

# M&T Bank

M&T Bank  
Covered Insured Depository Institution  
2022 Resolution Plan  
Public Section  
December 1, 2022

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## Public Section

### Executive Summary

In order to promote financial stability, the Federal Deposit Insurance Corporation (“FDIC”) adopted a rule for Covered Insured Depository Institutions (“CIDI Rule”) to ensure that depositors receive prompt access to their insured deposits in the event of the failure of an Insured Depository Institution (“IDI”) and to enable the FDIC to perform its resolution functions in an effective and efficient manner. The initial CIDI Rule required each IDI with \$50 billion or more in total assets to periodically submit a Resolution Plan to the FDIC. Manufacturers and Traders Trust Company (“M&T Bank”) is a CIDI and therefore required to submit a contingent plan for its resolution (the “Resolution Plan”) under the CIDI Rule, and related amendments. M&T Bank submitted its most recent prior CIDI Resolution Plan to the FDIC in June 2018.

In late 2019, the FDIC issued modified rules that, among other things, adjusted the review cycles and applicability of the resolution planning requirements. Among these modified rules, the FDIC issued a moratorium on CIDI Resolution Plan submission requirements. In January 2021, the FDIC lifted its existing moratorium on Resolution Plans, indicating it would resume the requirement for Resolution Plan submissions for IDIs with \$100 billion or more in assets. The FDIC also announced its intention to engage in targeted engagement and capabilities testing related to resolution planning with select firms, for which M&T Bank participated in mid-2021. In June 2021, the FDIC issued a “Statement on Resolution Plans for IDI’s” which outlined the FDIC’s modified approach to implementing the IDI rule, including information regarding the content that filers are expected to prepare and extended the submission frequency for specified IDI’s to a three-year resolution plan filing cycle. In August 2021, the FDIC notified M&T Bank that its next Resolution Plan would be due on or before December 1, 2022.

M&T Bank is a banking corporation that is incorporated under the laws of the State of New York. M&T Bank is a member of the Federal Reserve System and the Federal Home Loan Bank System, and its deposits are insured by the FDIC up to applicable limits. M&T Bank operates under a charter granted by the State of New York in 1892, and the continuity of its banking business is traced to the organization of the Manufacturers and Traders Bank in 1856. The principal executive offices of M&T Bank are located at One M&T Plaza, Buffalo, New York, 14203.

As of December 31, 2021, M&T Bank had 688 domestic banking offices located in New York State, Maryland, New Jersey, Pennsylvania, Delaware, Connecticut, Virginia, West Virginia, and the District of Columbia, and a full-service commercial banking office in Ontario, Canada. As of December 31, 2021, M&T Bank (on a consolidated basis) employed 16,895 employees (16,445 full-time and 450 part-time employees) and had total assets of \$154.7 billion, deposits of \$133.7 billion and shareholder’s equity of \$16.8 billion. The deposit liabilities of M&T Bank are insured by the FDIC through its Deposit Insurance Fund (“DIF”). M&T Bank is a direct, wholly-owned subsidiary of M&T Bank Corporation (“M&T Corp”), a publicly traded company listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “MTB”. Collectively with its subsidiaries, M&T Bank employs 96% of M&T Corp’s total employees and represents 99% of its consolidated assets and virtually all of its deposits.

In the unlikely event of material financial distress or failure of M&T Bank, the Resolution Plan for M&T Bank contemplates the sale or disposition of its deposit franchise (including insured and uninsured deposits), core business lines (“CBL’s”), and assets by the FDIC in its capacity as receiver of M&T Bank under the Federal Deposit Insurance Act (the “FDIA”). The strategy alternatives described in the Resolution Plan would enable the FDIC, as receiver, to resolve M&T Bank in a manner that ensures depositors receive access to their insured deposits within one business day of failure, maximizes the net present value return from the sale or disposition of M&T Bank’s assets and minimizes the amount of loss realized by creditors in resolution, if any.

In conformance with the CIDI Rule and guidance provided by the FDIC, the Resolution Plan assumes an idiosyncratic material financial event that adversely affects M&T Bank. The outcome of such an event considers underlying economic conditions consistent with scenarios published by the Federal Reserve. The Resolution Plan further assumes that access by M&T Bank to unsecured credit is limited and that, in any asset sales, M&T Bank will encounter stress as markets react to its failure.

M&T Bank's relatively standard banking services, community-oriented business model and non-complex legal structure contribute to the bank's straightforward organization which should help limit issues in the event of resolution. M&T Bank is focused on providing traditional banking services to customers in the markets it serves, predominantly in an eight-state footprint in the Northeastern and Mid-Atlantic geographic areas of the United States. Funding is primarily secured through a stable deposit base. The conservative and disciplined risk framework of M&T Bank also provides support to a less complicated resolution process.

The following considerations are noteworthy in understanding and assessing the structure and operations of M&T Bank. These facts aid in supporting the contention that M&T Bank can be resolved in an orderly and efficient manner in the event of material financial distress or failure.

- M&T Bank, collectively with its subsidiaries, reflects the predominant share of the operations and activities of M&T Corp as of December 31, 2021 and for the year then ended (with M&T Corp values indicated):
  - 99% of the total consolidated assets (\$155.1 billion)
  - 99% of total loans (\$92.9 billion)
  - 94% of the total revenues (\$6.1 billion)
  - 96% of the full-time and part-time employees (17,569)
  - Virtually all deposits
- All internal support services reside predominately within the M&T Bank (unconsolidated) legal entity.
- Trading activities are limited in volume and complexity.
- M&T Bank and M&T Corp have no foreign operations of substance. Assets and revenues associated with international activities represent less than 1% of M&T Bank's consolidated assets and revenues as of December 31, 2021 and for the year then ended, respectively.
- Legal entity-related:
  - M&T Bank and M&T Corp consist of relatively simple legal organization structures.
  - The legal entity structure of M&T Bank and M&T Corp and its subsidiaries are regularly assessed for potential rationalization and simplification opportunities. These efforts have resulted in notable reductions in the number of legal entities within the M&T Corp structure each year since the establishment of the M&T Bank Resolution Planning Office.

### **Subsequent Event**

On April 1, 2022, M&T Corp completed its acquisition of People's United Financial, Inc. ("People's United"), including the indirect acquisition of its subsidiary bank, People's United Bank, National Association ("People's United Bank"), both with principal offices in Bridgeport, Connecticut. People's United Bank (and subsidiaries) constitutes the large majority of the assets, operations and activities of People's United. In connection with this transaction, People's United Bank was principally merged with and into M&T Bank, which is the surviving entity, or as subsidiaries thereof.

Unless otherwise noted, information reflected in this Resolution Plan is presented as of December 31, 2021, and for the year then ended, and thus excludes the impact of the People's United acquisition.

Select impacts concerning the resolvability of M&T Bank related to the People's United acquisition include the following:

- There are no changes in the Core Business Lines ("CBL's") of M&T Bank and no changes in the Material Entities of M&T Bank or M&T Corp.
- Extends the footprint of M&T Bank into the New England region (Connecticut, Massachusetts, Vermont, New Hampshire and Maine and southeastern New York) and expands the M&T Bank product offering of equipment financing.

## **Forward-Looking Statements**

*This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the rules and regulations of the Securities and Exchange Commission ("SEC"). Any statement that does not describe historical or current facts is a forward-looking statement, including statements based on current expectations, estimates and projections about M&T Bank's business, and management's beliefs and assumptions.*

*Statements regarding the potential effects of events or factors specific to M&T Bank and/or the financial industry as a whole, as well as national and global events generally, on M&T Bank's business, financial condition, liquidity and results of operations may constitute forward-looking statements and are subject to the risk that the actual effects may differ, possibly materially, from what is reflected in those forward-looking statements due to factors and future developments that are uncertain, unpredictable and in many cases beyond the control of M&T Bank. As described further below, statements regarding M&T Bank's expectations or predictions regarding the acquisition of People's United are also forward-looking statements, including statements regarding the expected financial results, prospects, targets, goals and outlook.*

*Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," or "potential," by future conditional verbs such as "will," "would," "should," "could," or "may," or by variations of such words or by similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions ("future factors") which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements.*

*Future factors include the impact of the People's United transaction (as described in the next paragraph); the impact of the war in Ukraine; the impact of the COVID-19 pandemic; economic conditions including inflation and supply chain issues; changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; prepayment speeds, loan originations, credit losses and market values on loans, collateral securing loans, and other assets; sources of liquidity; common shares outstanding; common stock price volatility; fair value of and number of stock-based compensation awards to be issued in future periods; the impact of changes in market values on trust-related revenues; legislation and/or regulations affecting the financial services industry and/or M&T Bank and its subsidiaries individually or collectively, including tax policy; regulatory supervision and oversight, including monetary policy and capital requirements; governmental and public policy changes; the outcome of pending and future litigation and governmental proceedings, including tax-related examinations and other matters; changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board, regulatory agencies or legislation; increasing price, product and service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products and services; containing costs and expenses; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; continued availability of financing; financial resources in*

*the amounts, at the times and on the terms required to support M&T Bank and its subsidiaries' future businesses; and material differences in the actual financial results of merger, acquisition and investment activities compared with M&T Bank's initial expectations, including the full realization of anticipated cost savings and revenue enhancements.*

*In addition, future factors related to the acquisition of People's United include, among others: the outcome of any legal proceedings that may be instituted against M&T Bank or its subsidiaries; the possibility that the anticipated benefits of the transaction will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where M&T Bank does business; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships; M&T Bank's success in executing its business plans and strategies and managing the risks involved in the foregoing; the business, economic and political conditions in the markets in which M&T Bank operates; and other factors that may affect future results of M&T Bank.*

*Future factors related to the acquisition also include risks, such as, among others: that there could be an adverse effect on the M&T Bank's ability to retain customers and retain or hire key personnel and maintain relationships with customers; that integration efforts may be more difficult or time-consuming than anticipated, including in areas such as sales force, cost containment, asset realization, systems integration and other key strategies; that profitability following the combination may be lower than expected including for possible reasons such as lower than expected revenues or higher or unexpected costs, charges or expenses resulting from the transaction; unforeseen risks that may exist; and other factors that may affect future results of M&T Bank.*

*These are representative of the future factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, either nationally or in the states in which M&T Bank and its subsidiaries do business, including interest rate and currency exchange rate fluctuations, changes and trends in the securities markets, and other future factors.*

*Further detail regarding these risks and uncertainties is included in the M&T Bank Corporation Annual Report for the year ended December 31, 2021 filed with the SEC, including in the Risk Factors section of such report, as well as in other SEC filings. Forward-looking statements speak only as of the date made, and M&T Bank does not assume any duty and does not undertake to update forward-looking statements.*

**A. Names of Material Entities**

Under the CIDI Rule, and as defined therein, a Material Entity is a company that is significant to the activities of a Critical Service or Core Business Line of a CIDI. For purposes of the Resolution Plan and the CIDI Rule, there are two Material Entities within the M&T Corp organization:

M&T Corp. M&T Corp is the top-level holding company for M&T Bank and as such is significant to the activities of all Critical Services and Core Business Lines. M&T Corp, however, does not have any Core Business Line operations, and does not provide any Critical Services to M&T Bank. As of December 31, 2021, on a consolidated basis, M&T Corp reported \$92.9 billion of loans, \$155.1 billion of total assets, and \$131.5 billion of deposits. In addition, M&T Corp had 17,569 employees (17,115 full-time and 454 part-time) as of December 31, 2021. M&T Corp also reported net income of \$1.9 billion for the year ended December 31, 2021. While additional information regarding M&T Corp is contained within this document, please also refer to its reports filed with the SEC and available on their website at [www.sec.gov](http://www.sec.gov) for more details. Further information can also be found on the Investor Relations portion of M&T Bank's website at [ir.mandtbank.com](http://ir.mandtbank.com).

M&T Bank. M&T Bank is a regional New York state-chartered bank and trust company based in Buffalo, New York. As of December 31, 2021, on a consolidated basis, M&T Bank had \$92.8 billion of loans, \$154.7 billion of total assets, and \$133.7 billion of deposits. In addition, M&T Bank (consolidated) had 16,895 employees (16,445 full-time and 450 part-time) as of December 31, 2021. Collectively with its subsidiaries, M&T Bank employs 96% of M&T Corp's employees and represents 99% of its consolidated assets and virtually all of its deposits. Additional information regarding M&T Bank may be obtained from M&T Bank's Call Reports filed with the FDIC and available on the FDIC's website at [www.fdic.gov](http://www.fdic.gov).

The chart below reflects the structure of the Material Entities as denoted for resolution purposes.

Table P.A-1: Material Entities - M&T Corp Organization



M&T Bank and M&T Corp regularly assess their respective legal structures to streamline and simplify their organizations. There have been noteworthy reductions in the number of legal entities for M&T Bank and M&T Corp since the inception of Resolution Plan requirements which support resolvability.

## **B. Description of Core Business Lines**

For the purposes of the CIDI Rule, CBLs are those businesses of the CIDI, including associated operations, services, functions and support that, in the view of the CIDI, upon failure, would result in material loss of revenue, profit, or franchise value. M&T Bank has identified the following seven Core Business Lines: Commercial Banking, Commercial Real Estate, Business Banking, Retail Banking, Residential Mortgage Banking, Wealth Advisory Services and Institutional Client Services.

### **Commercial Banking**

The Commercial Banking CBL provides a wide range of credit products and banking services for middle-market and large commercial customers, mainly within the markets served by M&T Bank. Products and services provided by this segment include commercial lending and leasing, letters of credit, deposit products, and treasury management and merchant services.

### **Commercial Real Estate**

The Commercial Real Estate CBL provides credit and deposit products and services to operators and owners of commercial real estate both within and outside the footprint served by M&T Bank. Real estate securing loans in this business line are generally located in the New York City metropolitan area, upstate New York, Maryland, New Jersey, Pennsylvania, Delaware, Virginia, West Virginia, the District of Columbia and the northwestern portion of the United States. Commercial real estate loans may be secured by apartment/multifamily buildings; office, retail, and industrial space; or other types of collateral. Activities of this business line also include the origination, sales and servicing of commercial real estate loans through the Fannie Mae Delegated Underwriting and Servicing program and other programs.

### **Business Banking**

The Business Banking CBL provides a range of services and products to small businesses and professionals within markets served by M&T Bank through its branch network, business banking centers and other delivery channels such as telephone banking, online banking, mobile banking, and automated teller machines ("ATMs"). Services and products offered by this business line include various business loans and leases, including loans guaranteed by the Small Business Administration, business credit cards, deposit products, and financial services such as cash management, payroll and direct deposit, merchant credit card and letters of credit.

### **Retail Banking**

The Retail Banking CBL offers a variety of products and services to Individuals through several delivery channels which include physical branches, telephone banking, online banking, mobile banking, and ATMs. The Retail Banking branch footprint is located in New York State, Maryland, New Jersey, Pennsylvania, Delaware, Connecticut, Virginia, West Virginia, and the District of Columbia. Credit services offered by this business line include consumer installment loans, automobile and recreational vehicle loans (originated both directly and indirectly through dealers), home equity loans and lines of credit and credit cards. The business line also offers its customers deposit products, including demand, savings and time accounts; investment products, including mutual funds and annuities; and other services. Investment products are offered to Retail Banking customers through a strategic alliance with LPL Financial.

### **Residential Mortgage Banking**

The Residential Mortgage Banking CBL originates and services residential mortgage loans. Originated loans may be sold in the secondary market to investors or retained by M&T Bank. This CBL makes a small percentage of its loans to developers of residential real estate properties. M&T Bank periodically purchases the rights to service residential mortgage loans and also sub-services residential real estate loans for others.



### Wealth Advisory Services (“WAS”)

The WAS CBL offers personal trust, planning, fiduciary, asset management, family office and other services designed to help high and ultra-high net worth individuals and families grow, preserve and transfer wealth.

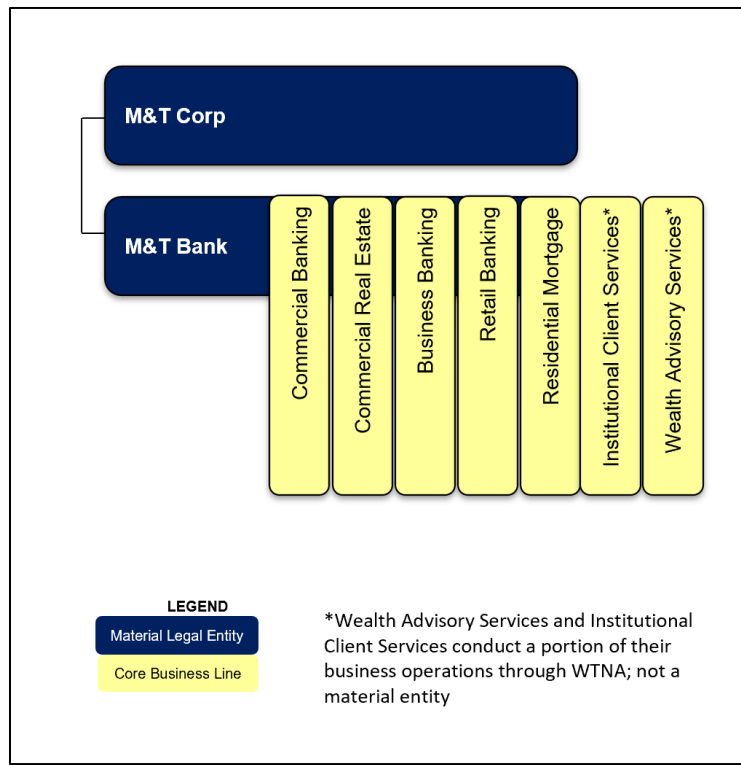
### Institutional Client Services (“ICS”)

The ICS CBL provides a variety of trustee, agency, investment management and administrative services for corporations and institutions, investment bankers, corporate tax, finance and legal executives, and other institutional clients who: (i) use capital markets financing structures; (ii) use independent trustees to hold retirement plan and other assets; and (iii) need investment and cash management services.

### Mapping of Core Business Lines to Material Entities

Each of the CBL’s operates predominantly through M&T Bank and its subsidiaries. M&T Corp does not have any Core Business Line operations. WAS and ICS conduct a portion of their business operations through Wilmington Trust National Association (“WTNA”), a non-material entity. The chart below maps M&T Bank’s Core Business Lines to its Material Entities through which they operate.

Table P.B-1: Mapping of Core Business Lines to M&T Bank and Its Material Entities



**C. Consolidated financial information regarding assets, liabilities, capital & major funding sources**

**Assets, Liabilities and Capital**

The following denotes comparative Balance Sheets for M&T Bank as reported on the Call Report per Federal Financial Institutions Examination Council ("FFIEC") Form 031.

**Table P.C-1: Consolidated Balance Sheet - M&T Bank**

<i>(\$ in Thousands)</i>		
<b>ASSETS</b>	<b>12/31/2021</b>	<b>12/31/2020</b>
<b>Cash and Balances Due from Depository Institutions:</b>		
Cash and Noninterest-Bearing Balances	\$1,256,471	\$1,546,234
Interest-Bearing Balances	41,858,218	23,582,099
<b>Total Cash and Balances Due from Depository Institutions</b>	<b>43,114,689</b>	<b>25,128,333</b>
<b>Investment Securities:</b>		
Held-to-Maturity	2,734,674	1,748,989
Available-for-Sale	3,935,252	4,801,715
Other	71,199	88,318
<b>Total Investment Securities</b>	<b>6,741,125</b>	<b>6,639,022</b>
<b>Loans and Leases:</b>		
Loans and Leases, Net of Unearned Discount	92,834,177	98,433,612
Allowance for Loan and Lease Losses	(1,467,630)	(1,734,061)
<b>Loans and Leases, Net</b>	<b>91,366,547</b>	<b>96,699,551</b>
Trading Assets	420,729	1,021,250
Premises and Fixed Assets	1,105,231	1,120,310
Goodwill	4,593,112	4,593,112
Other Intangible Assets	353,574	348,231
Other Assets	6,957,519	6,669,875
<b>Total Assets</b>	<b>\$154,652,526</b>	<b>\$142,219,684</b>
<b>LIABILITIES</b>		
<b>Deposits:</b>		
In Domestic Offices:		
Noninterest-Bearing Deposits	\$60,982,388	\$48,229,070
Interest-Bearing Deposits	72,705,122	72,235,852
In Foreign Offices:		
Interest-Bearing Deposits	31,644	684,554
<b>Total Deposits</b>	<b>133,719,154</b>	<b>121,149,476</b>
Securities Sold Under Agreements to Repurchase	47,046	59,482
Federal Funds Purchased	0	0
Subordinated Notes and Other Borrowed Money	2,187,619	3,070,780
Other Liabilities	1,944,184	2,015,978
<b>Total Liabilities</b>	<b>\$137,898,003</b>	<b>\$126,295,716</b>
<b>EQUITY CAPITAL</b>		
Common Stock	120,635	120,635
Surplus	9,934,636	9,855,936
Retained Earnings	6,823,237	6,007,737
Accumulated Other Comprehensive Income (Loss)	(123,985)	(60,340)
<b>Total Equity Capital</b>	<b>16,754,523</b>	<b>15,923,968</b>
<b>Total Liabilities and Equity Capital</b>	<b>\$154,652,526</b>	<b>\$142,219,684</b>

## Capital

M&T Bank and its subsidiary banks are required to comply with applicable capital adequacy regulations established by the federal banking agencies. Failure to meet minimum capital requirements can result in certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a material effect on the financial statements of M&T Bank. Pursuant to the rules in effect as of December 31, 2021, the required minimum and well capitalized capital ratios are as follows:

	Minimum	Well capitalized
Common equity Tier 1 ("CET1") to risk-weighted assets	4.5%	6.5%
Tier 1 capital to risk-weighted assets	6.0%	8.0%
Total capital to risk-weighted assets	8.0%	10.0%
Leverage — Tier 1 capital to average total assets	4.0%	5.0%

In addition, pursuant to capital regulations, M&T Bank and its subsidiaries are each currently required to maintain a capital buffer of 2.5% of risk-weighted assets composed entirely of CET1 in addition to the minimum risk-weighted asset ratios. In June 2022, the Federal Reserve released the results of its most recent supervisory stress tests. Based on those results, on October 1, 2022, M&T's stress capital buffer of 4.7% became effective.

Summary capital ratio information for M&T Bank is presented below:

Table P.C-2: Regulatory Components and Capital Ratios - M&T Bank <sup>(1)</sup>

(\$ in Thousands)

Basel III	12/31/2021	12/31/2020
<b>Tier 1 Capital Components</b>		
Total Common Equity Tier 1 Capital (Before adjustments and deductions)	\$16,917,758	\$16,152,870
Less: Net Unrealized Gain on AFS Securities	79,007	149,217
Less: Net Loss on Cash Flow Hedges/AOCI Amounts	(202,992)	(209,557)
Less: Goodwill net of associated tax liabilities	4,593,112	4,593,112
Less: Other Intangible assets	2,904	10,053
Less: Disallowed Deferred Tax Assets	-	-
Less: All Other Deductions from (to) CET1 Capital	67,373	59,583
<b>Total Tier 1 Capital</b>	<b>\$12,378,354</b>	<b>\$11,550,462</b>
<b>Tier 2 Capital Components</b>		
Tier 2 capital instruments plus related surplus	\$499,835	\$499,806
Allowance for Loan and Lease Losses Included in Tier 2 Capital	1,292,245	1,323,148
Unrealized Gains on AFS Equity Securities Included in Tier 2 Capital	-	-
Less: Tier 2 Capital Deductions	-	-
<b>Total Tier 2 Capital</b>	<b>\$1,792,080</b>	<b>\$1,822,954</b>
<b>Total Risk-Based Capital</b>	<b>\$14,170,434</b>	<b>\$13,373,416</b>
<b>Total Risk-Weighted Assets</b>	<b>\$103,363,850</b>	<b>\$105,976,579</b>
<b>Average Total Assets for Leverage Ratio</b>	<b>\$152,684,662</b>	<b>\$139,589,317</b>
<b>Capital Ratios (2)</b>		
Tier 1 Capital Ratio	11.98%	10.90%
Total Capital Ratio	13.71%	12.62%
Leverage Ratio	8.11%	8.27%
Common Equity Tier 1 (CET1) to Risk-Weighted Assets	11.98%	10.90%

(1) Capital Ratios per Basel III guidelines

## Funding

The most significant source of funding for M&T Bank is its core deposits, which are generated from a large base of consumer, corporate and institutional customers. Core deposits are considered to include noninterest-bearing deposits, interest-bearing transaction accounts, savings deposits and time deposits of \$250,000 or less. Deposits represent the largest funding source for M&T Bank at 97% and 96% of total consolidated liabilities as of December 31, 2021 and December 31, 2020, respectively.

Additionally, M&T Bank supplements funding provided through core deposits with various short-term and long-term borrowings. Borrowing sources totaled \$2.2 billion and \$3.1 billion as of December 31, 2021 and December 31, 2020, respectively. These amounts represent 2% of total consolidated liabilities as of both those respective periods.

The following summarizes M&T Bank's funding sources as of December 31, 2021 and 2020.

Table P.C-3: Funding Sources - M&T Bank

<i>(\$ in Thousands)</i>		
	<b>12/31/2021</b>	<b>12/31/2020</b>
<b>Deposits</b>		
Noninterest-Bearing Deposits	\$60,982,388	\$48,229,070
Savings & Interest Checking Deposits	69,904,290	68,343,947
Time Deposits	2,800,832	3,891,905
Deposits in Foreign Offices	31,644	684,554
<b>Total Deposits</b>	<b>\$133,719,154</b>	<b>\$121,149,476</b>
<b>Borrowed Funds</b>		
Short Term Repurchase Agreements	47,046	59,482
<b>Total Short Term Borrowings</b>	<b>47,046</b>	<b>59,482</b>
Subordinated Notes	522,867	1,052,194
Senior Notes	1,653,604	2,013,891
Other Borrowings	11,148	4,695
<b>Total Long Term Borrowings</b>	<b>\$2,187,619</b>	<b>\$3,070,780</b>
<b>Total Borrowed Funds</b>	<b>\$2,234,665</b>	<b>\$3,130,262</b>

## D. Description of derivative and hedging activities

As part of managing interest rate risk, M&T Bank enters into interest rate swap agreements to modify the repricing characteristics of certain portions of the portfolios of earning assets and interest-bearing liabilities. M&T Bank designates interest rate swap agreements utilized in the management of interest rate risk as either fair value hedges or cash flow hedges. Interest rate swap agreements are generally entered into with counterparties that meet established credit standards and most contain master netting, collateral and/or settlement provisions protecting the at-risk party. Based on adherence to M&T Bank's credit standards and the presence of the netting, collateral, or settlement provisions, M&T Bank believes that the credit risk inherent in these contracts was not material as of December 31, 2021.

M&T Bank utilizes commitments to sell residential and commercial real estate loans to hedge the exposure to changes in the fair value of real estate loans held for sale. Such commitments have generally been designated as fair value hedges. M&T Bank also utilizes commitments to sell real estate loans to offset the exposure to changes in fair value of certain commitments to originate real estate loans for sale.

Derivative financial instruments used for trading account purposes include interest rate contracts, foreign exchange and other option contracts, foreign exchange forward and spot contracts, and financial futures. Interest rate contracts entered into for trading account purposes had notional values of \$32.6 billion and \$37.8 billion at December 31, 2021 and 2020, respectively. The notional amounts of foreign currency and other option and futures contracts entered into for trading account purposes aggregated \$1.1 billion and \$.8 billion at December 31, 2021 and 2020, respectively.

The following summarizes information regarding the fair values of derivative instruments for M&T Corp's consolidated balance sheet and consolidated statement of income as of December 31, 2021 and 2020, which are consistent in all material respects with values for M&T Bank.

Table P.D-1: Fair Values of Derivative Instruments - M&T Corp.

(\$ in Thousands)				
	Asset Derivatives Fair Value December 31,		Liability Derivatives Fair Value December 31,	
	2021	2020	2021	2020
<b>Derivatives Designated and Qualifying as Hedging Instruments</b>				
Fair Value Hedges:				
Interest Rate Swap Agreements	\$258	\$1,968	\$465	\$892
Commitments to Sell Real Estate Loans	4,044	1,488	548	8,458
<b>Total</b>	<b>\$4,302</b>	<b>\$3,456</b>	<b>\$1,013</b>	<b>\$9,350</b>
<b>Derivatives not designated and qualifying as hedging instruments</b>				
Mortgage-Related Commitments to Originate Real Estate Loans for Sale	\$11,728	\$43,599	\$5,288	\$365
Commitments to Sell Real Estate Loans	8,137	2,409	4,108	13,868
Trading:				
Interest Rate Contracts	410,056	1,008,913	76,278	105,768
Foreign Exchange and Other Option and Future Contracts	8,230	9,608	7,156	11,134
<b>Total</b>	<b>\$438,151</b>	<b>\$1,064,529</b>	<b>\$92,830</b>	<b>\$131,135</b>
<b>Total Derivatives</b>	<b>\$442,453</b>	<b>\$1,067,985</b>	<b>\$93,843</b>	<b>\$140,485</b>

**E. List of memberships in material payment, clearing and settlement systems**

M&T Bank and its subsidiaries directly or indirectly engage in cash, securities, and derivatives transactions with a number of financial market utilities, such as payment, clearing, and settlement systems (collectively, “FMUs”). Material FMUs are denoted as follows:

Table P.E-1: Financial Market Utilities

<b>Financial Market Utility</b>	<b>Description</b>
<b>Chicago Mercantile Exchange, Inc. (“CME”)</b>	CME is a derivatives clearing organization registered with the Commodity Futures Trading Commission (the “CFTC”). The CME’s Division of Clearing acts as the clearing house for the various futures exchanges affiliated with the CME and also clears certain over-the-counter instruments, including interest rate swaps.
<b>Clearing House Interbank Payment System (“CHIPS”)</b>	CHIPS is a privately held U.S. real time gross payment and settlement system, operated by The Clearing House Payments Company L.L.C. CHIPS is owned by its member banks.
<b>Clearing House Payments Company L.L.C. (“PaymentsCo”)</b>	PaymentsCo is a check image exchange business that serves as an electronic connection among participating financial institutions. It provides a cost-effective method to exchange check images. Transactions are settled via the National Settlement Services which is operated by the Federal Reserve System.
<b>Clearing House Real Time Payments (“RTP”)</b>	RTP provides consumers and businesses the ability to send payments directly from their accounts and federally insured depository institutions 24/7 and receive and immediately access funds over the RTP network.
<b>Depository Trust Company (“DTC”)</b>	DTC permits participants to transfer securities held by those participants (for each participant’s own account or for the account of a participant’s customer) for payment or otherwise. DTC is a wholly-owned subsidiary of the Depository Trust & Clearing Corporation.
<b>Electronic Payments Network (“EPN”)</b>	EPN is the Automatic Clearing House (“ACH”) operator and payment association of The Clearing House Payments Company L.L.C. As an ACH operator, EPN processes electronic payments between the accounts of its participants.
<b>FedACH</b>	FedACH is the Automatic Clearing House (“ACH”) operator run by the Federal Reserve System. As an ACH operator, FedACH processes electronic payments between the accounts of its participants.
<b>Fedwire Funds Services</b>	Fedwire Funds Services (“Fedwire”) is a real-time gross settlement for the United States and the U.S. dollar operated by the Reserve Banks and the Federal Reserve System. Participants initiate payment orders that are individually processed and settled in real time upon receipt. Once settled, Fedwire funds transfers are final and irrevocable.

Financial Market Utility	Description
LCH Clearnet Ltd. (U.K.) SwapClear (“LCH”)	LCH is a derivatives clearing organization, registered with the Commodity Futures Trading Commission. Through its SwapClear Clearing Services, LCH offers clearing services for over-the-counter interest rate swaps.
Society for Worldwide Interbank Financial Telecommunication (“SWIFT”)	SWIFT provides a secure telecommunication platform for the exchange of standardized financial messages used in many payment and settlement systems among financial institutions, market infrastructures and their end users. It is a member-owned cooperative with a diverse customer base including banks, market infrastructures, broker-dealers, corporations, custodians and investment managers.
Visa, Inc. (“Visa”)	Visa is a payments company that enables consumers, businesses, financial institutions, and governments to use electronic (card) payments instead of cash. As part of that service, Visa provides for the transfer of funds among various financial institutions.
Zelle	Zelle is a U.S. based digital payments network owned by participating financial institutions which allows consumer customers to electronically transfer money across institutions in real-time from their bank account to another registered user’s bank account.

#### **F. Description of foreign operations**

M&T Bank engages in very limited international activities. Its operations and employees are almost exclusively located in the United States. As a result, the majority of its revenues, profits, assets and liabilities are predominantly related to its domestic operations. International assets included \$197 million and \$170 million of loans to foreign borrowers at December 31, 2021 and 2020, respectively, for M&T Corp. Revenues from providing international trust-related services for M&T Corp were approximately \$38 million in 2021 and \$36 million in 2020.

##### **Canada Branch**

Deposits at the M&T Bank office in Ontario, Canada were \$32 million at each of December 31, 2021 and December 31, 2020.

##### **Cayman Islands Office**

There were no outstanding deposits at the Cayman Islands office at December 31, 2021 and the office was closed as of that date. As of December 31, 2020, the Cayman Islands office deposits aggregated \$652 million.

#### **G. Identities of material supervisory authorities**

M&T Bank and its subsidiaries are subject to various laws and regulations and the supervision of several federal and state supervisory authorities.

M&T Bank is a New York state chartered bank and a member of the Federal Reserve and the Federal Home Loan Bank System (“FHLB”). As a result, it is subject to extensive regulation, examination and oversight by the New York State Department of Financial Services (“NYDFS”) and the Federal Reserve Bank of New York (“FRBNY”). New York laws and regulations govern many aspects of M&T Bank’s operations, including branching, dividends, subsidiary activities, fiduciary activities, lending, and deposit taking. M&T Bank is also subject to Federal Reserve regulations and guidance, including with respect to capital adequacy regulations.

As an IDI, it is also regulated and supervised by the FDIC. Its deposits are insured by the FDIC, subject to certain limitations, which also exercises regulatory oversight over certain aspects of M&T Bank’s operations. In addition, the Consumer Financial Protection Bureau (“CFPB”) has rulemaking and primary supervision and enforcement authority over M&T Bank with respect to certain federal consumer protection laws.

Certain subsidiaries of M&T Bank are subject to regulation by other federal and state regulators as well. For example, M&T Securities, Inc., a wholly owned subsidiary of M&T Bank, is a broker-dealer registered under the Securities Exchange Act of 1934, and is therefore also subject to regulation and supervision by the Securities and Exchange Commission (“SEC”), the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”), and state securities regulators.

M&T Bank and its subsidiaries are subject to additional laws and regulations of both the Federal government and the various states in which they conduct business, as applicable.

**H. Identities of principal officers**

The Board of Directors of M&T Bank designates certain senior managers to serve as the “Executive Officers” of M&T Bank under relevant federal and state banking laws who participate in policy-making functions of M&T Bank. This group has broad authority to manage M&T Bank and to take various actions affecting M&T Bank.

The Executive Officers of M&T Bank and M&T Corp and their titles are set forth below (as of May 2022).

Table P.H-1: Executive Officers - M&T Bank and M&T Corp

<b>Executive Officers</b>	<b>Titles</b>
<b>René F. Jones</b>	Chairman of the Board and Chief Executive Officer
<b>Richard S. Gold</b>	President and Chief Operating Officer
<b>Kevin J. Pearson</b>	Vice Chairman
<b>Robert J. Bojdak</b>	Chief Credit Officer
<b>Peter G. D’Arcy</b>	Head of Commercial Banking
<b>Chris Kay</b>	Head of Consumer Lending & Business Banking
<b>Darren J. King</b>	Chief Financial Officer
<b>Doris P. Meister</b>	Head of Wealth Management
<b>Laura O’Hara</b>	Chief Legal Officer
<b>Michael J. Todaro</b>	Chief Risk Officer
<b>Michele D. Trolli</b>	Head of Corporate Operations & Enterprise Initiatives
<b>Julie Urban</b>	Chief Auditor
<b>D. Scott N. Warman</b>	Treasurer
<b>Jennifer Warren</b>	Head of Institutional Client Services
<b>Tracy Woodrow</b>	Chief Human Resources Officer

In June 2022, Richard S. Gold, President and Chief Operating Officer, announced his intention to retire effective after the first quarter of 2023.



<b>I. Description of the corporate governance structure and processes related to resolution planning</b>
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M&T Bank's Enterprise Risk Framework is the structure through which it identifies, assesses, monitors, controls, communicates and escalates risk, which is deployed by separate Lines of Defense ("LOD"). It represents M&T Bank's overall risk management approach, including the policies, processes, controls, and systems through which risk is managed on a daily basis. The Enterprise Risk Framework reflects a "three LOD" model which provides the structure to clarify roles, responsibilities, and accountabilities.

The three LOD for risk management of M&T Bank consist of:

- First LOD - consists primarily of the front-line business and operational support areas that participate in the delivery of products or services to customers, as well as related servicing and technology.
- Second LOD - represents the Independent Risk Management function which report to the Chief Risk Officer ("CRO"). The Second LOD establishes the enterprise-wide risk management policies, procedures, methodologies, and tools, including the risk governance framework. This structure also oversees the establishment of risk limits and monitors compliance thereof.
- Third LOD – historically comprised of Internal Audit, this LOD was expanded in mid-2022 to include the Credit Review Department ("CRD"). The third LOD is independent from the First and Second LOD's. Internal Audit provides assurance to senior management and the M&T Bank Corporation Board of Directors (via the Audit Committee of the Board), of the effectiveness of risk management programs, policies, processes, practices, and controls, as well as adherence to regulatory standards. The CRD function provides the Risk Committee and senior management with independent, objective, and continuous evaluation of the credit quality of M&T Bank, including wholesale and retail exposures and overall adherence to safe and sound banking credit practices. The Senior Director of Credit Review reports directly to the Risk Committee and administratively to the CRO.

Table P.I-1: Enterprise Risk Framework - M&T Bank



Within this context, M&T Bank has developed a governance structure with respect to its Resolution Plan. Under this organization, the Resolution Planning Office (“RPO”) is responsible for coordinating the development, preparation, governance and securing approval of the periodic Resolution Plan(s). The RPO is a function of the Risk Management and Regulatory Affairs Division and organized within the Second LOD. The activities of the RPO are subject to recurring Internal Audit review and assessment.

The Risk Committee of the Board of Directors evaluates the Resolution Plan and provides input and guidance to the Board of Directors and sets expectations for management. The Board of Directors approves the final Resolution Plan after careful and detailed consideration.

The Management Risk Committee oversees the overall risk management framework by establishing or guiding significant strategies, policies, procedures, processes, controls and systems to identify, assess, measure, manage, monitor and report the major risks of the enterprise. Their responsibilities include governance of the Resolution Plans and related activities.

The RPO functionally reports to the Chief Risk Officer. The Senior Director, Treasury Risk, Model Risk and Capital Risk Oversight is responsible for the management of the activities of the RPO. The Legal Department provides legal and regulatory support to the Resolution Planning activities. A Resolution Planning Policy formalizes this framework.

Table P.I-2: Resolution Planning Governance Framework - M&T Bank

Key Participants	Function	Meeting Frequency
Board of Directors	Approves the Plan	2x per year
Risk Committee of the Board	Reviews the Plan, assesses key elements, approves the Plan and recommends ultimate approval by the full Board of Directors	2-4x per year
Management Risk Committee	Makes strategic decisions on issues elevated during the development cycle of the Plan	2-4x per year
Resolution Plan Working Group	Provides key informational inputs and operations content; reviews and validates relevant completed content. Key information is also provided by additional subject-matter contributors.	Recurring
Strategy Development Working Group	Supports strategy review and development; challenges key strategy assumptions and alternatives	During Plan Development
Resolution Planning Office (“RPO”)	Devises project plan; gathers critical information; vets and solicits inputs for strategies; organizes and oversees review process; escalates key issues; assesses regulations; documents processes; manages governance; produces Plan	Recurring
Disclosure Committee	Reviews Public Section of Plan to validate information is accurate and suitable for public dissemination	Annually

**J. Description of material management information systems**

M&T Bank uses management information systems (“MIS”) and related technology to support its CBL’s, operations, management and back-office functions. Significant MIS includes deposit and loan information systems, transaction and maintenance systems, accounting and profitability, risk management, compliance and security systems. M&T Bank relies on this MIS structure and services to conduct its range of business operations and activities. In preparation of the Resolution Plan, M&T Bank identified systems and applications that are essential to their business and operations, including alignment among its respective CBL’s and Material Legal Entities.

These key applications can be categorized into three primary groups:

- Business applications that support revenue generating areas;
- Support applications which facilitate operations for the non-revenue generating segments, excluding Information Technology; and
- Infrastructure applications supporting the Information Technology environment for all operations of the entire bank.

M&T Bank’s disaster recovery and business continuity plan is designed to facilitate the resumption of all usual business operations in the event of disruptive events or natural disasters. The Resolution Plan is designed to facilitate the continued operation of substantive systems until resolution is complete. Additional information on M&T Bank’s Business Continuity Management Program follows.

**Disaster Recovery and Business Continuity**

The Disaster Recovery and Business Continuity function is a component of the Corporate Services organization. This function develops plans and testing to help ensure that the bank is able to recover data and resume business in the event of a disruptive event or disaster.

Specifically, M&T Bank’s Business Continuity Management Program outlines the responsibility for developing response plans for disruptive events, which include both internal and external threats as well as natural disasters. The Board of Directors and appropriate senior management govern the program

and work collaboratively to ensure risks are properly identified, prioritized, and managed. The Business Continuity/Disaster Recovery Management Team provides updates to the Board of Directors and senior management on an annual basis.

M&T Bank's Business Continuity Management Program has three areas of focus:

- Enterprise response plans - developed at both the corporate and regional level in order to determine the personnel and processes needed to respond to disruptive events.
- Business unit contingency plans - established and maintained at the business unit level.
- Technology disaster recovery plans - developed and maintained by application owners with input from technical managers. All production applications have an associated disaster recovery plan and are reviewed annually.

<b>K. High-level description of resolution strategy including such items as the range of potential purchasers of the CIDI, its Material Entities, and Core Business Lines</b>
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M&T Bank has developed its resolution strategy by considering a range of options. The alternatives identified are intended to:

- Ensure access by depositors to M&T Bank's insured deposits within one business day
- Incur least cost to the Deposit Insurance Fund of the FDIC
- Maximize value for the receivership
- Limit loss of franchise value that might be caused by a lengthy resolution process

Upon the failure of M&T Bank, it would be placed under FDIC receivership control as prescribed by the Federal Deposit Insurance Act ("FDIA"). This would include the transfer of M&T Bank assets into a bridge bank (an entity created by a bank regulator or central bank to operate a failed bank) established by the FDIC. Receivership of M&T Bank is contemplated to be concluded in a time period of approximately one to two years.

The failure of M&T Bank considers a range of resolution alternatives, including among the following:

- Regional Banking Divestments
- Core Business Line and Portfolio Sales, individually or in combination
- Initial Public Offering ("IPO")
- Whole Bank Sale to a Single Buyer
- Complete Liquidation

Potential acquirers related to the aforementioned strategies have been identified considering such factors as size, capital levels and capacity, geographic fit, portfolio diversification, post-acquisition concentration levels and prior experience in successful acquisition execution. This group consists primarily of a range of strategic acquirers, both U.S. regional and foreign bank bidders. These parties would offer the most practical group of interested and qualified buyers for the primary components of M&T Bank. The possible sale of certain smaller operations and non-core assets of M&T Bank may generate interest from other financial intermediaries, industry consolidators or potential management group buyouts.

As noted previously, M&T Corp is largely dependent on M&T Bank for its survival. M&T Corp could not survive the failure of M&T Bank and it would consider protection under Chapter 11 or Chapter 7 of the U.S. Bankruptcy Code. A Chapter 11 proceeding for M&T Corp would provide greater flexibility to assess strategic alternatives and likely additional time as compared to a Chapter 7 proceeding.