

**IMPORTANT ANNUAL MEETING INFORMATION**

## Electronic Voting Instructions

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

YOUR CONTROL NUMBER IS LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted via the Internet or telephone must be received by 1:00 a.m., EDT, on April 18, 2017.**

### Vote via the Internet

- Go to [www.investorvote.com/MTB](http://www.investorvote.com/MTB)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

### Vote via the telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



## Annual Meeting Proxy Card

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### A Proposals — The Board of Directors of M&T Bank Corporation recommends a vote FOR the following proposals and 1 year for Proposal 2.

1. TO ELECT 14 DIRECTORS FOR ONE-YEAR TERMS AND UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED.

	For	Withhold		For	Withhold		For	Withhold
01 - Brent D. Baird	<input type="checkbox"/>	<input type="checkbox"/>	02 - C. Angela Bontempo	<input type="checkbox"/>	<input type="checkbox"/>	03 - Robert T. Brady	<input type="checkbox"/>	<input type="checkbox"/>
04 - T. Jefferson Cunningham III	<input type="checkbox"/>	<input type="checkbox"/>	05 - Gary N. Geisel	<input type="checkbox"/>	<input type="checkbox"/>	06 - Richard A. Grossi	<input type="checkbox"/>	<input type="checkbox"/>
07 - John D. Hawke, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	08 - Newton P.S. Merrill	<input type="checkbox"/>	<input type="checkbox"/>	09 - Melinda R. Rich	<input type="checkbox"/>	<input type="checkbox"/>
10 - Robert E. Sadler, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	11 - Denis J. Salamone	<input type="checkbox"/>	<input type="checkbox"/>	12 - David S. Scharfstein	<input type="checkbox"/>	<input type="checkbox"/>
13 - Herbert L. Washington	<input type="checkbox"/>	<input type="checkbox"/>	14 - Robert G. Wilmers	<input type="checkbox"/>	<input type="checkbox"/>			

2. TO RECOMMEND THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.

1 Year  2 Years  3 Years  Abstain

3. TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.

For  Against  Abstain

4. TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2017.

#### Meeting Attendance

Mark the box to the right if you plan to attend the Annual Meeting.

#### Materials Preference

Mark the box to the right if you prefer to access your Annual Reports and Proxy Statements online via the Internet instead of receiving them in the mail.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTION A ON THIS SIDE AND SECTION C ON THE REVERSE SIDE OF THIS CARD. COMPLETE SECTION B, IF APPLICABLE. PLEASE SIGN AND DATE ON THE REVERSE SIDE.**

**YOUR VOTE IS IMPORTANT!**

Proxy materials are available online at:  
<http://ir.mandtbank.com/proxy.cfm>

▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

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**PROXY — M&T BANK CORPORATION**

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**Annual Meeting of Shareholders — April 18, 2017, 11:00 a.m., EDT**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Daniel S. Dagesse, Robert A. Glazer and Michael J. Schwab as Proxies and authorizes said Proxies, or any one of them, to represent and to vote all of the shares of common stock of M&T Bank Corporation which the undersigned may be entitled to vote at the Annual Meeting of Shareholders to be held on the 10th floor of One M&T Plaza in Buffalo, New York on Tuesday, April 18, 2017, at 11:00 a.m., EDT, and any adjournments thereof (i) as designated on the proposals set forth on the reverse side of this card and (ii) at the discretion of said Proxies, or any one of them, on such other matters as may properly come before the meeting.

**IF PROPERLY EXECUTED, THIS PROXY WILL BE VOTED AS SPECIFIED OR, IF NOT SPECIFIED, WILL BE VOTED FOR PROPOSAL 1, 3 AND 4 AND 1 YEAR FOR PROPOSAL 2.**

**PLEASE COMPLETE, DATE, SIGN AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR VOTE VIA THE INTERNET OR TELEPHONE.**

**B Change of Address**

Please print new address below.

**C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

**PLEASE SIGN EXACTLY AS YOUR NAME(S) APPEAR(S) ON THIS CARD.** When signing as an attorney, executor, administrator, trustee or guardian, please give full title. If a corporation or partnership, write in the full corporate or partnership name and have the President or other authorized officer sign. If shares are held jointly, each holder should sign, but only one signature is required.  
Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box.

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