

M&T BANK CORP  
Form DEF 14A  
March 06, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

M&T BANK CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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**M&T BANK CORPORATION**  
One M&T Plaza  
Buffalo, New York 14203  
Notice of 2008 Annual Meeting of Stockholders  
and  
Proxy Statement

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**M&T BANK CORPORATION**

One M&T Plaza  
Buffalo, New York 14203

March 6, 2008

Dear Stockholder,

You are cordially invited to attend the 2008 Annual Meeting of Stockholders of M&T Bank Corporation. Our annual meeting will be held on the 10th floor of One M&T Plaza in Buffalo, New York on Tuesday, April 15, 2008 at 11:00 a.m.

Stockholders will be asked to elect 20 directors and to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2008. Information about the nominees for director and PricewaterhouseCoopers LLP can be found in the attached Proxy Statement.

Whether or not you presently plan to attend the meeting, please indicate your vote by using the enclosed proxy card or by voting by telephone or the Internet. You may withdraw your proxy if you attend the meeting and wish to vote in person.

We urge you to vote for the election of all 20 nominees and to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation.

**ROBERT G. WILMERS**  
Chairman of the Board and  
Chief Executive Officer

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 15, 2008**

The Proxy Statement and 2007 Annual Report of M&T Bank Corporation are available at <http://ir.mandtbank.com/proxy.cfm>.

**YOUR VOTE IS IMPORTANT**

It is important that your shares be represented and voted at the Annual Meeting of Stockholders. Stockholders whose shares are held in registered form have a choice of using a traditional proxy card or voting by telephone or the Internet, as described on your proxy card. Stockholders or other beneficial owners of shares whose shares are held in the name of a broker, bank or other holder of record must vote using the form of proxy sent by the nominee. Check your proxy card or the information forwarded by your broker, bank or other holder of record to see which options are available to you. Any stockholder present at the meeting may withdraw his or her proxy and vote personally on any matter properly brought before the meeting.

**DISCONTINUE DUPLICATE MAILINGS**

M&T Bank Corporation currently provides annual reports to stockholders who receive proxy statements. If you are a stockholder of record and have more than one account in your name or at the same address as other stockholders of record, you may authorize M&T Bank Corporation to discontinue mailings of multiple annual reports and proxy statements. To discontinue duplicate mailings, please either mail your request to M&T Bank Corporation, Attention: Shareholder Relations, One M&T Plaza, Buffalo, New York 14203, or send your request to Shareholder Relations via electronic mail at [ir@mtb.com](mailto:ir@mtb.com).

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**M&T BANK CORPORATION**  
One M&T Plaza  
Buffalo, New York 14203  
**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

<b>TIME</b>	11:00 a.m., local time, on Tuesday, April 15, 2008.
<b>PLACE</b>	One M&T Plaza 10th Floor Buffalo, New York 14203
<b>ITEMS OF BUSINESS</b>	(1) To elect 20 directors for a term of one (1) year and until their successors have been elected and qualified.  (2) To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2008.  (3) To transact such other business as may properly come before the meeting and any adjournments thereof.
<b>RECORD DATE</b>	Holders of the Common Stock of record at 5:00 p.m., Eastern Standard Time, on February 29, 2008 are entitled to vote at the meeting.
<b>VOTING</b>	It is important that your shares be represented and voted at the meeting. You can vote your shares by proxy by using one of the following methods: mark, sign, date and promptly return the enclosed proxy card in the postage-paid envelope furnished for that purpose, <b>or</b> vote by telephone or the Internet using the instructions on the enclosed proxy card. Any proxy may be revoked in the manner described in the accompanying Proxy Statement at any time prior to its exercise at the Annual Meeting of Stockholders. Any stockholder present at the meeting may withdraw his or her proxy and vote personally on any matter properly brought before the meeting.

March 6, 2008

MARIE KING  
Corporate Secretary

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**M&T BANK CORPORATION  
PROXY STATEMENT**

**INTRODUCTION**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of M&T Bank Corporation of proxies in the accompanying form for use at the 2008 Annual Meeting of Stockholders or any adjournment or adjournments thereof.

The Annual Meeting of Stockholders of M&T Bank Corporation will be held on the 10th floor of One M&T Plaza in Buffalo, New York on Tuesday, April 15, 2008, at 11:00 a.m., local time. M&T Bank Corporation's mailing address is One M&T Plaza, Buffalo, New York 14203, and its telephone number is (716) 842-5138.

This Proxy Statement and the accompanying form of proxy are first being sent to stockholders of record on or about March 6, 2008. A copy of M&T Bank Corporation's Annual Report for 2007, including financial statements, has either previously been delivered or accompanies this Proxy Statement, but is not part of the proxy solicitation materials.

**VOTING RIGHTS**

Stockholders of record at 5:00 p.m., Eastern Standard Time, on February 29, 2008 are entitled to vote at the Annual Meeting. At that time, M&T Bank Corporation had outstanding 110,087,256 shares of common stock, \$0.50 par value per share ( Common Stock ). Each share of Common Stock is entitled to one vote. Shares may not be voted at the meeting unless the owner is present or represented by proxy. A stockholder can be represented through the return of a physical proxy or by utilizing the telephone or Internet voting procedures. The telephone and Internet voting procedures are designed to authenticate stockholders by use of a control number and allow stockholders to confirm that their instructions have been properly recorded. The method by which you vote will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. A stockholder giving a proxy may revoke it at any time before it is exercised by giving written notice of such revocation or by delivering a later dated proxy, in either case, to Marie King, Corporate Secretary, at the address set forth above, or by the vote of the stockholder in person at the Annual Meeting.

Proxies will be voted in accordance with the stockholder's direction, if any. Unless otherwise directed, proxies will be voted in favor of the election as directors of the persons named under the caption **NOMINEES FOR DIRECTOR** and in favor of ratifying the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2008.

The presence in person or by proxy of the holders of a majority of the outstanding Common Stock will constitute a quorum for the transaction of business at the meeting. Broker non-votes will be counted as being present or represented at the meeting for purposes of establishing a quorum. The vote of a plurality of the shares of Common Stock present or represented at the meeting is required for the election of directors, assuming a quorum is present or represented at the meeting. If, however, a director does not receive a

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majority of the votes cast (which includes votes to withhold but excludes abstentions), that director would be required to tender his or her resignation to the Board of Directors for consideration in accordance with the bylaws of M&T Bank Corporation.

The vote of a majority of the votes cast at the meeting is required to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2008. An abstention with respect to the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation will not constitute a vote cast and therefore will not affect the outcome of the vote on the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation.

Broker non-votes will not constitute votes cast for purposes of determining, and therefore will have no effect on, the outcome of the vote for the election of directors, the ratification of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation.

**PRINCIPAL BENEFICIAL OWNERS OF SHARES**

The following table sets forth certain information with respect to all persons or groups known by M&T Bank Corporation to be the beneficial owners of more than 5% of its outstanding Common Stock as of February 29, 2008.

Name and address of beneficial owner		Amount and Nature of Beneficial Ownership	Percent of class
<b>Allied Irish Banks, p.l.c.</b>	Bankcentre, Ballsbridge Dublin 4, Ireland	26,700,000(1)	24.25%
<b>Robert G. Wilmers and others:</b>			
R.I. REM Investments S.A.	Eskildsen & Eskildsen Calle 50 102 Edificio Universal Planta Baja Panama	4,513,200	4.1%
Interlaken Foundation	2214 Massachusetts Ave., N.W. Washington, D.C. 20008	105,859	less than 1%
St. Simon Charitable Foundation	2214 Massachusetts Ave., N.W. Washington, D.C. 20008	186,559	less than 1%
Roche Foundation	One M&T Plaza, 19th floor Buffalo, NY 14203	78,532	less than 1%
West Ferry Foundation	One M&T Plaza, 19th floor Buffalo, NY 14203	168,218	less than 1%
Elisabeth Roche Wilmers	One M&T Plaza, 19th floor Buffalo, NY 14203	461,273	less than 1%
Robert G. Wilmers	One M&T Plaza, 19th floor Buffalo, NY 14203	4,906,031	4.44%

Group Total	2	10,419,672(2)	9.46%
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Name and address of beneficial owner	Amount and Nature of Beneficial Ownership	Amount and Nature of Beneficial Ownership	Percent of class
<b>Berkshire Hathaway Inc.</b>	1440 Kiewit Plaza Omaha, NE 68131	6,708,760 (3)	6.09%
(1) Allied Irish Banks, p.l.c. ( AIB ) has filed with the U.S. Securities and Exchange Commission ( SEC ) a Schedule 13D reporting that it is the beneficial owner of in excess of 5% of the outstanding shares of Common Stock and that it has sole voting and dispositive power with respect to the indicated shares.			
(2) The members of this group have jointly filed with the SEC a Schedule 13D, as amended, indicating that they constitute a group as such term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended ( Exchange Act ). Each member of			

the group has indicated in such amended Schedule 13D or otherwise advised M&T Bank Corporation that such member has sole voting and dispositive power with respect to the shares indicated opposite such member's name in the table.

Robert G. Wilmers, chairman of the board and chief executive officer of M&T Bank Corporation, is the trustee of the West Ferry Foundation, a charitable trust formed by him, and, as trustee, holds sole voting and dispositive power over the shares which it owns.

Mr. Wilmers is also the sole director and president of the Roche Foundation, and holds sole voting and dispositive power over the shares owned by it. He is a director and president of the Interlaken Foundation and



the St. Simon Charitable Foundation, and holds voting and dispositive power over the shares owned by each of them. As to Mr. Wilmers, the shares indicated in the table as being owned by him include the shares owned by the Interlaken Foundation, the West Ferry Foundation, the Roche Foundation, and the St. Simon Charitable Foundation, 400,000 shares owned by a limited liability company of which he is the sole member, and 370,000 shares subject to options granted under the M&T Bank Corporation 1983 Stock Option Plan (the 1983 Stock Option Plan ) and the M&T Bank Corporation 2001 Stock Option Plan (the 2001 Stock Option Plan ) which are currently exercisable or are exercisable within 60 days

after  
February 29,  
2008 and which  
were deemed to  
be outstanding  
for purposes of  
calculating the  
percentage of  
outstanding  
shares  
beneficially  
owned by  
Mr. Wilmers and  
the group. See  
also the  
footnotes  
applicable to  
Mr. Wilmers in  
the table set  
forth under the  
caption STOCK  
OWNERSHIP  
BY  
DIRECTORS  
AND  
EXECUTIVE  
OFFICERS.

- (3) Warren E.  
Buffett,  
Berkshire  
Hathaway Inc.,  
National  
Indemnity  
Company, OBH,  
Inc., National  
Fire and Marine  
Insurance  
Company,  
GEICO  
Corporation and  
Government  
Employees  
Insurance  
Company have  
jointly filed with  
the SEC a  
Schedule 13G,  
as amended,  
reporting that  
they are the

beneficial  
owners of in  
excess of 5% of  
the outstanding  
shares of  
Common Stock  
and that they  
have shared  
voting and  
dispositive  
power with  
respect to the  
indicated shares.

M&T Bank Corporation is the sponsor of various employee benefit plans that hold an aggregate of 2,913,656 shares of Common Stock as of February 29, 2008, of which its principal banking subsidiary, Manufacturers and Traders Trust Company ( M&T Bank ), has sole voting authority over 327,923 of such shares. The remaining 2,585,733 shares of Common Stock are voted by the trustee of the applicable employee benefit plan pursuant to the instructions of the participants in accordance with the terms of such plan. Certain of the directors and executive officers of M&T Bank Corporation hold indirect beneficial interests in the holdings of these employee benefit plans. See also footnote (4) in the table set forth under the caption STOCK OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS.

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**ELECTION OF DIRECTORS**

Shares represented by properly executed proxies will be voted, unless such authority is withheld, for the election as directors of M&T Bank Corporation of the following 20 persons recommended by the Board of Directors, to hold office until the 2009 Annual Meeting of Stockholders and until their successors have been elected and qualified. Each of the nominees listed below was elected at the 2007 Annual Meeting of Stockholders.

In accordance with its rights under the Agreement and Plan of Reorganization dated September 26, 2002 by and among M&T Bank Corporation, AIB and Allfirst Financial Inc. ( Allfirst ), pursuant to which M&T Bank Corporation acquired Allfirst on April 1, 2003, AIB has designated Michael D. Buckley, Colm E. Doherty, Richard G. King and Eugene J. Sheehy (the AIB Designees ) as nominees to stand for election as directors of M&T Bank Corporation. If any nominee for any reason should become unavailable for election or if a vacancy should occur before the election (which events are not expected), it is intended that the shares represented by the proxies will be voted for such other person, if any, as the Nomination, Compensation and Governance Committee shall designate. In the event that any of the AIB Designees are unable to serve as directors for any reason, AIB has the right to designate replacements and the shares represented by the proxies will be voted for such designee or designees.

The principal occupation of each of the nominees for the last five years is listed below. The information with respect to the nominees is as of February 29, 2008, and includes each nominee s affiliations with M&T Bank Corporation s subsidiary banks, M&T Bank and M&T Bank, National Association ( M&T Bank, N.A. ), and with M&T Bank s principal operating subsidiaries.

**NOMINEES FOR DIRECTOR**

**BRENT D. BAIRD is 69, is a member of the Executive and the Nomination, Compensation and Governance Committees and has been a director since 1983.**

Mr. Baird is a private investor. He is a director of M&T Bank and a member of its Executive and Trust and Investment Committees. Mr. Baird is a director of M&T Financial Corporation and a member of M&T Bank s Directors Advisory Council-New York City Division. He is president of First Carolina Investors, Inc., a non-diversified investment company. Mr. Baird is also a director of Todd Shipyards Corporation and Sun-Times Media Group, Inc.

**ROBERT J. BENNETT is 66, is a member of the Executive Committee and has been a director since 1998.**

Mr. Bennett is a director of M&T Bank and a member of its Executive and Trust and Investment Committees. He is a member of M&T Bank s Directors Advisory Council-Central New York Division. Mr. Bennett served as chairman of the board of M&T Bank Corporation from April 1, 1998 until his retirement on July 18, 2000. He was chairman of the board, president and chief executive officer of ONBANCorp, Inc. and its main bank subsidiary from May 1989 until M&T Bank Corporation s acquisition of ONBANCorp, Inc. on April 1, 1998. Mr. Bennett is a private investor, a principal of Wooded Valley Estates, LLC II, a residential property development company, and is a director of Welch Allyn Holdings, Inc.

**Table of Contents****C. ANGELA BONTEMPO is 67, is a member and the chair of the Audit and Risk Committee and has been a director since 1991.**

Ms. Bontempo is the president, chief executive officer and a director of Saint Vincent Health System, located in Erie, Pennsylvania. From 1998 to June 2001, she was president and chief executive officer of Bryant & Stratton College, a system of colleges headquartered in Buffalo, New York. From 1994 through 1998, Ms. Bontempo served as senior vice president and executive director of the Roswell Park Cancer Institute. She is a director of M&T Bank and a member and the chair of its Examining Committee. Ms. Bontempo is also a member of the advisory board of Ciminelli Development Company, Inc., and is a director of Bryant & Stratton College, the Pennsylvania Catholic Health Association, the Vantage Holding Group, LLC, and a board member of Healthcare Association of Pennsylvania.

**ROBERT T. BRADY is 67, is a member of the Nomination, Compensation and Governance Committee and has been a director since 1994.**

Mr. Brady is chairman of the board of directors and chief executive officer of Moog Inc., a worldwide manufacturer of control systems and components for aircraft, satellites, automated machinery and medical equipment. He is a director of M&T Bank. Mr. Brady is a director of Seneca Foods Corporation, National Fuel Gas Company and Astronics Corporation. He is also a director of the Buffalo Niagara Partnership, a director of the Albright-Knox Art Gallery and serves as a trustee of the University at Buffalo Foundation, Inc. and the University at Buffalo Council

**MICHAEL D. BUCKLEY is 63, is a member of the Executive and Nomination, Compensation and Governance Committees and has been a director since 2003.**

Mr. Buckley retired as group chief executive and as a director of AIB on June 30, 2005. He was a director of AIB since 1995. Mr. Buckley was a former managing director of the AIB Poland Division and of the AIB Capital Markets Division. He is a director of M&T Bank and a member of its Executive and Trust and Investment Committees.

Mr. Buckley is also a non-executive director of DCC plc, a business support services company quoted on the Dublin and London stock exchanges. He is also a non-executive director of Bradford & Bingley Group, a specialist United Kingdom bank and a non-executive director of Bramdean Alternatives Ltd., an investment fund, both of which are quoted on the London Stock Exchange. Mr. Buckley is a senior advisor to a number of privately held companies, sits on the board of the Irish Chamber Orchestra and is an adjunct professor in the Department of Economics at the National University of Ireland, Cork.

**T. JEFFERSON CUNNINGHAM III is 65 and has been a director since 2001.**

Mr. Cunningham is a director of M&T Bank, a member of M&T Bank's Community Reinvestment Act Committee and a member and the chairman of M&T Bank's Directors Advisory Council-Hudson Valley Division. He assumed his positions with M&T Bank Corporation and M&T Bank upon M&T Bank Corporation's acquisition of Premier National Bancorp, Inc. ( Premier ) on February 9, 2001. From 1994 through February 9, 2001, Mr. Cunningham served as chairman of the board and chief executive officer of Premier and its bank subsidiary, Premier National Bank, and of Premier's predecessor, Hudson Chartered Bancorp, Inc. Mr. Cunningham is chairman and chief executive officer of Magnolia Capital Management, Ltd., a trustee of Boscobel Restoration, Inc., a trustee of Open Space Institute, an advisory director of the Hudson River Valley Greenway Communities Council, and a member of the management council of the Hudson Valley Economic Development Corp.

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**MARK J. CZARNECKI is 52 and has been a director since 2007.**

Mr. Czarnecki is the president and a director of M&T Bank, and is chairman of its Trust and Investment Committee. Prior to his appointment as the president of M&T Bank Corporation and M&T Bank on January 1, 2007, he served as an executive vice president of M&T Bank Corporation and M&T Bank and was in charge of the M&T Investment Group and M&T Bank's retail banking network. Mr. Czarnecki is the chairman of the board, president and chief executive officer and a director of M&T Bank, N.A., a director of the MTB Group of Funds and a director and officer of a number of principal subsidiaries of M&T Bank. He serves as chairman of the board of trustees of M&T Bank's partner school, Westminster Community Charter School, and is a trustee of the University at Buffalo Council.

**COLM E. DOHERTY is 49 and has been a director since 2005.**

Mr. Doherty is the managing director of AIB Capital Markets plc and has been a director of AIB since 2003. He is a director of M&T Bank. Mr. Doherty is a member of the board of Allied Energy Holdings, Commerzbank Europe and the Worldwide Opportunity Fund.

**RICHARD E. GARMAN is 77, is a member of the Executive Committee and has been a director since 1987.**

Mr. Garman is a former president of R&P Oak Hill, LLC, a real estate company, former president of Newbery Alaska, Inc., an electrical contractor, and former managing partner of R.E.G. LLC, a private investment company. He is also a former board member and chair of the Buffalo Niagara Partnership, Merchants Insurance Group and the Associated General Contractors of America. Prior to July 19, 2000, he was president and chief executive officer of A.B.C. Paving Co., Inc. and Buffalo Crushed Stone, Inc. Mr. Garman is a director of M&T Bank and a member of its Executive and Trust and Investment Committees. He is also a director of the Greater Frontier Council of the Boy Scouts of America.

**DANIEL R. HAWBAKER is 68 and has been a director since 2000.**

Mr. Hawbaker is the president and chief executive officer of Glenn O. Hawbaker, Inc., a heavy construction services and products company located in State College, Pennsylvania. He is a director of M&T Bank and a member of its Community Reinvestment Act Committee. Mr. Hawbaker had served as a director of Keystone Financial Bank, N.A. and its predecessor from 1989 through M&T Bank Corporation's acquisition of Keystone Financial Inc. ( Keystone ) on October 6, 2000.

**PATRICK W.E. HODGSON is 67, is a member of the Audit and Risk Committee and has been a director since 1987.**

Mr. Hodgson is president of Cinnamon Investments Limited, a private investment company with real estate and securities holdings. He is a director and chairman of the board of Todd Shipyards Corporation. Mr. Hodgson is a director and a member of the Examining Committee of M&T Bank. He is also a director of First Carolina Investors, Inc.

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**RICHARD G. KING is 63, is a member of the Audit and Risk Committee and has been a director since 2000.**

Mr. King is chairman of the executive committee of Utz Quality Foods, Inc., a manufacturer and distributor of salted snack foods located in Hanover, Pennsylvania. He formerly served as president and chief operating officer of Utz from January 1996 until December 2007. Mr. King is a director of M&T Bank and a member of its Examining Committee. Mr. King had served as a director of Keystone from 1997 and as director of Keystone Financial Bank, N.A. from 1999 through M&T Bank Corporation's acquisition of Keystone. He is also a director of High Industries, Inc.

**REGINALD B. NEWMAN, II is 70, is a member of the Audit and Risk Committee and has been a director since 1998.**

Mr. Newman is chairman of the board of Prior Aviation Service, Inc., which is a fixed base operator at Buffalo Niagara International Airport in Buffalo, New York. He is a director and member of the Examining Committee of M&T Bank. Mr. Newman is a director of Dunn Tire LLC and Taylor Devices, Inc. and a director and chairman of Rand Capital Corp. He also serves as a trustee and chairman of the University at Buffalo Foundation, Inc.

**JORGE G. PEREIRA is 74 and has been a director since 1982. He is the vice chairman of the board of M&T Bank Corporation and is a member and the chairman of its Nomination, Compensation and Governance Committee.**

Mr. Pereira is a private investor. He is a vice chairman of the board and a director of M&T Bank. Mr. Pereira also serves as the lead outside director of M&T Bank Corporation and has been designated as the presiding director of the non-management directors of M&T Bank Corporation when they meet in executive sessions without management.

**MICHAEL P. PINTO is 52 and has been a director since 2003. He is a vice chairman of the board of M&T Bank Corporation.**

Mr. Pinto is a vice chairman and a director of M&T Bank, chairman and chief executive officer of M&T Bank's Mid-Atlantic Division, and executive vice president and a director of M&T Bank, N.A. He is also a director and officer of a number of subsidiaries of M&T Bank. Mr. Pinto joined M&T Bank in 1985 as an executive associate. He is a member of the board of trustees of Mercy Health Services, Inc. and a member of the board of directors of the Economic Alliance of Greater Baltimore.

**ROBERT E. SADLER, JR. is 62 and has been a director since 1999. He is a vice chairman of the board of M&T Bank Corporation.**

Mr. Sadler is a vice chairman of the board of M&T Bank. Prior to January 1, 2007, he also served as president and chief executive officer of M&T Bank Corporation and M&T Bank. Mr. Sadler serves as a director of Gibraltar Industries, Inc. and Security Mutual Life Insurance Company of New York.

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**EUGENE J. SHEEHY is 53 and has been a director since 2003.**

Mr. Sheehy is the group chief executive of Allied Irish Banks, p.l.c. and has been a director since 2005. He is a director of M&T Bank. From April 1, 2003 until April 1, 2005, Mr. Sheehy was the chairman and chief executive officer of M&T Bank's Mid-Atlantic Division. Prior to April 1, 2003, he served as chief executive officer of AIB's USA Division from March 14, 2002 and chairman of the board of Allfirst from April 30, 2002. Mr. Sheehy also served as president and chief executive officer of Allfirst Bank from July 31, 2002 through the date of the Allfirst acquisition. Prior to March 14, 2002, Mr. Sheehy was the managing director of AIB Bank Republic of Ireland.

**STEPHEN G. SHEETZ is 60 and has been a director since 2000.**

Mr. Sheetz is chairman of Sheetz, Inc., the owner of a chain of convenience stores operating in six Mid-Atlantic and northeastern states. He is a director of M&T Bank and a member of its Community Reinvestment Act Committee. Mr. Sheetz had served as a director of Keystone Financial Bank, N.A. and its predecessor from 1984 through M&T Bank Corporation's acquisition of Keystone. He is also a director of QuikTrip Corporation and Eat n Park Restaurants.

**HERBERT L. WASHINGTON is 57, is a member of the Audit and Risk Committee and has been a director since 1996.**

Mr. Washington is president of H.L.W. Fast Track, Inc., the owner and operator of twenty-one McDonald's Restaurants located in Ohio and Pennsylvania. He is also the owner of Syracuse Minority Television, Inc. Mr. Washington is a director and a member of the Examining Committee of M&T Bank. He is a member of the board of directors of the Youngstown Chamber of Commerce.

**ROBERT G. WILMERS is 73 and has been a director since 1982. He is the chairman of the board and chief executive officer of M&T Bank Corporation, and is the chairman of its Executive Committee.**

Mr. Wilmers is the chairman of the board and chief executive officer of M&T Bank, chairman of its Executive Committee and a member of its Trust and Investment Committee. He is a director of AIB. Mr. Wilmers is also a director of The Business Council of New York State, Inc. and the Financial Services Roundtable.

**The Board of Directors recommends a vote FOR the election of all 20 nominees.**

The voting requirements with respect to the election of directors are specified under the caption VOTING RIGHTS.



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**PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION**

On February 19, 2008, the Audit and Risk Committee appointed PricewaterhouseCoopers LLP, certified public accountants, as the independent registered public accounting firm of M&T Bank Corporation for the year 2008, a capacity in which it has served since 1984.

Although stockholder approval of the appointment of the independent registered public accounting firm is not required by law, M&T Bank Corporation has determined that it is desirable to request that the stockholders ratify the Audit and Risk Committee's appointment of PricewaterhouseCoopers LLP as M&T Bank Corporation's independent registered public accounting firm for the year ending December 31, 2008. In the event the stockholders fail to ratify the appointment, the Audit and Risk Committee will reconsider this appointment and make such a determination as it believes to be in M&T Bank Corporation's and its stockholders' best interests. Even if the appointment is ratified, the Audit and Risk Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit and Risk Committee determines that such a change would be in M&T Bank Corporation's and its stockholders' best interests.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting of Stockholders. The representatives may, if they wish, make a statement and, it is expected, will be available to respond to appropriate questions.

Following is a summary of the fees billed to M&T Bank Corporation by PricewaterhouseCoopers LLP for professional services rendered during 2007 and 2006, which fees totaled \$2,345,210 and \$2,657,485, respectively, and are categorized in accordance with the SEC's rules on auditor independence as follows:

**Audit Fees.** Fees billed by PricewaterhouseCoopers LLP for services rendered for the audit of M&T Bank Corporation's annual consolidated financial statements as of and for the years ended December 31, 2007 and 2006, for its review of M&T Bank Corporation's quarterly consolidated financial statements during 2007 and 2006, and for other audit and attest services in connection with statutory and regulatory filings as of and for the years ended December 31, 2007 and 2006, totaled \$1,878,450 and \$2,117,200, respectively.

**Audit-Related Fees.** Fees billed by PricewaterhouseCoopers LLP for audit-related services, including audits of employee benefit plans and other attestation services that are not required by statute or regulation rendered to M&T Bank Corporation totaled \$288,600 and \$252,500 for the years ended December 31, 2007 and 2006, respectively. Of the audit-related fees billed for the years ended December 31, 2007 and 2006, all services were pre-approved by the Audit and Risk Committee.

**Tax Fees.** Fees billed by PricewaterhouseCoopers LLP for tax compliance, planning and consulting totaled \$97,800 and \$190,425 for the years ended December 31, 2007 and 2006, respectively. Of the tax fees billed for the years ended December 31, 2007 and 2006, all services were pre-approved by the Audit and Risk Committee.

**All Other Fees.** PricewaterhouseCoopers LLP billed a total of \$80,360 and \$97,360 for the years ended December 31, 2007 and 2006, respectively, primarily for certain senior management training programs and for internal audit software licensing fees. All fees billed in this category for the years ended December 31, 2007 and 2006 were pre-approved by the Audit and Risk Committee.

In addition to the above services, PricewaterhouseCoopers LLP directly billed certain

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common trust funds sponsored by M&T Bank Corporation a total of \$134,600 for the year ended December 31, 2006, primarily for audits of annual common trust fund financial statements. No fees were billed for such services for the year ended December 31, 2007. The Audit and Risk Committee has determined that PricewaterhouseCoopers LLP's provision of professional services is compatible with maintaining its independence. No fees were billed and no services were provided by PricewaterhouseCoopers LLP during 2007 and 2006 for financial information systems design and implementation.

**Policy on Audit and Risk Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm.** Beginning for the year ended December 31, 2003, M&T Bank Corporation instituted a policy that the Audit and Risk Committee pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally detailed as to the particular service or category of services and is generally subject to a specific budget range. The independent registered public accounting firm and management are required to periodically report to the Audit and Risk Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval policy, and the fees for the services performed to date. The Audit and Risk Committee may also pre-approve additional services on a case-by-case basis. In the period between meetings of the Audit and Risk Committee, the Chair of the Audit and Risk Committee is authorized to pre-approve such services on behalf of the Audit and Risk Committee provided that such pre-approval is reported to the Audit and Risk Committee at its next regularly scheduled meeting. Before appointing PricewaterhouseCoopers LLP, the Audit and Risk Committee considered PricewaterhouseCoopers LLP's qualifications as an independent registered public accounting firm. This included a review of the qualifications of the engagement team, the quality control procedures the firm has established, any issues raised by the most recent quality control review of the firm, as well as its reputation for integrity and competence in the fields of accounting and auditing. The Audit and Risk Committee's review also included matters required to be considered under the SEC's rules on auditor independence, including the nature and extent of non-audit services, to ensure that the auditor's independence will not be impaired. The Audit and Risk Committee has considered and determined that PricewaterhouseCoopers LLP's provision of non-audit services to M&T Bank Corporation during 2007 is compatible with and did not impair PricewaterhouseCoopers LLP's independence. The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T Bank Corporation for the year ending December 31, 2008.

The voting requirements with respect to this proposal are specified under the caption VOTING RIGHTS.

**Table of Contents****STOCK OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS**

Direct and indirect ownership of Common Stock by each of the directors, each of the executive officers who are named in the Summary Compensation Table (the Named Executive Officers), and by all directors and executive officers as a group, is set forth in the following table as of February 29, 2008, together with the percentage of total shares outstanding represented by such ownership. (For purposes of this table, beneficial ownership has been determined in accordance with the provisions of Rule 13d-3 under the Exchange Act, under which, in general, a person is deemed to be the beneficial owner of a security if he or she has or shares the power to vote or to direct the voting of the security or the power to dispose or to direct the disposition of the security, or if he or she has the right to acquire the beneficial ownership of the security within 60 days.)

<b>Name of beneficial owner</b>	<b>Number of shares</b>	<b>Percent of class</b>
Brent D. Baird	50,015	(14)
Robert J. Bennett	141,347(1)	(14)
C. Angela Bontempo	5,383(2)	(14)
Robert T. Brady	3,694	(14)
Michael D. Buckley	355(5)	(14)
T. Jefferson Cunningham III	18,457(3)(4)	(14)
Mark J. Czarnecki	256,414(3)	(14)
Colm E. Doherty	0(5)	(14)
Richard E. Garman	285,235(6)	(14)
Daniel R. Hawbaker	5,587(7)	(14)
Patrick W.E. Hodgson	54,024(8)	(14)
Richard G. King	12,351(3)(5)	(14)
Reginald B. Newman, II	6,169(9)	(14)
Jorge G. Pereira	1,556,007(10)	1.41%
Michael P. Pinto	433,570(3)	(14)
Robert E. Sadler, Jr.	568,378(3)(4)(11)	(14)
Eugene J. Sheehy	1,153(5)	(14)
Stephen G. Sheetz	18,057	(14)
Herbert L. Washington	6,051	(14)
Robert G. Wilmers	4,906,031(3)(4)(12)	4.44%
René F. Jones	95,403(3)(4)	(14)
Brian E. Hickey	158,163(3)(13)	(14)
All directors and executive officers as a group (30 persons)	9,436,600(3)(4)	8.41%

(1) Includes 8,670 shares held by trusts for which Mr. Bennett is a trustee and in which he has a pecuniary interest and investment power and 50,480 shares

held by a close relative of Mr. Bennett for which beneficial ownership is disclaimed.

Also includes 10,000 shares which have been pledged as security.

- (2) Includes 400 shares held by trusts for which Ms. Bontempo is a trustee and in which she has a pecuniary interest and investment power.
- (3) Includes the following shares subject to options granted under (a) M&T Bank Corporation's stock option plans, and (b) plans of companies acquired by M&T Bank Corporation, the obligations of which

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have been assumed by M&T Bank Corporation and converted into options to receive shares of Common Stock, all of which are currently exercisable or are exercisable within 60 days after February 29, 2008:

Mr. Cunningham  
6,800 shares;  
Mr. Czarnecki  
224,053 shares;  
Mr. Hickey  
122,016 shares;  
Mr. King 1,406  
shares; Mr. Pinto  
390,883 shares;  
Mr. Sadler  
230,000 shares;  
Mr. Wilmers  
370,000 shares;  
Mr. Jones 84,380  
shares; and all  
directors and  
executive officers  
as a group  
2,062,707 shares.

- (4) Includes the following shares through participation in the M&T Bank Corporation Retirement Savings Plan (the Retirement Savings Plan ):  
Mr. Cunningham  
346 shares;  
Mr. Sadler  
19,955 shares;  
Mr. Wilmers

42,754 shares;  
Mr. Jones 4,988  
shares; and all  
directors and  
executive officers  
as a group  
81,232 shares.  
Such individuals  
retain voting and  
investment power  
over their  
respective shares  
in the Retirement  
Savings Plan.

- (5) Such person has been designated by AIB to serve as a director of M&T Bank Corporation pursuant to contractual rights. AIB owns 26,700,000 shares, beneficial ownership of which is disclaimed by such person.
- (6) Includes 27,153 shares owned by the Garman Family Foundation, a charitable foundation formed by Mr. Garman. Mr. Garman is the president of the Garman Family Foundation and holds voting and dispositive power over these shares.
- (7) Includes 742 shares owned by

a corporation  
controlled by  
Mr. Hawbaker.

- (8) Includes 6,000 shares held by a close relative of Mr. Hodgson for which beneficial ownership is disclaimed. Also includes 45,000 shares owned by a corporation controlled by Mr. Hodgson.
- (9) Includes 1,230 shares held by a close relative of Mr. Newman for which beneficial ownership is disclaimed.
- (10) Includes 1,554,000 shares owned by corporations controlled by Mr. Pereira.
- (11) Includes 17,623 shares owned by the Sadler Family Foundation, a charitable foundation formed by Mr. Sadler. Mr. Sadler is a trustee of the Sadler Family Foundation and holds voting and dispositive power over the shares owned by it. Also includes 81,000 shares held in a grantor retained

annuity trust of  
which Mr. Sadler  
is the trustee and  
his descendants  
are beneficiaries.

Mr. Sadler  
disclaims  
beneficial  
ownership of  
such shares  
except to the  
extent of his  
pecuniary interest  
therein.

- (12) See footnote  
(2) to the table set  
forth under the  
caption

PRINCIPAL  
BENEFICIAL  
OWNERS OF  
SHARES.

- (13) Includes 6,035  
shares of  
restricted stock  
held by  
Mr. Hickey.

- (14) Less than 1%.

**Section 16(a) Beneficial Ownership Reporting Compliance.** Under Section 16(a) of the Exchange Act, M&T Bank Corporation's directors and officers are required to report their beneficial ownership of the Common Stock and any changes in that beneficial ownership to the SEC and the New York Stock Exchange. M&T Bank Corporation believes that these filing requirements were satisfied by its directors and officers during 2007, except for Messrs. Cunningham and Heath McLendon, a member of the Directors Advisory Council of M&T Bank Corporation, who each had one late filing with respect to a single reportable transaction. In making the foregoing statement, M&T Bank Corporation has relied on copies of the reporting forms received by it or on the written representations from such reporting persons that no forms were required to be filed under the applicable rules of the SEC.



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**COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS**

**Compensation Discussion and Analysis**

**Overview of M&T Bank Corporation.** M&T Bank Corporation (sometimes referred to in this Compensation Discussion and Analysis as the Company ) is a bank holding company that offers a wide range of commercial banking, trust and investment services to its customers. As of December 31, 2007, the Company had consolidated total assets of \$64.9 billion, deposits of \$41.3 billion and stockholders' equity of \$6.5 billion, and employed 12,422 full-time and 1,447 part-time employees.

M&T Bank Corporation's executive officers are the members of its Management Group. The Board of Directors has determined that the members of the Management Group are the only persons, other than directors, who have the authority to participate in major policy-making functions of the Company and its direct and indirect subsidiaries. As of December 31, 2007, M&T Bank Corporation had 14 executive officers.

**Overview and Objectives of Executive Compensation Programs.** The objective of M&T Bank Corporation's compensation programs is to attract, develop and retain executive officers capable of maximizing performance for the benefit of the Company's stockholders. M&T Bank Corporation has historically placed primary emphasis on long-term, equity-based compensation in compensating its Named Executive Officers and other employees. This has allowed the Company to align its compensation with performance in two ways: first, by determining equity awards to the Named Executive Officers based on the performance of the Company in the past; and second, by ensuring that the Named Executive Officers realize compensation in the future on the equity awards based on the performance of the Company and in alignment with our stockholders. As a result of this approach, approximately 20% of the outstanding shares of the Company are owned by the management, directors and other employees of the Company, strengthening the alignment with Company stockholders.

Consistent with this objective, the Company has provided base salaries to the Named Executive Officers that are below the median of the market, while emphasizing discretionary performance-based variable incentives to provide competitive compensation, such as cash bonuses that reward good performance and the achievement of annual, shorter-term objectives, and stock-based compensation that rewards longer-term contributions to the Company's success. Also, because the Company believes that performance can best be assessed after the performance period has ended, both cash and equity incentives are determined on a discretionary basis, and the Company does not employ targets or formulas to determine the amount of an award or the allocation between cash and equity incentives.

The Company has not entered into employment agreements or separate change-of-control or severance agreements with the Named Executive Officers because the Company does not favor treatment of the Named Executive Officers in those circumstances beyond that offered to employees under the Company's Severance Plan.

M&T Bank Corporation periodically, but at least annually, compares compensation levels for the Named Executive Officers and its financial performance to a group of commercial banking institutions of similar business makeup with median size similar to the Company that have performed well over an extended period of time and/or compete with the Company in its geographic area (the Comparative Banks ). The Comparative Banks group is large enough to provide a reasonable basis of comparison, but can change each year due to acquisitions, business mix or performance. For 2007, M&T Bank Corporation selected for this purpose 14

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commercial banking companies.<sup>1</sup> As discussed below, the Comparative Banks were selected by the Nomination, Compensation and Governance Committee based on recommendations of the Company and an outside compensation consultant, Mercer Human Resource Consulting, a human resources consulting firm.

In 2007, the Nomination, Compensation and Governance Committee retained the services of Mercer Human Resource Consulting to assist in the development of a Comparative Bank group and perform a competitive review of the Named Executive Officers' compensation. This review included a review of base salaries, annual incentives and long-term incentives, including stock-based compensation. For the Named Executive Officers, the review compared their compensation to the compensation disclosed in the 2007 proxy statements of the Comparative Banks for their Named Executive Officers. Such compensation information was considered in relation to a comparison of the Company's performance on certain key performance metrics, including total shareholder return, over both short- and long-term periods, to the Comparative Banks' performance on the same performance metrics over the same periods. For this purpose, the compensation of the Named Executive Officers was generally compared to that of the named executive officers listed in the 2007 proxy statements of the Comparative Banks having the same or substantially similar responsibilities. Throughout this Compensation Discussion and Analysis, the proxy information from the Comparative Banks is referred to as the Market Compensation Information. The Nomination, Compensation and Governance Committee uses the Market Compensation Information as a market check to help assess the competitiveness of the Company's pay practices in relation to the Comparative Banks, but neither total compensation nor any element of compensation paid to the Named Executive Officers is benchmarked against a subset of the Comparative Banks or any other group of comparative banks. Other than as described above, Mercer Human Resource Consulting did not play a role in determining or recommending the amount or form of executive and director compensation.

In determining annual cash incentives and stock-based compensation, the Nomination, Compensation and Governance Committee believes that assessing the performance of the Named Executive Officers after the year is complete results in better and fairer compensation decisions than a strictly mechanical approach based on formulas established before the year begins. At the beginning of the year, management prepares and submits for board review an annual business plan for the upcoming year, which may encompass return on assets, return on equity, earnings per share growth, expense management, revenue growth, market concentration, and various other financial performance measures. In assessing the performance of the Named Executive Officers, the Nomination, Compensation and Governance Committee considers the Company's performance against its business plan and the Company's performance against the performance of the Comparative Banks. This assessment does not utilize a formula or formally weight any of the criteria. Consistent with this approach, the Nomination, Compensation and Governance Committee's compensation determinations with respect to the Chief Executive Officer and the other Named Executive Officers are not strictly tied to any specific performance measures or targeted amounts, but rather take into account a broad

1 The Comparative Banks for 2007 were: Wells Fargo & Company, US Bancorp, Regions Financial Corp, BB&T Corp., PNC Financial Services Group, Inc., Fifth Third Bancorp, KeyCorp, Marshall &

Ilsley Corp.,  
UnionBanCal  
Corp., Zions  
Bancorporation,  
Commerce  
Bancorp, Inc.,  
Synovus  
Financial Corp.,  
Fulton Financial  
Corporation and  
Wilmington  
Trust  
Corporation.  
The  
Comparative  
Banks for 2007  
were different  
from those in  
2006 in that  
AmSouth  
Bancorporation,  
Compass  
Bancshares,  
Inc., Comerica,  
Inc. and  
Mercantile  
Bancshares  
Corporation  
were removed  
and Wells Fargo  
& Company,  
PNC Financial  
Services Group,  
Inc., KeyCorp,  
Synovus  
Financial Corp.,  
Fulton Financial  
Corporation and  
Wilmington  
Trust  
Corporation  
were added.

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array of factors. The factors considered include, but are not limited to, the executive's past compensation, the Company's performance, the Named Executive Officer's individual performance, and the general market for comparable employees as reflected in the Market Compensation Information.

Generally, the Company strives for performance relative to the performance of the Comparative Banks to be at or above the median on a short-term basis and consistently above the median on a long-term basis. However, the compensation determinations for the Chief Executive Officer and other Named Executive Officers are not tied to any specific performance measure or target level of performance. Executives do not have target opportunities for either annual cash incentive or equity awards, and nothing is communicated to the Named Executive Officers during the year regarding the amount of any annual cash incentive or equity awards that they may be eligible to receive. For the Chief Executive Officer, the Nomination, Compensation and Governance Committee considers the Market Compensation Information, the Company's performance over the prior year and the long-term, management's recommendations and various other factors, and determines and approves an appropriate level of compensation. The Nomination, Compensation and Governance Committee's analysis only begins with a review of how the Company has done against its annual business plan. The Nomination, Compensation and Governance Committee considers performance in the most recent fiscal year and over the last three years. The Nomination, Compensation and Governance Committee evaluates performance on the basis of generally accepted accounting principles, or GAAP, and on a net operating basis, which allows for the impact of merger-related expenses and goodwill and core deposit and other intangible assets to be considered. Other factors considered, but not weighted according to a predetermined formula include, but are not limited to composition of earnings, asset quality relative to the banking industry, responsiveness to the economic environment, achievement of business plans and cumulative stockholder return. For each Named Executive Officer (other than the Chief Executive Officer), the Chief Executive Officer and the Executive Vice President of Human Resources develop compensation recommendations with respect to each element of compensation based, in part, upon the Market Compensation Information and consideration of each individual's performance, scope of responsibilities and marketability. The Executive Vice President of Human Resources then presents those recommendations to the Nomination, Compensation and Governance Committee in January of each year. Although the Nomination, Compensation and Governance Committee considers the achievement of the Company compared to its corporate, financial, strategic, and operational objectives when making decisions, the Nomination, Compensation and Governance Committee does not set total compensation or any particular element of compensation based on the achievement of specific targets or maximum levels of performance. For Named Executive Officers other than the Chief Executive Officer, the Nomination, Compensation and Governance Committee assesses individual performance based on discussion between the Chief Executive Officer and the Nomination, Compensation and Governance Committee. The Nomination, Compensation and Governance Committee reviews the recommendations, makes changes as it deems appropriate and approves each Named Executive Officer's compensation package.

The Nomination, Compensation and Governance Committee does not use a formula for allocating between current versus future, or cash versus equity, compensation. When allocating compensation between cash and equity the Company's compensation philosophy is that better results are achieved if employees have incentive to act as owners through equity ownership. In addition, the focus of

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compensation decisions is more on long-term, rather than short-term performance. Consequently, the Nomination, Compensation and Governance Committee tends to award more compensation in the form of equity versus cash relative to the Comparative Banks. This decision reflects the Company's compensation philosophy and explains why the Company generally pays less in base salary than Comparative Banks. In addition, the Nomination, Compensation and Governance Committee believes that an annual cash incentive is a variable component of total compensation that should be adjusted up or down more readily than equity to reflect short-term performance. The Nomination, Compensation and Governance Committee uses equity awards to reflect performance over a longer time frame. For 2007, the base salaries and total cash compensation (base salary plus annual cash incentive) of the Named Executive Officers generally were below the median of the Market Compensation Information, and their total compensation (total cash compensation plus stock-based compensation or other long-term incentives) was also below the median.

**Salaries.** Base salaries of the Named Executive Officers are determined by the Nomination, Compensation and Governance Committee based on the scope of responsibilities, Market Compensation Information, assessment of individual performance and expected future contributions. In line with the Company's strategy of emphasizing variable pay, particularly long-term stock-based compensation, salaries of the Named Executive Officers have generally been set below the median of the Market Compensation Information.

*2007 Salary Determinations.* The Nomination, Compensation and Governance Committee made base salary determinations for 2007 for the Named Executive Officers in January 2007. These determinations were impacted by a number of organizational changes resulting in new responsibilities for the Named Executive Officers. Mr. Wilmers salary was increased by \$50,000 (10%) to reflect his resumption of the role of Chief Executive Officer of M&T Bank Corporation; Mr. Pinto's salary was increased \$100,000 (22%) to reflect his appointment as Vice Chairman of M&T Bank Corporation; Mr. Czarnecki's salary was increased \$100,000 (22%) to reflect his appointment as President of both M&T Bank Corporation and M&T Bank; Mr. Jones' salary was increased \$50,000 (21%) in recognition of the significant gap between his salary and the relevant market median; and Mr. Hickey's salary increase of \$10,000 (5%) narrowed somewhat the gap between his existing salary and the market comparison. Again, even after taking these increases into account, the base salaries for the Named Executive Officers were below the median for the Market Compensation Information.

*2008 Salary Determinations.* Due to weak performance of the banking industry generally and of the Company relative to prior years and its business plan during 2007, the Nomination, Compensation and Governance Committee determined in January 2008 to keep base salaries flat for 2008 in the case of Messrs. Wilmers, Pinto, Czarnecki and Hickey. Mr. Jones' base salary was increased \$15,000, or 5%, because his compensation is significantly below the median of the Market Compensation Information for his position as Chief Financial Officer.

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**Incentive Compensation.** Consistent with the objective of attracting, developing and retaining executive officers capable of maximizing the Company's performance for the benefit of the Company's stockholders, in determining annual cash incentive and equity awards, the Nomination, Compensation and Governance Committee assesses the following factors, without assigning any particular weighting to any single factor:

the Company's current and past performance compared to its business plans and other qualitative and quantitative factors considered by the Nomination, Compensation and Governance Committee;

the Company's performance compared to the Comparative Banks;

the Named Executive Officer's individual performance, as discussed below;

the Named Executive Officer's past compensation;

the period during which a Named Executive Officer has been in a key position with the Company;

with respect to equity awards, dilution and the market value of the Common Stock;

Market Compensation Information among the Comparative Banks; and

the Company's future prospects.

**Annual Cash Incentives.** The Named Executive Officers participate in the M&T Bank Corporation Annual Executive Incentive Plan (the "Annual Executive Incentive Plan"). The Annual Executive Incentive Plan provides for discretionary grants of cash awards to the Named Executive Officers as determined by the Nomination, Compensation and Governance Committee. There are no specific performance objectives that must be achieved in order for executive officers to earn incentive compensation under the Annual Executive Incentive Plan.

With respect to the size of incentive awards to Named Executive Officers, the Nomination, Compensation and Governance Committee uses the following process. During the fiscal year, the Company accrues (for financial reporting purposes) an estimated bonus pool for all participating employees. Generally during the fourth quarter of the fiscal year, after considering the performance of the Company, the Nomination, Compensation and Governance Committee approves the actual bonus pool. Senior management, with input from Human Resources, recommends the total amount of the bonus pool to the Nomination, Compensation and Governance Committee based on a number of factors. The starting point generally is a formula based on a percentage of the prior year's operating earnings and a percentage of the increase in operating earnings during the current year over the prior year. However, this is merely used as a point of reference. Other factors considered include the amount of the bonus pool for the prior year, the Company's performance in the current year relative to the prior year, and the Company's year-to-date and projected performance relative to its business plan and the Comparative Banks. Although the Nomination, Compensation and Governance Committee gives senior management's recommendations for the bonus pool a significant amount of weight, the Nomination, Compensation and Governance Committee has the discretion to accept or modify that recommendation. The Company's performance is taken into account when the Nomination, Compensation and Governance Committee sets the amount of the incentive bonus pool and the Nomination, Compensation and Governance Committee makes individual awards.

Following the end of the fiscal year, the Nomination, Compensation and Governance Committee approves the allocation of awards to individual Named Executive Officers. The Chief Executive Officer recommends the size of

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the awards for each of the other Named Executive Officers. The Chief Executive Officer meets with the Nomination, Compensation and Governance Committee and discusses the performance of each executive officer in his or her area of responsibility. The Nomination, Compensation and Governance Committee then approves or modifies the recommended annual cash incentive award for each Named Executive Officer taking into account all of the factors mentioned above.

Based on its analysis of the factors described above, annual cash incentives were awarded in 2008 to the Named Executive Officers with respect to performance in 2007 as shown in the Summary Compensation Table. Because the Company underperformed relative to its business plan for 2007, and relative to prior years, the Nomination, Compensation and Governance Committee determined that the annual cash incentives for the Named Executive Officers for 2007 performance should be smaller than the awards based on 2006 performance. The Nomination, Compensation and Governance Committee also noted that for 2007, worsening credit conditions contributed to higher net charge-offs, delinquencies and nonperforming loans at the Company and throughout the banking industry, and well-publicized problems in the subprime residential mortgage lending market had a negative effect on the rest of the residential mortgage marketplace, specifically with regard to alternative ( Alt-A ) residential mortgage loans that M&T Bank originated for sale in the secondary market. The Nomination, Compensation and Governance Committee recognized that the Company operated in a very difficult economic environment during 2007, but nevertheless determined to reduce the bonuses of Messrs. Wilmers, Czarnecki and Pinto for 2007 by 50% compared to 2006, and to reduce the bonuses of Messrs. Hickey and Jones by 15% compared to 2006. The bonuses of Messrs. Hickey and Jones for 2007 performance were reduced less because the Nomination, Compensation and Governance Committee determined that the total compensation paid to each of them would be too low based on the Market Compensation Information and the other factors listed above if their bonuses were reduced more than 15%. The incentive awards, in combination with base salaries as of December 31, 2007, resulted in total cash compensation for all of the Named Executive Officers below the median of the Market Compensation Information.

As described in more detail below, the compensation paid to the Named Executive Officers places more emphasis on stock-based compensation awards for Named Executive Officers than cash awards, because the Company believes stock-based compensation provides the most effective means to align the interests of management with those of the Company's stockholders.

**Equity Based Incentives.** Consistent with the objective of attracting, developing and retaining executive officers capable of maximizing the Company's performance for the benefit of the Company's stockholders, the Company provides potentially significant long-term incentive opportunities to its executive officers through discretionary grants of stock-based compensation under the 2005 Incentive Compensation Plan. As with the other elements of compensation described above, there are no specific performance objectives that must be achieved in order for executive officers to earn a defined level of incentive compensation under the 2005 Incentive Compensation Plan. The 2005 Incentive Compensation Plan permits the Nomination, Compensation and Governance Committee to award stock-based compensation in the form of stock options, restricted stock or performance shares. In 2007, the Company awarded stock-based compensation in the form of stock options and restricted stock.

*Executive Officers' Choice of Options or Restricted Stock.* The Company believes that stock option awards align executive officers' financial interests with stockholders' interests. However, the Company also recognizes that utilizing some restricted stock in its compensation

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program may enhance the value of the overall program. The use of restricted stock balances the manner in which an executive officer can be rewarded through stock-based compensation, helps the Company retain executive officers who would rather receive restricted stock than stock options, and responds to the increased use of restricted stock by other companies, including several of the Comparative Banks. The Nomination, Compensation and Governance Committee also believes that the overall value of the Company's compensation program is enhanced if executive officers are given a choice between awards of stock options and restricted stock, because each executive officer then has some ability to design a compensation program that has the most appeal to him or her. Consequently, effective for the awards in January 2007 and January 2008, during October 2006 and October 2007, respectively, the Company provided its executive officers a choice between receiving any award that may be made to them wholly in the form of stock options or to receive up to 50% of the value of the award in the form of restricted stock with the balance in the form of stock options.

*Stock Options.* Management and the Nomination, Compensation and Governance Committee believe stock options are an effective long-term incentive because a Named Executive Officer can profit only if the value of the Common Stock increases. In making grants, the Nomination, Compensation and Governance Committee assesses the same factors that it uses in setting annual cash incentives, which are described under "Annual Cash Incentives" above, except that it generally considers such factors over a three-year period or longer.

The Nomination, Compensation and Governance Committee determines the dollar value of equity awards to be made to the Named Executive Officers at its meeting in January of each year, which is after the public release of earnings results for the prior fiscal year. The equity awards are then granted on the last business day of January following the meeting of the Nomination, Compensation and Governance Committee. The number of stock options awarded is based on the binomial value of the stock options as of the grant date and the exercise price of those stock options is the closing price of the Common Stock on the grant date. The number of shares of restricted stock awarded to the Named Executive Officers is based on the closing price of the Common Stock on the grant date. All stock option awards vest 10% one year after the grant date, an additional 20% two years after the grant date, an additional 30% three years after the grant date, and the final 40% four years after the grant date.

In addition, the Company utilizes incentive stock options that comply with Section 422 of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), to the maximum extent permitted. To the extent an award of stock options exceeds what may be awarded as an incentive stock option, the balance of the award is made in the form of non-qualified stock options.

Incentive stock options provide potential tax advantages to the Named Executive Officers, compared to non-qualified options, if the shares of Common Stock acquired upon exercise of incentive stock options are held for at least the period required by Section 422 of the Internal Revenue Code. The Company believes that the tax advantages available with incentive stock options increases the likelihood that a Named Executive Officer will hold the stock received upon exercise of a stock option.

*Restricted Stock.* The restrictions on awards of restricted stock will lapse based on the same service-based vesting schedule used for stock options. To the extent an executive officer elects to receive restricted stock, the value of that portion of the award is reduced by 25% in determining the number of restricted shares awarded. The restricted stock will receive dividends that are paid and will have voting rights during the restricted period. Executive



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officers were required to make their election during October 2006 and October 2007 with respect to any award they received in January 2007 and January 2008, respectively.

*2007 Equity Awards.* The Nomination, Compensation and Governance Committee granted equity awards for 2007 to the Named Executive Officers in January 2007 based on the assessment criteria discussed above. These awards, in combination with base salaries as of December 31, 2006, and the annual cash incentives awarded for 2006, resulted in total compensation for all of the Named Executive Officers in 2007 that was below the median of the Market Compensation Information. While the Company does place more weight on equity compensation in the total compensation of its Named Executive Officers than the Comparative Banks, equity awards for each of the Named Executive Officers in 2007 were below the median of the Market Compensation Information for long-term incentive awards. Mr. Wilmers, however, declined to be considered for any stock awards because he owns a significant amount of equity and believed that he had been fairly compensated due to the long-term performance of the Company's stock. Mr. Wilmers believes that equity is a scarce resource with an associated expense to the Company, and reflecting his commitment to employee equity ownership, he informed the Nomination, Compensation and Governance Committee that he did not believe he needed an equity award and that equity could be used elsewhere in the Company to further the Company's stock ownership objectives. In deciding to honor Mr. Wilmers' request, the Nomination, Compensation and Governance Committee determined that his interests were already sufficiently aligned with those of the Company's stockholders. The Nomination, Compensation and Governance Committee's determination did not involve any consideration of the total mix of Mr. Wilmers' compensation and no changes were made to the amount of other compensation or benefits that Mr. Wilmers was entitled to as a result of his voluntary waiver of consideration for stock awards. Mr. Hickey was the only Named Executive Officer who elected to receive restricted stock in 2007.

*2008 Equity Awards.* The Nomination, Compensation and Governance Committee determined the dollar value of equity awards to be made to the Named Executive Officers for 2008 at its January 2008 meeting. As in years past, the Nomination, Compensation and Governance Committee based its equity awards on the criteria discussed above. As a result, because the Nomination, Compensation and Governance Committee considers equity awards a long-term award that should be based more on the long-term performance of the Company, the equity awards for 2008 were unchanged from the 2007 equity awards, despite the performance of the Company in 2007. Again, when combining these awards with the base salaries and cash incentives, the total compensation for all of the Named Executive Officers was below the median of the Market Compensation Information. As in 2007 (and in every year since 2003), Mr. Wilmers declined consideration for equity awards in 2008 because of his significant existing ownership in the Company and because he believes the equity could be better used elsewhere to further the Company's stock ownership objectives. The Nomination, Compensation and Governance Committee's decision to honor Mr. Wilmers' request did not result in any change to the amount of other compensation or benefits that Mr. Wilmers received. Also, as in 2007, Mr. Hickey was the only Named Executive Officer who elected to receive restricted stock in 2008.

**Summary of 2008 Executive Compensation Determinations.** The supplemental table below shows the annual base salary amounts, annual cash incentives and equity awards approved by the Nomination,

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Compensation and Governance Committee for each of the Named Executive Officers in January 2008. Although SEC rules do not require disclosure of these 2008 executive compensation determinations, the Company is voluntarily disclosing this information in order to provide stockholders with information regarding current executive compensation.

Named Executive Officer	2008 Salary	Bonus Paid in 2008 for 2007 Performance	Grant Date Fair Value of Stock and Options Awards in 2008
Robert G. Wilmers	\$650,000	\$ 275,000	\$ 0
René F. Jones	\$300,000	\$ 235,000	\$ 450,013
Michael P. Pinto	\$550,000	\$ 225,000	\$ 1,500,012
Mark J. Czarnecki	\$550,000	\$ 225,000	\$ 1,500,012
Brian E. Hickey	\$300,000	\$ 255,000	\$ 700,044

**Perquisites and Other Personal Benefits.** Generally, the Company provides modest perquisites or personal benefits, and only with respect to benefits or services that are designed to assist a Named Executive Officer in being productive and focused on his or her duties, and which management and the Nomination, Compensation and Governance Committee believe are reasonable and consistent with the Company's overall compensation program. Management and the Nomination, Compensation and Governance Committee periodically review the levels of perquisites or personal benefits provided to Named Executive Officers. The Nomination, Compensation and Governance Committee has determined it appropriate to pay for certain living expenses of Mr. Wilmers for one of the two cities in which we require him to work. In addition, the Nomination, Compensation and Governance Committee determined it appropriate to pay housing and moving expenses for Mr. Pinto during his relocation to Baltimore, Maryland. Given the importance of developing business relationships to our success, our Named Executive Officers are also reimbursed for initiation fees and dues they incur for club memberships deemed necessary for business purposes.

**Retirement and Other Benefits.** The Company maintains two tax-qualified retirement plans for its employees, one a defined benefit plan and the other a defined contribution plan. The Company has also agreed, on a contractual basis, to pay a supplemental non-qualified defined benefit for Mr. Hickey. This agreement was entered into in connection with recruiting Mr. Hickey to the Company.

In addition, the Company maintains nonqualified defined benefit and defined contribution retirement plans to supplement retirement benefits for the Named Executive Officers because of the limitations placed on benefits under tax-qualified plans for highly compensated employees. However, in recognition of the financial benefits the Named Executive Officers have and may accumulate from the stock-based compensation awarded to them, the non-qualified plans only provide benefits on compensation up to \$350,000. The non-qualified plans and the contractual supplemental retirement obligations are not funded, except as benefits are actually paid to executive officers. Additional information regarding these retirement plans and arrangements is provided in this Proxy Statement under the discussion of 2007 Pension Benefits and 2007 Nonqualified Deferred Compensation.

The Company does not believe it is appropriate to provide the Named Executive Officers with

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severance packages beyond what is typical to assist a senior manager to transition to another position. Consequently, the Named Executive Officers are only eligible to receive severance benefits in the event of a qualifying event under the M&T Bank Corporation Severance Pay Plan (the Severance Pay Plan ) in an amount that is equivalent to at least one times their annual base salary, but not more than twice their annual base salary, and health benefit coverage for the severance period. The Company's severance plan provides for severance payments of up to two years of base salary depending on the level and seniority of the terminated executive. The executive is entitled to the severance benefits if his or her position with the Company is eliminated. Other than benefits that are generally available to employees, the Company typically does not maintain any individual severance or change-of-control arrangements and have none at this time. The Company has not entered into employment agreements or separate change-of-control or severance agreements with the Named Executive Officers because the Company does not favor treatment of the Named Executive Officers in those circumstances beyond that provided for in the Severance Pay Plan. The Company's compensation plans do not contain payments or benefits to Named Executive Officers that are specifically triggered by a change-of-control, except that the Company's various stock-based compensation plans provide that, upon a change-of-control, any employee, including the Named Executive Officers, would become fully vested in any outstanding awards that were not already vested. The Company has elected to provide such acceleration because of a belief that the principal purpose of providing executive officers with equity incentives is to align their interests with those of the Company's stockholders and that this alignment should be enhanced, not weakened, in the context of a change-of-control. The Nomination, Compensation and Governance Committee believes that these plans are appropriate because they cover both the Named Executive Officers and rank-and-file employees.

**Tax Matters.** Section 162(m) of the Internal Revenue Code generally denies a deduction to any publicly held corporation for compensation paid to its chief executive officer and its four other highest-paid executive officers to the extent that any such individual's compensation exceeds \$1 million, subject to certain exceptions, including one for performance-based compensation. Generally, the Nomination, Compensation and Governance Committee seeks to maximize executive compensation deductions for federal income tax purposes. However, the discretionary nature of the Company's cash incentive awards may result in an amount of compensation not being deductible under Section 162(m) of the Internal Revenue Code. Management and the Nomination, Compensation and Governance Committee believe that there may be circumstances in which the provision of compensation that is not fully deductible but provides a stronger alignment of awards with performance achieved through a discretionary process warrants the lost deduction. The Nomination, Compensation and Governance Committee believes that none of M&T Bank Corporation's executive officers received compensation in 2007 that was nondeductible under Section 162(m) of the Internal Revenue Code.

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**NOMINATION, COMPENSATION AND GOVERNANCE COMMITTEE REPORT**

The Nomination, Compensation and Governance Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K with management and, based on such review and discussions, the Nomination, Compensation and Governance Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

This report was adopted on February 19, 2008 by the Nomination, Compensation and Governance Committee of the Board of Directors:

Jorge G. Pereira, Chairman

Brent D. Baird

Robert T. Brady

Michael D. Buckley

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**Summary Compensation Table.** The following table contains information concerning the compensation earned by M&T Bank Corporation's Named Executive Officers in the fiscal years ended December 31, 2007 and 2006.

**2007 and 2006 Summary Compensation Table**

Name and Principal Position (1)	Year	Salary (\$)	Bonus (\$)(2)	Stock Awards (\$)(3)(4)	Option Awards (\$)(3)(4)	Non- Equity Incentive Plan Compensation (\$)	Change in Pension Value Non- and Equity Incentive Plan Compensation (\$)(5)	All Other Compensation (\$)(6)	Total (\$)
							Change in Pension Value Non- and Equity Incentive Plan Compensation (\$)(5)		
<b>Robert G. Wilmers</b> Chairman of the Board and Chief Executive Officer of M&T Bank Corporation and M&T Bank	2007	646,154	275,000	0	0	0	166,737	64,825(7)	1,152,716
	2006	600,000	550,00	0	0	0	165,195	59,777	1,374,972
<b>René F. Jones</b> Executive Vice President and Chief Financial Officer of M&T Bank Corporation and M&T Bank	2007	281,154	235,000	0	403,917	0	834	43,065(8)	963,970
	2006	232,308	275,000	0	351,813	0	1,585	43,108	903,814
<b>Michael P. Pinto</b> Vice Chairman of the Board, and Chairman and Chief Executive Officer of the Mid-Atlantic Division of M&T Bank; Vice Chairman of the Board of M&T Bank Corporation	2007	542,308	225,000	0	1,279,068	0	34,287	233,778(9)	2,314,441
	2006	450,000	450,000	0	1,115,157	0	35,983	250,005	2,301,145
<b>Mark J. Czarnecki</b> President of M&T Bank Corporation and M&T Bank	2007	542,308	225,000	0	1,084,076	0	37,393	38,627(10)	1,927,404
	2006	400,962	450,000	0	772,121	0	39,793	36,026	1,698,902
<b>Brian E. Hickey</b> Executive Vice President of M&T Bank Corporation and M&T Bank	2007	299,231	255,000	300,121	900,758	0	82,900	42,753(11)	1,880,763

(1) Principal positions reflect positions held

during 2007.  
Effective as of  
January 1, 2007,  
Mr. Wilmers  
assumed the  
additional title  
of Chief  
Executive  
Officer of M&T  
Bank  
Corporation and  
M&T Bank,  
while Mr. Pinto  
assumed the  
title of Vice  
Chairman of the  
Board of M&T  
Bank  
Corporation,  
and  
Mr. Czarnecki  
became  
President of  
M&T Bank  
Corporation and  
M&T Bank.  
Also, because  
Mr. Hickey was  
not a Named  
Executive  
Officer for  
2006, pursuant  
to proxy rules,  
only his 2007  
compensation  
information is  
included.

- (2) Bonuses earned in 2007 were awarded in 2008, and bonuses earned in 2006 were awarded in 2007.
- (3) The amounts indicated represent the aggregate dollar

amount of  
compensation  
expense related  
to equity awards  
to each of the  
Named  
Executive  
Officers that  
was recognized  
by M&T Bank  
Corporation  
during 2007.

The  
determination of  
this equity  
expense is based  
on the  
methodology set  
forth in Note 10  
to the Financial  
Statements of  
M&T Bank  
Corporation in  
its Annual  
Report on Form  
10-K, which  
was filed with  
the SEC on  
February 21,  
2008.

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(4) Equity awards are expensed over four years using graduated declining percentages of 40%, 30%, 20% and 10%, respectively. For participants in M&T Bank Corporation's stock-based compensation plans who reach 55 years of age with ten years of service, equity awards are expensed at 100%.

(5) The assumptions used to calculate the change in pension value are the same as those used under Statement of Financial Accounting Standards No. 87, Employers Accounting for Pensions, as of December 31, 2007, assuming that all Named Executive Officers continue to work until their normal retirement age, or their current age, if later, and no



pre-retirement decrements are assumed. The present value of accrued benefits as of December 31, 2007 is calculated assuming the executive commences his accrued benefit earned through December 31, 2007 at normal retirement age, or his current age, if earlier. For the December 31, 2007 calculation, the mortality assumption beginning at normal retirement age is based on the RP-2000 combined mortality table and the discount rate assumption is 6.0%. For the December 31, 2006 calculation, the mortality assumption beginning at normal retirement age was based on the RP-2000 combined healthy mortality table with no adjustments and the discount rate

assumption was 5.75%. Normal retirement age is assumed to be age 65 for the Named Executive Officers except for Mr. Wilmers. Mr. Wilmers normal retirement age is considered to be 73, his current age.

- (6) Includes a \$10,125 contribution in 2007 for each of the Named Executive Officers by M&T Bank Corporation to the Retirement Savings Plan, a qualified defined contribution plan providing for salary reduction contributions by participants and matching contributions by participating employers. Includes a \$5,625 credit by M&T Bank Corporation under the M&T Bank Corporation Supplemental Retirement Savings Plan (the

Supplemental Retirement Savings Plan ) for the benefit of each of the Named Executive Officers. Includes a \$9,563 contribution in 2007 for Mr. Jones by M&T Bank Corporation to the Retirement Accumulation Account portion of the Retirement Savings Plan, a qualified defined contribution plan providing retirement contributions for employees by participating employees based on years of service. Includes a \$5,312 credit for Mr. Jones by M&T Bank Corporation under the Supplemental Retirement Accumulation Account portion of the Supplemental Retirement Savings Plan. Includes the following insurance premiums paid by M&T Bank

Corporation in 2007 in respect of term life insurance for the benefit of the following Named Executive Officers: Mr. Hickey \$490; Mr. Jones \$1,140; Mr. Pinto \$2,622; Mr. Czarnecki \$2,622; and Mr. Wilmers \$6,180. Also includes a tax gross-up associated with Mr. Pinto's moving expenses in the amount of \$45,676.

- (7) Perquisites for Mr. Wilmers included club membership dues and expenses, parking, meals, and expenses associated with an apartment in Buffalo, New York. No perquisite exceeded the greater of \$25,000 or 10% of the total perquisites provided to Mr. Wilmers.

- (8) Perquisites for Mr. Jones included club

membership dues and expenses, parking and meals. No perquisite exceeded the greater of \$25,000 or 10% of the total perquisites provided to Mr. Jones.

(9) Perquisites for Mr. Pinto included club membership dues, tax preparation expenses, parking, meals, moving expenses associated with relocating to Baltimore, Maryland and a tax gross-up. The perquisite exceeding the greater of \$25,000 or 10% of total perquisites provided to Mr. Pinto included the moving expenses (\$148,258).

(10) Perquisites for Mr. Czarnecki included club membership dues and expenses, tax preparation, parking and meals. No

perquisite exceeded the greater of \$25,000 or 10% of the total perquisites provided to Mr. Czarnecki.

- (11) Perquisites for Mr. Hickey included club membership dues and expenses, tax preparation, parking and meals. No perquisite exceeded the greater of \$25,000 or 10% of the total perquisites provided to Mr. Hickey.

The Summary Compensation Table includes direct, equity and additional compensation. No Named Executive Officer has any employment agreement and, except as otherwise described in this Proxy Statement, any understanding or arrangement regarding his compensation or employment.

Total cash compensation, as measured by salary and bonus, is based on M&T Bank Corporation's performance as well as

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employee performance and certain other factors as described in the section entitled Compensation Discussion and Analysis. For the Named Executive Officers, total cash compensation as a percentage of total compensation is as follows: Mr. Wilmers 79.9%; Mr. Jones 53.5%; Mr. Pinto 33.2%; Mr. Czarnecki 39.8%; and Mr. Hickey 29.5%. Other than for Mr. Wilmers who did not receive a stock award in 2007, the percentage of total cash compensation to total compensation for the Named Executive Officers indicates the emphasis that is placed on stock-based compensation.

The vesting of stock awards occurs on a graduated basis with 10% vesting one year after the grant date, an additional 20% vesting two years after the grant date, an additional 30% vesting three years after the grant date and the remaining 40% vesting four years after the grant date. M&T Bank Corporation's stock-based compensation plans provide for accelerated vesting only in cases of death, disability, retirement or a change-of-control.

There were no material modifications to M&T Bank Corporation's stock-based compensation plans, programs or practices within the past year except as described in the section entitled Compensation Discussion and Analysis with respect to providing executive officers an opportunity to receive a portion of any 2007 and 2008 equity award they may receive in the form of restricted stock. There were no repricings, extensions of exercise periods or change of vesting or forfeiture conditions. No Named Executive Officer had any equity forfeitures.

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**Grants of Plan-Based Awards.** The following table reflects the terms of compensation plan-based awards granted to Named Executive Officers in 2007.

**2007 Grants of Plan-Based Awards**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)(1)
		Threshold	Target	Maximum	Threshold	Target	Maximum	(#)	(#)		
Robert G. Wilmers		0	0	0	0	0	0	0	0	0	0
René F. Jones	1/31/2007	0	0	0	0	0	0	0	15,740	121.31	450,007
Michael P. Pinto	1/31/2007	0	0	0	0	0	0	0	52,466	121.31	1,500,003
Mark J. Czarnecki	1/31/2007	0	0	0	0	0	0	0	52,466	121.31	1,500,003
Brian E. Hickey	1/31/2007	0	0	0	0	0	0	2,474	13,991	121.31	700,124

(1) The valuation of stock and stock option awards is based on the methodology set forth in Note 10 to the Financial Statements of M&T Bank Corporation in its Annual Report on Form 10-K, which was filed with the SEC on February 21, 2008.

Stock Options granted to the Named Executive Officers in 2007 were under the 2005 Incentive Compensation Plan. As described in the section entitled Compensation Discussion and Analysis, there was no stock award for Mr. Wilmers in 2007.



Vesting of the stock awards granted to the Named Executive Officers in 2007 occurs on a graduated basis with 10% vesting one year after the grant date, an additional 20% vesting two years after the grant date, an additional 30% vesting three years after the grant date and the remaining 40% vesting four years after the grant date. The portion of stock options granted in the form of incentive stock options have a ten-year term and will expire on January 31, 2017 whereas the remaining nonqualified stock options have a term of ten years and one day and will expire on February 1, 2017. The 2005 Incentive Compensation Plan allows for accelerated vesting only in cases of death, disability, retirement or a change-of-control.

M&T Bank Corporation determines the value of stock options using the binomial valuation financial measurement. For stock options granted to the Named Executive Officers in 2007, the binomial value was \$28.59 for each option to purchase a share of Common Stock.

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**Outstanding Equity Awards at Fiscal Year-End.** The following table reflects the number and terms of stock option awards and stock awards outstanding as of December 31, 2007 for the Named Executive Officers.

**Outstanding Equity Awards at 2007 Fiscal Year-End**

Name	Option Awards Equity Incentive Plan Awards:				Option Expiration Date	Stock Awards Equity Incentive Plan Awards:			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Options (#) Options	Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested (#)	Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Shares, Units or Rights That Have Not Vested (\$)	Equity Incentive Plan Awards: Marked or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Robert G. Wilmer	100,000	0	0	44.2063	1/20/2008	0	0	0	0
	80,000	0	0	49.50	1/19/2009	0	0	0	0
	100,000	0	0	42.00	1/18/2010	0	0	0	0
	79,709	0	0	65.80	1/16/2011	0	0	0	0
	20,291	0	0	68.31	2/20/2011	0	0	0	0
	90,000	0	0	75.80	1/15/2012	0	0	0	0
René F. Jones	3,000	0	0	44.2063	1/20/2008	0	0	0	0
	5,000	0	0	49.50	1/19/2009	0	0	0	0
	2,410	0	0	42.00	1/18/2010	0	0	0	0
	20,000	0	0	65.80	1/16/2011	0	0	0	0
	15,000	0	0	75.80	1/15/2012	0	0	0	0
	15,000	0	0	80.23	1/21/2013	0	0	0	0
	8,992	5,995	0	91.75	1/20/2014	0	0	0	0
	3,229	7,537	0	101.80	1/18/2015	0	0	0	0
	1,316	11,852	0	108.93	1/17/2016	0	0	0	0
	0	15,740	0	121.31	1/31/2017	0	0	0	0

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Name	Option Awards					Stock Awards		
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Not Exercisable	Number of Securities Underlying Unexercised Options (#) Unearned	Exercise Price (\$)	Expiration Date	Market Value of Shares or Units of Stock That Have Not Vested (#)(2) (\$)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	Equity Incentive Plan Awards: Marked or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)