

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 14, 2003

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

One M&T Plaza, Buffalo, New York

(Address of principal executive offices)

16-0968385

(I.R.S. Employer Identification No.)

14203

(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

The following exhibit is filed as a part of this report:

| <u>Exhibit No.</u> | |
|--------------------|---------------|
| 99 | News Release. |

Item 9. Regulation FD Disclosure (Information Furnished in this Item 9 is Furnished under Item 12).

On July 14, 2003, M&T Bank Corporation announced its results of operations for the fiscal quarter ending June 30, 2003. The public announcement was made by means of a news release, the text of which is set forth in Exhibit 99 hereto.

M&T Bank Corporation is furnishing the information required by Item 12 of Form 8-K, "Results of Operations and Financial Condition," under Item 9 of Form 8-K in accordance with SEC Release No. 33-8216.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

M&T BANK CORPORATION

Date: July 14, 2003

By: /s/ Michael P. Pinto

Michael P. Pinto
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

99 News Release. Filed herewith.

CONTACT: Michael S. Piemonte
(716) 842-5138

FOR IMMEDIATE RELEASE:
July 14, 2003

M&T BANK CORPORATION ANNOUNCES SECOND QUARTER EARNINGS

BUFFALO, NEW YORK — M&T Bank Corporation (“M&T”) (NYSE: MTB) today reported its results of operations for the quarter ended June 30, 2003.

GAAP Results of Operations. Diluted earnings per share measured in accordance with generally accepted accounting principles (“GAAP”) for the second quarter of 2003 were \$1.10, compared with \$1.19 in the year-earlier period. On the same basis, the recent quarter’s net income totaled \$134 million, up 17% from \$115 million in the second quarter of 2002.

The recent quarter’s results reflect the impact of operations obtained in M&T’s April 1, 2003 acquisition of Allfirst Financial Inc. (“Allfirst”) and the related issuance by M&T of 26.7 million common shares. Merger-related expenses were \$22 million, after applicable tax effect, or \$.17 per diluted share in the second quarter of 2003, and represent costs for professional services, travel and other expenses associated with the acquisition and the related integration of data processing and other operating systems and functions. There were no similar expenses in the second quarter of 2002.

GAAP-basis net income for the second quarter of 2003 expressed as an annualized rate of return on average assets and average common stockholders’ equity was 1.10% and 10.00%, respectively, compared with 1.47% and 15.43%, respectively, in the year-earlier quarter. A combined balance sheet for M&T on April 1, 2003, which includes a summary of assets acquired and liabilities assumed by M&T from Allfirst as of the acquisition date, is included herein.

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Robert G. Wilmers, Chairman of the Board, President and Chief Executive Officer of M&T commented, "The last few months have proven to be both challenging and exciting, as we welcomed former Allfirst employees to M&T and integrated Allfirst's operations into those of M&T. We are pleased to report that through the efforts of many dedicated employees from throughout the expanded M&T the recently completed systems conversions went smoothly. We look forward to efficiently providing enhanced services to our customers now that all M&T customer accounts are housed on the same data processing systems."

For the six months ended June 30, 2003 and 2002, GAAP-basis diluted earnings per share were \$2.30 and \$2.37, respectively. GAAP-basis net income for the first six months of 2003 totaled \$251 million, 10% higher than \$228 million in the year-earlier period. Merger-related expenses incurred during 2003 associated with the acquisition of Allfirst were \$25 million, after applicable tax effect, or \$.23 per diluted share. M&T will incur additional merger-related expenses in the second half of 2003 as Allfirst's operations are fully integrated into M&T. There were no merger-related expenses in the first half of 2002. GAAP-basis net income for the first half of 2003 expressed as an annualized rate of return on average assets and average common stockholders' equity was 1.23% and 11.67%, respectively, compared with 1.47% and 15.49%, respectively, in the corresponding 2002 period.

Supplemental Reporting of Non-GAAP Results of Operations. Since 1998, M&T has consistently provided supplemental reporting of its results on a "net operating" or "tangible" basis, from which M&T excludes the after-tax effect of amortization of core deposit and other intangible assets and expenses associated with merging acquired operations into M&T. Although "net operating

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income” as defined by M&T is not a GAAP measure, M&T’s management believes that this information helps investors understand the effect of acquisition activity in reported results. Amortization of core deposit and other intangible assets, after tax effect, was \$14 million (\$.11 per diluted share) in the recent quarter, compared with \$9 million (\$.09 per diluted share) in the year-earlier quarter. Similar amortization charges for the six months ended June 30, 2003 and 2002 were \$21 million, after tax effect (\$.20 per diluted share) and \$17 million, after tax effect (\$.18 per diluted share), respectively.

Diluted net operating earnings per share, which exclude the impact of amortization of core deposit and other intangible assets and merger-related expenses, were \$1.38 for the quarter ended June 30, 2003, compared with \$1.28 in the second quarter of 2002. Net operating income for the recent quarter was \$169 million, up 38% from \$123 million in the year-earlier quarter. Expressed as an annualized rate of return on average tangible assets and average tangible stockholders’ equity, net operating income was 1.48% and 29.89%, respectively, in 2003’s second quarter, compared with 1.64% and 27.75% in the second quarter of 2002. Average tangible assets and equity exclude goodwill, core deposit and other intangible assets, net of applicable deferred tax balances, of \$3.1 billion during the recent quarter and \$1.2 billion during the second quarter of 2002.

For the first six months of 2003, diluted net operating earnings per share were \$2.73, compared with \$2.55 in the corresponding 2002 period. Net operating income for the first half of 2003 rose to \$297 million, up 21% from \$245 million in the corresponding 2002 period. For the first six months of 2003, net operating income expressed as an annualized rate of return on

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average tangible assets and average tangible equity was 1.54% and 27.39%, respectively, compared with 1.64% and 28.03% in the similar 2002 period. Average tangible assets and equity exclude goodwill, core deposit and other intangible assets, net of applicable deferred tax balances, of \$2.1 billion and \$1.2 billion during the six months ended June 30, 2003 and 2002, respectively.

Reconciliation of GAAP and Non-GAAP Results of Operations. A reconciliation of diluted earnings per share and net income with diluted net operating earnings per share and net operating income follows:

| | Three months ended June 30 | | Six months ended June 30 | |
|--|----------------------------------|---------|-----------------------------|---------|
| | 2003 | 2002 | 2003 | 2002 |
| | (in thousands, except per share) | | | |
| Diluted earnings per share | \$ 1.10 | 1.19 | 2.30 | 2.37 |
| Amortization of core deposit and other intangible assets(1) | .11 | .09 | .20 | .18 |
| Merger-related expenses(1) | .17 | — | .23 | — |
| Diluted net operating earnings per share | \$ 1.38 | 1.28 | 2.73 | 2.55 |
| Net income | \$134,040 | 114,507 | 250,578 | 228,084 |
| Amortization of core deposit and other intangible assets(1) | 13,883 | 8,533 | 20,977 | 17,326 |
| Merger-related expenses(1) | 21,513 | — | 25,112 | — |
| Net operating income | \$169,436 | 123,040 | 296,667 | 245,410 |

(1) After any related tax effect

Accounting for Stock-Based Compensation. Effective January 1, 2003, M&T began expensing stock-based compensation in accordance with the fair value method of accounting described in Statement of Financial Accounting Standards (“SFAS”) No. 123, “Accounting for Stock-Based Compensation,” as amended. As a

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result, salaries and employee benefits expense in the first and second quarters of 2003 included \$10 million of stock-based compensation, resulting in a reduction of net income in each quarter of \$7 million, or \$.08 per diluted share in the initial 2003 quarter and \$.06 per diluted share in the second quarter of 2003. Using the retroactive restatement method described in SFAS No. 148, which amended SFAS No. 123, salaries and employee benefits expense for the first and second quarters of 2002 were each restated to include \$10 million of stock-based compensation, resulting in a reduction of previously reported net income of \$7 million, or \$.07 per diluted share, in each of the 2002 quarters. These expenses are included in both the GAAP and supplemental non-GAAP results of operations discussed above.

Taxable-equivalent Net Interest Income. Led by growth in average loans outstanding, taxable-equivalent net interest income increased 39% to \$435 million in the second quarter of 2003 from \$313 million in the year-earlier quarter. Reflecting the impact of \$10.2 billion of loans obtained in the Allfirst acquisition, average loans outstanding increased 45% to \$36.6 billion in 2003's second quarter from \$25.2 billion in the comparable 2002 period. Net interest margin, or taxable-equivalent net interest income expressed as an annualized percentage of average earning assets, was 4.12% in the recent quarter and 4.43% in the year-earlier period. The decline in net interest margin was predominantly a consequence of the yields on earning assets and rates paid on interest-bearing liabilities obtained in the Allfirst acquisition.

Provision for Credit Losses/Asset Quality. The provision for credit losses totaled \$36 million in the second quarter of 2003, up from \$28 million a year earlier. Net charge-offs of loans during the recent quarter were \$23 million, down from \$25

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million in the year-earlier period. Net charge-offs of loans acquired from Allfirst during the recent quarter were not significant. Expressed as an annualized percentage of average loans outstanding, net charge-offs were .26% in 2003's second quarter, compared with .39% in the corresponding 2002 period. Loans classified as nonperforming totaled \$319 million, or .86% of total loans at June 30, 2003, compared with \$168 million or .66% at June 30, 2002. Loans past due 90 days or more and accruing interest were \$170 million at the recent quarter-end, compared with \$128 million a year earlier. Included in these loans at June 30, 2003 and 2002 were \$115 million and \$104 million, respectively, of one-to-four family residential mortgage loans serviced by M&T and repurchased from the Government National Mortgage Association. The outstanding principal balances of these loans are fully guaranteed by government agencies. The loans were repurchased to reduce the cost of servicing them. In general, the remaining portion of accruing loans past due 90 days or more are either also guaranteed by government agencies or well-secured by collateral. Included in the June 30, 2003 totals of nonperforming loans and loans past due 90 days or more and accruing interest were loans obtained in the Allfirst transaction of \$109 million and \$33 million, respectively. Assets taken in foreclosure of defaulted loans were \$23 million at June 30, 2003, compared with \$22 million a year earlier.

Allowance for Credit Losses. The allowance for credit losses totaled \$604 million, or 1.63% of total loans, at June 30, 2003, compared with \$436 million, or 1.70%, a year earlier. On the April 1, 2003 acquisition date, Allfirst had an allowance for credit losses of \$146 million, or 1.43% of Allfirst's loans then outstanding. Immediately following the merger on April 1, the combined balance sheet of M&T and Allfirst included an allowance

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for credit losses of \$591 million that was equal to 1.62% of the \$36.4 billion of outstanding loans. The ratio of M&T's allowance for credit losses to nonperforming loans was 189% and 260% at June 30, 2003 and 2002, respectively.

Noninterest Income and Expense. Noninterest income in the second quarter of 2003 totaled \$233 million, 92% higher than \$121 million in the year-earlier quarter. Approximately 80% of the increase was attributable to revenues related to operations in market areas associated with the former Allfirst franchise. In addition, higher mortgage banking revenues, largely the result of the low interest rate environment, and increased service charges on deposit accounts contributed to the improvement.

Noninterest expense in the recent quarter totaled \$431 million, up 85% from \$233 million in 2002's second quarter. Included in such amounts are expenses considered to be nonoperating in nature consisting of the previously noted amortization of core deposit and other intangible assets of \$23 million in 2003 and \$13 million in 2002, and merger-related expenses of \$33 million in 2003. There were no merger-related expenses in 2002. Exclusive of these nonoperating expenses, noninterest operating expenses were \$375 million in the recent quarter, compared with \$220 million in the second quarter of 2002. Higher costs for salaries, including commissions, incentive compensation, and increased staffing levels resulting from the Allfirst acquisition, contributed to the increase in operating expenses. In addition, an \$18 million provision for the impairment of capitalized mortgage servicing rights was recorded during the recently completed quarter, reflecting the impact on customer refinancings that the current low interest rate environment is expected to have on the rate of residential

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mortgage prepayments. A similar charge of \$3 million was recognized during the second quarter of 2002.

The efficiency ratio, or noninterest operating expenses divided by the sum of taxable-equivalent net interest income and noninterest income (exclusive of gains and losses from sales of bank investment securities), measures the relationship of operating expenses to revenues. M&T's efficiency ratio was 56.2% in the second quarter of 2003, compared with 50.7% in the year-earlier period. The higher ratio in 2003 reflects the acquired Allfirst operations that will be integrated into M&T's operations during the second half of 2003.

Michael P. Pinto, M&T's Executive Vice President and Chief Financial Officer observed, "We are quite pleased with our results for the second quarter. Low interest rates continue to have a beneficial effect on our consumer lending businesses, including automobile lending and residential mortgage loan originations. With regard to Allfirst, virtually all aspects of the integration are proceeding according to plan and we remain confident that, exclusive of merger-related expenses and amortization of intangible assets, the acquisition will not be dilutive to operating earnings in 2003. Furthermore, we expect that earnings for the full year, after excluding Allfirst merger expenses, will be in line with current analysts' estimates."

Balance Sheet. M&T had total assets of \$50.4 billion at June 30, 2003, up from \$31.7 billion at June 30, 2002. Loans and leases, net of unearned discount, rose 45% to \$37.0 billion at the recent quarter-end from \$25.6 billion a year earlier. Deposits were \$32.5 billion at June 30, 2003, up from \$21.9 billion at June 30, 2002. Total assets, loans and deposits obtained in the Allfirst transaction were \$16 billion, \$10 billion and \$11 billion,

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respectively. Total stockholders' equity was \$5.4 billion at June 30, 2003, representing 10.78% of total assets, compared with \$3.0 billion or 9.46% a year earlier. Common stockholders' equity per share was \$45.46 and \$32.54 at June 30, 2003 and 2002, respectively. Tangible equity per common share was \$19.47 at June 30, 2003, compared with \$19.58 at June 30, 2002. In the calculation of tangible equity per common share, stockholders' equity is reduced by the carrying values of goodwill and core deposit and other intangible assets, net of applicable deferred tax balances, which aggregated \$3.1 billion in 2003 and \$1.2 billion in 2002.

Conference Call. Investors will have an opportunity to listen to M&T's conference call to discuss second quarter financial results at 10:00 a.m. Eastern Time today, July 14, 2003. Those wishing to participate in the call may dial 877-780-2276. International participants, using any applicable international calling codes, may dial 973-582-2700. The conference call will be webcast live on M&T's website at <http://ir.mandtbank.com/conference.cfm>. A replay of the call will be available until July 15, 2003 by calling 877-519-4471, code 4020789 and 973-341-3080 for international participants. The event will also be archived and available by noon today on M&T's website at <http://ir.mandtbank.com/conference.cfm>.

Forward-Looking Statements. *This news release contains forward-looking statements that are based on current expectations, estimates and projections about M&T's business, management's beliefs and assumptions made by management. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions ("Future Factors") which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. M&T undertakes no obligation to update publicly any forward-looking*

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statements, whether as a result of new information, future events or otherwise.

Future Factors include changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; credit losses; sources of liquidity; common shares outstanding; common stock price volatility; fair value of and number of stock options to be issued in future periods; legislation affecting the financial services industry as a whole, and M&T and its subsidiaries individually or collectively; regulatory supervision and oversight, including required capital levels; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental and public policy changes, including environmental regulations; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings; continued availability of financing; financial resources in the amounts, at the times and on the terms required to support M&T and its subsidiaries' future businesses; and material differences in the actual financial results of merger and acquisition activities compared with M&T's initial expectations, including the full realization of anticipated cost savings and revenue enhancements. These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, including interest rate and currency exchange rate fluctuations, and other Future Factors.

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M&T BANK CORPORATION
Financial Highlights

| Amounts in thousands, except per share | Three months ended June 30 | | | Six months ended June 30 | | |
|---|-------------------------------|---------|--------|-----------------------------|---------|--------|
| | 2003 | 2002 | Change | 2003 | 2002 | Change |
| Performance | | | | | | |
| Net income | \$134,040 | 114,507 | 17% | \$250,578 | 228,084 | 10% |
| Per common share: | | | | | | |
| Basic earnings | \$ 1.12 | 1.23 | -9% | \$ 2.36 | 2.45 | -4% |
| Diluted earnings | 1.10 | 1.19 | -8 | 2.30 | 2.37 | -3 |
| Cash dividends | \$.30 | .25 | 20 | \$.60 | .50 | 20 |
| Common shares outstanding: | | | | | | |
| Average — diluted (1) | 122,366 | 95,917 | 28% | 108,789 | 96,107 | 13% |
| Period end (2) | 119,519 | 92,192 | 30 | 119,519 | 92,192 | 30 |
| Return on (annualized): | | | | | | |
| Average total assets | 1.10% | 1.47% | | 1.23% | 1.47% | |
| Average common stockholders' equity | 10.00% | 15.43% | | 11.67% | 15.49% | |
| Taxable-equivalent net interest income | \$435,198 | 313,097 | 39% | \$754,788 | 617,756 | 22% |
| Yield on average earning assets | 5.50% | 6.57% | | 5.68% | 6.62% | |
| Cost of interest-bearing liabilities | 1.65% | 2.50% | | 1.75% | 2.57% | |
| Net interest spread | 3.85% | 4.07% | | 3.93% | 4.05% | |
| Contribution of interest-free funds | .27% | .36% | | .27% | .35% | |
| Net interest margin | 4.12% | 4.43% | | 4.20% | 4.40% | |
| Net charge-offs to average total net loans (annualized) | .26% | .39% | | .31% | .33% | |
| Net operating results (3) | | | | | | |
| Net operating income | \$169,436 | 123,040 | 38% | \$296,667 | 245,410 | 21% |
| Diluted net operating earnings per common share | 1.38 | 1.28 | 8 | 2.73 | 2.55 | 7 |
| Return on (annualized): | | | | | | |
| Average tangible assets | 1.48% | 1.64% | | 1.54% | 1.64% | |
| Average tangible common equity | 29.89% | 27.75% | | 27.39% | 28.03% | |
| Efficiency ratio | 56.20% | 50.67% | | 53.62% | 50.96% | |
| At June 30 | | | | | | |
| | 2003 | 2002 | Change | | | |
| Loan quality | | | | | | |
| Nonaccrual loans | \$311,881 | 159,468 | 96% | | | |
| Renegotiated loans | 6,985 | 8,463 | -17 | | | |
| Total nonperforming loans | \$318,866 | 167,931 | 90% | | | |
| Accruing loans past due 90 days or more | \$169,753 | 128,127 | 32% | | | |
| Nonperforming loans to total net loans | .86% | .66% | | | | |
| Allowance for credit losses to total net loans | 1.63% | 1.70% | | | | |

(1) Includes common stock equivalents.

(2) Includes common stock issuable under deferred compensation plans.

(3) Excludes merger-related expenses and amortization and balances related to goodwill and core deposit and other intangible assets which, except in the calculation of the efficiency ratio, are net of applicable income tax effects. A reconciliation of net income and net operating income appears on page 4.

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M&T BANK CORPORATION
Condensed Consolidated Statement of Income

| Dollars in thousands | Three months ended June 30 | | | Six months ended June 30 | | |
|--|-------------------------------|---------|--------|-----------------------------|---------|--------|
| | 2003 | 2002 | Change | 2003 | 2002 | Change |
| Interest income | \$576,396 | 461,425 | 25% | \$1,011,955 | 922,612 | 10% |
| Interest expense | 145,506 | 151,949 | -4 | 265,098 | 312,076 | -15 |
| Net interest income | 430,890 | 309,476 | 39 | 746,857 | 610,536 | 22 |
| Provision for credit losses | 36,000 | 28,000 | 29 | 69,000 | 52,000 | 33 |
| Net interest income after provision for credit losses | 394,890 | 281,476 | 40 | 677,857 | 558,536 | 21 |
| Other income | | | | | | |
| Mortgage banking revenues | 43,915 | 23,281 | 89 | 78,379 | 51,193 | 53 |
| Service charges on deposit accounts | 85,882 | 40,811 | 110 | 129,231 | 80,336 | 61 |
| Trust income | 33,640 | 15,318 | 120 | 47,839 | 31,123 | 54 |
| Brokerage services income | 14,361 | 12,078 | 19 | 24,409 | 22,997 | 6 |
| Trading account and foreign exchange gains | 5,689 | 386 | 1374 | 6,330 | 1,429 | 343 |
| Gain (loss) on sales of bank investment securities | 250 | (170) | — | 483 | 1 | — |
| Other revenues from operations | 49,160 | 29,475 | 67 | 79,073 | 58,328 | 36 |
| Total other income | 232,897 | 121,179 | 92 | 365,744 | 245,407 | 49 |
| Other expense | | | | | | |
| Salaries and employee benefits | 205,481 | 125,701 | 63 | 329,555 | 249,155 | 32 |
| Equipment and net occupancy | 47,896 | 25,727 | 86 | 75,047 | 52,931 | 42 |
| Printing, postage and supplies | 10,926 | 5,871 | 86 | 17,939 | 11,904 | 51 |
| Amortization of core deposit and other intangible assets | 22,671 | 13,142 | 73 | 34,269 | 26,685 | 28 |
| Other costs of operations | 144,173 | 62,826 | 129 | 216,615 | 125,876 | 72 |
| Total other expense | 431,147 | 233,267 | 85 | 673,425 | 466,551 | 44 |
| Income before income taxes | 196,640 | 169,388 | 16 | 370,176 | 337,392 | 10 |
| Applicable income taxes | 62,600 | 54,881 | 14 | 119,598 | 109,308 | 9 |
| Net income | \$134,040 | 114,507 | 17% | \$ 250,578 | 228,084 | 10% |
| Summary of merger-related expenses included above: | | | | | | |
| Salaries and employee benefits | \$ 3,553 | — | | \$ 3,838 | — | |
| Equipment and net occupancy | 800 | — | | 896 | — | |
| Printing, postage and supplies | 2,319 | — | | 2,361 | — | |
| Other costs of operations | 26,486 | — | | 31,508 | — | |
| Total merger-related expenses | \$ 33,158 | — | | \$ 38,603 | — | |

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M&T BANK CORPORATION
Condensed Opening Balance Sheet

| Dollars in thousands | Opening Balances April 1, 2003 | | |
|---|--------------------------------|-------------------|-------------------|
| | M&T | Allfirst | Combined |
| ASSETS | | | |
| Investment securities | \$ 4,146,303 | 1,409,620 | 5,555,923 |
| Loans and leases, net of unearned discount | 26,224,113 | 10,221,790 | 36,445,903 |
| Less: allowance for credit losses | 444,680 | 146,300 | 590,980 |
| Net loans and leases | 25,779,433 | 10,075,490 | 35,854,923 |
| Goodwill | 1,097,553 | 1,806,529 | 2,904,082 |
| Core deposit and other intangible assets | 107,342 | 199,265 | 306,607 |
| Other assets | 2,313,160 | 2,999,755 | 5,312,915 |
| Total assets | \$33,443,791 | 16,490,659 | 49,934,450 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| Noninterest-bearing deposits | \$ 3,901,172 | 3,671,025 | 7,572,197 |
| Interest-bearing deposits | 18,023,050 | 7,264,496 | 25,287,546 |
| Total deposits | 21,924,222 | 10,935,521 | 32,859,743 |
| Short-term borrowings | 2,387,043 | 1,610,782 | 3,997,825 |
| Accrued interest and other liabilities | 424,887 | 723,882 | 1,148,769 |
| Long-term borrowings | 5,394,920 | 1,226,518 | 6,621,438 |
| Total liabilities | 30,131,072 | 14,496,703 | 44,627,775 |
| Stockholders' equity | 3,312,719 | 1,993,956 | 5,306,675 |
| Total liabilities and stockholders' equity | \$33,443,791 | 16,490,659 | 49,934,450 |

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M&T BANK CORPORATION
Condensed Consolidated Balance Sheet

| Dollars in thousands | June 30 | | Change |
|--|--------------|------------|--------|
| | 2003 | 2002 | |
| ASSETS | | | |
| Cash and due from banks | \$ 2,565,621 | 864,158 | 197% |
| Money-market assets | 288,929 | 92,514 | 212 |
| Investment securities | 5,945,533 | 2,960,512 | 101 |
| Loans and leases, net of unearned discount | 37,001,556 | 25,603,569 | 45 |
| Less: allowance for credit losses | 603,501 | 436,395 | 38 |
| Net loans and leases | 36,398,055 | 25,167,174 | 45 |
| Goodwill | 2,904,081 | 1,097,553 | 165 |
| Core deposit and other intangible assets | 283,936 | 143,589 | 98 |
| Other assets | 2,012,973 | 1,382,861 | 46 |
| Total assets | \$50,399,128 | 31,708,361 | 59% |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| Noninterest-bearing deposits at U.S. offices | \$ 8,764,640 | 3,800,508 | 131% |
| Other deposits at U.S. offices | 22,364,719 | 16,839,791 | 33 |
| Deposits at foreign offices | 1,409,414 | 1,217,273 | 16 |
| Total deposits | 32,538,773 | 21,857,572 | 49 |
| Short-term borrowings | 4,631,346 | 2,244,272 | 106 |
| Accrued interest and other liabilities | 1,036,791 | 394,882 | 163 |
| Long-term borrowings | 6,758,781 | 4,211,920 | 60 |
| Total liabilities | 44,965,691 | 28,708,646 | 57 |
| Stockholders' equity (1) | 5,433,437 | 2,999,715 | 81 |
| Total liabilities and stockholders' equity | \$50,399,128 | 31,708,361 | 59% |

(1) Reflects accumulated other comprehensive income, net of applicable income taxes, of \$52.4 million at June 30, 2003 and \$35.4 million at June 30, 2002.

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M&T BANK CORPORATION
Condensed Consolidated Average Balance Sheet
and Annualized Taxable-equivalent Rates

| Dollars in millions | Three months ended June 30 | | | | | Six months ended June 30 | | | | |
|---|-------------------------------|-------|---------|-------|----------------------|-----------------------------|-------|---------|-------|----------------------|
| | 2003 | | 2002 | | Change in balance | 2003 | | 2002 | | Change in balance |
| | Balance | Rate | Balance | Rate | | Balance | Rate | Balance | Rate | |
| ASSETS | | | | | | | | | | |
| Money-market assets | \$ 100 | 1.21% | 273 | 1.76% | -63% | \$ 337 | 1.27% | 267 | 1.78% | 26% |
| Investment securities | 5,654 | 4.41 | 2,888 | 5.90 | 96 | 4,652 | 4.80 | 2,899 | 5.91 | 60 |
| Loans and leases, net of unearned discount | | | | | | | | | | |
| Commercial, financial, etc | 9,985 | 4.34 | 5,070 | 5.24 | 97 | 7,675 | 4.43 | 5,064 | 5.23 | 52 |
| Real estate — commercial | 12,059 | 6.14 | 9,432 | 7.09 | 28 | 10,880 | 6.33 | 9,402 | 7.10 | 16 |
| Real estate — consumer | 3,853 | 6.18 | 4,129 | 7.07 | -7 | 3,519 | 6.31 | 4,284 | 7.09 | -18 |
| Consumer | 10,735 | 6.19 | 6,583 | 7.00 | 63 | 9,167 | 6.23 | 6,412 | 7.09 | 43 |
| Total loans and leases, net | 36,632 | 5.67 | 25,214 | 6.70 | 45 | 31,241 | 5.86 | 25,162 | 6.75 | 24 |
| Total earning assets | 42,386 | 5.50 | 28,375 | 6.57 | 49 | 36,230 | 5.68 | 28,328 | 6.62 | 28 |
| Goodwill | 2,893 | | 1,098 | | 164 | 2,000 | | 1,098 | | 82 |
| Core deposit and other intangible assets | 295 | | 150 | | 97 | 204 | | 157 | | 31 |
| Other assets | 3,436 | | 1,726 | | 99 | 2,628 | | 1,736 | | 51 |
| Total assets | \$49,010 | | 31,349 | | 56% | \$41,062 | | 31,319 | | 31% |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | | | | | |
| Interest-bearing deposits | | | | | | | | | | |
| NOW accounts | \$ 903 | .40 | 757 | .56 | 19% | 846 | .38 | 748 | .53 | 13% |
| Savings deposits | 14,428 | .79 | 8,822 | 1.23 | 64 | 12,039 | .86 | 8,641 | 1.26 | 39 |
| Time deposits | 7,489 | 2.40 | 7,642 | 3.34 | -2 | 6,687 | 2.50 | 7,890 | 3.49 | -15 |
| Deposits at foreign offices | 996 | 1.16 | 404 | 1.51 | 147 | 1,024 | 1.18 | 441 | 1.51 | 132 |
| Total interest-bearing deposits | 23,816 | 1.30 | 17,625 | 2.12 | 35 | 20,596 | 1.39 | 17,720 | 2.23 | 16 |
| Short-term borrowings | 4,789 | 1.22 | 2,677 | 1.77 | 79 | 4,143 | 1.25 | 2,820 | 1.77 | 47 |
| Long-term borrowings | 6,698 | 3.22 | 4,121 | 4.56 | 63 | 5,774 | 3.41 | 3,924 | 4.70 | 47 |
| Total interest-bearing liabilities | 35,303 | 1.65 | 24,423 | 2.50 | 45 | 30,513 | 1.75 | 24,464 | 2.57 | 25 |
| Noninterest-bearing deposits | 7,373 | | 3,585 | | 106 | 5,565 | | 3,520 | | 58 |
| Other liabilities | 957 | | 363 | | 164 | 656 | | 366 | | 79 |
| Total liabilities | 43,633 | | 28,371 | | 54 | 36,734 | | 28,350 | | 30 |
| Stockholders' equity | 5,377 | | 2,978 | | 81 | 4,328 | | 2,969 | | 46 |
| Total liabilities and stockholders' equity | \$49,010 | | 31,349 | | 56% | \$41,062 | | 31,319 | | 31% |
| Net interest spread | | 3.85 | | 4.07 | | | 3.93 | | 4.05 | |
| Contribution of interest-free funds | | .27 | | .36 | | | .27 | | .35 | |
| Net interest margin | | 4.12% | | 4.43% | | | 4.20% | | 4.40% | |