are described extensively in M&T's Form 10-K in Part I, Item 1A "Risk Factors." The major risks facing the Company and described therein include:

- Credit Risk
- Interest Rate Risk
- Liquidity Risk
- Operational Risk (including legal and fiduciary risks)
- Regulatory Compliance Risk
- Reputational Risk

Detailed discussions of the risks outlined above and other risks facing the Company are included within Form 10-K in Part 1, Item 1 "Business," and Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations." Furthermore, Part II, Item 7 under the heading "Forward-Looking Statements" includes a description of certain risks, uncertainties and assumptions identified by management that are difficult to predict and that could materially affect the Company's financial condition and results of operations, as well as the value of the Company's financial instruments.

The Enterprise Risk Management Framework supports the identification, measurement, monitoring and reporting of material risks with appropriate governance and oversight, thereby ensuring transparency, consistency and accountability for risk throughout the enterprise and adherence to the Company's risk appetite. The Enterprise Risk Management Framework incorporates the following components.

### ***Risk Appetite Statement***

M&T's Risk Appetite Statement ("RAS") articulates the types of risks that the Company is willing to accept and those that it seeks to avoid in pursuit of its business objectives. The RAS affirms the principles by which the Company identifies itself, while providing a central guide for decision-making processes. It serves as the link between the Company's corporate values and business operations by ensuring that all directors, officers and employees share a consistent understanding of the Company's appetite for risk, further enhancing the risk identification

process and providing more clarity for aligning the Company's approach to capital management with its key risk appetite metrics.

Qualitative and quantitative risk metrics monitor emerging risks and provide specific measures that are used to monitor risk-taking relative to the Company's risk appetite.

#### Committee Roles and Responsibilities

M&T's integrated risk governance structure begins with oversight by members of the Board of Directors through the Risk Committee of the Board of Directors. Senior management oversight of the Enterprise Risk Management Framework is provided through a risk governance structure that includes the Management Risk Committee, which oversees eight Risk Governance Committees that identify and monitor specific risks applicable to the Company's businesses. The Management Risk Committee reports directly to the Risk Committee of the Board of Directors.

#### Risk Management Policies and Practices

The Enterprise Risk Management Framework incorporates a culture of risk ownership within the business lines, with independent risk management functions and Internal Audit serving as additional layers of control. Front-line business and operational support areas participate in the delivery of products or services to customers, as well as related servicing and technology. They are responsible for aligning their respective business strategies with the risk appetite established by M&T. These units are responsible for identifying key risks within their operations and establishing appropriate internal controls within the units. They are also responsible for establishing business line policies, procedures and limits in accordance with the RAS and monitor performance against those limits to ensure they operate within the boundaries of their risk-taking authority. The Risk Management area and related bank-wide functions (e.g. Credit Risk Oversight, Treasury Risk Oversight, Operational Risk, Corporate Compliance, Enterprise Security, Financial Controls, etc.), that are independent from the front-line business and operational support areas, establish the enterprise-wide risk management policies, procedures, methodologies and tools, including the risk governance framework. These functions oversee the establishment of risk limits and monitor compliance with those limits, in accordance with the risk appetite. Internal Audit, which reports to the Audit Committee of the Board of Directors, serves as an additional layer of control and is independent from the front-line business and operational support areas and the risk management functions. They provide assurance to senior management and the Board of Directors as to the effectiveness of risk management programs, policies, processes, practices, and controls, as well as adherence to regulatory standards.

#### **Internal Capital Adequacy Assessment Process**

M&T's Internal Capital Adequacy Assessment Process ("CAP") is the governance structure through which the Company assesses its capital requirements in relation to the material risks facing the organization, as identified through the Enterprise Risk Management Framework. The CAP is intended to ensure that M&T holds sufficient capital relative to its risk profile to support its business activities under a range of conditions, including adverse economic environments.

The Company's assessment of capital adequacy incorporates enterprise-wide capital stress tests that assess potential post-stress capital requirements in relation to available capital resources, considering the comprehensive inventory of vulnerabilities and scenarios identified through the Enterprise Risk Management Framework. This approach considers material risks when assessing the capital needs stemming from potential exposures, whether on- or off-balance sheet. The CAP also incorporates explicit capital adequacy goals with respect to risk which inform the Company's capital management activities.

M&T's Capital Management Committee ("CMC") is the primary management body responsible for regular oversight of the CAP. The CMC proactively monitors M&T's prospective capital generation and capital requirements, as well as potential material risks facing the Company, leveraging the Enterprise Risk Management Framework. The CMC reports directly to M&T's Risk Committee of the Board of Directors, which is responsible for establishment of capital goals reflecting the organization's risk appetite and verifying that the Company's capital position considers material risks and is appropriate for its risk profile.

### **Regulatory Capital Ratios**

As noted previously, the new regulatory capital standards became effective for M&T and its subsidiary banks on January 1, 2015. Among other matters, those capital standards: (i) introduced a capital measure called "Common Equity Tier 1" ("CET1") and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements; (iii) mandate that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions from and adjustments to capital as compared with the previous regulations. Under the capital standards, for most banking organizations, including M&T, the most common form of Additional Tier 1 capital is non-cumulative perpetual preferred stock and the most common forms of Tier 2 capital are subordinated notes and a portion of the allowance for loan and lease losses, in each case, subject to the specific requirements of the capital standards.

Pursuant to the capital standards, the minimum capital ratios for a banking organization to be considered adequately capitalized are as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets;
- 8.0% Total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets; and
- 4.0% Tier 1 capital to average consolidated assets as reported in consolidated financial statements (known as the "leverage ratio").

A more detailed discussion of regulatory capital requirements is included in Part I of M&T's Form 10-K under the headings "Capital Requirements" and "Limits on Undercapitalized Depository Institutions."

Table 1 provides regulatory capital ratios for the Company, M&T Bank and Wilmington Trust, N.A. as of December 31, 2015:

**Table 1: Regulatory Capital Ratios  
December 31, 2015**

	<b>M&amp;T (Consolidated)</b>	<b>M&amp;T Bank</b>	<b>Wilmington Trust, N.A.</b>
Common equity Tier 1	11.08%	11.33%	86.87%
Tier 1 capital	12.68%	11.33%	86.87%
Total capital	14.92%	13.35%	87.65%
Tier 1 leverage	10.89%	9.75%	22.38%

Pursuant to the capital standards, non-advanced approaches banking organizations, including M&T, may make a one-time permanent election to exclude the effects of certain accumulated other comprehensive income or loss items reflected in shareholders' equity under generally accepted accounting principles in the U.S. ("GAAP"). M&T made that election during the first quarter of 2015.

In compliance with the capital standards, the Company reviewed the aggregate amount of surplus capital of insurance subsidiaries included in the regulatory capital of the consolidated group and has determined that it was not material.

For further information on capital refer to Form 10-K in Part I, Item 1 under the heading "Stress Testing and Capital Plan Review", Part II, Item 7 under the heading "Capital" and notes 10 and 23 of Notes to Financial Statements in Part II, Item 8.

### **Risk-weighted Assets**

The capital standards also address asset risk weights that affect the denominator in banking institutions' regulatory capital ratios. Under the capital standards, M&T is subject to the standardized approach for determination of risk-weighted assets associated with its on- and off-balance sheet exposures. Table 2 summarizes the Company's standardized risk-weighted assets by certain categories, as defined in the capital standards.

**Table 2: Risk-weighted Assets**  
**December 31, 2015**  
**(In thousands)**

	<b>M&amp;T</b>
	<b>(Consolidated)</b>
Exposures to sovereign entities	\$ 2,553,840
Exposures to depository institutions, foreign banks & credit unions	251,025
Exposures to public sector entities	327,805
Corporate exposures	60,960,547
Residential mortgage exposures	20,631,837
Statutory multifamily mortgages & pre-sold construction loans	1,159,927
High-volatility commercial real estate ("HVCRE") loans	1,845,622
Past due loans	891,555
Other assets	4,093,348
Cleared transactions	2,982
Securitization exposures	1,343,234
Equity exposures	604,431
Total Risk-weighted Assets(a)	<u>\$ 94,666,153</u>

(a) *M&T does not have any exposures to supranational entities and multilateral development banks, default fund contributions or unsettled transactions.*

## **Credit Risk General Disclosures**

The Company employs a long-term strategy and credit risk philosophy that focuses on stable, proven and conservative underwriting criteria and active portfolio monitoring which is consistent with the Company's risk appetite. The process integrates transparent qualitative and quantitative factors in the decision-making process with credit scorecards and models to create a robust underwriting and risk management framework. Past due loan status is measured based on the number of days that contractually required principal or interest payments are delinquent.

### Commercial Exposures

- The Company utilizes a committee approval structure for large commercial relationships.
- Approval decisions are not solely made centrally, but are supplemented by regional committees that enhance centrally assembled corporate best practices with in-market expertise. Using a mix of centralized and regional committees, the Company is able to retain credit consistency while applying geographic expertise.
- A centralized underwriting function provides for consistent application of underwriting standards, including debt service and loan-to-value ratios, and independence from the business line.
- The Company's risk rating consists of two measurements, a Probability of Default and a Loss Given Default. These measurements, which incorporate expectations for default and give consideration to collateral types and values, are used to differentiate risk within the portfolio and consider the expectation of default for each loan.



Once approved, loans are subject to a granular approach to portfolio management which assists in the early identification of asset quality issues.

- Extensive monthly and quarterly reporting for Executive Management and the Board of Directors.
  - Includes metrics such as portfolio size, industry concentrations, property type, delinquency, non-performing, charge-offs and risk rating distributions.
- Commercial Credit Quality Assurance (“CQA”) team is responsible to ensure basic safety and soundness of the commercial loan and commercial real estate loan portfolios. The team’s primary focus is the continuous monitoring, analysis, and general oversight of the commercial criticized asset portfolios to ensure these loans are properly risk-rated with appropriate accrual designation and timely recognition of charge-offs.

#### Consumer and Residential Real Estate Exposures

- Residential real estate loans are generally underwritten according to the standards set by the secondary markets, including by Fannie Mae and Freddie Mac.
- Consumer loan underwriting decisions are primarily based on Credit Score (FICO), Debt-to-Income, Revolving Debt-to-Income, Combined Loan-to-Value, Lien Position (Home Equity) and, when appropriate, Internal Custom Scorecards.
- The performance of the residential real estate loan and consumer loan portfolios is monitored very closely through a combination of reporting, feedback from the Customer Asset Management (collections) area, and management oversight. Reporting is varied and extensive, with reports being produced monthly or quarterly, including monthly dashboard reports that provide product performance metrics.

Further discussion of the credit quality of the loan portfolios is provided in M&T’s Form 10-K, as referenced in Appendix A.

Table 3: Loans and Leases, Net of Unearned Discount provides the geographic distribution by major types of credit exposures that includes loans and leases, net of unearned discount and contractual commitments to extend credit and letters of credit. For further information on the Company’s commitments to extend credit and letters of credit, Appendix A provides references to M&T’s Form 10-K and FR Y-9C.

### Table 3: Loans and Leases, Net of Unearned Discount

December 31, 2015

	Outstandings	Unused Commitments(a)	Total	Percent of Dollars Outstanding					
				Mid-Atlantic					Other
				New York	Pennsylvania	Maryland	New Jersey	Other(b)	
(Dollars in millions)									
Real estate									
Residential.....	\$ 26,270	\$ 701	\$ 26,971	33 %	7 %	5 %	30 %	5 %	20 %
Commercial.....	29,197	6,007	35,204	45	14	13	5	11	12
Total real estate.....	55,467	6,708	62,175	40 %	11 %	10 %	16 %	8 %	15 %
Commercial, financial, etc.....	19,213	9,740	28,953	43 %	26 %	13 %	4 %	7 %	7 %
Consumer									
Home equity lines and loans..	5,953	5,632	11,585	39 %	22 %	27 %	3 %	8 %	1 %
Automobile.....	2,519	-	2,519	29	23	10	7	8	23
Other secured or guaranteed ..	2,409	-	2,409	23	13	7	7	4	46
Other unsecured.....	719	2,022	2,741	38	23	24	-	10	5
Total consumer.....	11,600	7,654	19,254	35 %	21 %	22 %	4 %	8 %	10 %
Total loans.....	86,280	24,102	110,382	40 %	17 %	12 %	11 %	8 %	12 %
Commercial leases.....	1,209	41	1,250	48 %	16 %	10 %	4 %	3 %	19 %
Total loans and leases	\$ 87,489	\$ 24,143	\$ 111,632	40 %	17 %	12 %	11 %	8 %	12 %
Letters of credit.....	\$ -	\$ 3,386	\$ 3,386	52 %	23 %	15 %	1 %	5 %	4 %

(a) Includes contractual commitments to extend credit and letters of credit.

(b) Includes Delaware, Virginia, West Virginia and the District of Columbia.

For each separately disclosed portfolio, Table 4 presents the total exposure that is covered by guarantees and the risk-weighted asset amount associated with that exposure.

**Table 4: Guarantees**  
**December 31, 2015**  
(In thousands)

Exposure Type	Guarantor	Exposure Amount	Risk-weighted Assets
Investment securities held to maturity	Government Issued / Guaranteed(a)	\$ 2,553,612	\$ 95,476
Investment securities available for sale	U.S. Treasury / Federal Agencies	299,890	467
Investment securities available for sale	Government Issued / Guaranteed(a)	11,592,959	1,604,983
Loans and Leases - Residential	Government Issued / Guaranteed(a)	1,622,483	342,942
Loans and Leases - All Other	Government Issued / Guaranteed(a)	361,016	64,068
Total		\$ 16,429,960	\$ 2,107,936

(a) Includes guarantees by Government-sponsored entities.

Table 5 presents the Company's remaining contractual maturities by credit exposure category.

**Table 5: Remaining Contractual Maturities by Credit Exposure**  
**December 31, 2015**  
(In thousands)

	One year or less	One year through five years	Over five years	Total
Loans and leases, net(a)	\$ 16,741,442	\$ 27,812,473	\$ 42,136,175	\$ 86,690,090
Unfunded commitments	11,952,300	13,134,959	6,018,820	31,106,079
Investment securities available for sale(b)	683,102	2,651,013	8,908,556	12,242,671
Investment securities held to maturity(c)	128,648	483,937	2,247,124	2,859,709
Total	\$ 29,505,492	\$ 44,082,382	\$ 59,310,675	\$ 132,898,549

(a) Net of unearned income and fees. Amounts do not include nonaccrual loans of approximately \$799 million.

(b) Investment securities available for sale are presented at estimated fair value.

(c) Investment securities held to maturity are presented at amortized cost.

Management determines the allowance for credit losses that is required for specific loan categories based on the relative risk characteristics of the loan portfolio. Refer to Form 10-K in the "Provision for Credit Losses" section of Management's Discussion and Analysis and note 5 of the Notes to Financial Statements for further discussion of the evaluation of the allowance for credit losses. Table 6 provides information regarding loans past due (accruing and nonaccrual) and impaired loans by geography and major type of credit exposure.

**Table 6: Past Due and Impaired Loans by Geography**  
**December 31, 2015**  
(In thousands)

	Past due loans					Impaired loans			
	Accruing loans					Recorded investment			
	30-89 days past due	Past due 90 days or more	Acquired at a discount past due 90 days or more	Purchased impaired loans	Nonaccrual	Total recorded investment	With no allowance	With allowance	Related allowance
<b>Commercial</b>									
New York	\$ 32,073	\$ 99	\$ -	\$ -	\$ 123,026	\$ 148,135	\$ 46,036	\$ 102,099	\$ 23,933
Pennsylvania	7,461	67	-	1,144	63,763	68,000	19,312	48,688	15,592
Maryland	8,897	424	611	242	29,735	30,041	9,140	20,901	2,555
New Jersey	538	120	-	-	1,808	1,919	507	1,412	439
Other Mid-Atlantic (a)	1,384	-	82	516	12,681	12,913	7,478	5,435	1,991
Other	2,515	1,600	-	-	10,904	11,219	10,717	502	242
Total commercial	52,868	2,310	693	1,902	241,917	272,227	93,190	179,037	44,752
<b>Commercial Real Estate</b>									
New York	117,625	15,797	-	5,363	100,917	102,065	64,769	37,296	10,743
Pennsylvania	23,323	354	-	7,506	59,344	63,563	33,851	29,712	4,005
Maryland	36,670	8,389	9,282	11,456	20,762	25,792	10,880	14,912	2,230
New Jersey	910	-	2,571	816	1,690	1,692	940	752	150
Other Mid-Atlantic (a)	19,547	269	5,863	70,635	11,075	11,266	3,120	8,146	1,985
Other	48,265	1,850	-	4,273	30,610	30,672	28,652	2,020	195
Total commercial real estate	246,340	26,659	17,716	100,049	224,398	235,050	142,212	92,838	19,308
<b>Residential Real Estate</b>									
New York	203,609	92,516	564	206,754	77,803	53,673	16,060	37,613	3,008
Pennsylvania	49,853	25,528	1,209	16,374	18,674	14,170	2,937	11,233	816
Maryland	38,249	21,593	4,542	30,997	18,401	28,024	3,607	24,417	1,826
New Jersey	227,676	65,823	904	258,916	10,007	4,834	2,494	2,340	220
Other Mid-Atlantic (a)	34,410	8,767	7,167	18,972	17,820	16,323	1,833	14,490	1,110
Other	143,804	70,224	1,693	132,104	72,526	90,925	11,104	79,821	5,747
Total residential real estate	697,601	284,451	16,079	664,117	215,231	207,949	38,035	169,914	12,727
<b>Consumer</b>									
New York	43,002	1,090	-	-	54,733	16,901	-	16,901	3,008
Pennsylvania	24,246	1,534	1,043	264	19,621	10,074	-	10,074	2,300
Maryland	22,714	785	7,968	1,020	20,403	17,144	-	17,144	4,022
New Jersey	8,880	21	124	-	4,231	1,649	-	1,649	301
Other Mid-Atlantic (a)	18,632	169	23,332	639	4,644	7,020	-	7,020	1,348
Other	21,013	422	1,518	338	14,231	12,577	-	12,577	2,327
Total consumer	138,487	4,021	33,985	2,261	117,863	65,365	-	65,365	13,306
<b>Total</b>	<b>\$ 1,135,296</b>	<b>\$ 317,441</b>	<b>\$ 68,473</b>	<b>\$ 768,329</b>	<b>\$ 799,409</b>	<b>\$ 780,591</b>	<b>\$ 273,437</b>	<b>\$ 507,154</b>	<b>\$ 90,093</b>

(a) Includes Delaware, Virginia, West Virginia and the District of Columbia.

## **Counterparty Credit Risk**

Although trading account activities represent less than 1% of the Company's total revenue and a very small component of its overall business, M&T maintains policies, controls and processes to manage its mark-to-market settlement and over-collateralization risks in conjunction with its entering into transactions with third parties. Outside of core lending activities, counterparty risk at M&T arises primarily from derivatives transactions with outside firms. The Company engages in those derivative transactions to meet the financial needs of customers who require interest rate swap or foreign exchange services. The Company generally mitigates the foreign exchange and interest rate risk associated with those customer activities by entering into offsetting positions with counterparties. The types and amounts of these activities are subject to a well-defined series of potential loss exposure limits established by management and approved by M&T's Board of Directors.

The Treasury Credit Risk Management group is responsible for a variety of risk management activities to control counterparty credit risk which include:

- Monitoring daily material changes in market-related metrics (stock price, public credit ratings and available credit default swap rates) of obligors.
- Daily monitoring of counterparty exposures by product.
- Compliance with Regulation F (restricts exposure to banks that are inadequately capitalized).
- Assigning internal risk ratings to each counterparty at relationship initiation and reassessing during annual or more frequent reviews.
- Reviewing all impaired securities (both individually and by investment category) regularly.
- Monitoring regularly the length of time that individual securities have been market-impaired (that is, where fair value is less than amortized cost).

In addition, the Company sets trading limits for credit facilities that it extends to qualified trading counterparties based upon an approved and validated historic Value-at-Risk methodology.

## **Credit Risk Mitigation**

The Company utilizes a loan grading system which is applied to all commercial loans and commercial real estate loans. Loans with an elevated level of credit risk are classified as "criticized" and are subjected to additional scrutiny and review by credit personnel. The timing and extent of potential losses, considering collateral valuation and other factors, and the Company's potential courses of action are regularly reviewed. Because collateral is a fundamental mitigant for credit risk, to the extent that loans are collateral-dependent, they are evaluated based on the fair value of the loan's collateral as estimated at or near the financial statement date. The main types of collateral taken by the Company include real estate, cash, depreciable assets, accounts receivable, inventory and other business-related assets. Residential real estate loans and consumer loans are generally evaluated collectively after considering such

factors as payment performance and recent loss experience and trends, which are mainly driven by current collateral values in the market place as well as the amount of loan defaults. Refer to Part II, Item 7 of Form 10-K under the heading “Provision for Credit Losses” for further discussion on loan collateral, geographic distribution of loans and credit risk mitigation activities.

M&T utilizes legal agreements (primarily master netting agreements) that are established with counterparties to help reduce counterparty risk. Within a master netting agreement can be a Credit Support Annex, which establishes collateral posting rules for the counterparties to cover exposure in the agreement. A Credit Support Annex typically contains a few standard themes:

- Frequency of when collateral calls are made (typically daily).
- The minimum amount posted for new collateral calls (referred to as a minimum transfer amount).
- The type of collateral generally accepted by the Company which includes cash, U.S. Treasury securities and U.S. Agency securities. Other types of securities may be accepted, but only after consultation with Risk Management.

M&T’s Legal department reviews all counterparty derivative agreements before execution.

Securities purchased under agreements to resell and securities sold under agreements to repurchase (collectively known as repurchase agreements) are treated as collateralized financing transactions and are recorded at amounts equal to the cash or other consideration exchanged. These repurchase agreements are largely with bank or broker counterparties who also engage in derivatives trading with the Company. It is generally the Company’s policy to take possession of collateral pledged to secure agreements to resell to mitigate any credit risk associated with the transaction.

The Company does not hedge credit risk associated with lending, repurchase agreements or derivatives transactions beyond collateral requirements. Based on adherence to the Company’s credit standards and the presence of the netting and collateral provisions, including any necessary haircuts, the Company believes that the credit risk inherent in these derivative contracts was not material.

## **Securitizations**

Refer to note 19 of Notes to Financial Statements in Form 10-K for discussion of the Company’s securitization activities. The Company has not recognized any losses as a result of having securitized assets.

The disclosures in this section refer to securitizations held and the regulatory capital related to these exposures calculated in accordance with regulatory capital standards. A participant in the securitization market is typically an originator, investor or sponsor. The Company’s primary securitization-related activity is investing in products created by third parties. The Company is not applying any credit risk mitigation to its securitization exposures and doesn't have exposure

to nongovernment-related securitization guarantors. The Company does not have any synthetic securitization exposure.

In accordance with the capital standards, the Company utilizes the Simplified Supervisory Formula Approach ("SSFA") to determine risk-weighted assets for its securitization exposures, which considers the Company's seniority in the securitization structure and risk factors inherent in the underlying assets.

The Company's investments in third party securitizations at December 31, 2015 are presented in Table 7.

**Table 7: Securitizations  
December 31, 2015  
(In thousands)**

Securitizations by exposure type and capital treatment are shown below(a):

	<u>Exposure Amount</u>	<u>SSFA risk-weighted Assets</u>	<u>Capital Impact of RWA(b)</u>
Collateralized mortgage obligations	\$ 205,992	\$ 1,329,884	\$ 106,391
Collateralized debt obligations	28,438	12,343	987
Other	285	1,007	81
Total securitization exposure	<u>\$ 234,715</u>	<u>\$ 1,343,234</u>	<u>\$ 107,459</u>

Securitizations by risk-weight bands and capital treatment are shown below(a):

	<u>Exposure Amount</u>	<u>SSFA risk-weighted Assets</u>	<u>Capital Impact of RWA(b)</u>
Securitization			
Zero to 250% risk weighting	\$ 96,185	\$ 85,572	\$ 6,846
251% to 500% risk weighting	-	-	-
501% to 1250% risk weighting	138,530	1,257,662	100,613
Total securitization exposure	<u>\$ 234,715</u>	<u>\$ 1,343,234</u>	<u>\$ 107,459</u>

(a) Table relates to the Company as an investor in the securitization.

(b) The capital impact of RWA is calculated by multiplying risk-weighted assets by the minimum total capital ratio of 8%.

### **Equities Not Subject To Market Risk Rule**

Management of M&T's investment activities generally resides within the Company's Treasury Division. The Treasury Investment Policy, approved by M&T's Board of Directors, aligns with M&T's RAS and outlines the governance framework, operational guidelines, decision-making process, and investment criteria for all discretionary investment securities of the Company.

The Company had total equity exposures of approximately \$1.5 billion at December 31, 2015 that consisted predominantly of Bank Owned Life Insurance (“BOLI”) separate accounts (\$487 million), tax-advantaged investments (\$295 million) consisting largely of investments in qualified affordable housing projects, stock of the Federal Reserve Bank of New York (\$301 million) and the Federal Home Loan Bank of New York (\$253 million), investments in mutual funds (\$114 million) and preferred stock issued by government-sponsored entities (\$18 million). The Company uses the simple risk-weight approach for its individual equity securities, the alternative modified look-through approach for BOLI assets held in separate accounts and the full look-through approach for investments in mutual funds. These assets are reviewed for creditworthiness and evaluated regularly for impairment.

Nonpublic equities are generally recorded either at cost or using the equity method. Details of the Company’s accounting policies for investment securities and the valuation of financial instruments are provided in note 1 of Notes to Financial Statements in Form 10-K.

Marketable equity securities are classified as available-for-sale and carried at fair value with net unrealized gains or losses reported within other comprehensive income (loss) in shareholders’ equity. For regulatory capital purposes, net unrealized gains or losses recorded in accumulated other comprehensive income are predominantly excluded from CET1 and Tier 1 Capital, as the Company elected to “opt-out” of the option to reflect Accumulated Other Comprehensive Income in these metrics.

Equity in mutual funds maintained in the trading account are reported at fair value. Changes in fair value are recorded in trading account and foreign exchange gains in the Company’s consolidated statement of income. At December 31, 2015, the Company does not have material equity exposure in the trading account.

There were no significant realized gains or losses arising from the sales or liquidations of equity securities for the quarter ended December 31, 2015.

Table 8 summarizes the Company’s equities not subject to the market risk rule.

**Table 8: Equities Not Subject to Market Risk Rule  
December 31, 2015  
(In thousands)**

	<u>Nonpublic</u>	<u>Public</u>	<u>Total</u>
Amortized cost	\$ 1,405,473	\$ 129,853	\$ 1,535,326
Unrealized gains(a)	-	9,876	9,876
Latent revaluation gains (losses)(b)	-	-	-
Fair value	<u>\$ 1,405,473</u>	<u>\$ 139,729</u>	<u>\$ 1,545,202</u>

(a) *The amount of unrealized gains included in Tier 2 Capital was approximately \$4 million or 45 percent of the total unrealized gains reported for the current period.*

(b) *Management believes that any latent revaluation gains or losses that may exist are not material.*



## Table 8: Equities Not Subject to Market Risk Rule, continued

December 31, 2015  
(In thousands)

The risk-weighted assets and associated capital requirements for equities not subject to the market risk rule, calculated using the 8% minimum total risk-based capital ratio, follow.

	Exposure Amount	Risk-weighted Assets	Capital Impact of RWA
Not subject to risk weight	\$ 5,432	\$ -	\$ -
0%	301,026	-	-
20%	253,033	50,607	4,049
100%	384,506	384,506	30,760
Full look-through approach	113,758	52,867	4,229
Alternative modified look-through approach	487,447	116,451	9,316
Total capital requirements for equity securities	<u>\$ 1,545,202</u>	<u>\$ 604,431</u>	<u>\$ 48,354</u>

### Forward-looking Statements

*This document and Form 10-K contain forward-looking statements that are based on expectations, estimates and projections about the Company's business, management's beliefs and assumptions made by management. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could," or "may," or by variations of such words or by similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions ("Future Factors") which are difficult to predict and are subject to any impact arising from the risks and risk factors discussed herein and in the aforementioned documents. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Forward-looking statements speak only as of the date they are made and the Company assumes no duty to update forward-looking statements.*

*Future Factors include changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; prepayment speeds, loan originations, credit losses and market values of loans, collateral securing loans and other assets; sources of liquidity; common shares outstanding; common stock price volatility; fair value of and number of stock-based compensation awards to be issued in future periods; the impact of changes in market values on trust-related revenues; legislation and/or regulation affecting the financial services industry as a whole, and M&T and its subsidiaries individually or collectively, including tax legislation or regulation; regulatory supervision and oversight, including monetary policy and capital requirements; changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or regulatory agencies; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental*

*and public policy changes; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings, including tax-related examinations and other matters; continued availability of financing; financial resources in the amounts, at the times and on the terms required to support M&T and its subsidiaries' future businesses; and material differences in the actual financial results of merger, acquisition and investment activities compared with M&T's initial expectations, including the full realization of anticipated cost savings and revenue enhancements.*

*These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, either nationally or in the states in which M&T and its subsidiaries do business, including interest rate and currency exchange rate fluctuations, changes and trends in the securities markets, and other Future Factors. A detailed discussion of Risk Factors is included in Form 10-K.*

**M&T Bank Corporation**  
**Pillar 3 Regulatory Capital Disclosure Cross-reference Sheet**  
**For the Quarter Ended December 31, 2015**

In compliance with the Pillar 3 Regulatory Capital Disclosure Requirements, M&T Bank Corporation ("M&T") has provided the following summary of the required disclosure locations. References to the FR Y-9C and Pillar 3 Regulatory Capital Disclosures are as of and for the quarter ended December 31, 2015. References to Form 10-K are as of and for the year ended December 31, 2015.

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
<b>Scope of Application</b>				
Qualitative: (a)	The name of the top corporate entity in the group to which the Risk-Based Capital Standards (subpart D) apply.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Overview	1-2	
(b)	A brief description of the differences in the basis for consolidating entities for accounting and regulatory purposes, with a description of those entities: (1) That are fully consolidated; (2) That are deconsolidated and deducted from total capital; (3) For which the total capital requirement is deducted; and (4) That are neither consolidated nor deducted (for example, where the investment in the entity is assigned a risk weight in accordance with this subpart).	Not applicable. M&T does not have differences in the basis of consolidation for accounting and regulatory purposes.		
(c)	Any restrictions, or other major impediments, on transfer of funds or regulatory capital within the group.	<b>Form 10-K:</b> •Part 1-Dividends (Unaudited) •Part 1-Capital Requirements (Unaudited) •Part 1-Transactions with Affiliates (Unaudited) •Note 23-Regulatory Matters (Audited)		<b>Form 10-K</b> pg 8 pg 8-9 pg 13 pg 179-181
Quantitative: (d)	The aggregate amount of surplus capital of insurance subsidiaries included in the regulatory capital of the consolidated group.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Regulatory Capital Ratios	4-5	
(e)	The aggregate amount by which actual regulatory capital is less than the minimum regulatory capital requirement in all subsidiaries with regulatory capital requirements and the name(s) of the subsidiaries with such deficiencies.	Not applicable. Actual total capital exceeds the minimum total capital requirements.		
<b>Capital Structure</b>				
Qualitative: (a)	Summary information on the terms and conditions of the main features of all regulatory capital instruments.	<b>Form 10-K:</b> •Part 1-Capital Requirements (Unaudited) •MD&A-Capital (Unaudited) •Note 9-Borrowings (Audited) •Note 10-Shareholders' Equity (Audited)		<b>Form 10-K</b> pg 8-9 pg 88-91 pg 141-144 pg 144
Quantitative: (b)	The amount of common equity tier 1 capital, with separate disclosure of: (1) Common stock and related surplus; (2) Retained earnings; (3) Common equity minority interest; (4) AOCI; and (5) Regulatory adjustments and deductions made to common equity tier 1 capital.	<b>FR Y-9C (Unaudited):</b> •Schedule HC-R-Regulatory Capital		<b>FR Y-9C</b> Schedule HC-R
(c)	The amount of tier 1 capital, with separate disclosure of: (1) Additional tier 1 capital elements, including additional tier 1 capital instruments and tier 1 minority interest not included in common equity tier 1 capital; and (2) Regulatory adjustments and deductions made to tier 1 capital.	<b>FR Y-9C (Unaudited):</b> •Schedule HC-R-Regulatory Capital		<b>FR Y-9C</b> Schedule HC-R
(d)	The amount of total capital, with separate disclosure of: (1) Tier 2 capital elements, including tier 2 capital instruments and total capital minority interest not included in tier 1 capital; and (2) Regulatory adjustments and deductions made to total capital.	<b>FR Y-9C (Unaudited):</b> •Schedule HC-R-Regulatory Capital		<b>FR Y-9C</b> Schedule HC-R

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
<b>Capital Adequacy</b>				
Qualitative: (a)	A summary discussion of the bank holding company's approach to assessing the adequacy of its capital to support current and future activities.	<b>Form 10-K:</b> •Part 1-Capital Requirements (Unaudited) •MD&A-Capital (Unaudited) •Note 10-Shareholders' Equity (Audited) •Note 23-Regulatory Matters (Audited) <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Internal Capital Adequacy Assessment Process	3-4	<u>Form 10-K</u> pg 8-9 pg 88-91 pg 144 pg 179-181
Quantitative: (b)	Risk-weighted assets for: (1) Exposures to sovereign entities; (2) Exposures to certain supranational entities and MDBs; (3) Exposures to depository institutions, foreign banks, and credit unions; (4) Exposures to PSEs; (5) Corporate exposures; (6) Residential mortgage exposures; (7) Statutory multifamily mortgages and pre-sold construction loans; (8) HVCRE loans; (9) Past due loans; (10) Other assets; (11) Cleared transactions; (12) Default fund contributions; (13) Unsettled transactions; (14) Securitization exposures; and (15) Equity exposures.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 2-Risk-weighted Assets	6	
(c)	Standardized market risk-weighted assets as calculated under subpart F of this part.	Not applicable.		
(d)	Common Equity tier 1, tier 1 and total risk-based capital ratios: (1) For the top consolidated group; and (2) For each depository institution subsidiary.	<b>Form 10-K (Audited):</b> •Note 23-Regulatory Matters <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 1-Regulatory Capital Ratios	5	<u>Form 10-K</u> pg 179-181
(e)	Total standardized risk-weighted assets.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 2-Risk-weighted Assets	6	
<b>Capital Conservation Buffer</b>				
Quantitative: (a)	At least quarterly, the bank holding company must calculate and publicly disclose the capital conservation buffer as described under §.11.	Capital Conservation and Countercyclical Buffer transition period begins in 2016.		
(b)	At least quarterly, the bank holding company must calculate and publicly disclose the eligible retained income of the bank holding company, as described under §.11.	Capital Conservation and Countercyclical Buffer transition period begins in 2016.		
(c)	At least quarterly, the bank holding company must calculate and publicly disclose any limitations it has on distributions and discretionary bonus payments resulting from the capital conservation buffer framework described under §.11 including the maximum payout amount for the quarter.	Capital Conservation and Countercyclical Buffer transition period begins in 2016.		
<b>General Qualitative Disclosure Requirement</b>				
	For each separate risk area, the bank holding company must describe its risk management objectives and policies, including: strategies and processes; the structure and organization of the relevant risk management function; the scope and nature of risk reporting and/or measurement systems; policies for hedging and/or mitigating risk and strategies and processes for monitoring the continuing effectiveness of hedges/mitigants.	See the references to the qualitative disclosures described below for each respective Pillar 3 disclosure requirement for the location of these disclosures for each risk area. In addition, see the Corporate Governance section of M&T's website at <a href="http://ir.mandtbank.com">http://ir.mandtbank.com</a> . <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Risk Management Framework and Governance	2-3	

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
<b>Credit Risk General Disclosures</b>				
Qualitative: (a)	The general qualitative disclosure requirement with respect to credit risk (excluding counterparty credit risk disclosed) including the: (1) Policy for determining past due or delinquency status; (2) Policy for placing loans on nonaccrual; (3) Policy for returning loans to accrual status; (4) Definition of and policy for identifying impaired loans (for financial accounting purposes); (5) Description of the methodology that the bank holding company uses to estimate its allowance for loan and lease losses, including statistical methods used where applicable; (6) Policy for charging-off uncollectible amounts; and (7) Discussion of the bank holding company's credit risk management policy.	<b>Form 10-K:</b> •MD&A-Provision for Credit Losses (Unaudited) •Note 1-Significant Accounting Policies (Audited) •Note 3-Investment Securities (Audited) •Note 4-Loans and Leases (Audited) •Note 5-Allowance for Credit Losses (Audited) •Note 21-Commitments and Contingencies (Audited) <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Credit Risk General Disclosures	6-10	<u>Form 10-K</u> pg 59-73 pg 110-115 pg 119-123 pg 123-130 pg 131-137 pg 174-176
Quantitative (b)	Total credit risk exposures and average credit risk exposures, after accounting offsets in accordance with GAAP, without taking into account the effects of credit risk mitigation techniques (for example, collateral and netting not permitted under GAAP), over the period categorized by major types of credit exposure. For example, bank holding companies could use categories similar to that used for financial statement purposes. Such categories might include, for instance: (1) Loans, off-balance sheet commitments, and other non-derivative off-balance sheet exposures; (2) Debt securities; and (3) OTC derivatives.	<b>Form 10-K:</b> •MD&A-Table 3 Average Balance Sheets and Taxable-equivalent Rates (Unaudited) •Note 3-Investment Securities (Audited) •Note 4-Loans and Leases (Audited) •Note 5-Allowance for Credit Losses (Audited) •Note 18-Derivative Financial Instruments (Audited) •Note 21-Commitments and Contingencies (Audited) <b>FR Y-9C (Unaudited):</b> •Schedule HC-B - Securities •Schedule HC-L - Derivatives and Off-Balance-Sheet Items		<u>Form 10-K</u> pg 48  pg 119-123 pg 123-130 pg 131-137 pg 160-163 pg 174-176 <u>FR Y-9C</u> Schedule HC-B Schedule HC-L
(c)	Geographic distribution of exposures, categorized in significant areas by major types of credit exposure.	<b>Form 10-K (Unaudited):</b> •MD&A-Net Interest Income/Lending and Funding Activities <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 3-Loans and Leases, Net of Unearned Discount	8	<u>Form 10-K</u> pg 47-59
(d)	Industry or counterparty type distribution of exposures, categorized by major types of credit exposure.	<b>FR Y-9C (Unaudited):</b> •Schedule HC-B - Securities •Schedule HC-L - Derivatives and Off-Balance-Sheet Items <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Credit Risk General Disclosures	6-10	<u>FR Y-9C</u> Schedule HC-B Schedule HC-L
(e)	By major industry or counterparty type: (1) Amount of impaired loans for which there was a related allowance under GAAP; (2) Amount of impaired loans for which there was no related allowance under GAAP; (3) Amount of loans past due 90 days and on nonaccrual; (4) Amount of loans past due 90 days and still accruing; (5) The balance in the allowance for loan and leases losses at the end of each period, disaggregated on the basis of the bank holding company's impairment method. To disaggregate the information required on the basis of impairment methodology, an entity shall separately disclose the amounts based on the requirements in GAAP; and (6) Charge-offs during the period.	<b>Form 10-K (Audited):</b> •Note 4-Loans and Leases •Note 5-Allowance for Credit Losses		<u>Form 10-K</u> pg 123-130 pg 131-137
(f)	Amount of impaired loans and, if available, the amount of past due loans categorized by significant geographic areas including, if practical, the amounts of allowance related to each geographical area, further categorized as required by GAAP.	<b>Form 10-K (Audited):</b> •Note 5-Allowance for Credit Losses <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 6-Past Due and Impaired Loans by Geography  Impaired and past due loans are aggregated by loan type for purposes of determining the allowance for credit losses.	10	<u>Form 10-K</u> pg 131-137

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
(g)	Reconciliation of changes in the allowances for loan and lease losses ("ALLL").	<b>Form 10-K (Audited):</b> •Note 5-Allowance for Credit Losses		<a href="#">Form 10-K</a> pg 131-137
(h)	Remaining contractual maturity delineation (for example, one year or less) of the whole portfolio, categorized by credit exposure.	<b>Form 10-K (Unaudited):</b> •MD&A-Liquidity, Market Risk, and Interest Rate Sensitivity <b>FR Y-9C (Unaudited):</b> •Schedule HC-B - Securities •Schedule HC-L - Derivatives and Off-Balance-Sheet Items <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 5-Remaining Contractual Maturities by Credit Exposure	9	<a href="#">Form 10-K</a> pg 80-88 <a href="#">FR Y-9C</a> Schedule HC-B Schedule HC-L
<b>General Disclosure for Counterparty Credit Risk-Related Exposures</b>				
Qualitative: (a)	The general qualitative disclosure requirement with respect to OTC derivatives, eligible margin loans, and repo-style transactions, including a discussion of: (1) The methodology used to assign credit limits for counterparty credit exposures; (2) Policies for securing collateral, valuing and managing collateral and establishing credit reserves; (3) The primary types of collateral taken; and (4) The impact of the amount of collateral the bank holding company would have to provide given a deterioration in the bank holding company's own creditworthiness.	<b>Form 10-K (Audited):</b> •Note 1-Significant Accounting Policies •Note 18-Derivative Financial Instruments •Note 20-Fair Value Measurements <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Counterparty Credit Risk •Credit Risk Mitigation	11 11-12	<a href="#">Form 10-K</a> pg 110-115 pg 160-163 pg 165-174
Quantitative (b)	Gross positive fair value of contracts, collateral held (including type, for example, cash, government securities), and net unsecured credit exposure. A bank holding company also must disclose the notional value of credit derivative hedges purchased for counterparty credit risk protection and the distribution of current credit exposure by exposure type.	<b>Form 10-K (Audited):</b> •Note 18-Derivative Financial Instruments <b>FR Y-9C (Unaudited):</b> •Schedule HC-L - Derivatives and Off-Balance-Sheet Items <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Counterparty Credit Risk •Credit Risk Mitigation	11 11-12	<a href="#">Form 10-K</a> pg 160-163 <a href="#">FR Y-9C</a> Schedule HC-L
(c)	Notional amount of purchased and sold credit derivatives, segregated between use for the bank holding company's own credit portfolio and in its intermediation activities, including the distribution of the credit derivative products used, categorized further by protection bought and sold within each product group.	Not applicable.		
<b>Credit Risk Mitigation</b>				
Qualitative: (a)	The general qualitative disclosure requirement with respect to credit risk mitigation including: (1) Policies and processes for collateral, valuation and management; (2) A description of the main types of collateral taken by the bank holding company; (3) The main types of guarantors/credit derivative counterparties and their creditworthiness; and (4) Information about (market or credit) risk concentrations with respect to credit mitigation.	<b>Form 10-K:</b> •MD&A-Provision for Credit Losses (Unaudited) •Note 1-Significant Accounting Policies (Audited) •Note 3-Investment Securities (Audited) •Note 4-Loans and Leases (Audited) •Note 5-Allowance for Credit Losses (Audited) •Note 18-Derivative Financial Instruments (Audited) •Note 20-Fair Value Measurements (Audited) <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Credit Risk Mitigation	11-12	<a href="#">Form 10-K</a> pg 59-73 pg 110-115 pg 119-123 pg 123-130 pg 131-137 pg 160-163 pg 165-174
Quantitative (b)	For each separately disclosed credit risk portfolio, the total exposure that is covered by eligible financial collateral, and after the application of haircuts.	<b>Form 10-K:</b> •MD&A-Provision for Credit Losses (Unaudited) •Note 9-Borrowings (Audited) •Note 18-Derivative Financial Instruments (Audited) <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Credit Risk Mitigation	11-12	<a href="#">Form 10-K</a> pg 59-73 pg 141-144 pg 160-163
(c)	For each separately disclosed portfolio, the total exposure that is covered by guarantees/credit derivatives and the risk-weighted asset amount associated with that exposure.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 4-Guarantees	9	

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
<b>Securitization</b>				
Qualitative: (a)	The general qualitative disclosure requirement with respect to a securitization (including synthetic securitizations), including a discussion of: (1) The bank holding company's objectives for securitizing assets, including the extent to which these activities transfer credit risk of the underlying exposures away from the bank holding company to other entities and including the type of risks assumed and retained with resecuritization activity; (2) The nature of the risks (e.g. liquidity risk) inherent in the securitized assets; (3) The roles played by the bank holding company in the securitization process and an indication of the extent of the bank holding company's involvement in each of them; (4) The processes in place to monitor changes in the credit and market risk of securitization exposures, including how those processes differ for resecuritization exposures; (5) The bank holding company's policy for mitigating the credit risk retained through securitization and resecuritization exposures; and (6) The risk-based capital approaches that the bank holding company follows for its securitization exposures including the type of securitization exposure to which each approach applies.	<b>Form 10-K (Audited):</b> •Note 1-Significant Accounting Policies •Note 19-Variable Interest Entities and Asset Securitizations <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitizations	12-13	Form 10-K pg 110-115 pg 163-165
(b)	A list of: (1) The type of securitization SPEs that the bank holding company, as sponsor, uses to securitize third-party exposures. The bank holding company must indicate whether it has exposure to these SPEs, either on- or off-balance sheet; and (2) Affiliated entities: (i) That the bank holding company manages or advises; and (ii) That invest either in the securitization exposures that the bank holding company has securitized or in securitization SPEs that the bank holding company sponsors.	<b>Form 10-K (Audited):</b> •Note 1-Significant Accounting Policies •Note 19-Variable Interest Entities and Asset Securitizations <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitizations	12-13	Form 10-K pg 110-115 pg 163-165
(c)	Summary of the bank holding company's accounting policies for securitization activities, including: (1) Whether the transactions are treated as sales or financings; (2) Recognition of gain-on-sale; (3) Methods and key assumptions applied in valuing retained or purchased interests; (4) Changes in methods and key assumptions from the previous period for valuing retained interests and impact of the changes; (5) Treatment of synthetic securitizations; (6) How exposures intended to be securitized are valued and whether they are recorded under subpart D of this part; and (7) Policies for recognizing liabilities on the balance sheet for arrangements that could require the bank holding company to provide financial support for securitized assets.	<b>Form 10-K (Audited):</b> •Note 1-Significant Accounting Policies •Note 19-Variable Interest Entities and Asset Securitizations •Note 20-Fair Value Measurements <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitizations	12-13	Form 10-K pg 110-115 pg 163-165 pg 165-174
(d)	An explanation of significant changes to any of the quantitative information since the last reporting period.	Not applicable.		
Quantitative (e)	The total outstanding exposures securitized by the bank holding company in securitizations that meet the operational criteria provided in §.41 (categorized into traditional and synthetic securitizations), by exposure type, for securitizations of third-party exposures for which the bank acts only as sponsor.	<b>Form 10-K (Audited):</b> •Note 19-Variable Interest Entities and Asset Securitizations <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitizations	12-13	Form 10-K pg 163-165
(f)	For exposures securitized by the bank holding company in securitizations that meet the operational criteria in §.41 (1) Amount of securitized assets that are impaired/past due categorized by exposure type; and (2) Losses recognized by the bank holding company during the current period categorized by exposure type.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitizations	12-13	
(g)	The total amount of outstanding exposures intended to be securitized categorized by exposure type.	Not applicable.		

Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
(h)	Aggregate amount of: (1) On-balance sheet securitization exposures retained or purchased categorized by exposure type; and (2) Off-balance sheet securitization exposures categorized by exposure type.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 7-Securitized	13	
(i)	(1) Aggregate amount of securitization exposures retained or purchased and the associated capital requirements for these exposures, categorized between securitization and resecuritization exposures, further categorized into a meaningful number of risk weight bands and by risk-based capital approach (e.g. SSFA); and (2) Exposures that have been deducted entirely from tier 1 capital, credit enhancing I/Os deducted from total capital (as described in §.42(a)(1), and other exposures deducted from total capital should be disclosed separately by exposure type.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 7-Securitized  M&T does not have any securitization exposures that have been deducted from capital.	13	
(j)	Summary of current year's securitization activity, including the amount of exposures securitized (by exposure type), and recognized gain or loss on sale by exposure type.	<b>Form 10-K (Audited):</b> •Note 19-Variable Interest Entities and Asset Securitizations <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitized	12-13	<i>Form 10-K</i> pg 163-165
(k)	Aggregate amount of resecuritization exposures retained or purchased categorized according to: (1) Exposures to which credit risk mitigation is applied and those not applied; and (2) Exposures to guarantors categorized according to guarantor creditworthiness categories or guarantor name.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Securitized	12-13	
<b>Equities Not Subject to Market Risk Rule</b>				
Qualitative: (a)	The general qualitative disclosure requirement with respect to equity risk for equities not subject to subpart F of this part, including: (1) Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons; and (2) Discussion of important policies covering the valuation of and accounting for equity holdings not subject to subpart F of this part. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.	<b>Form 10-K (Audited):</b> •Note 1-Significant Accounting Policies •Note 20-Fair Value Measurements <b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Equities Not Subject to Market Risk Rule	13-15	<i>Form 10-K</i> pg 110-115 pg 165-174
Quantitative: (b)	Value disclosed on the balance sheet of investments, as well as the fair value of those investments; for securities that are publicly traded, a comparison to publicly-quoted share values where the share price is materially different from fair value.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Equities Not Subject to Market Risk Rule	13-15	
(c)	The types and nature of investments, including the amount that is: (1) Publicly traded; and (2) Nonpublicly traded.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 8-Equities Not Subject to Market Risk Rule	14-15	
(d)	The cumulative realized gains (losses) arising from sales and liquidations in the reporting period.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Equities Not Subject to Market Risk Rule	13-15	
(e)	(1) Total unrealized gains (losses). (2) Total latent revaluation gains (losses). (3) Any amounts of the above included in tier 1 or tier 2 capital.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 8-Equities Not Subject to Market Risk Rule	14-15	
(f)	Capital requirements categorized by appropriate equity groupings, consistent with the bank holding company's methodology, as well as the aggregate amounts and the type of equity investments subject to any supervisory transition regarding regulatory capital requirements.	<b>Pillar 3 Regulatory Capital Disclosures (Unaudited):</b> •Table 8-Equities Not Subject to Market Risk Rule	14-15	



Table	Disclosure Requirement	Disclosure Location	Disclosure Page	Source Reference - if applicable
<b>Interest Rate Risk for Non-trading Activities</b>				
Qualitative: (a)	The general qualitative disclosure requirement, including the nature of interest rate risk for non-trading activities and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits, and frequency of measurement of interest rate risk for non-trading activities.	<b>Form 10-K (Unaudited):</b> •MD&A-Liquidity, Market Risk, and Interest Rate Sensitivity		Form 10-K pg 80-88
Quantitative: (b)	The increase (decline) in earnings or economic value (or relevant measure used by management) for upward and downward rate shocks according to management's method for measuring interest rate risk for non-trading activities, categorized by currency (as appropriate).	<b>Form 10-K (Unaudited):</b> •MD&A-Liquidity, Market Risk, and Interest Rate Sensitivity		Form 10-K pg 80-88