

## Appendix 2.

### **M&T BANK CORPORATION EXECUTIVE COMMITTEE CHARTER**

**Purpose.** The Executive Committee is appointed by the Board of Directors to perform the duties of the full Board of Directors in the interim between meetings of the Board of Directors, unless prohibited by law.

**Committee Membership.** The Executive Committee shall consist of four members, and shall be appointed and replaced by the Board of Directors.

Each remaining non-management director may serve as an alternate member of the Executive Committee, the individual selection of any alternate being hereby delegated to the Chairman of the Executive Committee or the Chairman of the Board and the Chief Executive Officer.

The Board of Directors shall annually, and from time to time as necessary, appoint a member of the Executive Committee to serve as Chairman of the Executive Committee.

Each member of the Executive Committee shall meet any requisite independence and expertise requirements prescribed under applicable law or stock exchange rules.

**Meetings.** The Executive Committee shall meet as often as it determines, and meetings may also be called by the Chairman of the Executive Committee or the Chairman of the Board and Chief Executive Officer. Any actions required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent thereto in writing and the resolutions and written consents thereto are filed with the minutes of the proceedings of the Executive Committee.

**Authority and Responsibilities.** In the interim between meetings of the Board of Directors, the Executive Committee shall have all the authority of the Board of Directors, except as otherwise provided by law.

The New York Consolidated Laws, Business Corporation Law, Article 7, Section 712, specifically prohibits the Executive Committee from having authority as to the following matters:

- (1) The submission to shareholders of any action that requires shareholders' approval under the Business Corporation Law.
- (2) The filling of vacancies on the board of directors or on any committee.
- (3) The fixing of compensation of the directors for serving on the board or on any committee.
- (4) The amendment or repeal of the bylaws or the adoption of new bylaws.

- (5) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

**Reporting to the Board of Directors.** The Executive Committee shall maintain regular minutes of its proceedings and report its actions to the Board of Directors as necessary.

**Annual Performance Evaluation.** The Executive Committee shall annually review its performance and reassess the adequacy of this Charter.