

**M&T BANK CORPORATION
NOMINATION AND GOVERNANCE
COMMITTEE CHARTER**

Purposes. The Nomination and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of M&T Bank Corporation to assist the Board by identifying individuals who are qualified to become Board members; to recommend to the Board the director nominees for the next annual meeting of shareholders and to recommend to the Board director appointments for each committee of the Board; to recommend to the Board the M&T Bank Corporation Corporate Governance Standards (the “Governance Standards”); to serve as a resource to the Board on corporate governance matters; to oversee the evaluation of the Board; and such other matters as set forth in this Charter.

Committee Membership. The Committee shall consist of no fewer than three members. Each member of the Committee shall be “independent” under the applicable requirements of the New York Stock Exchange (the “NYSE”), as interpreted by the Board in its business judgment.

The members of the Committee shall be appointed by the Board, based on the recommendation of the Committee, and shall serve until such time as the Board may determine.

Meetings. The Committee shall meet as often as the Committee deems necessary. The Committee may request any director, officer or employee of M&T Bank Corporation or its subsidiaries, or representatives of M&T Bank Corporation’s outside advisors, to attend Committee meetings or to meet with any members of, or consultants to, the Committee. The Committee will prepare minutes of its meetings and otherwise appropriately document its actions.

Committee’s Authority and Responsibilities.

1. The Committee shall actively seek individuals qualified to become Board members when needed or as openings occur for recommendation to the Board, and will consider nominees recommended by shareholders that are properly submitted pursuant to M&T Bank Corporation’s Bylaws, which shareholder-recommended nominees will be evaluated in the same manner as all other nominees for director. In reviewing, selecting and recommending candidates, the Committee shall take into consideration any criteria approved by the Board regarding director qualifications and independence, including the factors set forth in the Governance Standards.
2. The Committee shall recommend to the Board membership of directors on committees of the Board and review the relevant qualifications and independence of the directors for membership on such committees.
3. The Committee shall oversee the succession planning process with respect to directors and make periodic reports to the Board.

4. The Committee shall at least annually assess and make recommendations to the Board with respect to the independence of non-employee directors as provided in the Governance Standards.
5. The Committee shall oversee the annual evaluation of the Board, including its interaction and relationship with management, which will be discussed with the full Board.
6. The Committee shall oversee director orientation and director continuing education efforts, which are administered by management as provided in the Governance Standards.
7. The Committee shall review and reassess the adequacy of the Governance Standards annually and recommend any proposed changes to the Board for approval.
8. The Committee shall review M&T Bank Corporation's strategy and policies relating to sustainability and corporate governance matters, including engagement with shareholders and other stakeholders on such issues. The Committee may fulfill these responsibilities in consultation and coordination with other Board committees as necessary, including by communicating relevant risks to the Risk Committee of the Board.
9. The Committee shall serve as a resource to the Board in addressing corporate governance issues or matters that may arise.
10. The Committee shall make decisions relative to actual and potential conflicts of interest involving directors as set forth in the M&T Bank Corporation and M&T Bank Conflict of Interest Policy for Directors, oversee the review of related-party transactions as set forth in the M&T Bank Corporation Related-Party Transactions Policy, and assess director compliance with the M&T Bank Corporation Code of Business Conduct and Ethics as necessary. The Committee will refer such matters to the Board as appropriate.
11. The Committee shall review, as provided under the Governance Standards, the continued appropriateness of each director's Board membership in the event a director changes his or her principal occupation or is invited to serve on another public company board.
12. The Committee shall review those portions of the annual proxy statement that are within the purview of the Committee and be informed of shareholder proposals that are duly and properly submitted to M&T Bank Corporation.

Advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

Subcommittees. The Committee may form and delegate authority to subcommittees of one or more Committee members when appropriate and as permitted by law. The Committee may also delegate to its Chair or to management such power and authority as the Committee deems appropriate, except such powers and authorities required by law to be exercised by the Committee (or a subcommittee thereof).

Reports to Board. The Committee shall make regular reports to the Board.

Reassessment of Charter. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Annual Performance Evaluation. The Committee shall annually review its own performance.