#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D. C. 20549

### FORM 8-K

#### **CURRENT REPORT**

## Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 4, 2010

## **M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation) 1-9861 16-0968385 (Commission File Number) (I.R.S. Employer Identification No.) One M&T Plaza, Buffalo, New York 14203 (Address of principal executive offices) (Zip Code) Registrant's telephone number, including area code: (716) 842-5445 (NOT APPLICABLE) (Former name or former address, if changed since last report) Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below): 0 Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 7.01. Regulation FD Disclosure.

On May 4, 2010, representatives of M&T Bank Corporation ("M&T") will deliver a presentation to analysts and investors at the RBC Capital Markets Financial Institutions Conference in Boston, Massachusetts. M&T's presentation is scheduled to begin at 2:45 p.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99

M&T Bank Corporation Presentation.

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#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 4, 2010

By: /s/ René F. Jones René F. Jones

Executive Vice President and Chief Financial Officer

M&T BANK CORPORATION

#### Exhibit No.

99

M&T Bank Corporation Presentation. Filed herewith.

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## RBC Capital Markets Financial Institutions Conference

May 4, 2010

### Disclaimer

This presentation contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving the Company's expectations or predictions of future financial or business performance or conditions. 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 forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Provident shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Provident businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

## M&T: A "Super-Community Bank"

### Our approach is simple:

- We provide banking services in communities where we live and work
- We focus on carefully underwritten lending, based on local knowledge
- We take a prudent approach to acquisitions we grow when and where it makes sense
- We view our long-tenured and engaged employees as key to our success
- The result is a history of above-average shareholder returns

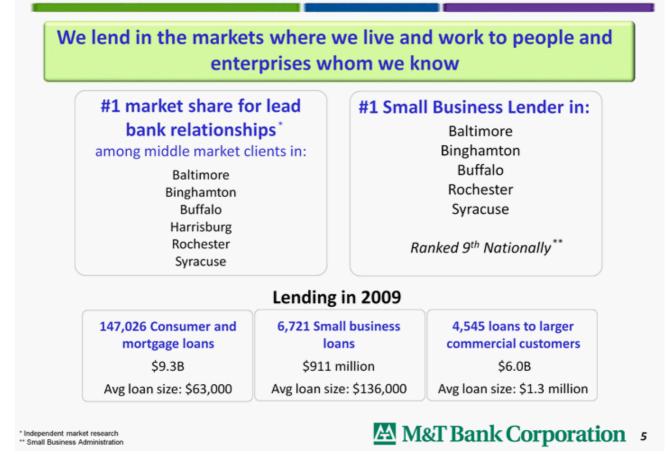
### We provide banking services in the communities where we live and work

We have 15 Community Banking Regions across the M&T footprint

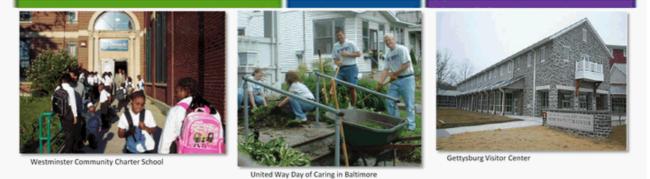
- Regional Presidents represent the face of M&T in each of our markets
- We provide a wide range of banking services to customers in our communities
  - Over 2 million retail customers
  - Over 190,000 commercial customers
- M&T employs more than 14,000 people across the footprint



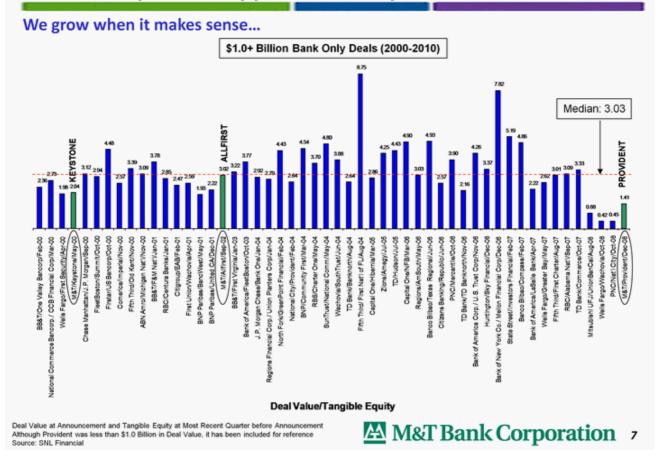
### Lending in our communities



### We are only as strong as the communities we serve



- The M&T Charitable Foundation has donated more than \$133 million to community-based organizations over the past 10 years
- We have been recognized as one of the top charitable companies in the U.S.
- M&T has earned the highest possible Community Reinvestment Act rating on every exam since 1982



### We have a prudent approach to acquisitions

### We have a prudent approach to acquisitions

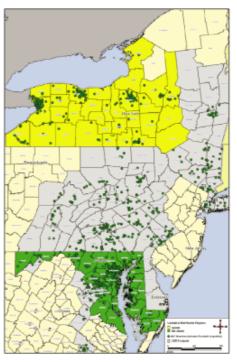
#### ... and where it makes sense

As a result of the Provident acquisition, M&T now has a similar presence in MD as it does in Upstate New York, with a #1 branch share and #2 deposit share

However, the MD area offers a larger, wealthier and faster growing population with more business opportunities

#### Upstate vs. Maryland

	Upstate <sup>1</sup>	Maryland <sup>2</sup>
Total Deposits (FDIC June 30, 2009)	\$ 90.9B	\$ 122.7B
M&T Deposits	\$ 17.9B	\$ 13.9B
Rank / Market Share	#2 / 18%	#2 / 11%
Total Branches (FDIC June 30, 2009) <sup>3</sup>	1,488	1,909
M&T Branches	182	258
Rank / Branch Share	#1 / 11%	#1 / 14%
Population (2007)	4.6MM	5.8MM
2007-2012 Growth / CAGR	<1M / 0.0% CAGR	284M 1.1% CAGB
Households	<1.8MM	2.2MM
# of D&B Businesses	182M	274M
% BB Target Segment <sup>4</sup>	39%	48%
SBA Lending Rank (Total \$)	1	1
Middle Market Banking Market Share Rank	1	1



Data include only those counties within the M&T Bank branch footprint.

Data include only those continue writin the NoAL Dates original. 1. Upstate include WNY, Rechardser Systemase & Southern CBBA 2. State of Maryland. Includes Provident and Bradford branches as reported to the FDIC as of June 30, 2009. Provident-related erroriblations not reflected. Credit arises included. 3. Braach count includes only branches with depositias of June 30, 2009. 4. Target Segments: Financial Services, Healthcare, High Tech, Light Mfg, Professional Sves, Specialty Construction and Whok



# Our employees are long-tenured...

<ul> <li>M&amp;T Bank average employee tenure:</li> <li>M&amp;T Bank average tenure of employees with s</li> <li>vs.</li> </ul>	<b>10.2 years</b> 10.8 years					
US Dept. of Labor financial services industry avera	4.7 years					
Management Group average tenure:	21.6 years					
Senior Vice President average tenure:	Senior Vice President average tenure: 19.4 years					
Regional President average tenure:	19.4 years					
Branch Manager average tenure:	12.2 years					
Commercial RM average tenure:	9.9 years					
Teller average tenure:	8.1 years					

## ...and committed to M&T

- More than 20% of M&T's stock is owned by bank employees, executives and directors
- Approximately 75% of M&T's employees own stock in the company
- Despite the challenging environment, employee engagement at M&T increased significantly over the last two years



### A history of above-average shareholder returns

Our "super-community bank" model is validated through our long-term results

- M&T has been profitable in every quarter of the last 33+ years 135 consecutive quarters
- M&T is one of two commercial banks in the S&P 500 not to have cut its dividend during the financial crisis
- Strong total return to shareholders through the financial crisis
- Superior returns to shareholders over the long term



#### **Increased Earnings Power Through 2009**

	2006	2007	2008	Q1 2009	Q2 2009	Q3 2009	Q4 2009	2009	Q1 2010	
Net Interest Margin	3.70%	3.60%	3.38%	3.19%	3.43%	3.61%	3.71%	3.49%	3.78%	
Efficiency Ratio - Tangible <sup>(2)</sup>	51.51%	52.77%	54.35%	58.68%	60.03%	55.21%	52.69%	56.50%	55.88%	Strong pre-credit
Pre-tax, Pre-provision Earnings (\$MM)	1,312	1,156	1,152	242	210	326	346	1,123	325	earnings
Allowance to Loans (As At)	1.51%	1.58%	1.61%	1.73%	1.76% <sup>[3]</sup>	1.81% <sup>[3]</sup>	1.83% <sup>[3]</sup>	1.83% <sup>[3]</sup>	1.86%[3]	Strong credit
Net Charge-Offs to Loans	0.16%	0.26%	0.78%	0.83%	1.09%	1.07%	1.03%	1.01%	0.74%	through cycle
										Cycle
Diluted Earnings Per Share										
GAAP	\$7.37	\$5.95	\$5.01	\$0.49	\$0.36	\$0.97	\$1.04	\$2.89	\$1.15	Consistently positive
Net Operating (1)	\$7.73	\$6.40	\$5.39	\$0.59	\$0.79	\$0.98	\$1.16	\$3.54	\$1.23	earnings
Common Equity to Assets - Tangible (As At)	5.84%	5.01%	4.59%	4.86%	4.49%	4.89%	5.13%	5.13%	5.43%	
Tier 1 Capital Ratio	7.74%	6.84%	8.83%	8.76%	8.17%	8.42%	8.59%	8.59%	8.88% <sup>[4]</sup>	Generating
Total Capital Ratio	11.78%	11.18%	12.83%	12.74%	11.87%	12.15%	12.30%	12.30%	12.62% <sup>[4]</sup>	capital
Leverage Ratio	7.20%	6.59%	8.35%	8.39%	8.38%	8.28%	8.43%	8.43%	8.59% <sup>[4]</sup>	
				-						

 Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Refer to the Reconciliation of GAAP and Non-GAAP Results of Operation in the Appendix.

(2) Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

(3) Allowance to legacy M&T loans. Per SFAS No. 141R and SOP 03-3, Provident and Bradford loans were marked to fair value at acquisition with no related reserves.

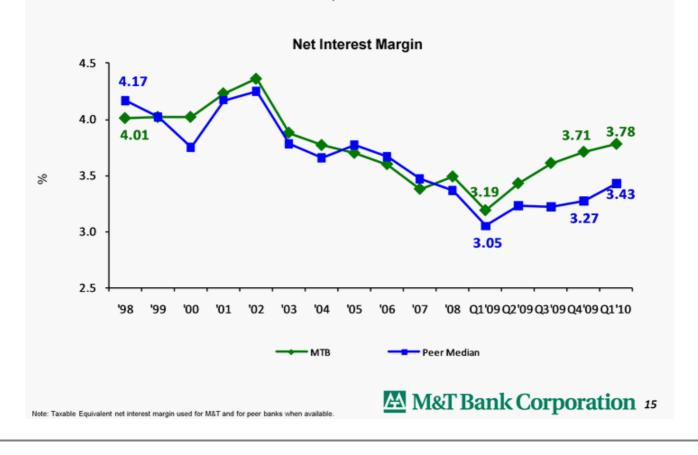
(4) Estimates until Q1 2010 FRY9C report is filed.

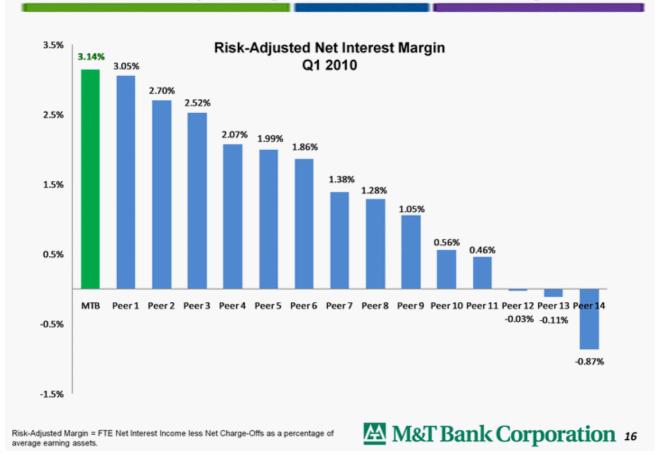
### 2009 Peer Group - Largest 15 Regional Banks

- BB&T Corporation Capital One Financial Corporation Comerica Incorporated Fifth Third Bancorp First Horizon National Corporation Huntington Bancshares Incorporated KeyCorp **M&T Bank Corporation**
- Marshall & IIsley Corporation PNC Financial Services Group, Inc. Regions Financial Corporation Synovus Financial Corp. SunTrust Banks, Inc. U.S. Bancorp Zions Bancorporation

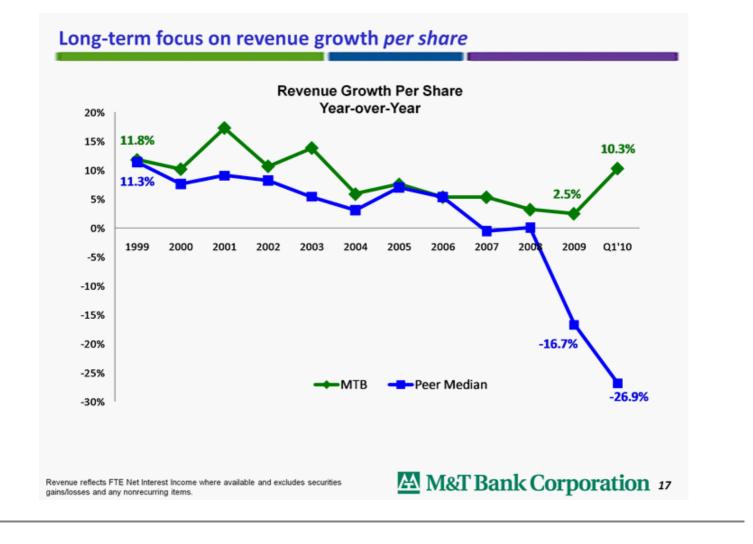
### **Disciplined margin management**

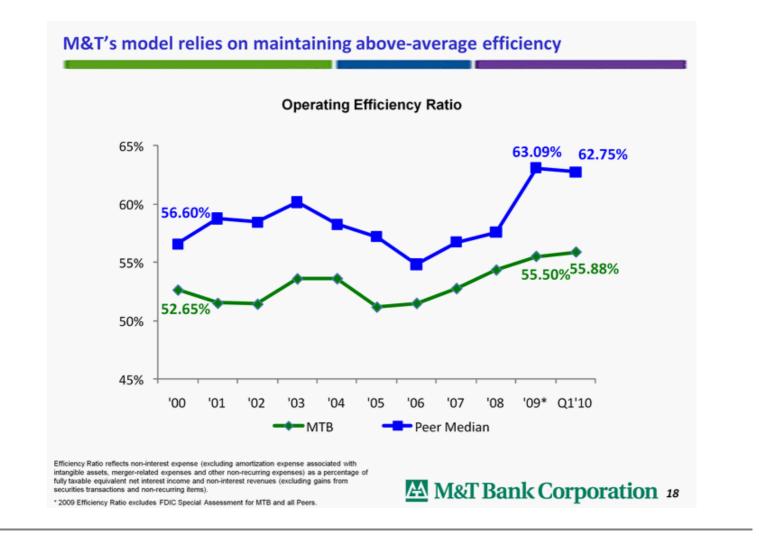
#### M&T focuses on returns and relationships rather than volumes





### Value of relationship lending seen in both credit and margin



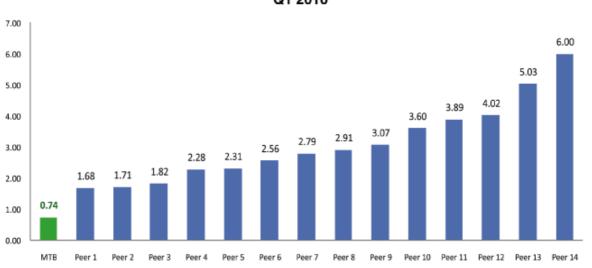




### **Key Points**

- M&T's geographies and underwriting are keys to out-performance
  - HPI decline in M&T footprint significantly lower than national average
  - Limited exposure to highly stressed markets of Florida, California, Nevada and Arizona
  - Early intervention in stressed asset classes
    - Reduced originations in 2005 & 2006 of several stressed asset classes in response to unacceptable underwriting standards and pricing (e.g. Commercial Real Estate and Indirect Auto)
- M&T's loss experience has diverged materially from the industry

### MTB has the lowest NCO % amongst peers

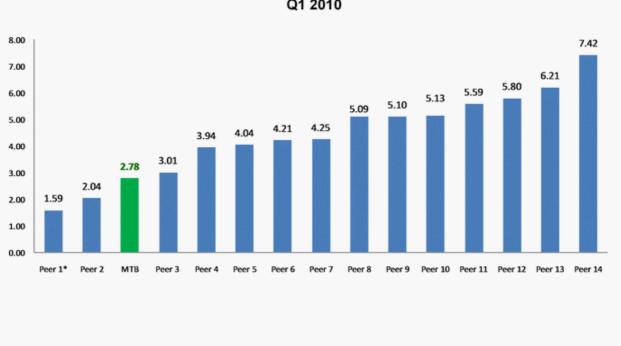


NCO to Average Loans Q1 2010

Source: SNL Interactive, peer bank earnings releases. Note: Ratio is calculated using annualized net charge-offs.



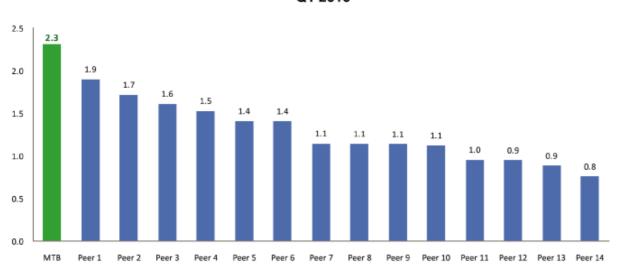
## Nonperformers are considerably lower than peers



Nonperforming Assets % of Loans + OREO Q1 2010

# Source: SNL Interactive, peer bank earnings releases. \*Peer 1's ratio is as of Q4 2009. Q1 2010 ratio not reported as of presentation date. 22

### Reserve coverage remains among the best



Reserves % of Net Charge-Offs Q1 2010

Source: SNL Interactive, peer bank earnings releases. Note: Ratio is calculated using annualized net charge-offs.

# Commercial Credit Quality vs Peers – December 31, 2009

second and	Constructio	n & Developm	ent Portfolio	conscionents)		Multifam	ily, CRE & Farm	n Portfolio
	% of Total	30+ PD Delinquency %	Nonaccrual / Total Loans %	LTM NCO Ratio %		% of Total	30+ PD Delinquency %	Nonaccru Total Loa %
Peer 14	6.8	4.7	35.0	20.17	Peer 14	16.8	2.2	4.8
Peer 13	12.5	2.5	15.0	11.98	Peer 13	21.8	1.0	6.1
Peer 12	25.3	1.5	12.7	11.90	Peer 12	27.3	1.8	5.9
Peer 11	10.0	1.2	17.4	11.12	Peer 11	13.4	1.6	5.4
Peer 10	7.6	5.0	13.5	10.24	Peer 10	34.2	0.5	5.3
Peer 9	9.5	2.7	18.4	9.44	Peer 9	15.2	3.3	4.3
Peer 8	16.0	3.0	15.9	8.22	Peer 8	28.6	0.6	3.9
Peer 7	9.7	4.5	15.6	7.02	Peer 7	14.7	2.7	2.4
Peer 6	9.2	2.9	18.2	5.97	Peer 6	17.4	1.2	2.2
Peer 5	6.7	1.4	19.8	5.19	Peer 5	40.2	1.4	5.1
Peer 4	6.2	5.3	14.7	4.95	Peer 4	23.8	2.8	2.3
Peer 3	3.5	4.6	1.9	4.67	Peer 3	14.8	1.8	3.4
Peer 2	14.5	7.3	7.9	3.88	Peer 2	23.3	2.8	1.6
Peer 1	6.0	21.0	19.7	3.00	Peer 1	12.7	0.8	2.1
MTB	9.5	0.6	8.0	2.47	MTB	30.6	0.4	1.6
er Median	9.5	3.0	15.6	7.02	Peer Mediar	1 21.8	1.6	3.9

	% of Total	30+ PD Delinquency %	Nonaccrual / Total Loans %	LTM NCO Ratio %
Peer 14	23.2	0.8	3.4	4.61
Peer 13	19.6	0.9	1.9	3.58
Peer 12	20.7	1.5	1.5	3.07
Peer 11	30.4	0.3	2.7	2.83
Peer 10	42.3	1.5	2.6	2.83
Peer 9	26.1	1.2	3.2	2.33
Peer 8	35.2	0.8	2.4	2.12
Peer 7	29,4	0.6	2.0	1.92
Peer 6	32.8	2.0	3.0	1.85
Peer 5	28.0	0.4	1.5	1.60
Peer 4	29.1	1.7	2.1	1.58
Peer 3	30.0	1.3	2.0	1.56
Peer 2	55.9	0.4	0.9	1.44
MTB	26.1	0.5	2.4	1.27
Peer 1	19.4	1.1	0.8	1.15
Peer Median	29.1	0.9	2.1	1.92

Source: SNL Interactive. FR Y9C data as of December 31, 2009.

### M&T Bank Corporation 24

LTM NCO Ratio % 3.07 2.99 2.09

1.92 1.90 1.66 1.57 1.21 1.18 1.00 0.93 0.41 0.40 0.38

0.08

# Consumer Credit Quality vs Peers – December 31, 2009

2	1-4 Family	y 1st & 2nd Lie	n Portfolio	
	% of Total	30+ PD Delinquency %	Nonaccrual / Total Loans %	LTM NCO Ratio %
Peer 14	18.0	3.2	4.1	5.11
Peer 13	11.9	1.7	6.3	3.71
Peer 12	28.3	5.1	8.0	3.37
Peer 11	23.8	5.4	7.0	3.14
Peer 10	14.4	5.0	3.7	2.63
Peer9	7.0	3.4	2.9	2.40
Peer 8	21.0	5.9	5.8	2.25
Peer 7	10.3	1.3	3.9	1.93
Peer 6	20.2	12.9	1.3	1.63
Peer 5	5.2	1.4	2.7	1.53
MTB	12.5	6.2	4.2	1.38
Peer4	15.7	4.2	1.6	1.36
Peer 3	25.9	5.7	3.1	1.19
Peer 2	20.1	13.5	2.6	0.73
Peer 1	15.3	11.1	2.6	0.69
Peer Median	15.7	5.1	3.7	1.93

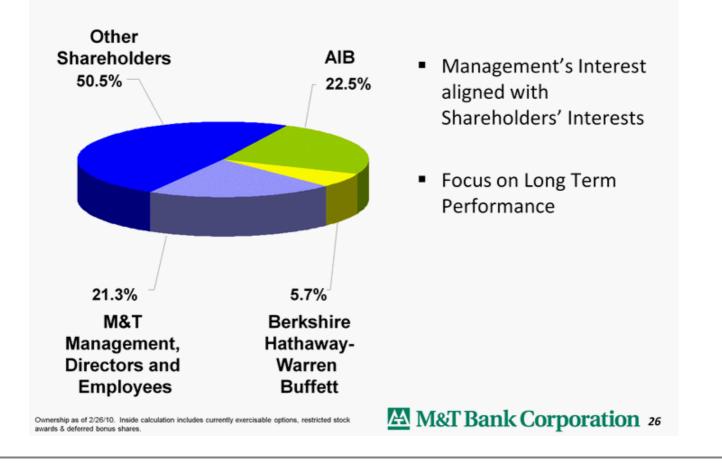
		HELOC FORTION	<u> </u>	
	% of Total	30+ PD Delinquency %	Nonaccrual / Total Loans %	LTM NCO Ratio %
Peer 14	2.7	3.5	1.3	8.12
Peer 13	13.5	1.4	1.9	4.21
Peer 12	23.1	2.2	0.2	2.82
Peer 11	14.7	2.6	0.0	2.72
Peer 10	13.3	1.9	0.6	2.55
Peer 9	6.8	0.7	0.9	2.33
Peer 8	6.2	0.9	0.9	2.32
Peer 7	5.6	1.5	0.4	1.38
Peer 6	13.4	1.0	0.4	1.32
Peer 5	4.0	1.0	0.8	1.26
Peer 4	8.6	1.1	0.2	1.10
Peer 3	15.1	1.5	0.2	1.02
Peer 2	13.3	1.1	0.9	0.85
Peer 1	5.6	0.3	0.6	0.70
MTB	11.3	0.4	0.4	0.52
eer Median	11.3	1.1	0.6	1.38

		30+ PD Delinquency	Nonaccrual / Total Loans	LTM NCO
	% of Total	%	%	Ratio %
Peer 14	24.7	8.3	0.6	5.94
Peer 13	1.4	2.3	1.3	4.45
Peer 12	12.9	3.5	0.5	3.92
Peer 11	9.7	3.9	0.5	3.26
Peer 10	1.1	1.2	0.8	2.42
Peer 9	3.7	0.8	0.2	2.15
Peer 8	10.6	2.1	0.0	1.92
Peer 7	11.7	1.5	0.1	1.84
Peer 6	11.8	2.4	0.1	1.83
Peer 5	4.1	2.4	0.0	1.74
MTB	10.0	2.0	1.1	1.57
Peer 4	1.2	0.4	0.0	1.53
Peer 3	9.4	2.7	0.2	1.45
Peer 2	10.2	6.0	0.3	1.25
Peer 1	1.4	2.1	0.4	0.93
Peer Median	9.7	2.3	0.3	1.84

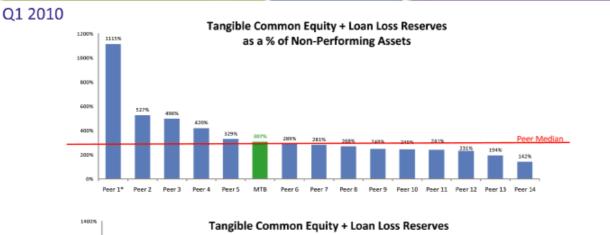
Other Consumer Portfolio

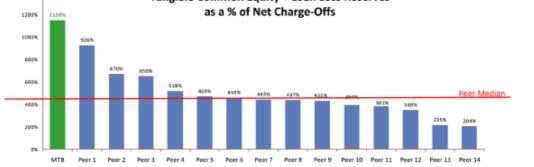
Source: SNL Interactive. FR Y9C data as of December 31, 2009.

### Focus on Long Term Shareholder Returns

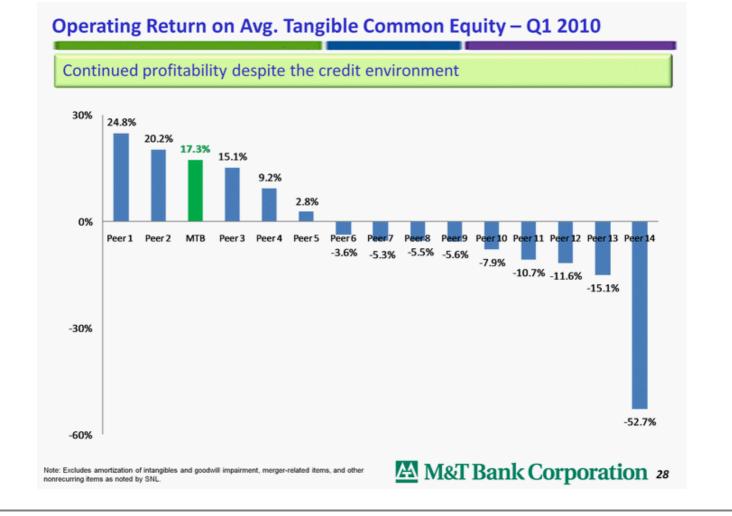


### Prudent Credit and Capital Management





Source: SNL Interactive. \*Peer 1's ratio is as of Q4 2009. Q1 2010 ratio not reported as of presentation date. Note: TCE plus reserves as a percentage of net charge-offs is calculated using annualized net charge-offs.



MTB: A Solid Investment

### **Total Return to Shareholders**

#### Top 50 Banks by Market Cap On January 1, 2000

2000		2001		2002		2003		2004		2005		2006		2007		2008		2009		10 Ye	ar
Conpany	135	# Company	785	# Company	785	# Conceny	785	# Company	115	# Conceny	785	# Conpany	16	# Congeny	195	# Conpany	115	# Company	785	# Company	145
10 Financial	45%	1 UnionBanCal	63%	1 Wachovia	20%	1 First Boston	885	1 SouthTrust	36%	1 State Street	195	1 Compass	12%	1 Northern Tryat	28%	1 Commerce	855	1 Comerica	50%	1 9/15	3407
Commence	875	2 Bank of America	40%	2 Popular	28%	2 # Morgan (Chase)	62%	2 Popular	32%	2 Zors	125	2 Bark of NY	22%	2 Bank of the	27%	2 Unioritatical	115	2 First Horizon	36%	2 melanargo	295
State Street	725	5 North April	34%	5 Regions	175	5 2019	59%	3 Oranter One	32%	3 Mellon	175	3 US Bencara Pirateri	26%	3 State Street	12%	3 Old National	28%	5 JP Morgan (Dated)	34%	3 PMC	607
PNC	225	4 Union Planters	13%	4 Bank of America	284	4 Summus	525	4 307 Financial	29%	4 PKC	12%	4 Mellon	26%	4 Commerce	10%	4 valley	17%	4 103	3100	4 US Bancera (First)	(ar) 54%
MTB	6475	5 AmSouth	30%	5 Charter One	545	5 Uniondarical	50%	5 National Commerce	28%	5 UniordanCal	95	5 JP Morgan (Chasa)	26%	5 Company	15	5 FirstMerit	25	5 ARM THINK	285	5 10/ Financial	52%
Charter One	645	4 First Horizon	28%	6 Company	145	6 Banknorth	475	6 Company	27%	6 Northern Trust	2%	6 Mercantile	24%	6 Mellon	5%	6 Wells Targo	25	4 State Street	11%	6 Valley	455
Northern Trust	50%	2 MB/	22%	3 First Miginia	125	7 US Bencorp (Firster)	405	7 Commerce	24%	7 Commerce	85	3 PMC	24%	7 Banknorth	2%	2 8867	-05	7 PNC	30%	2 FirstNerit	207
Mellon	485	8 SouthTrust	24%	8 Huntington	585	8 MBI	475	8 Regions	25%	8 Mercantile	65	8 State Street	29%	8 Mercantile	-25	8 US Bercarp (Finiter)	-075	8 Bank of America	7%	8 8657	39%
North Fark	634	9 Prototion	205	9 Commerce	175	9 Bank of NY	474	9 Old National	20%	9 (P Morgan (Chase)	65	9 Bark of America	215	9 (P Morgan (Chaol)	3%	9 Associated	-085	9 Fryslerit	4%	9 State Street	307
Wells Pergo	425	50 Compete	25%	to wre	375	10 Clicptp	425	30 Bank of America	11%	10 Antiouth	5%	10 Key	30%	10 US Bencorp (Finster)	-8%	10 Synamia	-095	10 Northern Tryat	2%	30 Northern Trust	147
8867	475	11 Associated	20%	11 Wells Parge	175	11 PMC	385	11 Associated	20%	11 Citory	- 5%	11 SunTrust	20%	13 PMC	45	11 TOF Financial	-095	12 10/ Frencial	3%	11 /P Morgan (Chase	ei 137
Bank of Mr	425	12 Commerce	17%	12 Associated	105	12 Popular	265	12 Key	30%	12 Wells Pargo	45	12 Valley	20%	12 Wells Awgo	41%	12 PMC	-225	12 Bank of 101	2%	12 Comerica	-65
Senous	395	13 Wetherle	16%	13 North Fork	EN	13 Sevennet	344	13 MÅI	18%	13 Wachovia	45	13 Citero	20%	13 Problem	425	13 JP Morgan (Dasa)	-05%	13 8887	-25	15 Bank of America	-90
Benknorth.	27%	54 Banknorth	26%	14 Rev	15	14 State-Street	39%	24 Wachovia	17%	14 8867	25	54 Northern Trust	19%	54 Old National	-17%	te ette	-27%	14 Wells farge	-0%	14 Bank of 101	-427
Mercantile	35%	15 Replans	14%	15 UnionBenCal	65	15 Comerice	27%	15 Banknorth	15%	15 MTR	15	15 Synowati	17%	15 UniordienCal	47%	13 Northern Trust	-015	15 V5 Bencorp (Finaler)	-9%	15 Associated	-19
Old Rent	- 34%	16 Popular	13%	16 Antiouth	- PA	18 Northern Trust	345	35 National Dity	15%	36 Bank of America	2%	16 Wells Fargo	12%	28 Bank of America	414	26 First Reciate	-17%	16 Valley	-22%	26 First Heriage	-25
Key	545	17 Huntington	115	17 8557	15	17 Antiouth	52%	17 UnionBenCal	15%	17 Company	25	17 AnSouth	17%	17 Associated	-195	17 Bank of MY	-425	17 Old National	-29%	17 Old National	-26
# Morgan (ald)	345	18 Summit Bancorp	115	18 Ut-Bancers (Firstar)	55	18 Wechevia	125	18 Metantile	15%	18 SunTrust	25	18 Reports	15%	18 Sunivus	40%	18 Huntington	-445	18 SetTruet	-075	18 SutTrust	-40
Comerica	325	19 FirstVirginia	15	19 Old National	45	19 FirstMerit	275	29 Bank One	14%	19 Associated	25	18 Banknorth	15%	19 Valley	-22%	19 Měl	-05	19 Regions	-02%	28 Regions	-40
Summit Bencorp	525	20 Bank One	15	20 SouthTrust	15	20 Associated	575	30 Huntington	14%	20 Key	15	20 MÅI	14%	20 Comerica	425	20 Zoni	-95	20 Key	-94%	20 Key	42
tialley.	32%	21 M/8	TN .	21 Valley	25	21 Compass	32%	21 Zors	13%	21 Regions	05	21 MIB	1455	21 Suthus	-23%	21 Popular	-05	21 Associated	-40%	21 Sympose	-30
National City	285	22 Velley	85	22 Banknorth	15	22 Wells Fargo	285	22 Comerica	15%	22 US-Bencorp (Firster)	05	22 First Horizon	14%	22 6667	47%	22 SunTrust	-505	12 Zione	-675	22 MB/	-79
US Sencera Joint	27%	23 National City	6%	23 First Norizon	25	23 National City	285	25 8887	13%	20 MBI	0%	23 National City	14%	23 Wachovia	-30%	28 State Street	-525	23 Citicary	-52%	23 Zors	38
Fifth Third	245	24 FirstMerit	5%	34 Union Planters	-25	24 Surlivat	285	24. MTB	125	34 Huntington	-15	24 Fifth Third	15%	24.958	488	24 Comerice	-525	24 Huntington	-52%	34 Fifth Third	-34
Citerra	245	25 National Commerce	3%	25 National City	-95	25 Bank One	285	25 VS Benong (Finited)	30%	25 Bank of NY	-25	25 Wechevia	12%	23-107 Financial	425	25 Key	-625	25 Pepular	-58%	25 Huntington	- 79
FirstMerit:	22%	26 Alth Third	5%	26 National Commerce	-25	26 First Horizon	275	26 North Fork	20%	26 North Fark	-25	26 Zons	11%	26 MB/	-125	26 Bank of America	-625	26 105/	-62%	26 Popular	-78
Bank One	19%	27 SunTryst	25	27 Pills Third	-95	27 Mellos	28%	27 JP Morgan (Chase)	10%	27 Symbrus	-95	27 Associated	11%	27 Regionsi	445	27 Regions	-645	27 Syndevidi	-79%	27 Citicarp	-49
First aliginia	285	28 Craner One	:5	28 Bank/One	-64	28 1013	205	28 Ambouth	20%	28 Comerica	-3%	28 8987	15	28 Huntington	-34%	28 F/th/Third	-965	38-Oherter-Ohe	-84	38-Oherter-One	
Regions	145	29 VS Bencarp (old)	15	29 TO Financial	-75	29 Huntington	24%	29 FirstMerit	15	29 Valley	-5%	29 Comerica	85	29 Fifth Third	-855	29 Oticarp	-765	19 Wellow	-84	29 Mellon	-
US Bencery (Firster)	13%	30 TCF Financial	25	30 SunTrust	-75	30 Charter One	245	30 Wells fargo	9%	30 FirstMerit	-5%	30 North Fack	6%	30 Key	-04%	30 Wechovia	-45%	10-Renth Fank	-84	30 North Fark	
Competitio	12%	51 Field Boston	15	31 Mercentile	-10%	55 Commerce	24%	31 PMC	15	31 National City	-75	31 Huntington	-	31 Popular	-38%	31 National City	-895	30-Mercentrie	-	30 Mercentrie	
Fired Boston	125	\$2 Citiente	0%	32 MB/	-125	32 North Fork	245	32 Northern Trust	7%	32 First Heriden	-75	32 Connerce	65	32 Zons	425	32-charler-Ore	-44	10 Berlauth	-84	32-Banknorth	-
National Commerce	12%	33 Mercantile	0%	33 FirstMerit	-0%	33 Key	22%	35 Sunfruet	6%	35 Old National	-1%	33 107 Financial	15	33 Citicorp	-45%	38-Million		10 Commerce	-84-	38-Commerce	
Sev@linvet	125	54 Contenica	- 0%	34 Syndryst	-215	34 TO Financial	275	34 Bank of Mr	4%	34 TO Financial	-13%	34 FirstMerit	-25	34 National City	485	14 10/01/14		14 Reform Dry	-84	34 National-Dis-	
Zions	25	25 \$0EF	0%	35 Comerica	-12%	35 Tailey	22%	25 FiertBoton	4%	35 Fifth Third	-0%	25 Unior/BanCall	-4%	35 Pirst Horizon	-14%	28 Merantile		35-dieletet	-84	36-Did Kard	
First Horizon	- 65	56 Synovus	-4%	36 PMC	-125	36 Bank of America	225	36 Valley	3%	36 Banknorth	-18%	36 Old National	-4%	38 Charler One	-**	34 Sectors		38 9 Morgan	- 14	36 9 Morper	~
Associated	- 25	37 VS Benard (Firster)	-3%	37 2016	444	37 First singleta	195	37 Citions	3%	37 Popular	-45%	37 Pepular	-12%	37-Roth Fark	-44	38-01444		17-10 Bancorp		31-00-famourg	
Old National	-15	58 Key	-45	38 Citicorp	-34%	58 Mercantile	185	38 Synovus	2%	38-Charter One	- 64	38-Dearter-Dea	-	38 Old fairt	- **	38-sh Murgan		18 Summit Servicery	- 14	38-Summit Barrange	-
Popular	-95	59 Old National	-9%	30 State Street	-25%	39 National Commerce	DEN.	29 First Horizon	15	10-Old-Kent	-84-	38-04 Kert	- 64	19 19 Margan	-**	3 <del>9 11 ( 1 ( 1 ( 1 ) )</del>		18 Serk Over	- 14	39 Bank Dire	~
Union Planters	-0%	40 Cid Kett	-125	40 Mellon	-50%	40 Union Planters	175	40 Mellon	-2%	40-sh Morgan	- 64	do al Morgan	-	ab-voltencery	-44	AD Torrent Descary		40-Prote Virginia	-84	40 First Virginia	-
Bank of America	-5%	41 Zoni	-055	41 Fleet Boston	-525	41 Regions	185	41. Union Planters	-05	41-1/1-femoorp	-84	4)-15 Benert	- 64	4)-Summitteerang	-44	41 Test Ore		40 Returnal Commerce	-84-	41 National Commer	-
Suntrust	-4%	42 State Street	-215	42 #Morgen(Chase)	-44%	42 8867	14	42 State Street	-4%	42-Summit Bencarp	-44	42-Summin Services	-	4)-benk-bre		di ferrangena		42-Sevel-Prost	-84	42-SouthFrust	~
Nachovia	-00%	43 JP Morgan (Chaoa)	-175	45 Bank of Wr	405	43 Fifth Third	25	45 Fifth Third	-085	40-benk One		43-dank One	- 44	48-Rest Veginia	-44	49 National Commerce		43 Union Planters	-84	45 Union Planters	
# Morgan (Chase)	-90%	64 Wells farge	-20%	44 Northern Trust	405	44 Old National	25	44-0141eet	-	46-Krytsleginia	-44-	of frainingene	-	of Reform Connects	-**	of the first sector		Di Walteria	-94	44 Wathevia	-
First Union	-11%	45 PMC	-215	45 Cictard		45-014 Met	- 44	45-JP Morgan	-	45-National Commons	- 14	45-Mational Commerce-	-	45-SouthTrust	- 44	At-trace Parters		15 Protition	-84	45-First Union	-
willouth.	-47%	45 Mellon	-225	at at Margan		46-0-Margan	-44-	49 10 Bencary	- 14	46-SeythTrust	-44-	49 SouthTreat	-**	20-Union Planters		of free prior		20 Prot Security	-84	46 First Security	~
451	-17%	47 Bank of MY	-255	47 Vi fancera	-44-	at utilancey		47-Summit Sensory	-	42-Union-Flanters	-44	d or or the test	-	al-Protipion	-84	at-fearless to		all-company	-84	4P-Company	-
Suntington	-425	48 Northern Trust	-255	48-Summit Bancarp		48 - Summit Bancary	- 44	48 Rest Veginia	-	48-First-Union	- 44	40 Francisco	-	48-Pert Security	-44	48 Company	-**	48 Ambouth	-84	48 Ambourb	
Uniordanical	-07%	ab # Morgan	- 14-	40 First Union	-86	40 First Union	-44	ab diversion	-	40 Perst Security	- 44-	di fratiletarity		41 4414-0	-86	dt antiouth		at considental	- 14	49 tonordental	-
First Security	-40%	Ministration in the second sec	- 14	Mr. First Security		M. First Security		Shi Anti Januarity	- 84-	Sh First Acator	- 88-	Sh First Brains		St. Part Brates		Sh First Books		United Instance	- 44	10 Feet Seaton	-

Source: SNL Financial.

### M&T Bank Corporation... a solid investment

ba	f the largest 100 anks operating ir 33, only 25 rema today	ו ו	remai		M&T ran ck price		
Rank	Company Name	Ticker	Closing 4/30/2010 (\$)	Price at 3/31/1983 (\$) <sup>1</sup>	Stock Return CAGR (%)		
1	M&T Bank Corporation	MTB	87.35	1.34	16.7		
2	State Street Corporation	STT	43.50	1.06	14.7		
3	Northern Trust Corporation	NTRS	54.98	1.51	14.2		
4	U.S. Bancorp	USB	26.77	0.92	13.3		
5	Wells Fargo & Company	WFC	33.11	1.18	13.1		
25			_	-	4.0		
	Median		_	_	9.5		
	MTB Price @ Median Growth I		15.45	1.34	9.5		

1 1983 Stock Prices Source: Compustat and/or Bigcharts.com

### 20.6% Annual rate of return since 1980\*

Source: IDC & Factset

 16<sup>th</sup> best return of the entire universe of over 700 U.S. based stocks that have traded publicly since 1980

Rank	Company Name	Industry	Annual Return (%)
1	Eaton Vance Corp.	Financials	27.5
2	Gap Inc.	Consumer Discretionary	24.4
3	Stryker Corp.	Health Care	23.9
4	Progressive Corp.	Financials	23.7
5	Hasbro Inc.	Consumer Discretionary	23.2
6	Mylan Inc.	Health Care	22.8
7	Wal-Mart Stores Inc.	Consumer Staples	22.7
8	TJX Cos.	Consumer Discretionary	22.2
9	Limited Brands Inc.	Consumer Discretionary	21.8
10	Leucadia National Corp.	Financials	21.7
11	Precision Castparts Corp.	Industrials	21.7
12	State Street Corp.	Financials	21.7
13	Berkshire Hathaway Inc. (Cl B)	Financials	21.4
14	Robert Half International Inc.	Industrials	20.8
15	Danaher Corp.	Industrials	20.7
16	M&T Bank Corp.	Financials	20.6

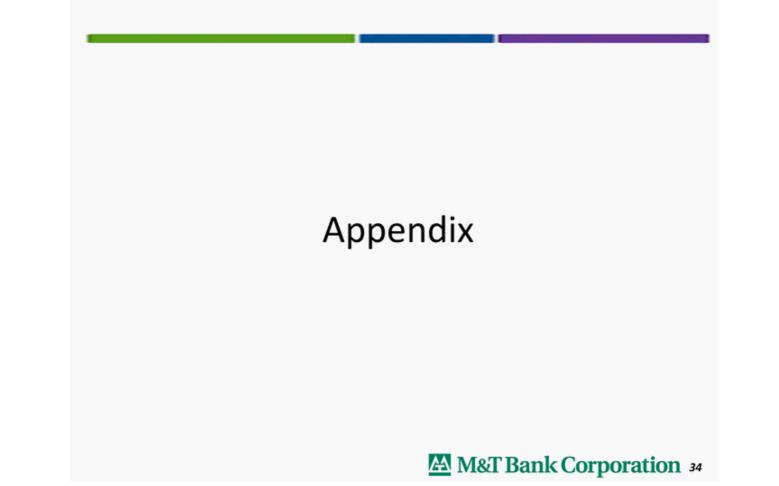
\$3,394 invested in M&T in 1980 would be worth \$1 million today

\*CAGR calculated assuming reinvestment of dividends through April 30, 2010.

## M&T: A "Super-Community Bank"

### Our approach is simple:

- We provide banking services in communities where we live and work
- We focus on carefully underwritten lending, based on local knowledge
- We take a prudent approach to acquisitions we grow when and where it makes sense
- We view our long-tenured and engaged employees as key to our success
- The result is a history of above-average shareholder returns



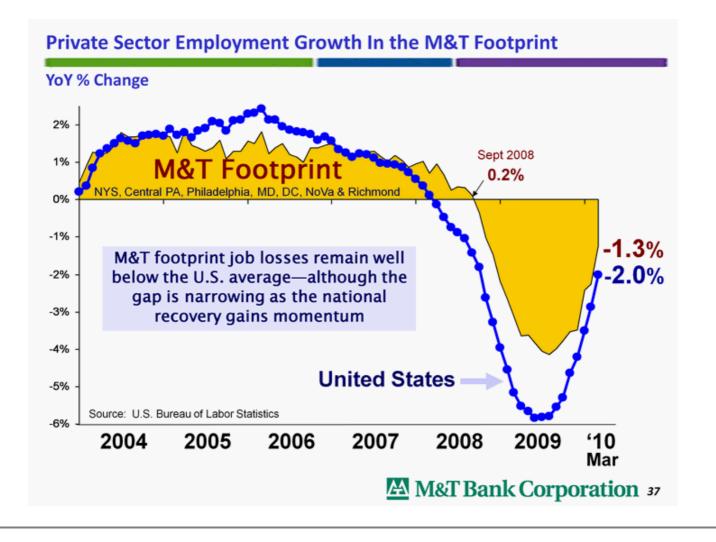
# **Reconciliation of GAAP and Non-GAAP Results of Operation**

NetIncome	2006	2007	2008	1Q09	2Q09	3Q09	4Q09	2009	1Q10
\$'s in millions									
Net income	\$839.2	\$654.3	\$555.9	\$64.2	\$51.2	\$127.7	\$136.8	\$379.9	\$151.0
Intangible amortization,	00 F	10.5	10.5			10.0	10.0		40.0
net of tax	38.5	40.5	40.5	9.3	9.2	10.3	10.2	39.0	10.0
Merger-related items,									
net of tax	3.0	9.1	2.2	1.5	40.4	(9.2)	3.8	36.5	-
Net operating income	\$880.7	\$703.8	\$598.6	\$75.0	\$100.8	\$128.8	\$150.8	\$455.4	\$161.0
Earnings Per Share									
Diluted earnings per share	\$7.37	\$5.95	\$5.01	\$0.49	\$0.36	\$0.97	\$1.04	\$2.89	\$1.15
Intangible amortization,									
net of tax	0.33	0.37	0.36	0.09	0.08	0.09	0.09	0.34	0.08
Merger-related items,									
net of tax	0.03	0.08	0.02	0.01	0.35	(0.08)	0.03	0.31	-
Diluted net operating									
earnings per share	\$7.73	\$6.40	\$5.39	\$0.59	\$0.79	\$0.98	\$1.16	\$3.54	\$1.23
Efficiency Ratio									
\$'s in millions									
Non-interest expenses	\$1,551.7	\$1,627.7	\$1,727.0	\$438.3	\$563.7	\$500.1	\$478.5	\$1,980.6	\$489.4
less: intangible amortization	63.0	66.5	66.6	15.4	15.2	16.9	16.7	64.3	16.5
less: merger-related expenses	5.0	14.9	3.5	2.4	66.5	14.0	6.3	89.2	-
Adjusted net operating expenses	\$1,483.7	\$1,546.3	\$1,656.8	\$420.6	\$482.0	\$469.1	\$455.5	\$1,827.2	\$472.9
Adjusted T.E. revenues*	\$2,880.5	\$2,930.2	\$3,048.4	\$716.7	\$802.9	\$878.8	\$864.4	\$3,262.8	\$846.3
less: merger-related gains	-	φ <u>ε</u> ,000.ε		-	-	29.1	-	29.1	-
Adjusted net operating revenues	\$2,880.5	\$2,930.2	\$3,048,4	\$716.7	\$802.9	\$849,7	\$864.4	\$3,233.7	\$846.3
Net operating efficiency ratio	51.5%	52.8%	54.4%	58.7%	60.0%	55.2%	52.7%	56.5%	55.9%

\* Excludes gain/(loss) on sale of securities.

# Reconciliation of GAAP and Non-GAAP Results of Operation

Average Assets	2006	2007	2008	1Q09		2Q09	3Q09	4Q09	2009	1Q10
\$'s in millions										
Average assets	\$ 55,839	\$ 58,545	\$ 65,132	\$ 64,766	\$	66,984	\$ 69,154	\$ 68,919	\$ 67,472	\$ 68,883
Goodwill	(2,908)	(2,933)	(3,193)	(3,192)		(3, 326)	(3,525)	(3, 525)	(3, 393)	(3, 525)
Core deposit and other										
intangible assets	(191)	(221)	(214)	(176)		(188)	(208)	(191)	(191)	(176)
Deferred taxes	38	24	30	22		30	41	37	33	34
Average tangible assets	\$ 52,778	\$ 55,415	\$ 61,755	\$ 61,420	\$	63,500	\$ 65,462	\$ 65,240	\$ 63,921	\$ 65,216
Average Common Equity										
\$'s in millions										
Average common equity	\$ 6,041	\$ 6,247	\$ 6,423	\$ 6,212	\$	6,491	\$ 6,794	\$ 6,957	\$ 6,616	\$ 7,136
Goodwill	(2,908)	(2,933)	(3,193)	(3,192)		(3,326)	(3,525)	(3,525)	(3,393)	(3,525)
Core deposit and other	(-,,	(-,,	(-,,	(-,,		(-,,	(-,,	(-,,	(-,,	(-,,
intangible assets	(191)	(221)	(214)	(176)		(188)	(208)	(191)	(191)	(176)
Deferred taxes	38	24	30	22		30	41	37	33	34
Average tangible common equity	\$ 2,980	\$ 3,117	\$ 3,046	\$ 2,866	ŝ	3,007	\$ 3,102	\$ 3,278	\$ 3,065	\$ 3,469





# RBC Capital Markets Financial Institutions Conference

May 4, 2010