

## Appendix 4.

### M&T BANK CORPORATION AUDIT COMMITTEE CHARTER

**Purpose.** The Audit Committee is appointed by the Board to assist the Board in monitoring the integrity of the financial statements of M&T Bank Corporation; the independent auditor's qualifications and independence; the performance of M&T Bank Corporation's internal audit function and independent auditors; and 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").

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 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 on the recommendation of the Nomination, Compensation and Governance Committee. Audit Committee members may be replaced by the Board.

**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 General 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. Minutes of all Audit Committee meetings will be approved by the Audit Committee and maintained.

**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-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 minimus exceptions for non-audit services described in the Exchange Act which are approved by the Audit Committee prior to the completion of the audit, and by the Chair of the Audit Committee between regularly scheduled meetings according to such policies as are adopted by the Audit Committee from time to time.

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 the Audit Committee's own performance.

The Audit Committee shall review and reassess the adequacy of the following appendices to the M&T Bank Corporation Corporate Governance Standards: 1 (the M&T Bank Corporation Disclosure and Regulation FD Policy), 6 (the M&T Bank Corporation Financial Reporting and Disclosure Controls and Procedures Policy), 7 (the M&T Bank Corporation Code of Ethics for CEO and Senior Financial Officers), and 9 (the M&T Bank Corporation Employee Complaint Procedures for Accounting and Auditing Matters), from time to time and recommend any proposed changes to the Board for approval.

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, consider whether they are consistent with the information known to the Audit Committee members, 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 have the opportunity to discuss with management and the independent auditor, prior to the filing of the Form 10-Q, M&T Bank Corporation's quarterly financial statements on Forms 10-Q, including the results of the independent auditor's reviews of quarterly financial statements and disclosures made in management's discussion and analysis, and consider whether they are consistent with the information known to the Audit Committee members.
- 1.3. 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 controls and any special steps adopted in light of material control deficiencies.
- 1.4. Review and discuss with management and the independent auditor any major issues as to the adequacy of M&T Bank Corporation's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
- 1.5. Review and discuss with management (including the General Auditor) and the independent auditor M&T Bank Corporation's internal controls 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 and approve the content of M&T Bank Corporation's quarterly earnings prior to the public release of such information and 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, and any significant disagreements with management.
  - 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 controls 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 Policy Committee.
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 General 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 law. 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.
3. Oversight of M&T Bank Corporation's Internal Audit Function.
- 3.1. Oversee the appointment, replacement and compensation of the General Auditor and have the General Auditor report, functionally, to the Audit Committee.
  - 3.2. Confirm and assure the independence of the General Auditor.
  - 3.3. Discuss with the General Auditor and management the internal audit department's responsibilities, budget and staffing.
  - 3.4. Review and approve the annual internal audit plans.
  - 3.5. Consider, in consultation with the General Auditor and the independent auditor, the audit scope and plan of the internal audit department 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.
  - 3.6. Periodically, review performance versus plan relative to the internal audit plans and review and approve recommended changes in the planned scope of the internal audit plans.
  - 3.7. Review the significant reports to management prepared by the internal audit department and management's responses.

- 3.8. Review with the General 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.
- 3.9. Review with the General Auditor the internal audit department's compliance with the Institute of Internal Auditors' "International Standards of the Professional Practice of Internal Auditing."
- 3.10. Understand the scope of the General Auditor's review of internal control over financial reporting.

#### 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 General Counsel legal matters that may have a material impact on the financial statements or M&T Bank Corporation's compliance policies and internal controls.

#### 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.

**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 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. These are the responsibilities of management and the independent auditor.