

## Appendix 2.

### M&T BANK CORPORATION EXECUTIVE COMMITTEE CHARTER

**Authority.** 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 Executive Committee's authority does not extend to: (1) the submission to stockholders of any action that needs approval under the New York Business Corporation Law; (2) the filling of vacancies in the Board of Directors or in any committee thereof; (3) the fixing of compensation of the directors for serving on the Board of Directors or on any committee thereof; (4) the amendment or repeal of the Bylaws, or the adoption of any new bylaw; (5) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; or (6) any authority granted to any other committee of the Board of Directors.

**Committee Membership.** The Executive Committee shall consist of no fewer than three members, and shall be appointed and replaced by the Board of Directors.

Each remaining director may serve as an alternate member of the Executive Committee, the individual selection of any alternate being hereby delegated to the Chief Executive Officer.

The Chief Executive Officer of M&T Bank Corporation shall 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 may also be called by the Chief Executive Officer.