

## **M&T BANK CORPORATION AUDIT COMMITTEE CHARTER**

**Purpose.** The Audit Committee is appointed by the Board to assist the Board in its oversight of the integrity of the financial statements of M&T Bank Corporation; M&T Bank Corporation's compliance with certain legal and regulatory requirements; the independent registered public accounting firm's ("independent auditor") qualifications and independence; the performance of M&T Bank Corporation's internal audit function and independent auditors; risk assessment and risk management as required by the rules and regulations of the U.S. Securities and Exchange Commission (the "Commission") and the New York Stock Exchange (the "NYSE"); and such other matters as set forth in this Charter.

The Audit Committee shall prepare the report required by the rules of the Commission to be included in M&T Bank Corporation's annual proxy statement.

**Committee Membership.** The Audit Committee shall be comprised of no fewer than three members. The members of the Audit Committee shall meet the independence and experience requirements of the NYSE, the Federal Deposit Insurance Corporation, the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, including that at least one member of the Audit Committee be an "audit committee financial expert" (as defined by the Commission). Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

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

**Meetings.** The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee shall meet periodically with management (including the CFO), the Chief Auditor and the independent auditor in separate executive sessions, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit 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 or independent auditor to attend meetings of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee may meet in joint session with the Risk Committee of the Board from time to time to discuss areas of common interest and significant matters impacting M&T Bank Corporation. The Audit Committee will prepare minutes of its meetings and otherwise appropriately document its actions.

**Committee Authority and Responsibilities.** The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to stockholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between

management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall have unrestricted access to all data, records and employees of M&T Bank Corporation and its subsidiaries.

The Audit Committee shall preapprove all auditing services, internal control over financial reporting-related services, and permitted non-audit services (including the fees and terms thereof) to be performed for M&T Bank Corporation by its independent auditor, subject to the de minimis exceptions for non-audit services described in the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Chair of the Audit Committee may preapprove services not subject to the de minimis exception between regularly scheduled meetings according to such policies as may be adopted by the Audit Committee from time to time, and any such preapprovals shall be presented to the Audit Committee at a regularly scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. M&T Bank Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review, or attest services and to any advisors employed by the Audit Committee, and for payment of ordinary administrative expenses of the Audit Committee necessary and appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review its own performance.

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

The Audit Committee will review annually the M&T Bank Corporation Code of Ethics for CEO and Senior Financial Officers and recommend any changes thereto to the Board. Additionally, the Audit Committee will review and approve annually the M&T Bank Corporation Investor Relations Disclosure and Regulation FD Policy, and the M&T Bank Corporation Employee Complaint Procedures for Accounting and Auditing Matters, as well as other policies and procedures as set forth herein or otherwise as appropriate.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

1. Financial Statement and Disclosure Matters.

- 1.1 Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in M&T Bank Corporation's Form 10-K.
- 1.2 Review and discuss with management and the independent auditor, prior to the filing of the Form 10-Q, M&T Bank Corporation's quarterly financial statements, including the results of the independent auditor's reviews of quarterly financial statements and disclosures made in management's discussion and analysis..
- 1.3 Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of M&T Bank Corporation's financial statements, including any significant changes in M&T Bank Corporation's selection or application of accounting principles, the impact of any recent professional and regulatory pronouncements, any major issues as to the adequacy of M&T Bank Corporation's internal control over financial reporting and any special steps adopted in light of material control deficiencies.
  - 1.3.1 The Audit Committee shall oversee management's significant judgments and estimates used in determining M&T Bank Corporation's Allowance for Credit Loss ("ACL") estimate.
  - 1.3.2 The Audit Committee shall, at least annually, review M&T Bank Corporation's end to end process of determining the ACL with emphasis on the reviews performed by Risk Management and Internal Audit.
  - 1.3.3 The Audit Committee shall review management's significant assessments of and justifications for estimated amounts reported each period for the ACL.
  - 1.3.4 The Audit Committee shall annually review and approve the Allowance for Credit Losses Committee Charter and the ACL Policy.
- 1.4 Review and discuss with management and the independent auditor the adequacy of disclosures about changes in internal control over financial reporting.
- 1.5 Review and discuss with management (including the Chief Auditor) and the independent auditor M&T Bank Corporation's internal control over financial reporting report and the independent auditor's attestation of the report prior to the filing of M&T Bank Corporation's Form 10-K.

- 1.6 Review and discuss quarterly reports from the independent auditor on:
  - 1.6.1. All critical accounting policies and practices used.
  - 1.6.2. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - 1.6.3. Other material written communications between the independent auditor and management, such as any management letter.
- 1.7 Discuss with management M&T Bank Corporation's earnings press releases, including the use and presentation of any "pro forma" or "adjusted" non-GAAP information, prior to their public release, as well as discuss financial information and earnings guidance, if any, provided to analysts and ratings agencies. Such discussion may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and will include any significant items.
- 1.8 Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on M&T Bank Corporation's financial statements.
- 1.9 Discuss with management and the independent auditor M&T Bank Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including M&T Bank Corporation's risk assessment and risk management policies.
- 1.10 Discuss with the independent auditor the matters required to be discussed by the standards of the Public Company Accounting Oversight Board relating to the audit, including but not limited to any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management, and management's response.
- 1.11 Review disclosures made to the Audit Committee by M&T Bank Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in M&T Bank Corporation's internal controls.
- 1.12 Review and discuss significant disclosure issues considered by the Disclosure Committee.

- 1.13 Review and consider for approval any recommended changes to any management committee charter overseen by the Audit Committee.
  - 1.14 In coordination with the other committees of the Board, periodically discuss with management (a) the type and presentation of M&T Bank Corporation's key sustainability-related external disclosures and reports; and (b) M&T Bank Corporation's internal procedures and controls related to such disclosures, including any assurance or verification being provided by the independent auditor or other third party with respect to such disclosures. For the avoidance of doubt, this may be done generally and the Audit Committee need not review or discuss in advance each disclosure, framework or control related to M&T Bank Corporation's sustainability-related external disclosures.
  - 1.15 Where the Audit Committee is performing the duties required by law or regulation to be performed by an audit committee for a subsidiary bank of M&T Bank Corporation that does not have its own audit committee, perform as applicable the duties required of audit committees under the Federal Deposit Insurance Act and Part 363 of the Federal Deposit Insurance Corporation regulations and of fiduciary audit committees under Part 9 of the Office of the Comptroller of the Currency's regulations.
2. Oversight of M&T Bank Corporation's Relationship with the Independent Auditor.
- 2.1 Before the engagement of an independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Audit Committee regarding the relationships between the auditor and M&T Bank Corporation that, in the auditor's professional judgment, may reasonably be thought to bear on its independence and affirm in writing to the Audit Committee that the auditor is independent.
  - 2.2 Review and evaluate the lead partner of the independent auditor team.
  - 2.3 Obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and M&T Bank Corporation.
  - 2.4 Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining

the auditor's independence, taking into account the opinions of management and the Chief Auditor. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

- 2.5 Ensure the rotation of the audit partners as required by regulation. Consider whether, in order to assure continuing auditor independence, it is necessary to replace the independent auditing firm.
- 2.6 Establish policies for M&T Bank Corporation's hiring of partners, principals, shareholders, current or former employees, and "close family members" of "covered persons" of the independent auditor in order to ensure compliance with Rule 2-01(c)(2) of Regulation S-X.
- 2.7 Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
- 2.8 Engage in a dialogue with the independent auditor on the responsibilities of the independent auditor in relation to the audit, terms of the audit engagement, overview of the overall audit strategy and timing of the audit, and observations arising from the audit that are significant to the financial reporting process.
- 2.9 Engage in a dialogue with the independent auditor to understand the nature of each identified critical audit matter, the independent auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the independent auditor's report.

### 3. Oversight of M&T Bank Corporation's Internal Audit Function.

- 3.1 Oversee the appointment, replacement and compensation of the Chief Auditor and have the Chief Auditor report, functionally, to the Audit Committee.
- 3.2 Approve the Chief Auditor's annual performance evaluation and, in connection therewith, consider the Chief Auditor's qualifications and performance and confirm and assure the independence of the Chief Auditor.
- 3.3 Discuss with the Chief Auditor, and management and the independent auditor as appropriate, the Audit Division's responsibilities, budget and staffing, including the engagement of audit personnel sufficient in number and expertise to fully execute the annual internal audit plan and the availability of non-staff resources sufficient to fully execute the annual internal audit plan.
- 3.4 Review and approve material arrangements with third parties to perform internal audit services, and discuss as appropriate any risks associated with the engagement of such third parties.

- 3.5 Review and approve the annual internal audit plan (including the risk assessment methodology in the plan) and annually review and approve the Audit Division charter.
- 3.6 Review and approve the Audit Division budget and resource plan, and any significant interim revisions thereto.
- 3.7 Approve the Audit Division's performance objectives at least annually.
- 3.8 Consider, in consultation with the Chief Auditor and the independent auditor, the audit scope and plan of the Audit Division and the independent auditor, and the coordination of audit efforts to ensure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
- 3.9 Periodically, review performance versus plan relative to the internal audit plan and review and approve recommended changes in the planned scope of the internal audit plan.
- 3.10 Review the significant reports to management prepared by the Audit Division and management's responses.
- 3.11 Review with the Chief Auditor any difficulties encountered during the course of any internal audits, including any restrictions on the scope of audit work or access to required information.
- 3.12 Review with the Chief Auditor the Audit Division's compliance with the Institute of Internal Auditors' "Global Internal Audit Standards."
- 3.13 Understand the scope of the Chief Auditor's review of internal control over financial reporting.
- 3.14 Review periodic reports with the Chief Auditor that track progress made to remediate significant issues identified by the Audit Division, the independent auditor or the regulators.
- 3.15 Assess the ability of the Audit Division to operate with objectivity and on its own initiative, and to report its findings and assessments directly to the Audit Committee or the Board through clear reporting lines.
- 3.16 Review and approve the Chief Auditor's plan for performance of an external quality assessment and related action plans.
- 3.17 Approve objectivity mechanisms and safeguards to resolve conflict of interest issues and/ or objectivity impairments.

4. Compliance Oversight Responsibilities.

- 4.1 Obtain from the independent auditor assurance that if it detects or becomes aware of any illegal act that has not already been identified and disclosed by management, that the Audit Committee will be promptly informed and provided with a report if required under the Exchange Act.
- 4.2 Establish procedures for the receipt, retention and treatment of complaints received by M&T Bank Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- 4.3 Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding M&T Bank Corporation's financial statements or accounting policies.
- 4.4 Discuss with M&T Bank Corporation's Chief Legal Officer legal matters that may have a material impact on the financial statements or M&T Bank Corporation's compliance policies and internal control over financial reporting.

5. Risk Management Oversight Responsibilities

- 5.1 To the extent required to comply with the rules of the NYSE, the Audit Committee will exercise such oversight of the company's risk assessment and risk management framework, in conjunction with the Risk Committee, as is required thereunder.
- 5.2 The Audit Committee will have such risk management oversight responsibilities as are consistent with applicable law and regulation and are delegated to the Audit Committee by the Board or agreed to by the Audit Committee and Risk Committee from time to time.
- 5.3 Discuss with the Chief Auditor and, as appropriate, the independent auditor the audit coverage in light of the risks and demands posed by the enterprise's current and planned activities.

**Limitation of the Audit Committee's Role.** While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits of the financial statements or the internal control over financial reporting, which is the responsibility of the independent auditor, or to determine that M&T Bank Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations, which is the responsibility of management.