



M&T Bank Commences Exchange Offer for up to \$500,000,000 of Its 8.000% Subordinated Notes Due 2010

BUFFALO, N.Y., Nov 29, 2005 /PRNewswire-FirstCall via COMTEX News Network/ -- M&T Bank, the principal banking subsidiary of M&T Bank Corporation ("M&T") (NYSE: MTB), announced today that it has commenced an offer to exchange new fixed rate/floating rate subordinated notes due 2020 (the "new notes") for any and all of the \$500,000,000 aggregate principal amount of its 8.000% Subordinated Notes due 2010 (CUSIP No. 564759MJ4) (the "old notes"). The exchange offer is made solely by and upon the terms and subject to the conditions set forth in M&T Bank's Offering Memorandum dated November 29, 2005 (the "Offering Memorandum"). This press release is neither an offer to purchase old notes nor a solicitation of an offer to sell new notes.

The exchange offer will expire at midnight, New York City time, on December 27, 2005 (the "expiration date"), unless extended.

Under the terms of the exchange offer, the new notes will bear interest at a fixed rate per annum equal to the sum of (a) the bid-side yield on the 4.5% U.S. Treasury Note due November 15, 2015, as of 2:00 p.m., New York City time, on December 21, 2005 (the "pricing time"), the third business day prior to the expiration date, and (b) 100 basis points, from the date that M&T Bank issues the new notes to December 27, 2015. From December 28, 2015 to the maturity date or earlier redemption date, the interest rate per annum for the new notes will be reset monthly at a rate equal to the then applicable U.S. dollar one-month LIBOR plus a spread to be fixed at the pricing time (the "floating rate"). The methodology whereby the floating rate will be determined and an illustrative hypothetical calculation of the spread to LIBOR for the floating rate are included in the Offering Memorandum. Beginning on December 28, 2015, M&T Bank may, at its option and subject to prior regulatory approval, redeem some or all of the new notes at a redemption price equal to 100% of the principal amount of the redeemed new notes, plus any accrued but unpaid interest.

The total exchange price for the old notes will be calculated in the manner described in the Offering Memorandum using a discount rate equal to the sum of (i) the bid-side yield on the 4.25% U.S. Treasury Note due October 15, 2010, at the pricing time, and (ii) 48 basis points. The total exchange price includes an early participation payment of \$20.00 per \$1,000 principal amount of new notes. The early participation payment will be paid in new notes and is only offered to holders who validly tender their old notes at or prior to 5:00 p.m., New York City time, on December 12, 2005 (the "early participation date"), and do not validly withdraw their tenders. Old notes that are tendered before the early participation date may not be withdrawn after the early participation date, and old notes tendered after the early participation date may only be withdrawn at or prior to the expiration date.

M&T Bank will not be required to accept for exchange old notes, or to issue new notes, if less than \$200,000,000 of old notes are validly tendered and not withdrawn at or prior to the expiration date.

Additional information concerning the exchange offer and copies of the Offering Memorandum and related documents may be obtained by contacting Global Bondholder Services Corporation, the information agent, at 1-866-488-1500. Morgan Stanley & Co. Incorporated ("Morgan Stanley") and Lehman Brothers Inc. ("Lehman Brothers") are the dealer managers of the exchange offer. Any questions concerning the terms of the exchange offer should be directed to Morgan Stanley at 1-800-624-1808 or Lehman Brothers Inc. at 1-800-438-3242, who will be able to answer questions with respect to the exchange offer.

The new notes are not required to be, and have not been, registered under the Securities Act of 1933, as amended (the "Securities Act"), and are being offered pursuant to an exemption from registration under Section 3(a)(2) of the Securities Act. The new notes are only being offered and will only be issued to institutional investors that are "accredited investors" within the meaning of Rule 501(a)(1), (2), (3) or (7) of Regulation D under the Securities Act.

M&T is a bank holding company whose banking subsidiaries, M&T Bank and M&T Bank, National Association, operate branch offices in New York, Pennsylvania, Maryland, Virginia, West Virginia, Delaware, and the District of Columbia.

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