

Appendix 5.

M&T BANK CORPORATION FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES POLICY

Introduction

This document outlines the financial reporting and disclosure policies, controls and procedures to be followed by M&T Bank Corporation, which have been designed to ensure prompt, accurate and complete financial reporting and disclosure as required by applicable securities laws and regulations.

In August 2002, as directed by Section 302(a) of the Sarbanes-Oxley Act of 2002, the Securities and Exchange Commission adopted new rules pursuant to SEC Release No. 33-8124 requiring M&T Bank Corporation's Chief Executive Officer and Chief Financial Officer to each certify the financial and other information contained in M&T Bank Corporation's quarterly and annual reports as filed with the SEC. These rules also require the CEO and CFO to certify that they: (1) are responsible for establishing, maintaining and, within 90 days prior to the filing of the applicable report, evaluating the effectiveness of M&T Bank Corporation's disclosure controls and procedures (a phrase newly defined by the SEC for purposes of these rules); (2) have made certain disclosures to M&T Bank Corporation's auditors and the Audit and Risk Committee of the Board of Directors about M&T Bank Corporation's internal controls regarding financial reporting; and (3) have included information in the issuer's quarterly and annual reports about their evaluation and whether there have been significant changes in M&T Bank Corporation's internal controls or in other factors that could significantly affect internal controls subsequent to the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The SEC also adopted rules under SEC Release No. 33-8124 that require M&T Bank Corporation to maintain, and regularly evaluate the effectiveness of, disclosure controls and procedures designed to ensure that the information required in reports filed under the Securities Exchange Act is recorded, processed, summarized and reported on a timely basis. The SEC has defined "disclosure controls and procedures" as:

"controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the (Exchange Act] is recorded, processed, summarized and reported, within the time periods specified in the (SEC's) rules and forms.

Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure."

The new rules regarding disclosure controls and procedures complemented existing Exchange Act rules requiring issuers to establish and maintain internal controls and procedures for financial reporting (which the SEC defines as controls that pertain to the preparation of financial statements for external purposes that are fairly presented in conformity with GAAP as addressed by the American Institute of Certified Public Accountants Codification of Statements on Auditing Standards Section 319 or any superseding definition or other literature that is adopted by the Public Company Accounting Oversight Board). SEC rules also require M&T Bank Corporation to maintain, and regularly evaluate the effectiveness of, internal controls and procedures designed to provide reasonable assurance that M&T Bank Corporation's (1) transactions are properly authorized, (2) assets are safeguarded against unauthorized or improper use and (3) transactions are properly recorded and reported in order to permit the preparation of M&T Bank Corporation's financial statements in conformity with GAAP. These rules expanded the certification requirement under Section 302 the Sarbanes-Oxley Act to incorporate certification regarding internal controls and procedures for financial reporting, and also require a report of management in each Form 10-K regarding internal controls, management's review of the effectiveness of those controls and M&T Bank Corporation's independent public accountants' attestation to, and report on, management's annual effectiveness review. M&T Bank Corporation will comply with these rules in connection with its quarterly and annual reports filed with the SEC.

CEO and CFO Certification of SEC Reports

The SEC's rules require the CEO and CFO to certify, with respect to each quarterly and annual report (and amendments), the matters set forth in the certifications set forth in Annex A hereto.

The certification as to financial information covers not only financial statements but all financial information, including footnotes, selected financial data, statistical data, financial schedules and the Management's Discussion and Analysis portion of the report, as well as any portion of the Compensation Discussion and Analysis and any other disclosures regarding executive or director compensation or other matters in the annual proxy statement that are included or incorporated by reference into a report. The adopting release for these requirements states that the standard of "fairly presents" with respect to the financial information is meant to be broader than GAAP requirements. The standard is meant to encompass the selection and proper application of accounting policies, disclosure of financial information that is informative

and reasonably reflects the underlying events, and the inclusion of other information necessary to give investors a materially complete picture of the issuer's financial condition, results of operations and cash flows.

The form of the Section 302 certification is contained in amended forms of the periodic reports which are part of the new rules, and no wording changes to the form of certification are permitted. A copy of the currently required wording of the certification (along with the required wording of the Section 906 certification discussed below) is attached as **Annex A**.

While the certification requirements do not currently apply to reports on Form 8-K or proxy materials (other than those portions of the annual proxy statement that are included or incorporated by reference into a periodic report), disclosure controls and procedures must be designed, maintained and evaluated to help ensure full and timely disclosure of all matters required to be disclosed by M&T Bank Corporation in all Exchange Act reports. In addition, the SEC adopted rules that require companies to disclose whether or not they have in place codes of ethics applicable to their CEOs and senior financial officers that include, among other things, standards reasonably designed to promote full, fair, accurate, timely and understandable disclosure in all reports and documents filed with or submitted to the SEC as well as in other public communications. Accordingly, the policies, controls and procedures set forth herein should be applied with equal diligence to all filings, submissions and public disclosures whether or not specifically subject to the SEC's express certification requirements.

The Section 302 certification is in addition to, and does not supersede, the certification required under Section 906 of the Sarbanes-Oxley Act. Section 906 requires that the CEO and CFO certify the accuracy and completeness of the information contained in each Form 10-Q and Form 10-K filing and the full compliance of each such report with the requirements of the Exchange Act.

Procedures for Certification of SEC Filings and Review of Proxy Statements

M&T Bank Corporation will follow the general procedures for review and certification of its Form 10-Q and Form 10-K filings and for the filing of proxy statements, registration statements and current reports containing consolidated financial statements with the SEC (each a "covered report"). In addition, **Annex B** details the process and steps to be followed in connection with the preparation and review of certain specified reports, and M&T Bank Corporation will update and revise such processes and steps from time to time in a manner consistent with the controls and procedures set forth in this document.

Establishment of a "Disclosure Policy Committee". M&T Bank Corporation has created a standing Disclosure Policy Committee to review and consider the materiality of information and determine disclosure obligations on a timely basis. The Disclosure Policy Committee shall coordinate the review and oversight of M&T Bank Corporation's periodic SEC reports with the CEO, CFO, independent accountants, and the Audit and Risk Committee. The

Disclosure Policy Committee shall also review M&T Bank Corporation's other standing policies and procedures regarding securities law matters, including M&T Bank Corporation's policies relating to Regulation FD and Section 16 of the Exchange Act and regarding insider trading (including pre-clearance procedures for trading in M&T Bank Corporation's securities by directors, Section 16 officers and certain other employees).

The Disclosure Policy Committee shall also review changes in SEC reporting requirements and accounting standards to help ensure that all applicable disclosure, financial reporting and accounting rules are being fully complied with by M&T Bank Corporation. Although the CEO and CFO retain ultimate responsibility for such matters, the Disclosure Policy Committee shall also receive advice from the Controller's Department, Investor Relations, Corporate Finance, Audit Department, Counsel's Office and Centralized Compliance regarding compliance with all applicable SEC rules relating to disclosure controls and procedures and for reviewing whether M&T Bank Corporation's internal controls and reporting systems are sufficiently robust in gathering the necessary information to satisfy its public disclosure requirements as required by applicable securities laws and regulations and for monitoring the integrity of the information collected. In this regard, the Disclosure Policy Committee shall review all material audit and other evaluations of M&T Bank Corporation's internal controls regarding financial reporting and related disclosure controls and procedures to help ensure that proactive measures are taken to rectify any weaknesses that have been identified in such controls and procedures.

In addition to reviewing the disclosures contained in all covered reports, the Disclosure Policy Committee shall also review all earnings releases and related questions and answers and investor presentations and scripts for earnings conference calls held in connection with the release of earnings or otherwise made publicly available in connection with earnings releases to help ensure that the releases and related materials fairly present the financial condition of M&T Bank Corporation and its subsidiaries as of the dates to which they relate. The Disclosure Policy Committee shall also monitor all other investor and industry presentations made by M&T Bank Corporation or its personnel that contain material financial information not previously publicly disclosed.

The Disclosure Policy Committee shall meet as frequently as is necessary to fulfill its responsibilities.

Review the reports sufficiently in advance of filing. The Disclosure Policy Committee shall review each covered report sufficiently in advance of its required date of filing to help ensure that the report meets all applicable securities law requirements and that the information contained therein accurately and fairly reflects M&T Bank Corporation's financial condition on the date for which it is filed, its financial results for the period covered, the factual correctness of any proposed disclosure and all material transactions undertaken by M&T Bank Corporation and its subsidiaries.

Apply the "fairly presents" standard to financial disclosures in the reports. Among other matters to be considered by the Disclosure Policy Committee in its review of the covered report, the Disclosure Policy Committee should:

1. review the selection and proper application of accounting policies and principles with respect to material or extraordinary transactions, including all complex financial transactions and off-balance sheet transactions, and otherwise, including the impact on the financial statements if alternate methods had been followed;
2. review critical accounting estimates and other items involving material discretionary judgments;
3. review trends in the business as well as significant recent developments;
4. consider material issues raised in past SEC comment letters or by analysts or others outside M&T Bank Corporation regarding M&T Bank Corporation's accounting or financial reporting;
5. consider the clarity and material completeness of the disclosures;
6. review M&T Bank Corporation's procedures for gathering, analyzing and disclosing all information that is required to be disclosed in SEC reports,
7. ensure that M&T Bank Corporation has disclosure controls and procedures designed to capture all information that is relevant to an assessment of the need to disclose material developments and risks that pertain to M&T Bank Corporation's businesses, including an assessment and evaluation of operational risks; and
8. ensure that significant financial reporting issues and judgments made in connection with the preparation of any covered report are discussed with the Audit and Risk Committee.

Permissibility of sub-certifications. While not a substitute for other procedures, the CEO and CFO, in conjunction with the Disclosure Policy Committee, may wish to obtain "sub-certifications" or other affirmations from selected members of management and/or heads of key business or staff units to confirm that those involved in preparing the reports or selected information used therein (including any information from annual proxy statements included or incorporated by reference into a report) know of no reason why the reports do not meet the attestation standards. The sub-certifications should be tailored to the areas of responsibilities of the individual making the sub-certification. Reasonable disagreements between individuals asked to give sub-certifications will be resolved by the Disclosure Policy Committee.

Discussion of accounting issues with internal and external auditors. The CEO and CFO, together with the Disclosure Policy Committee, if applicable, should confirm with M&T Bank Corporation's independent auditors that neither is aware of material misstatements or omissions in any covered report prior to the date that such report is required to be filed. They should also discuss key accounting policies and principles used by M&T Bank Corporation as well as any material issues raised in the most recent management letter from the independent auditors, including any recommended financial statement adjustments.

Evaluate controls and reporting systems on a quarterly basis. The CEO and CFO together with the Disclosure Policy Committee, if applicable, should make appropriate inquiries into the quality and timeliness of M&T Bank Corporation's controls and reporting systems (as discussed further below). In particular, they should review any issues that are raised regarding weaknesses in the disclosure and control systems or internal controls and financial reporting systems, and how they have been addressed. They should also review any changes that have been made to the nature and scope of procedures relating to internal controls and financial reporting systems.

Review status of outstanding SEC comments. M&T Bank Corporation should seek to resolve outstanding SEC comments relating to accounting and disclosure matters before any covered reports are filed. Where any such comments are not resolved, M&T Bank Corporation will make any necessary disclosures regarding such unresolved comments that are required by SEC rules or regulations and consideration should be given as to whether it is appropriate to indicate in the report possible changes or alternative outcomes that may result from resolution of such comments.

Comfort regarding compliance as to form. The Disclosure Policy Committee should require M&T Bank Corporation's internal counsel (with the assistance of external legal counsel as appropriate) and M&T Bank Corporation's finance team and auditors to perform a "rules check" on each covered report to verify that it "complies as to form" on its face with the technical requirements of the applicable securities laws and regulations pursuant to which it is being filed.

Review with the Audit and Risk Committee. With respect to each periodic quarterly and annual SEC filing, after management has completed the procedures described above, the Audit and Risk Committee will, as it deems necessary, review and discuss the filing with management and with M&T Bank Corporation's outside auditors. Whenever practicable, these reviews will occur prior to the filing of reports. The Audit and Risk Committee will discuss with management and M&T Bank Corporation's outside auditors any significant financial reporting issues arising and any significant judgments made in connection with the preparation of the report. In addition, the Audit and Risk Committee will review any significant deficiencies in the design and implementation of M&T Bank Corporation's internal and disclosure controls. In particular, the Audit and Risk Committee will confirm with the CEO and CFO whether there are any material weaknesses in the internal controls and financial reporting procedures or fraud

(whether material or not) involving management or other employees with significant roles in internal controls and financial reporting procedures.

Delegation and Reasonable Reliance. The Disclosure Policy Committee may delegate selected duties set forth herein to one or more subcommittees or members, or to one or more officers or employees of M&T Bank Corporation and/or to one or more of M&T Bank Corporation's outside advisors. The responsibility for monitoring any such delegation shall rest with the Disclosure Policy Committee. The members of the Disclosure Policy Committee have differing areas of expertise and no member of the Disclosure Policy Committee is expected to be an expert on matters which are beyond his or her area of expertise. In performing their duties and responsibilities, the members of the Disclosure Policy Committee shall be entitled to rely in good faith on information, opinions, reports or statements prepared or presented by: (x) one or more officers or employees of M&T Bank Corporation whom the Disclosure Policy Committee member reasonably believes to be reliable and competent in the matters presented and (y) counsel, independent auditors, or other persons as to matters which the Disclosure Policy Committee member reasonably believes to be within the professional or expert competence of such person.

Maintenance of Records. M&T Bank Corporation shall maintain an accurate record indicating how each covered report was prepared as part of the formal records of M&T Bank Corporation. Such information shall be available for review by the Audit and Risk Committee and the Disclosure Policy Committee. In addition, M&T Bank Corporation shall appropriately document the resolution of any disagreements between or among the members of the Disclosure Policy Committee, the Audit and Risk Committee, internal auditors, external auditors, management and others that arise in connection with the certification and review procedures.

Disclosure Controls and Procedures

As set forth above, SEC rules require that M&T Bank Corporation establish and maintain an overall system of "disclosure controls and procedures" designed to ensure that M&T Bank Corporation is able to timely record, process and report the information (financial and otherwise) required in its periodic and current reports and definitive proxy materials, and communicate this information to management. M&T Bank Corporation must evaluate these controls and procedures as of the end of the period covered by each periodic report under the supervision and with the participation of M&T Bank Corporation's management, including the CEO and CFO. The SEC does not require any particular disclosure or internal controls or procedures, but expects each issuer to develop a process that is consistent with its business, internal management and supervisory practice.

In addition to the procedures set forth above and in Annex B, M&T Bank Corporation shall establish and maintain, and update from time to time as appropriate, the following additional disclosure controls and procedures:

1. M&T Bank Corporation maintains policies and procedures relating to compliance with Regulation FD and Section 16 of the Exchange Act and regarding insider trading (including pre-clearance procedures for trading in M&T Bank Corporation's securities by directors, Section 16 officers and certain other employees).
2. M&T Bank Corporation shall establish an additional specific policy to address the existing disclosure requirements relating to Form 8-K filings and any rule changes relating to Form 8-K filings.
3. Changes in SEC reporting requirements and accounting standards shall be routinely monitored by the senior finance, audit and legal staffs and reported to the Disclosure Policy Committee to help ensure that all applicable accounting and reporting requirements are reported correctly in all periodic filings and reports. The Disclosure Policy Committee shall designate persons in these groups who shall have the responsibility for monitoring and reporting to the Committee such developments.
4. Prior to the end of each year or quarter, a timetable shall be prepared and distributed to all parties responsible for the preparation of any portion of the Annual Report on Form 10-K and Quarterly Report on Form 10-Q.
5. Each Form 10-Q must be reconciled to the consolidated general ledger. Workpapers must be maintained to support each page and/or supplemental schedule of the Form 10-Q and include the signatures of both the preparer and reviewer/approver of each workpaper.
6. A complete copy of the Form 10-K and 10-Q workpapers shall be made available on a timely basis to the independent accountants.
7. Prior to filing, the Form 10-K and Form 10-Q shall be reviewed by the Disclosure Policy Committee and M&T Bank Corporation's independent accountants, and internal legal counsel (with the assistance of external legal counsel as appropriate) and the appropriate corporate management personnel. The Audit and Risk Committee shall request and receive a SAS 71 letter from outside auditors prior to the filing of each Form 10-Q, and receive a signed audit letter prior to the filing of each Form 10-K.
8. Prior to filing the Form 10-K and Form 10-Q as requested by the CEO and CFO, selected corporate and business unit management shall provide internal sub-certifications or affirmations of the information relied upon in preparation of the filing in support of the CEO and CFO certifications referred to above.

9. In connection with the filing of each covered report, a financial disclosure checklist shall be prepared by the head of financial reporting to help ensure that all required covered disclosures have been made.
10. Prior to filing any covered report, such report shall be converted into a document suitable for submission to the SEC via its EDGAR filing system by an external financial printing firm. The EDGAR version of the filings shall be proofread back to the hard copy of such filings by the financial reporting group or such group as is responsible for filing the covered report.
11. M&T Bank Corporation's finance group shall maintain a catalog of policies, procedures and controls relative to the accounting/reporting processes. Decentralized units shall maintain appropriate controls over their particular processes. These financial controls shall be reviewed on a regular basis by M&T Bank Corporation's internal auditors and external auditors and by the CFO to help ensure that they are designed to ensure timely and accurate financial reporting.

Code of Ethics for Senior Financial Officers

Under Section 406 of the Sarbanes-Oxley Act, M&T Bank Corporation is required to disclose in each periodic report filed with the SEC whether or not (and if not, the reason therefor) M&T Bank Corporation has adopted a code of ethics for its CEO and all senior financial officers, including the CFO and principal accounting officer. The code shall be filed as an exhibit to M&T Bank Corporation's Form 10-K. M&T Bank Corporation shall also be required to disclose any change in or waiver of the code of ethics for its CEO and senior financial officers within four business days after making the change or granting the waiver on a Form 8-K report or on M&T Bank Corporation's website (but website disclosure will satisfy the reporting requirements only if M&T Bank Corporation has disclosed in its most recently filed Form 10-K that it intends to disclose such changes and waivers on such website and has disclosed its website address in such Form 10-K). The SEC has indicated that the failure to enforce known violations of the code would be considered a waiver of the code and would therefore trigger the rapid public reporting requirement. As specified in Section 406, any code of ethics for senior financial officers shall contain such standards as are reasonably necessary to deter wrongdoing and to promote:

1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in the code of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;

3. full, fair, accurate, timely and understandable disclosure in the reports and documents that M&T Bank Corporation files with, or submits to, the SEC and in other public communications made by M&T Bank Corporation;
4. compliance with applicable governmental laws, rules and regulations;
5. the prompt internal reporting to an appropriate person or persons identified in the code of violations of the code; and
6. accountability for adherence to the code.

M&T Bank Corporation has adopted a comprehensive Code of Business Conduct and Ethics applicable to all employees of M&T Bank Corporation. The CEO and all senior financial officers are bound by the comprehensive provisions set forth therein relating to ethical conduct, conflicts of interest and compliance with law. In addition to the broad and comprehensive codes of ethical conduct set forth in M&T Bank Corporation's Code of Business Conduct and Ethics, the CEO and senior financial officers shall be subject to M&T Bank Corporation's Code of Ethics for CEO and Senior Financial Officers containing the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by M&T Bank Corporation with the SEC. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Disclosure Policy Committee any material information of which he or she may become aware that could affect the disclosures made by M&T Bank Corporation in its public filings or otherwise assist the Disclosure Policy Committee in fulfilling its responsibilities as specified in M&T Bank Corporation's Financial Reporting and Disclosure, Controls and Procedures Policy.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Policy Committee and the Audit and Risk Committee any information he or she may have concerning (x) significant deficiencies in the design or operation of internal controls which could adversely affect M&T Bank Corporation's ability to record, process, summarize and report financial data or (y) any fraud, whether or not material, that involves management or other employees who have a significant role in M&T Bank Corporation's financial reporting, disclosures or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit and Risk Committee any information he or she may have concerning any violation of M&T Bank Corporation's Code of Ethics by any management or other employees who have a

significant role in M&T Bank Corporation's financial reporting, disclosures or internal controls.

4. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit and Risk Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to M&T Bank Corporation and the operation of its business, by M&T Bank Corporation and its subsidiaries, or any agent thereof, or of violation of the Code of Business Conduct and Ethics or of these additional procedures.
5. The CEO and each senior financial officer shall promptly bring to the attention of the General Counsel or the CEO and to the Audit and Risk Committee any material transaction or relationship that arises and of which he or she becomes aware that reasonably could be expected to give rise to an actual or apparent conflict of interest between a director or senior officer of M&T Bank Corporation or its subsidiaries, on the one hand, and M&T Bank Corporation or its subsidiaries, on the other.
6. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code of Ethics or of these additional procedures by the CEO and M&T Bank Corporation's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Business Conduct and Ethics and to these additional procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Whistleblower Protections

M&T Bank Corporation shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee or the terms and conditions of employment based upon any lawful actions of such employee as specified in Section 806 of the Sarbanes-Oxley Act.

Responsibility for Updating This Document

M&T Bank Corporation shall update these financial reporting and disclosure policies, controls and procedures in consultation with the Disclosure Policy Committee and the Audit and Risk Committee of the Board of Directors of M&T Bank Corporation.

ANNEX A

Form of Section 302 Certification for each of M&T Bank Corporation's CEO and CFO:

I, [Name and Title of CEO/CFO], certify that:

1. I have reviewed this [annual][quarterly] report on Form [10-K][10-Q] of M&T Bank Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) [officer(s)] and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's

fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: _____

[Name]

[Title]

Form of Section 906 Certification for each of M&T Bank Corporation's CEO and CFO:

I, [Name and Title of CEO/CFO] of M&T Bank Corporation, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the [annual] [quarterly] report on Form [10-K] [10-Q] of M&T Bank Corporation for the fiscal [year] [quarter] ended _____, 200[___] (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of M&T Bank Corporation.

The foregoing certification is being furnished solely pursuant to 18 U.S.C. section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Dated: _____

[Name]

[Title]

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in the typed form within the electronic version of this written statement required by Section 906, has been provided to M&T Bank Corporation and will be retained by M&T Bank Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

ANNEX B**1. Preparation of SEC Reports and Proxy Materials**

- 1.01. M&T Bank Corporation's financial reporting group ("Financial Reporting") has primary responsibility for the preparation and timely filing with the SEC of the Form 10-K and Form 10-Q reports ("Reports"). The members of M&T Bank Corporation's Counsel's Office having principal responsibility for corporate and securities law matters ("Corporate Legal Counsel") have primary responsibility for the preparation and timely filing with the SEC of M&T Bank Corporation's definitive annual stockholders' meeting proxy statement, form of proxy, and any additional proxy solicitation materials (together, "Proxy Materials").
- 1.02. Changes in SEC reporting requirements and accounting standards are routinely monitored by the senior finance and legal staffs to help ensure that all applicable accounting and reporting requirements are reported correctly in all periodic filings and reports, with all material developments relating thereto being reported to the Disclosure Policy Committee. Financial Reporting and Corporate Legal Counsel, respectively, follow enacted and proposed changes in these regulations on an ongoing basis in their respective areas, and Corporate Legal Counsel follows enacted and proposed changes in New York Stock Exchange ("NYSE") listing standards on an ongoing basis supplemented in each case by monitoring by M&T Bank Corporation's Accounting Policy group, independent accountants and internal and external legal counsel.
- 1.03. Financial Reporting is responsible for the implementation of new or revised SEC financial reporting and disclosure requirements as they relate to the Reports and for the dissemination of such new or revised requirements to the appropriate individuals throughout M&T Bank Corporation. Corporate Legal Counsel is responsible for the implementation of new or revised SEC reporting and disclosure requirements and NYSE listing standards as they relate to the Proxy Materials and for the dissemination of such new or revised requirements to the appropriate individuals throughout M&T Bank Corporation.

2. Preparation of Forms 10-K and 10-Q

- 2.01. Certain employees of M&T Bank Corporation within Management Accounting, Financial Analysis, Tax, and Asset and Liability Management, among others, assist Financial Reporting with the preparation of specific sections of the Form 10-K and Form 10-Q. In addition, inquiries are made of others within M&T Bank Corporation (including business unit executives) regarding any material business developments or trends and other potential disclosure matters.

- 2.02. Prior to each quarter-end (March 31, June 30, September 30 and December 31), Financial Reporting, in conjunction with Corporate Legal Counsel, prepares and distributes assignment sheets and/or other memoranda to employees of M&T Bank Corporation responsible for the preparation or review of one or more portions of the Form 10-Q and/or Form 10-K and their respective supporting schedules that outlines key dates and individual responsibilities for supporting documentation.
- 2.03. Supporting documentation is maintained by Financial Reporting for each section of the Reports and includes the signatures of both the preparer and reviewer/approver of each.
- 2.04. Each Form 10-Q must be reconciled to the consolidated general ledger. Workpapers must be maintained to support each page and/or supplemental schedule of the Form 10-Q and include the signatures of both the preparer and reviewer/approver of each workpaper.
- 2.05. A financial disclosure checklist is prepared by Financial Reporting to help ensure that all required covered disclosures have been made.
- 2.06. Financial Reporting and Corporate Legal Counsel review SEC comment letters on M&T Bank Corporation's filings relating to accounting and disclosure matters and M&T Bank Corporation's responses to the SEC prior to filing of the Reports to help ensure compliance with comments and undertakings. M&T Bank Corporation seeks to resolve outstanding SEC comments relating to accounting and disclosure matters prior to filing. Where any such comments are not resolved prior to filing a Report, M&T Bank Corporation will make any necessary disclosures regarding such unresolved comments that are required by SEC rules or regulations
- 2.07. Financial Reporting solicits information from appropriate employees of M&T Bank Corporation, including internal legal counsel, regarding possible nonrecurring exhibits to the Reports pursuant to Item 601 of Regulation S-K.
- 2.08. For the period covered by the Form 10-K or Form 10-Q and through the filing date, Financial Reporting reviews corporate press releases and performs a review to determine if any Form 8-Ks have been filed on behalf of M&T Bank Corporation which would require disclosure in the Reports.

3. Review of Forms 10-K and 10-Q

- 3.01. A complete copy of the Form 10-K and 10-Q workpapers and other supporting documentation is made available on a timely basis to M&T Bank Corporation's independent accountants for review prior to filing.

- 3.02. Prior to filing, the Form 10-K and Form 10-Q are reviewed by M&T Bank Corporation's independent accountants, appropriate corporate management personnel, and in-house legal counsel (with the assistance of external legal counsel as appropriate). The internal management distribution of drafts includes, but is not limited to, the Disclosure Policy Committee and such additional management personnel as is customary and considered appropriate.
- 3.03. Drafts are circulated for review via either an attachment to an electronic mail ("email") message or in hard copy form. A cover memo or email message accompanies the draft with an indication of when (date and time) comments or questions are to be provided. Comments are requested to be provided in writing.
- 3.04. Action is taken on review comments/questions in one of the following ways: reflecting the comment in a subsequent draft of the Report; responding to the reviewer either verbally or in writing; raising the comment/question to senior management for further review; or otherwise disposing of the comment if, in the judgment of the head of Financial Reporting and/or the Controller, no further action is considered necessary. As necessary, comments or questions raising significant disclosure issues will be raised with the Disclosure Policy Committee for further review and discussion.
- 3.05. The Disclosure Policy Committee will discuss among its members, and communicate with the Audit and Risk Committee, with respect to significant disclosure issues considered by the Disclosure Policy Committee.
- 3.06. Prior to filing, Financial Reporting, the independent accountants, and internal counsel perform a "rules check" on the Report to verify that it "complies as to form" on its face with the technical requirements of the applicable securities laws and regulations pursuant to which it is being filed.
- 3.07. M&T Bank Corporation's Board of Directors (the "Board"), including the Audit and Risk Committee, reviews a draft of the Annual Report to Stockholders ("Annual Report").
- 3.08. The Audit and Risk Committee of the Board reviews a draft of the entire Annual Report prior to printing.
- 3.09. The Board reviews a draft of the body of the Form 10-K prior to filing. Together with a draft of the Form 10-K, M&T Bank Corporation's directors are furnished with and asked to sign the Form 10-K in accordance with the SEC's signature requirements. The manually signed Form 10-K is kept on file by Financial Reporting in accordance with SEC regulations.

- 3.10. With respect to each Form 10-K and 10-Q, the Audit and Risk Committee of the Board reviews a draft of the Form 10-K or 10-Q with management and the outside auditors after all internal review procedures have been completed. Wherever possible, the review occurs prior to the filing of the covered report. The Audit and Risk Committee should, as it deems necessary, discuss with management the material issues which arose in connection with the preparation of the Report. In addition, the Audit and Risk Committee should review the material issues that relate to the design and implementation of M&T Bank Corporation's internal and disclosure controls. In particular, the Audit and Risk Committee should confirm with the CEO and CFO whether there are any deficiencies in the internal controls or alleged fraud (whether material or not) involving management or other employees with significant roles in internal controls. To the extent the Audit and Risk Committee members deem necessary, they should also discuss with the CEO and the CFO the certifications (referred to below) that they have provided and understand the procedures they undertook.
- 3.11. Drafts of the Annual Report and Form 10-K are provided to the Board and/or Audit and Risk Committee of the Board in advance of the related meetings at which such drafts are reviewed with M&T Bank Corporation's management.
- 3.12. M&T Bank Corporation's independent accountants provide reports addressed to the Audit and Risk Committee and M&T Bank Corporation's Board of Directors regarding their audits of the annual financial statements included in Forms 10-K and their reviews of the quarterly financial statements included in Forms 10-Q.
- 3.13. Prior to filing, the Reports are reviewed by the Disclosure Policy Committee. The CEO and CFO together with the Disclosure Policy Committee should make appropriate inquiries into the quality and timeliness of M&T Bank Corporation's controls and reporting systems. In particular they should review any issues that are raised regarding weaknesses in the disclosure and control systems or internal controls, and how they have been addressed. They should also understand any changes that have been made to the nature and scope of procedures relating to internal controls. The Reports are certified by the CEO and the CFO in connection with the certification requirements established in 2002 under SEC Release No. 33-8124 and Section 906 of the Sarbanes-Oxley Act of 2002.
- 3.14. The CEO/CFO certifications required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 accompany the filings as exhibits thereto.
- 3.15. In connection with the review by the Disclosure Policy Committee and the CEO/CFO certifications referred to above, selected corporate and business unit management may meet with the CEO and CFO (and with the other members of the Disclosure Policy Committee if so desired), as requested by the CEO and CFO (or the Disclosure Policy

Committee as the case may be), to discuss the content of the filing and provide internal certifications or other affirmations tailored to the areas of responsibilities of the individuals making the certifications in support of the CEO/CFO certifications, and reasonable disagreements between individuals providing internal certifications or affirmations are resolved (with appropriate documentation of such resolutions). The CEO and CFO, together with the Disclosure Policy Committee, should also confirm with M&T Bank Corporation's independent accountants that they are not aware of material misstatements or omissions in any Reports prior to filing.

4. Filing of Forms 10-K and 10-Q

- 4.01. An external financial printing firm ("financial printer") is engaged by M&T Bank Corporation to convert the draft Reports (including all exhibits being filed with the Reports) into a format suitable for submission to the SEC via the SEC's Electronic Data Gathering, Analysis and Retrieval ("EDGAR") filing system.
- 4.02. Responsibility for maintaining the most current release of EDGAR software, transmission facilities and related EDGAR processing capabilities is borne by the financial printer.
- 4.03. After conversion of the draft Reports and exhibits into EDGAR-suitable format, the EDGAR draft is proofread back to the hard copy draft of the Reports and exhibits by Financial Reporting.
- 4.04. After proofreading corrections and any additional modifications are marked on the EDGAR draft, the marked EDGAR draft is returned to the financial printer. Subsequent drafts are reviewed/proofread by Financial Reporting to ensure that all changes have been made to the EDGAR draft prior to filing with the SEC.
- 4.05. If, in the course of proofreading the EDGAR draft against the hard copy of the Reports, revisions are noted for the hard copy draft of the Report, such changes are made to the hard copy by Financial Reporting.
- 4.06. After submission of the first draft of the hard copy to the financial printer for conversion into an EDGAR-suitable format, any subsequent changes to the hard copy draft must be made concurrently to the EDGAR draft.
- 4.07. Exhibits to the Reports are provided to the financial printer for EDGAR conversion as far in advance of submission of the text of the Reports as possible, assuming such exhibits are unlikely to change (e.g., conformed copies of contracts, etc.).

- 4.08. The financial printer provides Financial Reporting with an EDGAR submission proof representing the final draft version of the EDGAR filing prior to submission to the SEC. After approval is received from the head of Financial Reporting, the financial printer files the Reports electronically via EDGAR with the SEC on M&T Bank Corporation's behalf.
- 4.09. Subsequent to filing via EDGAR, a confirmation from the SEC is sent via email directly to the financial printer, which forwards it to Financial Reporting and it is retained by Financial Reporting as a component of the supporting documentation of the Reports.
- 4.10. Subsequent to filing, a hard copy print run of the Report is prepared. These copies are used for investor relations and corporate communications purposes, for internal distribution and to meet M&T Bank Corporation's covenant compliance requirements.
- 4.11. Subsequent to filing, Investor Relations initiates a process with the host of M&T Bank Corporation's Internet web site to create a hypertext link to the Reports via M&T Bank Corporation's Internet web site.
- 4.12. Manually-signed signature pages for the Reports and for the required CEO/CFO certifications are maintained by Financial Reporting for at least five years in accordance with SEC regulations.
- 4.13. Copies of the Reports are provided to the New York Stock Exchange in accordance with NYSE listing requirements.

5. Preparation, Review and Filing of Form 8-Ks

- 5.01. Primary responsibility for the preparation, review and filing of reports on Form 8-K rest with Financial Reporting and Corporate Legal Counsel.
- 5.02. If applicable, workpapers are prepared and made available to M&T Bank Corporation's independent accountants on a timely basis for review prior to filing.
- 5.03. Drafts of Form 8-K filings are reviewed, as necessary, by M&T Bank Corporation's independent accountants, CFO, and internal and external legal counsel. Additional reviews by management are dependent upon the nature of the disclosure contained in the filing.
- 5.04. M&T Bank Corporation's Form 8-K filings are signed by the CFO or his designee. Manual signature pages are maintained in Counsel's Office in accordance with SEC regulations.

6. Preparation of Proxy Materials

- 6.01. Certain employees of M&T Bank Corporation within the Controller's Department and Human Resources, among others, assist Corporate Legal Counsel with the preparation of specific sections of the Proxy Materials.
- 6.02. Corporate Legal Counsel distributes Director & Officer Questionnaires to directors and executive officers and prepares and distributes memoranda and worksheets to employees of M&T Bank Corporation responsible for the preparation or review of one or more portions of the Proxy Materials that outlines key dates and individual responsibilities for supporting documentation. The form of Director & Officer Questionnaire is reviewed annually for adequacy and compliance with any proxy rule changes since the preceding proxy season.
- 6.03. Supporting documentation, including worksheets, D & O questionnaires and computer reports, is maintained by Corporate Legal Counsel for each section of the Proxy Materials. Each corporate and business unit responsible for assisting in the preparation of information included in the Proxy Materials shall maintain such policies and procedures that are required in order to support the CEO and CFO certifications and will provide Corporate Legal Counsel with copies of such supporting documentation as is required under such policies and procedures. In addition, the managers of such corporate and business units may be required to provide "sub-certifications" or other affirmations to confirm that those involved in preparing selected information used in the Proxy Materials that is included or incorporated by reference into a periodic report know of no reason why the reports do not meet the attestation standards.
- 6.04. Corporate Legal Counsel performs a "rules check" on the Proxy Materials to verify that they "comply as to form" on their face with the technical requirements of the applicable securities laws and regulations pursuant to which they are being filed and with applicable NYSE listing standards.
- 6.05. Corporate Legal Counsel reviews any SEC comment letters on M&T Bank Corporation's filings relating to proxy disclosure matters and M&T Bank Corporation's responses to the SEC prior to filing of the Proxy Materials to help ensure compliance with any applicable comments and undertakings.
- 6.06. Corporate Legal Counsel solicits information from appropriate employees of M&T Bank Corporation regarding possible nonrecurring disclosure items required to be included in the Proxy Materials pursuant to Regulations 14A and S-K.

7. **Review of Proxy Materials**

- 7.01. Prior to filing, the Proxy Materials are reviewed by appropriate corporate and business unit management, and in-house and external legal counsel. The internal management distribution of drafts includes, but is not limited to, the Disclosure Policy Committee and such additional management personnel as is customary and appropriate. Each corporate and business unit responsible for assisting in the preparation of information included in the Proxy Materials shall review the Proxy Materials to ensure that such information has been prepared in accordance with such policies and procedures that are required in order to support the CEO and CFO certifications, and the managers of such corporate and business units may be required to provide "sub-certifications" or other affirmations to confirm that those involved in preparing selected information used in the Proxy Materials that is included or incorporated by reference into a periodic report know of no reason why the reports do not meet the attestation standards.
- 7.02. Drafts are circulated for review in hard copy form. A cover memo accompanies the draft with an indication of when comments or questions are to be provided. Comments are requested to be provided in writing.
- 7.03. Review comments are typically received by Corporate Legal Counsel. Action is taken on review comments/questions in one of the following ways: reflecting the comment in a subsequent draft of the Proxy Materials; responding to the reviewer either verbally or in writing; raising the comment /question to senior management for further review; or otherwise disposing of the comment if, in the judgment of Corporate Legal Counsel, no further action is considered necessary. As necessary, comments or questions raising significant disclosure issues will be raised with the Disclosure Policy Committee for further review and discussion.
- 7.04. As necessary, the Disclosure Policy Committee will discuss among its members, and communicate with the Audit and Risk Committee, with respect to significant disclosure issues considered by the Disclosure Policy Committee.
- 7.05. M&T Bank Corporation's Board of Directors (the "Board") reviews a draft of the Proxy Materials.
- 7.06. Prior to filing, the Proxy Materials are reviewed by the Disclosure Policy Committee.

8. Filing of Proxy Materials

- 8.01. An external financial printing firm ("financial printer") is engaged by the Corporation to convert the draft Proxy Materials (including all exhibits being filed with the Proxy Materials) into a format suitable for submission to the SEC via the SEC's EDGAR filing system.

- 8.02. Responsibility for maintaining the most current release of EDGAR software, transmission facilities and related EDGAR processing capabilities is borne by the financial printer.
- 8.03. After conversion of the draft Proxy Materials and exhibits into EDGAR-suitable format, the EDGAR draft is proofread back to the hard copy draft of the Proxy Materials and exhibits by the Corporate Legal Department.
- 8.04. After proofreading corrections and any additional modifications are marked on the EDGAR draft, the marked EDGAR draft is returned to the financial printer. Subsequent drafts are reviewed/proofread by the Corporate Legal Department to ensure that all changes have been made to the EDGAR draft prior to filing with the SEC.
- 8.05. If, in the course of proofreading the EDGAR draft against the hard copy of the Proxy Materials, revisions are noted for the hard copy draft of the Proxy Materials, such changes are made to the hard copy by the Corporate Legal Department.
- 8.06. After submission of the first draft of the hard copy to the financial printer for conversion into an EDGAR-suitable format, any subsequent changes to the hard copy draft must be made concurrently to the EDGAR draft.
- 8.07. Exhibits to the Proxy Materials are provided to the financial printer for EDGAR conversion as far in advance of submission of the text of the Proxy Materials as possible, assuming such exhibits are unlikely to change (e.g., incentive compensation plans, charters, etc.)
- 8.08. The financial printer provides Corporate Legal Counsel with an “EDGAR submission proof” representing the final draft version of the EDGAR filing prior to submission to the SEC. After approval is received from Corporate Legal Counsel, the financial printer files the Proxy Materials electronically via EDGAR with the SEC on M&T Bank Corporation's behalf.
- 8.09. Subsequent to filing via EDGAR, a confirmation from the SEC is sent via electronic mail directly to the financial printer, which forwards it to Corporate Legal Counsel and it is retained by Corporate Legal Counsel as a component of the supporting documentation of the Proxy Materials.
- 8.10. Subsequent to filing, the financial printer provides a hard copy print run to Corporate Legal Counsel, based upon written specifications provided in advance from Corporate Legal Counsel.

- 8.11. Subsequent to filing, Corporate Legal Counsel initiates a process with Investor Relations and the host of M&T Bank Corporation's Internet web site to create a hypertext link to the proxy statement via M&T Bank Corporation's Internet web site.
- 8.12. Corporate Legal Counsel provides copies of the Proxy Materials, plus the Annual Report to Shareholders, to the New York Stock Exchange in accordance with NYSE listing requirements.

9. Maintenance of Records and Catalog

- 9.01. M&T Bank Corporation shall maintain an accurate record indicating how each covered report was prepared as part of the formal records of M&T Bank Corporation. Such information shall be available for review to the Audit and Risk Committee and the Disclosure Policy Committee.
- 9.02. The Finance Group shall maintain a catalog of policies, procedures and controls relative to the accounting/reporting processes. Decentralized units shall maintain appropriate controls over their particular processes. These financial controls shall be reviewed on a regular basis by internal audit and the external auditors and by the CFO to help ensure that they are designed to ensure timely and accurate financial reporting.