

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |                |           |   |                                       |  |  |  |  |
|---|----------------|-----------|---|---------------------------------------|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Warren Edna Jennifer</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>M&amp;T BANK CORP [ MTB ]</u>   |                                       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>Sr. Executive Vice President</u> |  |  |
| (Last)  | (First)        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/31/2024</u>   |                                       |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| <u>ONE M&amp;T PLAZA</u>  |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |                                       |  |  |  |  |
| (Street)  | <u>BUFFALO</u> | <u>NY</u> | <u>14203</u>  | Rule 10b5-1(c) Transaction Indication |  |  |  |  |
| (City)  | (State)        | (Zip)     | <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |                                       |  |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |                  |                       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D)       | Price                 |   |  |   |
| Common Stock                    | 01/31/2024                           |  | A <sup>(1)</sup>               |   | 555   | A <sup>(1)</sup> | \$0.00 <sup>(2)</sup> | 561   | D  |   |
| Common Stock                    | 01/31/2024                           |  | F <sup>(3)</sup>               |   | 254   | D                | \$138.1               | 307   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |                  |                       | 35  | I  | 401(k) Plan <sup>(4)</sup>                            |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Option (right to buy)                      | \$138.1  | 01/31/2024                           |  | A                              |   | 2,456  |     | (5)  | 01/31/2034      | Common Stock  | 2,456                                      | \$0.00 <sup>(6)</sup>  | 2,456   | D  |       |

**Explanation of Responses:**

- Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 31, 2023, under the 2019 M&T Bank Corporation Equity Incentive Compensation Plan (the "Plan") and vested upon achievement of performance goals for the applicable performance period.
- The performance-based restricted stock units were granted under the Plan, and therefore the reporting person paid no price for the performance-based restricted stock units.
- Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- The information presented is as of December 31, 2023.
- The option vests ratably on the first, second and third anniversary of the grant date.
- The option was granted under the Plan, and therefore the reporting person paid no price for the option.

**Remarks:**

By: Stephen T. Wilson, Esq. 02/02/2024  
(Attorney-In-Fact)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.