

M&T BANK CORP  
Form 10-Q  
November 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-9861

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

|                                 |                     |
|---------------------------------|---------------------|
| New York                        | 16-0968385          |
| (State or other jurisdiction of | (I.R.S. Employer    |
| incorporation or organization)  | Identification No.) |

One M & T Plaza

|  |            |
|--|------------|
| Buffalo, New York                        | 14203      |
| (Address of principal executive offices) | (Zip Code) |

(716) 635-4000

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares of the registrant's Common Stock, \$0.50 par value, outstanding as of the close of business on October 28, 2016: 155,048,618 shares.

M&T BANK CORPORATION

FORM 10-Q

For the Quarterly Period Ended September 30, 2016

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEET (Unaudited)

| Dollars in thousands, except per share |  | September 30,<br>2016 | December 31,<br>2015 |
|--|--|-----------------------|----------------------|
| <b>Assets</b>                          |  |                       |                      |
|  | Cash and due from banks  | \$ 1,332,202          | 1,368,040            |
|  | Interest-bearing deposits at banks   | 10,777,636            | 7,594,350            |
|  | Trading account  | 488,588               | 273,783              |
|  | Investment securities (includes pledged securities that can be sold or replighted of |                       |                      |
|  | \$1,856,326 at September 30, 2016; \$2,136,712 at December 31, 2015)                 |                       |                      |
|  | Available for sale (cost: \$11,551,614 at September 30, 2016;                        |                       |                      |
|  | \$12,138,636 at December 31, 2015)   | 11,862,567            | 12,242,671           |
|  | Held to maturity (fair value: \$2,456,097 at September 30, 2016;                     |                       |                      |
|  | \$2,864,147 at December 31, 2015)  | 2,409,950             | 2,859,709            |
|  | Other (fair value: \$461,057 at September 30, 2016; \$554,059 at                     |                       |                      |
|  | December 31, 2015)   | 461,057               | 554,059              |
|  | Total investment securities  | 14,733,574            | 15,656,439           |
|  | Loans and leases   | 89,887,257            | 87,719,234           |
|  | Unearned discount  | (240,765 )            | (229,735 )           |
|  | Loans and leases, net of unearned discount   | 89,646,492            | 87,489,499           |
|  | Allowance for credit losses  | (976,121 )            | (955,992 )           |
|  | Loans and leases, net  | 88,670,371            | 86,533,507           |
|  | Premises and equipment   | 660,381               | 666,682              |
|  | Goodwill   | 4,593,112             | 4,593,112            |
|  | Core deposit and other intangible assets   | 106,744               | 140,268              |
|  | Accrued interest and other assets  | 5,478,420             | 5,961,703            |
|  | Total assets   | \$ 126,841,028        | 122,787,884          |
| <b>Liabilities</b>                     |  |                       |                      |
|  | Noninterest-bearing deposits   | \$ 33,127,627         | 29,110,635           |
|  | Interest-checking deposits   | 2,554,507             | 2,939,274            |
|  | Savings deposits   | 50,510,523            | 46,627,370           |
|  | Time deposits  | 11,721,005            | 13,110,392           |
|  | Deposits at Cayman Islands office  | 223,183               | 170,170              |
|  | Total deposits   | 98,136,845            | 91,957,841           |
|  | Federal funds purchased and agreements to repurchase securities                      | 213,846               | 150,546              |

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|   |   |             |             |
|---|---|-------------|-------------|
|   | Other short-term borrowings                                   | —           | 1,981,636   |
|   | Accrued interest and other liabilities                        | 1,938,201   | 1,870,714   |
|   | Long-term borrowings  | 10,211,160  | 10,653,858  |
|   | Total liabilities   | 110,500,052 | 106,614,595 |
| Shareholders' equity  | Preferred stock, \$1.00 par, 1,000,000 shares authorized;     |             |             |
|   | Issued and outstanding: Liquidation preference of \$1,000 per |             |             |
|   | share: 731,500 shares at September 30, 2016 and December 31,  |             |             |
|   | 2015; Liquidation preference of \$10,000 per share: 50,000    |             |             |
|   | shares at September 30, 2016 and December 31, 2015            | 1,231,500   | 1,231,500   |
|   | Common stock, \$.50 par, 250,000,000 shares authorized,       |             |             |
|   | 159,950,278 shares issued at September 30, 2016; 159,563,512  |             |             |
|   | shares issued at December 31, 2015                            | 79,975      | 79,782      |
|   | Common stock issuable, 33,748 shares at September 30, 2016;   |             |             |
|   | 36,644 shares at December 31, 2015                            | 2,224       | 2,364       |
| Additional paid-in capital  | 6,689,812   | 6,680,768   |             |
| Retained earnings   | 9,021,965   | 8,430,502   |             |
| Accumulated other comprehensive income (loss), net                        | (114,559 )  | (251,627 )  |             |
| Treasury stock - common, at cost - 4,997,089 shares at September 30, 2016 | (569,941 )  | —           |             |
| Total shareholders' equity  | 16,340,976  | 16,173,289  |             |
| Total liabilities and shareholders' equity                                | \$ 126,841,028  | 122,787,884 |             |

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF INCOME (Unaudited)

| In thousands, except per share |  | Three months ended   |                      | Nine months ended    |                      |
|--------------------------------|--|----------------------|----------------------|----------------------|----------------------|
|                                |  | September 30<br>2016 | September 30<br>2015 | September 30<br>2016 | September 30<br>2015 |
| Interest income                | Loans and leases, including fees                         | \$871,345            | 672,092              | \$2,602,208          | 1,981,904            |
|                                | Investment securities                                    |                      |                      |                      |                      |
|                                | Fully taxable  | 84,893               | 93,062               | 274,092              | 272,163              |
|                                | Exempt from federal taxes                                | 623                  | 950                  | 2,081                | 3,330                |
|                                | Deposits at banks  | 12,354               | 3,852                | 33,684               | 10,321               |
|                                | Other  | 300                  | 70                   | 905                  | 749                  |
|                                | Total interest income                                    | 969,515              | 770,026              | 2,912,970            | 2,268,467            |
| Interest expense               | Interest-checking deposits                               | 378                  | 360                  | 1,192                | 1,020                |
|                                | Savings deposits   | 23,689               | 10,937               | 59,714               | 31,517               |
|                                | Time deposits  | 27,886               | 3,643                | 79,075               | 11,073               |
|                                | Deposits at Cayman Islands office                        | 204                  | 151                  | 578                  | 448                  |
|                                | Short-term borrowings                                    | 169                  | 32                   | 3,474                | 102                  |
|                                | Long-term borrowings                                     | 58,849               | 62,076               | 174,814              | 188,764              |
|                                | Total interest expense                                   | 111,175              | 77,199               | 318,847              | 232,924              |
|                                | Net interest income                                      | 858,340              | 692,827              | 2,594,123            | 2,035,543            |
|                                | Provision for credit losses                              | 47,000               | 44,000               | 128,000              | 112,000              |
|                                | Net interest income after provision for credit losses    | 811,340              | 648,827              | 2,466,123            | 1,923,543            |
| Other income                   | Mortgage banking revenues                                | 103,747              | 84,035               | 275,193              | 288,238              |
|                                | Service charges on deposit accounts                      | 107,935              | 107,259              | 314,212              | 314,860              |
|                                | Trust income   | 118,654              | 113,744              | 350,181              | 356,076              |
|                                | Brokerage services income                                | 15,914               | 16,902               | 48,190               | 49,224               |
|                                | Trading account and foreign exchange gains               | 12,754               | 8,362                | 33,434               | 20,639               |
|                                | Gain (loss) on bank investment securities                | 28,480               | —                    | 28,748               | (108)                |
|                                | Other revenues from operations                           | 103,866              | 109,397              | 310,579              | 348,000              |
|                                | Total other income                                       | 491,350              | 439,699              | 1,360,537            | 1,376,929            |
| Other expense                  | Salaries and employee benefits                           | 399,786              | 363,567              | 1,230,246            | 1,115,117            |
|                                | Equipment and net occupancy                              | 75,263               | 68,470               | 225,165              | 201,792              |
|                                | Printing, postage and supplies                           | 8,972                | 8,691                | 30,865               | 27,586               |
|                                | Amortization of core deposit and other intangible assets | 9,787                | 4,090                | 33,524               | 16,848               |
|                                | FDIC assessments   | 28,459               | 11,090               | 76,054               | 32,551               |
|                                | Other costs of operations                                | 230,125              | 197,908              | 682,528              | 642,925              |
|                                | Total other expense                                      | 752,392              | 653,816              | 2,278,382            | 2,036,819            |
|                                | Income before taxes                                      | 550,298              | 434,710              | 1,548,278            | 1,263,653            |
|                                | Income taxes   | 200,314              | 154,309              | 563,735              | 454,951              |
|                                | Net income   | \$349,984            | 280,401              | \$984,543            | 808,702              |
|                                | Net income available to common shareholders              |                      |                      |                      |                      |
|                                | Basic  | \$326,992            | 257,337              | \$915,670            | 739,627              |
|                                | Diluted  | 326,998              | 257,346              | 915,686              | 739,656              |
|                                | Net income per common share                              |                      |                      |                      |                      |

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|                                   |         |         |         |         |
|-----------------------------------|---------|---------|---------|---------|
| Basic                             | \$2.10  | 1.94    | \$5.82  | 5.59    |
| Diluted                           | 2.10    | 1.93    | 5.80    | 5.56    |
| Cash dividends per common share   | \$.70   | .70     | \$2.10  | 2.10    |
| Average common shares outstanding |         |         |         |         |
| Basic                             | 155,493 | 132,630 | 157,336 | 132,347 |
| Diluted                           | 156,026 | 133,376 | 157,843 | 133,089 |

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## M&amp;T BANK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Unaudited)

| In thousands  | Three months ended   |         | Nine months ended    |         |
|---|----------------------|---------|----------------------|---------|
|   | September 30<br>2016 | 2015    | September 30<br>2016 | 2015    |
| Net income  | \$349,984            | 280,401 | \$984,543            | 808,702 |
| Other comprehensive income (loss), net of tax and reclassification adjustments: |                      |         |                      |         |
| Net unrealized gains (losses) on investment securities                          | (17,133 )            | 48,332  | 127,331              | 1,053   |
| Cash flow hedges adjustments  | (23 )                | (24 )   | (70 )                | 823     |
| Foreign currency translation adjustment   | (229 )               | (3 )    | (1,847 )             | (521 )  |
| Defined benefit plans liability adjustments                                     | 3,847                | 5,724   | 11,654               | 16,166  |
| Total other comprehensive income (loss)   | (13,538 )            | 54,029  | 137,068              | 17,521  |
| Total comprehensive income  | \$336,446            | 334,430 | \$1,121,611          | 826,223 |

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

| In thousands  |  | Nine months ended                            |              |
|---|--|--|--------------|
|   |  | September 30                                 |              |
|   |  | 2016   | 2015         |
| Cash flows from operating activities                          | Net income   | \$984,543                                    | 808,702      |
|   | Adjustments to reconcile net income to net cash provided by operating activities |  |              |
|   | Provision for credit losses  | 128,000                                      | 112,000      |
|   | Depreciation and amortization of premises and equipment                          | 79,911                                       | 73,916       |
|   | Amortization of capitalized servicing rights                                     | 37,979                                       | 36,730       |
|   | Amortization of core deposit and other intangible assets                         | 33,524                                       | 16,848       |
|   | Provision for deferred income taxes  | 109,274                                      | 20,141       |
|   | Asset write-downs  | 14,276                                       | 5,775        |
|   | Net gain on sales of assets  | (46,732 )                                    | (61,969 )    |
|   | Net change in accrued interest receivable, payable                               | (13,833 )                                    | (5,484 )     |
|   | Net change in other accrued income and expense                                   | 113,809                                      | 11,200       |
|   | Net change in loans originated for sale  | (285,824 )                                   | 232,974      |
|   | Net change in trading account assets and liabilities                             | (82,837 )                                    | (2,993 )     |
|   | Net cash provided by operating activities  | 1,072,090                                    | 1,247,840    |
|   | Cash flows from investing activities   | Proceeds from sales of investment securities |              |
| Available for sale  |  | 61,947                                       | 2,579        |
| Other   |  | 94,516                                       | 377          |
| Proceeds from maturities of investment securities             |  |  |              |
| Available for sale  |  | 1,690,665                                    | 1,343,869    |
| Held to maturity  |  | 459,399                                      | 519,359      |
| Purchases of investment securities                            |  |  |              |
| Available for sale  |  | (1,150,523 )                                 | (3,320,931 ) |
| Held to maturity  |  | (15,806 )                                    | (22,592 )    |
| Other   |  | (1,514 )                                     | (8,179 )     |
| Net increase in loans and leases                              |  | (2,021,004 )                                 | (2,208,660 ) |
| Net (increase) decrease in interest-bearing deposits at banks |  | (3,183,286 )                                 | 1,757,601    |
| Capital expenditures, net                                     |  | (65,277 )                                    | (42,744 )    |
| Net decrease in loan servicing advances                       |  | 121,226                                      | 461,700      |
| Other, net  |  | 11,459                                       | (75,449 )    |
| Net cash used by investing activities                         | (3,998,198 )   | (1,593,070 )                                 |              |
| Cash flows from financing activities                          | Net increase (decrease) in deposits  | 6,195,511                                    | (636,144 )   |
|   | Net decrease in short-term borrowings  | (1,886,701 )                                 | (18,893 )    |
|   | Proceeds from long-term borrowings   | —  | 1,500,000    |
|   | Payments on long-term borrowings   | (427,035 )                                   | (324,308 )   |
|   | Purchases of treasury stock  | (604,000 )                                   | —            |

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|   |   |              |            |
|---|---|--------------|------------|
|   | Dividends paid - common                                   | (333,042 )   | (281,149 ) |
|   | Dividends paid - preferred                                | (58,003 )    | (58,003 )  |
|   | Other, net  | 3,540        | 40,074     |
|   | Net cash provided by financing activities                 | 2,890,270    | 221,577    |
|   | Net decrease in cash and cash equivalents                 | (35,838 )    | (123,653 ) |
|   | Cash and cash equivalents at beginning of period          | 1,368,040    | 1,373,357  |
|   | Cash and cash equivalents at end of period                | \$ 1,332,202 | 1,249,704  |
| Supplemental disclosure of cash flow information                    | Interest received during the period                       | \$ 2,923,278 | 2,234,476  |
|   | Interest paid during the period                           | 387,695      | 234,989    |
|   | Income taxes paid during the period                       | 138,375      | 373,016    |
| Supplemental schedule of noncash investing and financing activities | Real estate acquired in settlement of loans               | \$ 100,106   | 35,018     |
|   | Securitization of residential mortgage loans allocated to |              |            |
|   | Available-for-sale investment securities                  | 18,685       | 51,481     |
|   | Capitalized servicing rights                              | 193          | 528        |

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)

| In thousands,<br>except per share<br>2015   | Preferred<br>stock | Common<br>stock | Common stock<br>issuable | Additional<br>paid-in<br>capital | Retained<br>earnings | Accumulated<br>other<br>comprehensive<br>income<br>(loss), net | Treasury<br>stock | Total      |
|---|--------------------|-----------------|--------------------------|----------------------------------|----------------------|--|-------------------|------------|
| Balance - January<br>1, 2015  | \$1,231,500        | 66,157          | 2,608                    | 3,409,506                        | 7,807,119            | (180,994 )   | —                 | 12,335,896 |
| Total<br>comprehensive<br>income  | —                  | —               | —                        | —                                | 808,702              | 17,521   | —                 | 826,223    |
| Preferred stock<br>cash dividends   | —                  | —               | —                        | —                                | (60,953 )            | —  | —                 | (60,953 )  |
| Exercise of 2,315<br>Series A stock<br>warrants into 904<br>shares of common<br>stock | —                  | 1               | —                        | (1 )                             | —                    | —  | —                 | —          |
| Stock-based<br>compensation<br>plans:   |                    |                 |                          |                                  |                      |  |                   |            |
| Compensation<br>expense, net  | —                  | 143             | —                        | 31,416                           | —                    | —  | —                 | 31,559     |
| Exercises of stock<br>options, net  | —                  | 285             | —                        | 57,133                           | —                    | —  | —                 | 57,418     |
| Stock purchase<br>plan  | —                  | 45              | —                        | 10,301                           | —                    | —  | —                 | 10,346     |
| Directors' stock<br>plan  | —                  | 4               | —                        | 1,346                            | —                    | —  | —                 | 1,350      |
| Deferred<br>compensation<br>plans, net,<br>including dividend<br>equivalents          | —                  | 2               | (267 )                   | 290                              | (76 )                | —  | —                 | (51 )      |
| Other   | —                  | —               | —                        | 1,191                            | —                    | —  | —                 | 1,191      |
| Common stock<br>cash dividends -<br>\$2.10 per share                                  | —                  | —               | —                        | —                                | (281,045 )           | —  | —                 | (281,045 ) |
| Balance -<br>September 30,<br>2015  | \$1,231,500        | 66,637          | 2,341                    | 3,511,182                        | 8,273,747            | (163,473 )   | —                 | 12,921,934 |
| Balance - January<br>1, 2016  | \$1,231,500        | 79,782          | 2,364                    | 6,680,768                        | 8,430,502            | (251,627 )   | —                 | 16,173,289 |

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|   |             |        |        |           |            |            |           |            |
|---|-------------|--------|--------|-----------|------------|------------|-----------|------------|
| Total comprehensive income  | —           | —      | —      | —         | 984,543    | 137,068    | —         | 1,121,611  |
| Preferred stock cash dividends  | —           | —      | —      | —         | (60,953 )  | —          | —         | (60,953 )  |
| Exercise of 5,320 Series A stock warrants into 1,983 shares of common stock | —           | —      | —      | (223 )    | —          | —          | 223       | —          |
| Purchases of treasury stock   | —           | —      | —      | —         | —          | —          | (604,000) | (604,000 ) |
| Stock-based compensation plans:   |             |        |        |           |            |            |           |            |
| Compensation expense, net   | —           | 171    | —      | 7,315     | —          | —          | 10,890    | 18,376     |
| Exercises of stock options, net   | —           | 18     | —      | (183 )    | —          | —          | 11,576    | 11,411     |
| Stock purchase plan   | —           | —      | —      | 275       | —          | —          | 10,319    | 10,594     |
| Directors' stock plan   | —           | 2      | —      | 526       | —          | —          | 1,047     | 1,575      |
| Deferred compensation plans, net, including dividend equivalents            | —           | 2      | (140 ) | 232       | (70 )      | —          | 4         | 28         |
| Other   | —           | —      | —      | 1,102     | —          | —          | —         | 1,102      |
| Common stock cash dividends - \$2.10 per share                              | —           | —      | —      | —         | (332,057 ) | —          | —         | (332,057 ) |
| Balance - September 30, 2016  | \$1,231,500 | 79,975 | 2,224  | 6,689,812 | 9,021,965  | (114,559 ) | (569,941) | 16,340,976 |

## NOTES TO FINANCIAL STATEMENTS

## 1. Significant accounting policies

The consolidated financial statements of M&T Bank Corporation (“M&T”) and subsidiaries (“the Company”) were compiled in accordance with generally accepted accounting principles (“GAAP”) using the accounting policies set forth in note 1 of Notes to Financial Statements included in Form 10-K for the year ended December 31, 2015 (“2015 Annual Report”). In the opinion of management, all adjustments necessary for a fair presentation have been made and were all of a normal recurring nature.

## 2. Acquisitions

On November 1, 2015, M&T completed the acquisition of Hudson City Bancorp, Inc. (“Hudson City”), headquartered in Paramus, New Jersey. On that date, Hudson City Savings Bank, the banking subsidiary of Hudson City, was merged into M&T Bank, a wholly owned banking subsidiary of M&T. Hudson City Savings Bank operated 135 banking offices in New Jersey, Connecticut and New York at the date of acquisition. The results of operations acquired in the Hudson City transaction have been included in the Company’s financial results since November 1, 2015. After application of the election, allocation and proration procedures contained in the merger agreement with Hudson City, M&T paid \$2.1 billion in cash and issued 25,953,950 shares of M&T common stock in exchange for Hudson City shares outstanding at the time of the acquisition. The purchase price was approximately \$5.2 billion based on the cash paid to Hudson City shareholders, the fair value of M&T stock exchanged and the estimated fair value of Hudson City stock awards converted into M&T stock awards. The acquisition of Hudson City expanded the Company’s presence in New Jersey, Connecticut and New York, and management expects that the Company will benefit from greater geographic diversity and the advantages of scale associated with a larger company.

The Hudson City transaction has been accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at estimated fair value on the acquisition date. The consideration paid for Hudson City’s common equity and the amounts of identifiable assets acquired and liabilities assumed as of the acquisition date were as follows:

|                                    | (in<br>thousands) |
|------------------------------------|-------------------|
| <b>Identifiable assets:</b>        |                   |
| Cash and due from banks            | \$ 131,688        |
| Interest-bearing deposits at banks | 7,568,934         |
| Investment securities              | 7,929,014         |
| Loans                              | 19,015,013        |
| Goodwill                           | 1,079,787         |
| Core deposit intangible            | 131,665           |
| Other assets                       | 843,219           |
| <b>Total identifiable assets</b>   | <b>36,699,320</b> |
| <b>Liabilities:</b>                |                   |
| Deposits                           | 17,879,589        |

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|   |             |
|---|-------------|
| Borrowings                              | 13,211,598  |
| Other liabilities                       | 405,025     |
| Total liabilities                       | 31,496,212  |
| Total consideration                     | \$5,203,108 |
| Cash paid                               | \$2,064,284 |
| Common stock issued (25,953,950 shares) | 3,110,581   |
| Common stock awards converted           | 28,243      |
| Total consideration                     | \$5,203,108 |

In early November 2015, the Company sold \$5.8 billion of investment securities obtained in the acquisition and repaid \$10.6 billion of borrowings assumed in the transaction. In connection with the acquisition, the Company recorded approximately \$1.1 billion of goodwill and \$132 million of core deposit intangible. The core deposit intangible asset is being amortized over a period of 7 years using an accelerated method.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 2. Acquisitions, continued

The following table presents certain pro forma information as if Hudson City had been included in the Company's results of operations in the three-month and nine-month periods ended September 30, 2015. These results combine the historical results of Hudson City into the Company's consolidated statement of income and, while certain adjustments were made for the estimated impact of certain fair valuation adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place as indicated. In particular, no adjustments have been made to eliminate the impact of gains on securities transactions of \$23 million during the three months ended September 30, 2015 and \$97 million during the nine months ended September 30, 2015 that may not have been recognized had the investment securities been recorded at fair value. Additionally, the Company expects to achieve operating cost savings and other business synergies as a result of the acquisition which are not reflected in the pro forma amounts that follow.

|                    | Pro forma<br>Three<br>months<br>ended<br>September 30,<br>2015<br>(in thousands) | Pro forma<br>Nine months<br>ended<br>September 30,<br>2015 |
|--------------------|--|--|
| Total revenues (a) | \$ 1,255,165   | 3,879,204  |
| Net income         | 296,335  | 939,226  |

(a) Represents net interest income plus other income.

In connection with the Hudson City acquisition, the Company incurred merger-related expenses related to systems conversions and other costs of integrating and conforming acquired operations with and into the Company. Those expenses consisted largely of professional services and other temporary help fees associated with preparing for systems conversions and/or integration of operations; costs related to termination of existing contractual arrangements for various services; initial marketing and promotion expenses designed to introduce M&T Bank to its new customers; severance (for former Hudson City employees); travel costs; and other costs of completing the transaction and commencing operations in new markets and offices. The Company does not expect additional merger-related expenses in 2016.

A summary of merger-related expenses included in the consolidated statement of income follows:

|                                | Nine months<br>ended<br>September 30,<br>2016<br>(in thousands) |
|--------------------------------|---|
| Salaries and employee benefits | \$ 5,334  |
| Equipment and net occupancy    | 1,278   |



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|                                |           |
|--------------------------------|-----------|
| Printing, postage and supplies | 1,482     |
| Other cost of operations       | 27,661    |
| Total                          | \$ 35,755 |

There were no merger-related expenses during the three-month period ended September 30, 2016 or during the three-month and nine-month periods ended September 30, 2015.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 3. Investment securities

The amortized cost and estimated fair value of investment securities were as follows:

|  | Amortized<br>cost<br>(in thousands) | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Estimated<br>fair value |
|--|-------------------------------------|------------------------------|-------------------------------|-------------------------|
| <b>September 30, 2016</b>                        |                                     |                              |                               |                         |
| Investment securities available for sale:        |                                     |                              |                               |                         |
| U.S. Treasury and federal agencies               | \$724,540                           | 1,864                        | 3                             | \$726,401               |
| Obligations of states and political subdivisions | 4,912                               | 108                          | 5                             | 5,015                   |
| Mortgage-backed securities:                      |                                     |                              |                               |                         |
| Government issued or guaranteed                  | 10,617,605                          | 314,088                      | 1,031                         | 10,930,662              |
| Privately issued                                 | 52                                  | —                            | 1                             | 51                      |
| Other debt securities                            | 134,393                             | 1,802                        | 17,969                        | 118,226                 |
| Equity securities                                | 70,112                              | 12,363                       | 263                           | 82,212                  |
|  | 11,551,614                          | 330,225                      | 19,272                        | 11,862,567              |
| Investment securities held to maturity:          |                                     |                              |                               |                         |
| Obligations of states and political subdivisions | 72,258                              | 458                          | 220                           | 72,496                  |
| Mortgage-backed securities:                      |                                     |                              |                               |                         |
| Government issued or guaranteed                  | 2,168,460                           | 83,630                       | 215                           | 2,251,875               |
| Privately issued                                 | 163,489                             | 1,616                        | 39,122                        | 125,983                 |
| Other debt securities                            | 5,743                               | —                            | —                             | 5,743                   |
|  | 2,409,950                           | 85,704                       | 39,557                        | 2,456,097               |
| Other securities                                 | 461,057                             | —                            | —                             | 461,057                 |
| <b>Total</b>                                     | <b>\$14,422,621</b>                 | <b>415,929</b>               | <b>58,829</b>                 | <b>\$14,779,721</b>     |
| <b>December 31, 2015</b>                         |                                     |                              |                               |                         |
| Investment securities available for sale:        |                                     |                              |                               |                         |
| U.S. Treasury and federal agencies               | \$299,890                           | 294                          | 187                           | \$299,997               |
| Obligations of states and political subdivisions | 5,924                               | 146                          | 42                            | 6,028                   |
| Mortgage-backed securities:                      |                                     |                              |                               |                         |
| Government issued or guaranteed                  | 11,592,959                          | 142,370                      | 48,701                        | 11,686,628              |
| Privately issued                                 | 74                                  | 2                            | 2                             | 74                      |
| Collateralized debt obligations                  | 28,438                              | 20,143                       | 1,188                         | 47,393                  |
| Other debt securities                            | 137,556                             | 1,514                        | 20,190                        | 118,880                 |
| Equity securities                                | 73,795                              | 10,230                       | 354                           | 83,671                  |
|  | 12,138,636                          | 174,699                      | 70,664                        | 12,242,671              |
| Investment securities held to maturity:          |                                     |                              |                               |                         |
| Obligations of states and political subdivisions | 118,431                             | 1,003                        | 421                           | 119,013                 |
| Mortgage-backed securities:                      |                                     |                              |                               |                         |

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|                                 |              |         |         |              |
|---------------------------------|--------------|---------|---------|--------------|
| Government issued or guaranteed | 2,553,612    | 50,936  | 7,817   | 2,596,731    |
| Privately issued                | 181,091      | 2,104   | 41,367  | 141,828      |
| Other debt securities           | 6,575        | —       | —       | 6,575        |
|                                 | 2,859,709    | 54,043  | 49,605  | 2,864,147    |
| Other securities                | 554,059      | —       | —       | 554,059      |
| Total                           | \$15,552,404 | 228,742 | 120,269 | \$15,660,877 |

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 3. Investment securities, continued

During the three months ended September 30, 2016, the Company sold substantially all of its collateralized debt obligations held in the available-for-sale investment securities portfolio for a gain of \$28 million. There were no other significant gross realized gains or losses from sales of investment securities for the three-month and nine-month periods ended September 30, 2016 and 2015.

At September 30, 2016, the amortized cost and estimated fair value of debt securities by contractual maturity were as follows:

|  | Amortized<br>cost<br>(in thousands) | Estimated<br>fair value |
|--|-------------------------------------|-------------------------|
| <b>Debt securities available for sale:</b>           |                                     |                         |
| Due in one year or less                              | \$105,225                           | 105,679                 |
| Due after one year through five years                | 625,911                             | 627,585                 |
| Due after five years through ten years               | 3,968                               | 4,538                   |
| Due after ten years                                  | 128,741                             | 111,840                 |
|  | 863,845                             | 849,642                 |
| <b>Mortgage-backed securities available for sale</b> | <b>10,617,657</b>                   | <b>10,930,713</b>       |
|  | <b>\$11,481,502</b>                 | <b>11,780,355</b>       |
| <b>Debt securities held to maturity:</b>             |                                     |                         |
| Due in one year or less                              | \$25,141                            | 25,301                  |
| Due after one year through five years                | 43,474                              | 43,474                  |
| Due after five years through ten years               | 3,643                               | 3,721                   |
| Due after ten years                                  | 5,743                               | 5,743                   |
|  | 78,001                              | 78,239                  |
| <b>Mortgage-backed securities held to maturity</b>   | <b>2,331,949</b>                    | <b>2,377,858</b>        |
|  | <b>\$2,409,950</b>                  | <b>2,456,097</b>        |

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 3. Investment securities, continued

A summary of investment securities that as of September 30, 2016 and December 31, 2015 had been in a continuous unrealized loss position for less than twelve months and those that had been in a continuous unrealized loss position for twelve months or longer follows:

|  | Less than 12 months |                 | 12 months or more |                  |
|--|---------------------|-----------------|-------------------|------------------|
|  | Fair                | Unrealized      | Fair              | Unrealized       |
|  | value               | losses          | value             | losses           |
|  | (in thousands)      |                 |                   |                  |
| <b>September 30, 2016</b>                        |                     |                 |                   |                  |
| Investment securities available for sale:        |                     |                 |                   |                  |
| U.S. Treasury and federal agencies               | \$3,355             | (3 )            | —                 | —                |
| Obligations of states and political subdivisions | —                   | —               | 472               | (5 )             |
| Mortgage-backed securities:                      |                     |                 |                   |                  |
| Government issued or guaranteed                  | 224,128             | (904 )          | 7,294             | (127 )           |
| Privately issued                                 | —                   | —               | 34                | (1 )             |
| Other debt securities                            | —                   | —               | 106,876           | (17,969 )        |
| Equity securities                                | 767                 | (101 )          | 138               | (162 )           |
|  | 228,250             | (1,008 )        | 114,814           | (18,264 )        |
| Investment securities held to maturity:          |                     |                 |                   |                  |
| Obligations of states and political subdivisions | 19,557              | (113 )          | 11,050            | (107 )           |
| Mortgage-backed securities:                      |                     |                 |                   |                  |
| Government issued or guaranteed                  | 74,629              | (46 )           | 19,256            | (169 )           |
| Privately issued                                 | 17,542              | (2,371 )        | 91,127            | (36,751 )        |
|  | 111,728             | (2,530 )        | 121,433           | (37,027 )        |
| <b>Total</b>                                     | <b>\$339,978</b>    | <b>(3,538 )</b> | <b>236,247</b>    | <b>(55,291 )</b> |
| <b>December 31, 2015</b>                         |                     |                 |                   |                  |
| Investment securities available for sale:        |                     |                 |                   |                  |
| U.S. Treasury and federal agencies               | \$147,508           | (187 )          | —                 | —                |
| Obligations of states and political subdivisions | 865                 | (2 )            | 1,335             | (40 )            |
| Mortgage-backed securities:                      |                     |                 |                   |                  |
| Government issued or guaranteed                  | 4,061,899           | (48,534 )       | 7,216             | (167 )           |
| Privately issued                                 | —                   | —               | 43                | (2 )             |
| Collateralized debt obligations                  | 5,711               | (335 )          | 2,063             | (853 )           |
| Other debt securities                            | 12,935              | (462 )          | 93,344            | (19,728 )        |
| Equity securities                                | 18,073              | (207 )          | 153               | (147 )           |
|  | 4,246,991           | (49,727 )       | 104,154           | (20,937 )        |
| Investment securities held to maturity:          |                     |                 |                   |                  |
| Obligations of states and political subdivisions | 42,913              | (335 )          | 5,853             | (86 )            |
| Mortgage-backed securities:                      |                     |                 |                   |                  |

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|                                 |             |           |         |           |
|---------------------------------|-------------|-----------|---------|-----------|
| Government issued or guaranteed | 459,983     | (1,801 )  | 228,867 | (6,016 )  |
| Privately issued                | —           | —         | 112,155 | (41,367 ) |
|                                 | 502,896     | (2,136 )  | 346,875 | (47,469 ) |
| Total                           | \$4,749,887 | (51,863 ) | 451,029 | (68,406 ) |

The Company owned 504 individual investment securities with aggregate gross unrealized losses of \$59 million at September 30, 2016. Based on a review of each of the securities in the investment securities portfolio at September 30, 2016, the Company concluded that it expected to recover the amortized cost basis of its investment. As of September 30, 2016, the Company does not intend to sell nor is it anticipated that it would be required to sell any of its impaired investment securities at a loss. At September 30, 2016, the Company has not identified events or changes in circumstances which may have a significant adverse effect on the fair value of the \$461 million of cost method investment securities.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses

The outstanding principal balance and the carrying amount of loans acquired at a discount that were recorded at fair value at the acquisition date and included in the consolidated balance sheet were as follows:

|                                      | September 30,<br>2016 | December 31,<br>2015 |
|--------------------------------------|-----------------------|----------------------|
|                                      | (in thousands)        |                      |
| Outstanding principal balance        | \$2,556,085           | 3,122,935            |
| Carrying amount:                     |                       |                      |
| Commercial, financial, leasing, etc. | 62,244                | 78,847               |
| Commercial real estate               | 504,406               | 644,284              |
| Residential real estate              | 845,976               | 1,016,129            |
| Consumer                             | 609,400               | 725,807              |
|                                      | \$2,022,026           | 2,465,067            |

Purchased impaired loans included in the table above totaled \$617 million at September 30, 2016 and \$768 million at December 31, 2015, representing less than 1% of the Company's assets as of each date. A summary of changes in the accretable yield for loans acquired at a discount for the three months and nine months ended September 30, 2016 and 2015 follows:

|  | Three months ended September 30 |                   |                       |                   |
|--|---------------------------------|-------------------|-----------------------|-------------------|
|  | 2016                            |                   | 2015                  |                   |
|  | Purchased<br>impaired           | Other<br>acquired | Purchased<br>impaired | Other<br>acquired |
|  | (in thousands)                  |                   |                       |                   |
| Balance at beginning of period               | \$162,023                       | 245,195           | \$77,624              | 344,989           |
| Interest income                              | (12,784)                        | (26,540)          | (5,865)               | (37,396)          |
| Reclassifications from nonaccretable balance | 2,256                           | 12,050            | 47                    | 769               |
| Other (a)                                    | —                               | (818)             | —                     | 4,697             |
| Balance at end of period                     | \$151,495                       | 229,887           | \$71,806              | 313,059           |

|  | Nine months ended September 30 |                   |                       |                   |
|--|--------------------------------|-------------------|-----------------------|-------------------|
|  | 2016                           |                   | 2015                  |                   |
|  | Purchased<br>impaired          | Other<br>acquired | Purchased<br>impaired | Other<br>acquired |
|  | (in thousands)                 |                   |                       |                   |
| Balance at beginning of period               | \$184,618                      | 296,434           | \$76,518              | 397,379           |
| Interest income                              | (40,906)                       | (97,300)          | (16,843)              | (118,697)         |
| Reclassifications from nonaccretable balance | 7,783                          | 20,647            | 12,131                | 27,792            |
| Other (a)                                    | —                              | 10,106            | —                     | 6,585             |

|                          |            |         |           |         |
|--------------------------|------------|---------|-----------|---------|
| Balance at end of period | \$ 151,495 | 229,887 | \$ 71,806 | 313,059 |
|--------------------------|------------|---------|-----------|---------|

(a) Other changes in expected cash flows including changes in interest rates and prepayment assumptions.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

A summary of current, past due and nonaccrual loans as of September 30, 2016 and December 31, 2015 follows:

|   | Current<br>(in thousands) | past due | 30-89 days<br>more (a) | days or<br>more (b) | 90 days<br>or more (c) | Accruing<br>loans<br>acquired<br>at<br>discount<br>past due | Purchased<br>impaired (c) | Nonaccrual | Total        |
|---|---------------------------|----------|------------------------|---------------------|------------------------|---|---------------------------|------------|--------------|
| September 30, 2016                      |                           |          |                        |                     |                        |   |                           |            |              |
| Commercial, financial,<br>leasing, etc. | \$21,601,646              | 70,597   | 10,831                 | 1,893               | 795                    |   | 231,401                   |            | \$21,917,163 |
| Real estate:                            |                           |          |                        |                     |                        |   |                           |            |              |
| Commercial                              | 24,283,146                | 116,651  | 15,926                 | 13,292              | 32,775                 |   | 157,527                   |            | 24,619,317   |
| Residential builder and<br>developer    | 1,814,299                 | 16,993   | 4,476                  | 3,262               | 18,096                 |   | 20,118                    |            | 1,877,244    |
| Other commercial<br>construction        | 5,525,684                 | 20,238   | —                      | 198                 | 15,412                 |   | 20,669                    |            | 5,582,201    |
| Residential                             | 18,438,396                | 494,767  | 281,023                | 12,510              | 401,551                |   | 213,896                   |            | 19,842,143   |
| Residential-limited<br>documentation    | 3,400,578                 | 105,621  | —                      | —                   | 146,722                |   | 89,356                    |            | 3,742,277    |
| Consumer:                               |                           |          |                        |                     |                        |   |                           |            |              |
| Home equity lines and<br>loans          | 5,586,704                 | 40,406   | —                      | 13,014              | 1,640                  |   | 79,623                    |            | 5,721,387    |
| Automobile                              | 2,805,779                 | 46,347   | —                      | 4                   | —                      |   | 14,453                    |            | 2,866,583    |
| Other                                   | 3,410,790                 | 31,033   | 5,026                  | 21,009              | —                      |   | 10,319                    |            | 3,478,177    |
| Total                                   | \$86,867,022              | 942,653  | 317,282                | 65,182              | 616,991                |   | 837,362                   |            | \$89,646,492 |
| December 31, 2015                       |                           |          |                        |                     |                        |   |                           |            |              |
| Commercial, financial,<br>leasing, etc. | \$20,122,648              | 52,868   | 2,310                  | 693                 | 1,902                  |   | 241,917                   |            | \$20,422,338 |
| Real estate:                            |                           |          |                        |                     |                        |   |                           |            |              |
| Commercial (d)                          | 23,111,673                | 172,439  | 12,963                 | 8,790               | 46,790                 |   | 179,606                   |            | 23,532,261   |
| Residential builder and<br>developer    | 1,507,856                 | 7,969    | 5,760                  | 6,925               | 28,734                 |   | 28,429                    |            | 1,585,673    |

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|                                   |              |           |         |        |         |         |              |
|-----------------------------------|--------------|-----------|---------|--------|---------|---------|--------------|
| Other commercial construction (d) | 3,962,620    | 65,932    | 7,936   | 2,001  | 24,525  | 16,363  | 4,079,377    |
| Residential                       | 20,507,551   | 560,312   | 284,451 | 16,079 | 488,599 | 153,281 | 22,010,273   |
| Residential-limited documentation | 3,885,073    | 137,289   | —       | —      | 175,518 | 61,950  | 4,259,830    |
| Consumer:                         |              |           |         |        |         |         |              |
| Home equity lines and loans       | 5,805,222    | 45,604    | —       | 15,222 | 2,261   | 84,467  | 5,952,776    |
| Automobile                        | 2,446,473    | 56,181    | —       | 6      | —       | 16,597  | 2,519,257    |
| Other                             | 3,051,435    | 36,702    | 4,021   | 18,757 | —       | 16,799  | 3,127,714    |
| Total                             | \$84,400,551 | 1,135,296 | 317,441 | 68,473 | 768,329 | 799,409 | \$87,489,499 |

(a) Excludes loans acquired at a discount.

(b) Loans acquired at a discount that were recorded at fair value at acquisition date. This category does not include purchased impaired loans that are presented separately.

(c) Accruing loans acquired at a discount that were impaired at acquisition date and recorded at fair value.

(d) The Company expanded its definition of construction loans in 2016 and, as a result, re-characterized certain commercial real estate loans as other commercial construction loans. The December 31, 2015 balances reflect such changes.

One-to-four family residential mortgage loans held for sale were \$415 million and \$353 million at September 30, 2016 and December 31, 2015, respectively. Commercial mortgage loans held for sale were \$290 million at September 30, 2016 and \$39 million at December 31, 2015.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

Changes in the allowance for credit losses for the three months ended September 30, 2016 were as follows:

|                             | Commercial,    | Financial, Real Estate<br>Leasing,<br>etc. | Commercial<br>Residential | Consumer  | Unallocated | Total     |
|-----------------------------|----------------|--|---------------------------|-----------|-------------|-----------|
|                             | (in thousands) |  |                           |           |             |           |
| Beginning balance           | \$316,079      | 349,674                                    | 69,660                    | 157,361   | 77,722      | \$970,496 |
| Provision for credit losses | 26,222         | 9,963                                      | (6,232 )                  | 16,539    | 508         | 47,000    |
| Net charge-offs             |                |  |                           |           |             |           |
| Charge-offs                 | (21,075 )      | (1,564 )                                   | (6,754 )                  | (29,882 ) | —           | (59,275 ) |
| Recoveries                  | 6,958          | 1,704                                      | 1,919                     | 7,319     | —           | 17,900    |
| Net charge-offs             | (14,117 )      | 140  | (4,835 )                  | (22,563 ) | —           | (41,375 ) |
| Ending balance              | \$328,184      | 359,777                                    | 58,593                    | 151,337   | 78,230      | \$976,121 |

Changes in the allowance for credit losses for the three months ended September 30, 2015 were as follows:

|                             | Commercial,    | Financial, Real Estate<br>Leasing,<br>etc. | Commercial<br>Residential | Consumer  | Unallocated | Total     |
|-----------------------------|----------------|--|---------------------------|-----------|-------------|-----------|
|                             | (in thousands) |  |                           |           |             |           |
| Beginning balance           | \$286,750      | 311,294                                    | 60,294                    | 194,238   | 77,411      | \$929,987 |
| Provision for credit losses | 21,507         | 1,879                                      | (3,155 )                  | 24,448    | (679 )      | 44,000    |
| Net charge-offs             |                |  |                           |           |             |           |
| Charge-offs                 | (26,912 )      | (2,203 )                                   | (3,268 )                  | (20,758 ) | —           | (53,141 ) |
| Recoveries                  | 5,322          | 2,119                                      | 1,125                     | 4,386     | —           | 12,952    |
| Net charge-offs             | (21,590 )      | (84 )                                      | (2,143 )                  | (16,372 ) | —           | (40,189 ) |
| Ending balance              | \$286,667      | 313,089                                    | 54,996                    | 202,314   | 76,732      | \$933,798 |

Changes in the allowance for credit losses for the nine months ended September 30, 2016 were as follows:

|  | Commercial, | Financial, Real Estate | Commercial<br>Residential | Consumer | Unallocated | Total |
|--|-------------|------------------------|---------------------------|----------|-------------|-------|
|--|-------------|------------------------|---------------------------|----------|-------------|-------|

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|                             | Leasing,<br>etc.<br>(in thousands) |          |           |            |        |           |
|-----------------------------|------------------------------------|----------|-----------|------------|--------|-----------|
| Beginning balance           | \$300,404                          | 326,831  | 72,238    | 178,320    | 78,199 | \$955,992 |
| Provision for credit losses | 39,667                             | 29,799   | (610 )    | 59,113     | 31     | 128,000   |
| Net charge-offs             |                                    |          |           |            |        |           |
| Charge-offs                 | (34,711 )                          | (3,569 ) | (18,816 ) | (107,761 ) | —      | (164,857) |
| Recoveries                  | 22,824                             | 6,716    | 5,781     | 21,665     | —      | 56,986    |
| Net charge-offs             | (11,887 )                          | 3,147    | (13,035 ) | (86,096 )  | —      | (107,871) |
| Ending balance              | \$328,184                          | 359,777  | 58,593    | 151,337    | 78,230 | \$976,121 |

Changes in the allowance for credit losses for the nine months ended September 30, 2015 were as follows:

|                             | Commercial,<br>Financial, Real Estate<br>Leasing,<br>etc. |             |          |             |        | Total     |
|-----------------------------|---|-------------|----------|-------------|--------|-----------|
|                             | Commercial  | Residential | Consumer | Unallocated |        |           |
|                             | (in thousands)  |             |          |             |        |           |
| Beginning balance           | \$288,038   | 307,927     | 61,910   | 186,033     | 75,654 | \$919,562 |
| Provision for credit losses | 32,686  | 13,769      | (571 )   | 65,038      | 1,078  | 112,000   |
| Net charge-offs             |   |             |          |             |        |           |
| Charge-offs                 | (46,990 )   | (12,352 )   | (9,695 ) | (64,542 )   | —      | (133,579) |
| Recoveries                  | 12,933  | 3,745       | 3,352    | 15,785      | —      | 35,815    |
| Net charge-offs             | (34,057 )   | (8,607 )    | (6,343 ) | (48,757 )   | —      | (97,764 ) |
| Ending balance              | \$286,667   | 313,089     | 54,996   | 202,314     | 76,732 | \$933,798 |

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

Despite the allocation in the preceding table, the allowance for credit losses is general in nature and is available to absorb losses from any loan or lease type.

In establishing the allowance for credit losses, the Company estimates losses attributable to specific troubled credits identified through both normal and detailed or intensified credit review processes and also estimates losses inherent in other loans and leases on a collective basis. For purposes of determining the level of the allowance for credit losses, the Company evaluates its loan and lease portfolio by loan type. The amounts of loss components in the Company's loan and lease portfolios are determined through a loan-by-loan analysis of larger balance commercial loans and commercial real estate loans that are in nonaccrual status and by applying loss factors to groups of loan balances based on loan type and management's classification of such loans under the Company's loan grading system. Measurement of the specific loss components is typically based on expected future cash flows, collateral values and other factors that may impact the borrower's ability to pay. In determining the allowance for credit losses, the Company utilizes a loan grading system which is applied to commercial and commercial real estate credits on an individual loan basis. Loan officers are responsible for continually assigning grades to these loans based on standards outlined in the Company's Credit Policy. Internal loan grades are also monitored by the Company's loan review department to ensure consistency and strict adherence to the prescribed standards. Loan grades are assigned loss component factors that reflect the Company's loss estimate for each group of loans and leases. Factors considered in assigning loan grades and loss component factors include borrower-specific information related to expected future cash flows and operating results, collateral values, geographic location, financial condition and performance, payment status, and other information; levels of and trends in portfolio charge-offs and recoveries; levels of and trends in portfolio delinquencies and impaired loans; changes in the risk profile of specific portfolios; trends in volume and terms of loans; effects of changes in credit concentrations; and observed trends and practices in the banking industry. As updated appraisals are obtained on individual loans or other events in the market place indicate that collateral values have significantly changed, individual loan grades are adjusted as appropriate. Changes in other factors cited may also lead to loan grade changes at any time. Except for consumer loans and residential real estate loans that are considered smaller balance homogenous loans and acquired loans that are evaluated on an aggregated basis, the Company considers a loan to be impaired for purposes of applying GAAP when, based on current information and events, it is probable that the Company will be unable to collect all amounts according to the contractual terms of the loan agreement or the loan is delinquent 90 days. Regardless of loan type, the Company considers a loan to be impaired if it qualifies as a troubled debt restructuring. Modified loans, including smaller balance homogenous loans, that are considered to be troubled debt restructurings are evaluated for impairment giving consideration to the impact of the modified loan terms on the present value of the loan's expected cash flows.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

The following tables provide information with respect to loans and leases that were considered impaired as of September 30, 2016 and December 31, 2015 and for the three-month and nine-month periods ended September 30, 2016 and 2015.

|  | September 30, 2016 |           |           | December 31, 2015 |           |           |
|--|--------------------|-----------|-----------|-------------------|-----------|-----------|
|  | Unpaid             |           |           | Unpaid            |           |           |
|  | Recorded           | principal | Related   | Recorded          | principal | Related   |
|  | investment         | balance   | allowance | investment        | balance   | allowance |
|  | (in thousands)     |           |           |                   |           |           |
| <b>With an allowance recorded:</b>         |                    |           |           |                   |           |           |
| Commercial, financial, leasing, etc.       | \$ 192,805         | 212,009   | 55,020    | 179,037           | 195,821   | 44,752    |
| <b>Real estate:</b>                        |                    |           |           |                   |           |           |
| Commercial                                 | 75,749             | 85,137    | 14,939    | 85,974            | 95,855    | 18,764    |
| Residential builder and developer          | 8,142              | 8,923     | 714       | 3,316             | 5,101     | 196       |
| Other commercial construction              | 2,729              | 3,092     | 1,103     | 3,548             | 3,843     | 348       |
| Residential                                | 79,036             | 97,466    | 3,144     | 79,558            | 96,751    | 4,727     |
| Residential-limited documentation          | 83,296             | 97,984    | 6,200     | 90,356            | 104,251   | 8,000     |
| <b>Consumer:</b>                           |                    |           |           |                   |           |           |
| Home equity lines and loans                | 42,862             | 46,844    | 7,697     | 25,220            | 26,195    | 3,777     |
| Automobile                                 | 18,033             | 19,218    | 3,737     | 22,525            | 22,525    | 4,709     |
| Other                                      | 4,122              | 5,122     | 864       | 17,620            | 17,620    | 4,820     |
|  | 506,774            | 575,795   | 93,418    | 507,154           | 567,962   | 90,093    |
| <b>With no related allowance recorded:</b> |                    |           |           |                   |           |           |
| Commercial, financial, leasing, etc.       | 72,429             | 80,757    | —         | 93,190            | 110,735   | —         |
| <b>Real estate:</b>                        |                    |           |           |                   |           |           |
| Commercial                                 | 90,425             | 104,508   | —         | 101,340           | 116,230   | —         |
| Residential builder and developer          | 17,346             | 23,617    | —         | 27,651            | 47,246    | —         |
| Other commercial construction              | 18,265             | 37,432    | —         | 13,221            | 31,477    | —         |
| Residential                                | 18,079             | 26,127    | —         | 19,621            | 30,940    | —         |
| Residential-limited documentation          | 17,611             | 27,936    | —         | 18,414            | 31,113    | —         |
|  | 234,155            | 300,377   | —         | 273,437           | 367,741   | —         |
| <b>Total:</b>                              |                    |           |           |                   |           |           |
| Commercial, financial, leasing, etc.       | 265,234            | 292,766   | 55,020    | 272,227           | 306,556   | 44,752    |
| <b>Real estate:</b>                        |                    |           |           |                   |           |           |
| Commercial                                 | 166,174            | 189,645   | 14,939    | 187,314           | 212,085   | 18,764    |
| Residential builder and developer          | 25,488             | 32,540    | 714       | 30,967            | 52,347    | 196       |
| Other commercial construction              | 20,994             | 40,524    | 1,103     | 16,769            | 35,320    | 348       |
| Residential                                | 97,115             | 123,593   | 3,144     | 99,179            | 127,691   | 4,727     |
| Residential-limited documentation          | 100,907            | 125,920   | 6,200     | 108,770           | 135,364   | 8,000     |
| <b>Consumer:</b>                           |                    |           |           |                   |           |           |
| Home equity lines and loans                | 42,862             | 46,844    | 7,697     | 25,220            | 26,195    | 3,777     |

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|            |           |         |        |         |         |        |
|------------|-----------|---------|--------|---------|---------|--------|
| Automobile | 18,033    | 19,218  | 3,737  | 22,525  | 22,525  | 4,709  |
| Other      | 4,122     | 5,122   | 864    | 17,620  | 17,620  | 4,820  |
| Total      | \$740,929 | 876,172 | 93,418 | 780,591 | 935,703 | 90,093 |

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

|                                      | Three months ended<br>September 30, 2016 |       |       | Three months ended<br>September 30, 2015 |       |       |
|--------------------------------------|--|-------|-------|--|-------|-------|
|                                      | Interest<br>income                       |       |       | Interest<br>income                       |       |       |
|                                      | recognized                               |       |       | recognized                               |       |       |
|                                      | Average                                  |       |       | Average                                  |       |       |
|                                      | recorded                                 | Cash  |       | recorded                                 | Cash  |       |
|                                      | investment                               | Total | basis | investment                               | Total | basis |
|                                      | (in thousands)                           |       |       |  |       |       |
| Commercial, financial, leasing, etc. | \$262,796                                | 744   | 744   | 242,157                                  | 1,017 | 1,017 |
| Real estate:                         |  |       |       |  |       |       |
| Commercial                           | 175,256                                  | 1,806 | 1,806 | 179,327                                  | 2,327 | 2,327 |
| Residential builder and developer    | 26,996                                   | 405   | 405   | 53,009                                   | 81    | 81    |
| Other commercial construction        | 21,500                                   | 190   | 190   | 17,236                                   | 1,943 | 1,943 |
| Residential                          | 96,961                                   | 1,572 | 570   | 99,939                                   | 1,835 | 1,316 |
| Residential-limited documentation    | 101,877                                  | 1,501 | 378   | 116,191                                  | 1,539 | 618   |
| Consumer:                            |  |       |       |  |       |       |
| Home equity lines and loans          | 41,740                                   | 368   | 112   | 21,952                                   | 231   | 66    |
| Automobile                           | 18,571                                   | 303   | 19    | 24,429                                   | 391   | 39    |
| Other                                | 4,077                                    | 72    | 11    | 19,238                                   | 188   | 23    |
| Total                                | \$749,774                                | 6,961 | 4,235 | 773,478                                  | 9,552 | 7,430 |

  

|                                      | Nine months ended<br>September 30, 2016 |       |       | Nine months ended<br>September 30, 2015 |       |       |
|--------------------------------------|---|-------|-------|---|-------|-------|
|                                      | Interest income                         |       |       | Interest income                         |       |       |
|                                      | recognized                              |       |       | recognized                              |       |       |
|                                      | Average                                 |       |       | Average                                 |       |       |
|                                      | recorded                                | Cash  |       | recorded                                | Cash  |       |
|                                      | investment                              | Total | basis | investment                              | Total | basis |
|                                      | (in thousands)                          |       |       |   |       |       |
| Commercial, financial, leasing, etc. | \$283,783                               | 7,055 | 7,055 | 226,243                                 | 2,123 | 2,123 |
| Real estate:                         |   |       |       |   |       |       |
| Commercial                           | 177,579                                 | 3,891 | 3,891 | 161,834                                 | 4,433 | 4,433 |
| Residential builder and developer    | 30,832                                  | 488   | 488   | 64,165                                  | 275   | 275   |
| Other commercial construction        | 19,774                                  | 563   | 563   | 22,130                                  | 2,166 | 2,166 |
| Residential                          | 97,229                                  | 4,778 | 2,591 | 101,997                                 | 4,639 | 3,011 |



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|                                   |           |        |        |         |        |        |
|-----------------------------------|-----------|--------|--------|---------|--------|--------|
| Residential-limited documentation | 104,382   | 4,580  | 1,648  | 120,710 | 4,799  | 1,962  |
| Consumer:                         |           |        |        |         |        |        |
| Home equity lines and loans       | 33,998    | 937    | 295    | 20,619  | 656    | 179    |
| Automobile                        | 20,358    | 964    | 83     | 26,521  | 1,257  | 136    |
| Other                             | 10,987    | 371    | 74     | 19,053  | 547    | 86     |
| Total                             | \$778,922 | 23,627 | 16,688 | 763,272 | 20,895 | 14,371 |

In accordance with the previously described policies, the Company utilizes a loan grading system that is applied to all commercial loans and commercial real estate loans. Loan grades are utilized to differentiate risk within the portfolio and consider the expectations of default for each loan. Commercial loans and commercial real estate loans with a lower expectation of default are assigned one of ten possible “pass” loan grades and are generally ascribed lower loss factors when determining the allowance for credit losses. Loans with an elevated level of credit risk are classified as “criticized” and are ascribed a higher loss factor when determining the allowance for credit losses. Criticized loans may be classified as “nonaccrual” if the Company no longer expects to collect all amounts according to the contractual terms of the loan agreement or the loan is delinquent 90 days or more. All larger- balance criticized commercial loans and commercial real estate loans are individually reviewed by centralized loan review personnel each quarter to determine the appropriateness of the assigned loan grade, including whether the loan should be reported as accruing or nonaccruing. Smaller-balance criticized loans are analyzed by business line risk management areas to ensure proper loan grade classification. Furthermore, criticized nonaccrual commercial loans and commercial real estate loans are considered impaired and, as a result, specific loss allowances on such loans are established within the allowance for credit losses to the extent appropriate in each individual instance. The following table summarizes the loan grades applied to the various classes of the Company’s commercial loans and commercial real estate loans.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

|                       | Commercial,<br>Financial,<br>Leasing, etc.<br>(in thousands) | Real Estate<br>Commercial | Residential<br>Builder<br>and<br>Developer | Other<br>Commercial<br>Construction |
|-----------------------|--|---------------------------|--|-------------------------------------|
| September 30, 2016    |  |                           |  |                                     |
| Pass                  | \$20,825,301   | 23,540,787                | 1,699,263                                  | 5,405,719                           |
| Criticized accrual    | 860,461  | 921,003                   | 157,863                                    | 155,813                             |
| Criticized nonaccrual | 231,401  | 157,527                   | 20,118                                     | 20,669                              |
| Total                 | \$21,917,163   | 24,619,317                | 1,877,244                                  | 5,582,201                           |
| December 31, 2015     |  |                           |  |                                     |
| Pass                  | \$19,442,183   | 22,697,398                | 1,497,465                                  | 3,834,137                           |
| Criticized accrual    | 738,238  | 655,257                   | 59,779                                     | 228,877                             |
| Criticized nonaccrual | 241,917  | 179,606                   | 28,429                                     | 16,363                              |
| Total                 | \$20,422,338   | 23,532,261                | 1,585,673                                  | 4,079,377                           |

In determining the allowance for credit losses, residential real estate loans and consumer loans are generally evaluated collectively after considering such factors as payment performance and recent loss experience and trends, which are mainly driven by current collateral values in the market place as well as the amount of loan defaults. Loss rates on such loans are determined by reference to recent charge-off history and are evaluated (and adjusted if deemed appropriate) through consideration of other factors including near-term forecasted loss estimates developed by the Company's Credit Department. In arriving at such forecasts, the Company considers the current estimated fair value of its collateral based on geographical adjustments for home price depreciation/appreciation and overall borrower repayment performance. With regard to collateral values, the realizability of such values by the Company contemplates repayment of any first lien position prior to recovering amounts on a second lien position. However, residential real estate loans and outstanding balances of home equity loans and lines of credit that are more than 150 days past due are generally evaluated for collectibility on a loan-by-loan basis giving consideration to estimated collateral values. The carrying value of residential real estate loans and home equity loans and lines of credit for which a partial charge-off has been recognized aggregated \$47 million and \$33 million, respectively, at September 30, 2016 and \$55 million and \$21 million, respectively, at December 31, 2015. Residential real estate loans and home equity loans and lines of credit that were more than 150 days past due but did not require a partial charge-off because the net realizable value of the collateral exceeded the outstanding customer balance totaled \$20 million and \$38 million, respectively, at September 30, 2016 and \$20 million and \$28 million, respectively, at December 31, 2015.

The Company also measures additional losses for purchased impaired loans when it is probable that the Company will be unable to collect all cash flows expected at acquisition plus additional cash flows expected to be collected arising from changes in estimates after acquisition. The determination of the allocated portion of the allowance for credit losses is very subjective. Given that inherent subjectivity and potential imprecision involved in determining the allocated portion of the allowance for credit losses, the Company also provides an inherent unallocated portion of the allowance. The unallocated portion of the allowance is intended to recognize probable losses that are not otherwise identifiable and includes management's subjective determination of amounts necessary to provide for the possible use

of imprecise estimates in determining the allocated portion of the allowance. Therefore, the level of the unallocated portion of the allowance is primarily reflective of the inherent imprecision in the various calculations used in determining the allocated portion of the allowance for credit losses. Other factors that could also lead to changes in the unallocated portion include the effects of expansion into new markets for which the Company does not have the same degree of familiarity and experience regarding portfolio performance in changing market conditions, the introduction of new loan and lease product types, and other risks associated with the Company's loan portfolio that may not be specifically identifiable.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

The allocation of the allowance for credit losses summarized on the basis of the Company's impairment methodology was as follows:

|                                       | Commercial,<br>Financial,<br>Leasing,<br>etc.<br>(in thousands) | Real Estate<br>Commercial | Residential | Consumer | Total     |
|---------------------------------------|---|---------------------------|-------------|----------|-----------|
| September 30, 2016                    |   |                           |             |          |           |
| Individually evaluated for impairment | \$55,020  | 16,608                    | 9,344       | 12,298   | \$93,270  |
| Collectively evaluated for impairment | 273,164   | 340,737                   | 48,500      | 138,193  | 800,594   |
| Purchased impaired                    | —   | 2,432                     | 749         | 846      | 4,027     |
| Allocated                             | \$328,184   | 359,777                   | 58,593      | 151,337  | 897,891   |
| Unallocated                           |   |                           |             |          | 78,230    |
| Total                                 |   |                           |             |          | \$976,121 |
| December 31, 2015                     |   |                           |             |          |           |
| Individually evaluated for impairment | \$44,752  | 19,175                    | 12,727      | 13,306   | \$89,960  |
| Collectively evaluated for impairment | 255,615   | 307,000                   | 57,624      | 163,511  | 783,750   |
| Purchased impaired                    | 37  | 656                       | 1,887       | 1,503    | 4,083     |
| Allocated                             | \$300,404   | 326,831                   | 72,238      | 178,320  | 877,793   |
| Unallocated                           |   |                           |             |          | 78,199    |
| Total                                 |   |                           |             |          | \$955,992 |

The recorded investment in loans and leases summarized on the basis of the Company's impairment methodology was as follows:

|                                       | Commercial,<br>Financial,<br>Leasing, etc.<br>(in thousands) | Real Estate<br>Commercial | Residential | Consumer   | Total        |
|---------------------------------------|--|---------------------------|-------------|------------|--------------|
| September 30, 2016                    |  |                           |             |            |              |
| Individually evaluated for impairment | \$265,234  | 211,730                   | 198,022     | 65,017     | \$740,003    |
| Collectively evaluated for impairment | 21,651,134   | 31,800,749                | 22,838,125  | 11,999,490 | 88,289,498   |
| Purchased impaired                    | 795  | 66,283                    | 548,273     | 1,640      | 616,991      |
| Total                                 | \$21,917,163   | 32,078,762                | 23,584,420  | 12,066,147 | \$89,646,492 |
| December 31, 2015                     |  |                           |             |            |              |
| Individually evaluated for impairment | \$272,227  | 234,132                   | 207,949     | 65,365     | \$779,673    |
| Collectively evaluated for impairment | 20,148,209   | 28,863,130                | 25,398,037  | 11,532,121 | 85,941,497   |

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|                    |              |            |            |            |              |
|--------------------|--------------|------------|------------|------------|--------------|
| Purchased impaired | 1,902        | 100,049    | 664,117    | 2,261      | 768,329      |
| Total              | \$20,422,338 | 29,197,311 | 26,270,103 | 11,599,747 | \$87,489,499 |

During the normal course of business, the Company modifies loans to maximize recovery efforts. If the borrower is experiencing financial difficulty and a concession is granted, the Company considers such modifications as troubled debt restructurings and classifies those loans as either nonaccrual loans or renegotiated loans. The types of concessions that the Company grants typically include principal deferrals and interest rate concessions, but may also include other types of concessions.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

The tables that follow summarize the Company's loan modification activities that were considered troubled debt restructurings for the three months ended September 30, 2016 and 2015:

| Three months ended September 30, 2016       | Number of modifications<br>(dollars in thousands) | Recorded investment |                   | Financial effects of modification |                 |
|---|---|---------------------|-------------------|-----------------------------------|-----------------|
|   |   | Pre-modification    | Post-modification | Recorded investment (a)           | Interest (b)    |
| <b>Commercial, financial, leasing, etc.</b> |   |                     |                   |                                   |                 |
| Principal deferral                          | 30  | \$41,652            | \$ 40,183         | \$(1,469)                         | \$ —            |
| Combination of concession types             | 13  | 27,834              | 19,802            | (8,032)                           | (6 )            |
| <b>Real estate:</b>                         |   |                     |                   |                                   |                 |
| <b>Commercial</b>                           |   |                     |                   |                                   |                 |
| Principal deferral                          | 14  | 12,302              | 11,644            | (658 )                            | —               |
| Combination of concession types             | 4   | 2,623               | 2,614             | (9 )                              | (172 )          |
| <b>Residential</b>                          |   |                     |                   |                                   |                 |
| Principal deferral                          | 21  | 4,489               | 4,714             | 225                               | —               |
| Combination of concession types             | 9   | 1,149               | 1,214             | 65                                | (120 )          |
| <b>Residential-limited documentation</b>    |   |                     |                   |                                   |                 |
| Principal deferral                          | 3   | 435                 | 470               | 35                                | —               |
| Combination of concession types             | 3   | 392                 | 493               | 101                               | (123 )          |
| <b>Consumer:</b>                            |   |                     |                   |                                   |                 |
| <b>Home equity lines and loans</b>          |   |                     |                   |                                   |                 |
| Principal deferral                          | 4   | 251                 | 251               | —                                 | —               |
| Combination of concession types             | 22  | 2,301               | 2,301             | —                                 | (178 )          |
| <b>Automobile</b>                           |   |                     |                   |                                   |                 |
| Principal deferral                          | 10  | 186                 | 186               | —                                 | —               |
| <b>Other</b>                                |   |                     |                   |                                   |                 |
| Principal deferral                          | 1   | 26                  | 26                | —                                 | —               |
| <b>Total</b>                                | <b>134</b>  | <b>\$93,640</b>     | <b>\$ 83,898</b>  | <b>\$(9,742)</b>                  | <b>\$(599 )</b> |

(a) Financial effects impacting the recorded investment included principal payments or advances, charge-offs and capitalized escrow arrearages.

(b) Represents the present value of interest rate concessions discounted at the effective rate of the original loan.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

| Three months ended September 30, 2015       | Number of modifications<br>(dollars in thousands) | Recorded investment |                  | Financial effects of modification |                 |
|---|---|---------------------|------------------|-----------------------------------|-----------------|
|   |   | Pre-                | Post-            | Recorded investment               | Interest        |
|   |   |                     |                  | (a)                               | (b)             |
| <b>Commercial, financial, leasing, etc.</b> |   |                     |                  |                                   |                 |
| Principal deferral                          | 36  | \$7,893             | \$ 7,419         | \$(474)                           | \$ —            |
| Combination of concession types             | 1   | 31                  | 31               | —                                 | (6 )            |
| <b>Real estate:</b>                         |   |                     |                  |                                   |                 |
| <b>Commercial</b>                           |   |                     |                  |                                   |                 |
| Principal deferral                          | 15  | 4,230               | 4,208            | (22 )                             | —               |
| Combination of concession types             | 1   | 1,156               | 1,169            | 13                                | (54 )           |
| <b>Other commercial construction</b>        |   |                     |                  |                                   |                 |
| Principal deferral                          | 3   | 296                 | 390              | 94                                | —               |
| <b>Residential</b>                          |   |                     |                  |                                   |                 |
| Principal deferral                          | 31  | 3,540               | 3,743            | 203                               | —               |
| Other                                       | 1   | 267                 | 267              | —                                 | —               |
| Combination of concession types             | 10  | 1,296               | 1,380            | 84                                | (178 )          |
| <b>Residential-limited documentation</b>    |   |                     |                  |                                   |                 |
| Principal deferral                          | 1   | 265                 | 276              | 11                                | —               |
| Combination of concession types             | 4   | 605                 | 662              | 57                                | (91 )           |
| <b>Consumer:</b>                            |   |                     |                  |                                   |                 |
| <b>Home equity lines and loans</b>          |   |                     |                  |                                   |                 |
| Principal deferral                          | 4   | 727                 | 727              | —                                 | —               |
| Combination of concession types             | 22  | 2,003               | 2,003            | —                                 | (199 )          |
| <b>Automobile</b>                           |   |                     |                  |                                   |                 |
| Principal deferral                          | 35  | 316                 | 316              | —                                 | —               |
| Other                                       | 15  | 93                  | 93               | —                                 | —               |
| Combination of concession types             | 25  | 471                 | 471              | —                                 | (17 )           |
| <b>Other</b>                                |   |                     |                  |                                   |                 |
| Principal deferral                          | 24  | 352                 | 352              | —                                 | —               |
| Other                                       | 5   | 33                  | 33               | —                                 | —               |
| Combination of concession types             | 12  | 117                 | 117              | —                                 | (12 )           |
| <b>Total</b>                                | <b>245</b>  | <b>\$23,691</b>     | <b>\$ 23,657</b> | <b>\$(34 )</b>                    | <b>\$(557 )</b> |

(a) Financial effects impacting the recorded investment included principal payments or advances, charge-offs and capitalized escrow arrearages.

(b) Represents the present value of interest rate concessions discounted at the effective rate of the original loan.





## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

The tables below summarize the Company's loan modification activities that were considered troubled debt restructurings for the nine months ended September 30, 2016 and 2015:

| Nine months ended September 30, 2016 | Number of modifications<br>(dollars in thousands) | Recorded investment |                   | Financial effects of modification |                 |
|--------------------------------------|---|---------------------|-------------------|-----------------------------------|-----------------|
|                                      |   | Pre-modification    | Post-modification | Recorded investment<br>(a)        | Interest<br>(b) |
| Commercial, financial, leasing, etc. |   |                     |                   |                                   |                 |
| Principal deferral                   | 87  | \$98,956            | \$ 98,561         | \$(395 )                          | \$—             |
| Combination of concession types      | 25  | 49,248              | 39,971            | (9,277 )                          | (6 )            |
| Real estate:                         |   |                     |                   |                                   |                 |
| Commercial                           |   |                     |                   |                                   |                 |
| Principal deferral                   | 40  | 18,511              | 17,802            | (709 )                            | —               |
| Interest rate reduction              | 1   | 129                 | 129               | —                                 | (25 )           |
| Other                                | 1   | 4,723               | 4,447             | (276 )                            | —               |
| Combination of concession types      | 13  | 13,621              | 13,546            | (75 )                             | (238 )          |
| Residential builder and developer    |   |                     |                   |                                   |                 |
| Principal deferral                   | 3   | 23,905              | 22,958            | (947 )                            | —               |
| Other commercial construction        |   |                     |                   |                                   |                 |
| Principal deferral                   | 1   | 250                 | 250               | —                                 | —               |
| Combination of concession types      | 1   | 124                 | 124               | —                                 | —               |
| Residential                          |   |                     |                   |                                   |                 |
| Principal deferral                   | 46  | 7,433               | 7,945             | 512                               | —               |
| Combination of concession types      | 27  | 4,513               | 4,705             | 192                               | (120 )          |
| Residential-limited documentation    |   |                     |                   |                                   |                 |
| Principal deferral                   | 6   | 711                 | 803               | 92                                | —               |
| Combination of concession types      | 8   | 1,704               | 1,872             | 168                               | (462 )          |
| Consumer:                            |   |                     |                   |                                   |                 |
| Home equity lines and loans          |   |                     |                   |                                   |                 |
| Principal deferral                   | 8   | 655                 | 655               | —                                 | —               |
| Combination of concession types      | 76  | 8,534               | 8,534             | —                                 | (741 )          |
| Automobile                           |   |                     |                   |                                   |                 |
| Principal deferral                   | 102   | 865                 | 865               | —                                 | —               |
| Other                                | 38  | 55                  | 55                | —                                 | —               |
| Combination of concession types      | 8   | 85                  | 85                | —                                 | (3 )            |
| Other                                |   |                     |                   |                                   |                 |
| Principal deferral                   | 56  | 951                 | 951               | —                                 | —               |
| Other                                | 5   | 45                  | 45                | —                                 | —               |
| Combination of concession types      | 17  | 196                 | 196               | —                                 | (32 )           |

|       |     |           |            |            |           |
|-------|-----|-----------|------------|------------|-----------|
| Total | 569 | \$235,214 | \$ 224,499 | \$(10,715) | \$(1,627) |
|-------|-----|-----------|------------|------------|-----------|

(a) Financial effects impacting the recorded investment included principal payments or advances, charge-offs and capitalized escrow arrearages.

(b) Represents the present value of interest rate concessions discounted at the effective rate of the original loan.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

| Nine months ended September 30, 2015 | Number of modifications | Recorded investment |                   | Financial effects of modification |                         |
|--------------------------------------|-------------------------|---------------------|-------------------|-----------------------------------|-------------------------|
|                                      |                         | Pre-modification    | Post-modification | Recorded investment (a)           | Interest investment (b) |
| (dollars in thousands)               |                         |                     |                   |                                   |                         |
| Commercial, financial, leasing, etc. |                         |                     |                   |                                   |                         |
| Principal deferral                   | 87                      | \$25,483            | \$ 24,331         | \$(1,152)                         | \$—                     |
| Interest rate reduction              | 1                       | 99                  | 99                | —                                 | (19 )                   |
| Other                                | 2                       | 8,991               | 8,883             | (108 )                            | —                       |
| Combination of concession types      | 6                       | 25,075              | 24,884            | (191 )                            | (245 )                  |
| Real estate:                         |                         |                     |                   |                                   |                         |
| Commercial                           |                         |                     |                   |                                   |                         |
| Principal deferral                   | 37                      | 47,005              | 45,569            | (1,436)                           | —                       |
| Combination of concession types      | 6                       | 3,238               | 3,242             | 4                                 | (159 )                  |
| Residential builder and developer    |                         |                     |                   |                                   |                         |
| Principal deferral                   | 2                       | 10,650              | 10,598            | (52 )                             | —                       |
| Other commercial construction        |                         |                     |                   |                                   |                         |
| Principal deferral                   | 3                       | 296                 | 390               | 94                                | —                       |
| Residential                          |                         |                     |                   |                                   |                         |
| Principal deferral                   | 50                      | 4,954               | 5,239             | 285                               | —                       |
| Other                                | 1                       | 267                 | 267               | —                                 | —                       |
| Combination of concession types      | 22                      | 2,551               | 2,795             | 244                               | (356 )                  |
| Residential-limited documentation    |                         |                     |                   |                                   |                         |
| Principal deferral                   | 2                       | 426                 | 437               | 11                                | —                       |
| Combination of concession types      | 7                       | 1,239               | 1,298             | 59                                | (121 )                  |
| Consumer:                            |                         |                     |                   |                                   |                         |
| Home equity lines and loans          |                         |                     |                   |                                   |                         |
| Principal deferral                   | 6                       | 1,946               | 1,946             | —                                 | —                       |
| Combination of concession types      | 41                      | 3,555               | 3,555             | —                                 | (424 )                  |
| Automobile                           |                         |                     |                   |                                   |                         |
| Principal deferral                   | 133                     | 1,234               | 1,234             | —                                 | —                       |
| Interest rate reduction              | 7                       | 137                 | 137               | —                                 | (10 )                   |
| Other                                | 38                      | 134                 | 134               | —                                 | —                       |
| Combination of concession types      | 42                      | 693                 | 693               | —                                 | (28 )                   |
| Other                                |                         |                     |                   |                                   |                         |
| Principal deferral                   | 73                      | 1,418               | 1,418             | —                                 | —                       |
| Other                                | 12                      | 113                 | 113               | —                                 | —                       |
| Combination of concession types      | 35                      | 384                 | 384               | —                                 | (44 )                   |
| Total                                | 613                     | \$139,888           | \$ 137,646        | \$(2,242)                         | \$(1,406)               |

- (a) Financial effects impacting the recorded investment included principal payments or advances, charge-offs and capitalized escrow arrearages.
- (b) Represents the present value of interest rate concessions discounted at the effective rate of the original loan. Troubled debt restructurings are considered to be impaired loans and for purposes of establishing the allowance for credit losses are evaluated for impairment giving consideration to the impact of the modified loan terms on the present value of the loan's expected cash flows. Impairment of troubled debt restructurings that have subsequently defaulted may also be measured based on the loan's observable market price or the fair value of collateral if the loan is collateral-dependent. Charge-offs may also be recognized on troubled debt restructurings that have subsequently defaulted. Loans that were modified as troubled debt restructurings during the twelve months ended September 30, 2016 and 2015 and for which there was a subsequent payment default during the nine-month periods ended September 30, 2016 and 2015, respectively, were not material.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. Loans and leases and the allowance for credit losses, continued

The amount of foreclosed residential real estate property held by the Company was \$148 million and \$172 million at September 30, 2016 and December 31, 2015, respectively. There were \$321 million and \$315 million at September 30, 2016 and December 31, 2015, respectively, in loans secured by residential real estate and serviced by the Company that were in the process of foreclosure. There were \$246 million at September 30, 2016 in loans secured by residential real estate and serviced by other entities for the Company that were in the process of foreclosure. Of all loans in the process of foreclosure at September 30, 2016, approximately 61% were classified as purchased impaired and 21% were government guaranteed.

## 5. Borrowings

M&T had \$516 million of fixed and variable rate junior subordinated deferrable interest debentures ("Junior Subordinated Debentures") outstanding at September 30, 2016 that are held by various trusts that were issued in connection with the issuance by those trusts of preferred capital securities ("Capital Securities") and common securities ("Common Securities"). The proceeds from the issuances of the Capital Securities and the Common Securities were used by the trusts to purchase the Junior Subordinated Debentures. The Common Securities of each of those trusts are wholly owned by M&T and are the only class of each trust's securities possessing general voting powers. The Capital Securities represent preferred undivided interests in the assets of the corresponding trust. Under the Federal Reserve Board's risk-based capital guidelines, beginning in 2016 none of the securities are includable in M&T's Tier 1 regulatory capital, but do qualify for inclusion in Tier 2 regulatory capital.

Holders of the Capital Securities receive preferential cumulative cash distributions unless M&T exercises its right to extend the payment of interest on the Junior Subordinated Debentures as allowed by the terms of each such debenture, in which case payment of distributions on the respective Capital Securities will be deferred for comparable periods. During an extended interest period, M&T may not pay dividends or distributions on, or repurchase, redeem or acquire any shares of its capital stock. In general, the agreements governing the Capital Securities, in the aggregate, provide a full, irrevocable and unconditional guarantee by M&T of the payment of distributions on, the redemption of, and any liquidation distribution with respect to the Capital Securities. The obligations under such guarantee and the Capital Securities are subordinate and junior in right of payment to all senior indebtedness of M&T.

The Capital Securities will remain outstanding until the Junior Subordinated Debentures are repaid at maturity, are redeemed prior to maturity or are distributed in liquidation to the trusts. The Capital Securities are mandatorily redeemable in whole, but not in part, upon repayment at the stated maturity dates (ranging from 2027 to 2033) of the Junior Subordinated Debentures or the earlier redemption of the Junior Subordinated Debentures in whole upon the occurrence of one or more events set forth in the indentures relating to the Capital Securities, and in whole or in part at any time after an optional redemption prior to contractual maturity contemporaneously with the optional redemption of the related Junior Subordinated Debentures in whole or in part, subject to possible regulatory approval.

Also included in long-term borrowings are agreements to repurchase securities of \$1.8 billion and \$1.9 billion at September 30, 2016 and December 31, 2015, respectively. The agreements reflect various repurchase dates through 2020, however, the contractual maturities of the underlying investment securities extend beyond such repurchase dates. The agreements are subject to legally enforceable master netting arrangements, however, the Company has not

offset any amounts related to these agreements in its consolidated financial statements. The Company posted collateral consisting primarily of government guaranteed mortgage-backed securities of \$1.9 billion and \$2.0 billion at September 30, 2016 and December 31, 2015, respectively.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 6. Shareholders' equity

M&T is authorized to issue 1,000,000 shares of preferred stock with a \$1.00 par value per share. Preferred shares outstanding rank senior to common shares both as to dividends and liquidation preference, but have no general voting rights.

Issued and outstanding preferred stock of M&T as of September 30, 2016 and December 31, 2015 is presented below:

|  | Shares  |             |
|--|---------|-------------|
|  | issued  | Carrying    |
|  | and     | outstanding |
|  |         | value       |
|  |         | (dollars in |
|  |         | thousands)  |
| Series A (a)   |         |             |
| Fixed Rate Cumulative Perpetual Preferred Stock, \$1,000         |         |             |
| liquidation preference per share                                 | 230,000 | \$230,000   |
| Series C (a)   |         |             |
| Fixed Rate Cumulative Perpetual Preferred Stock, \$1,000         |         |             |
| liquidation preference per share                                 | 151,500 | \$151,500   |
| Series D (b)   |         |             |
| Fixed Rate Non-cumulative Perpetual Preferred Stock, \$10,000    |         |             |
| liquidation preference per share                                 | 50,000  | \$500,000   |
| Series E (c)   |         |             |
| Fixed-to-Floating Rate Non-cumulative Perpetual Preferred Stock, |         |             |
| \$1,000 liquidation preference per share                         | 350,000 | \$350,000   |

(a) Dividends, if declared, are paid at 6.375%. Warrants to purchase M&T common stock at \$73.86 per share issued in connection with the Series A preferred stock expire in 2018 and totaled 713,855 at September 30, 2016 and 719,175 at December 31, 2015.

(b) Dividends, if declared, are paid semi-annually at a rate of 6.875% per year. The shares became redeemable in whole or in part on June 15, 2016.

(c) Dividends, if declared, are paid semi-annually at a rate of 6.45% through February 14, 2024 and thereafter will be paid quarterly at a rate of the three-month LIBOR plus 361 basis points (hundredths of one percent). The shares are redeemable in whole or in part on or after February 15, 2024. Notwithstanding M&T's option to redeem the shares, if an event occurs such that the shares no longer qualify as Tier 1 capital, M&T may redeem all of the shares within 90 days following that occurrence.

In addition to the Series A warrants mentioned in (a) above, a warrant to purchase 95,383 shares of M&T common stock at \$518.96 per share was outstanding at September 30, 2016 and December 31, 2015. The obligation under that warrant was assumed by M&T in an acquisition.

On October 28, 2016, M&T issued 50,000 shares of Series F Perpetual Fixed-to-Floating Rate Non-cumulative Preferred Stock, par value \$1.00 per share and liquidation preference of \$10,000 per share. Through November 1, 2026 holders of the Series F preferred stock are entitled to receive, only when, as and if declared by M&T's Board of Directors, non-cumulative cash dividends at an annual rate of 5.125%, payable semi-annually in arrears. Subsequent to November 1, 2026 holders will be entitled to receive quarterly cash dividends at an annual rate of three-month LIBOR plus 352 basis points. The Series F preferred stock may be redeemed at M&T's option, in whole or in part, on any dividend payment date on or after November 1, 2026 or, in whole but not in part, at any time within 90 days following a regulatory capital treatment event whereby the full liquidation value of the shares no longer qualifies as "additional Tier 1 capital".

In addition, M&T expects to redeem the 50,000 shares issued and outstanding of the Series D Fixed Rate Non-cumulative Perpetual Preferred Stock, \$10,000 liquidation preference per share during December 2016, having received the approval of the Federal Reserve to redeem such shares after issuing the Series F preferred stock.



## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 7. Pension plans and other postretirement benefits

The Company provides defined benefit pension and other postretirement benefits (including health care and life insurance benefits) to qualified retired employees. Net periodic defined benefit cost for defined benefit plans consisted of the following:

|   | Pension            |          | Other          |       |
|---|--------------------|----------|----------------|-------|
|   | benefits           |          | postretirement |       |
|   | Three months ended |          | September 30   |       |
|   | 2016               | 2015     | 2016           | 2015  |
|   | (in thousands)     |          |                |       |
| Service cost                                  | \$6,259            | 5,916    | 399            | 188   |
| Interest cost on projected benefit obligation | 20,853             | 17,754   | 1,242          | 651   |
| Expected return on plan assets                | (27,118)           | (23,527) | —              | —     |
| Amortization of prior service credit          | (807 )             | (1,501 ) | (339 )         | (340) |
| Amortization of net actuarial loss            | 7,536              | 11,207   | 15             | 26    |
| Net periodic benefit cost                     | \$6,723            | 9,849    | 1,317          | 525   |

  

|   | Pension           |          | Other          |         |
|---|-------------------|----------|----------------|---------|
|   | benefits          |          | postretirement |         |
|   | Nine months ended |          | September 30   |         |
|   | 2016              | 2015     | 2016           | 2015    |
|   | (in thousands)    |          |                |         |
| Service cost                                  | \$18,778          | 17,748   | 1,197          | 562     |
| Interest cost on projected benefit obligation | 62,558            | 53,261   | 3,728          | 1,953   |
| Expected return on plan assets                | (81,355)          | (70,578) | —              | —       |
| Amortization of prior service credit          | (2,421 )          | (4,504 ) | (1,019)        | (1,019) |
| Amortization of net actuarial loss            | 22,609            | 33,619   | 45             | 79      |
| Net periodic benefit cost                     | \$20,169          | 29,546   | 3,951          | 1,575   |

Expense incurred in connection with the Company's defined contribution pension and retirement savings plans totaled \$14,783,000 and \$14,281,000 for the three months ended September 30, 2016 and 2015, respectively, and \$47,747,000 and \$44,377,000 for the nine months ended September 30, 2016 and 2015, respectively.

## 8. Earnings per common share

The computations of basic earnings per common share follow:

|  | Three months ended<br>September 30 |           | Nine months ended<br>September 30 |           |
|--|------------------------------------|-----------|-----------------------------------|-----------|
|  | 2016                               | 2015      | 2016                              | 2015      |
|  | (in thousands, except per share)   |           |                                   |           |
| <b>Income available to common shareholders:</b>                |                                    |           |                                   |           |
| Net income   | \$349,984                          | 280,401   | 984,543                           | 808,702   |
| Less: Preferred stock dividends (a)                            | (20,318 )                          | (20,318 ) | (60,953 )                         | (60,953 ) |
| Net income available to common equity                          | 329,666                            | 260,083   | 923,590                           | 747,749   |
| Less: Income attributable to unvested stock-based compensation |                                    |           |                                   |           |
| awards   | (2,674 )                           | (2,746 )  | (7,920 )                          | (8,122 )  |
| Net income available to common shareholders                    | \$326,992                          | 257,337   | 915,670                           | 739,627   |
| <b>Weighted-average shares outstanding:</b>                    |                                    |           |                                   |           |
| Common shares outstanding (including common stock              |                                    |           |                                   |           |
| issuable) and unvested stock-based compensation                |                                    |           |                                   |           |
| awards   | 156,767                            | 134,049   | 158,710                           | 133,805   |
| Less: Unvested stock-based compensation awards                 | (1,274 )                           | (1,419 )  | (1,374 )                          | (1,458 )  |
| Weighted-average shares outstanding                            | 155,493                            | 132,630   | 157,336                           | 132,347   |
| Basic earnings per common share                                | \$2.10                             | 1.94      | 5.82                              | 5.59      |

(a) Including impact of not as yet declared cumulative dividends.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 8. Earnings per common share, continued

The computations of diluted earnings per common share follow:

|   | Three months ended               |          | Nine months ended |          |
|---|----------------------------------|----------|-------------------|----------|
|   | September 30                     |          | September 30      |          |
|   | 2016                             | 2015     | 2016              | 2015     |
|   | (in thousands, except per share) |          |                   |          |
| Net income available to common equity               | \$329,666                        | 260,083  | 923,590           | 747,749  |
| Less: Income attributable to unvested stock-based   |                                  |          |                   |          |
| compensation awards                                 | (2,668 )                         | (2,737 ) | (7,904 )          | (8,093 ) |
| Net income available to common shareholders         | \$326,998                        | 257,346  | 915,686           | 739,656  |
| Adjusted weighted-average shares outstanding:       |                                  |          |                   |          |
| Common and unvested stock-based compensation awards | 156,767                          | 134,049  | 158,710           | 133,805  |
| Less: Unvested stock-based compensation awards      | (1,274 )                         | (1,419 ) | (1,374 )          | (1,458 ) |
| Plus: Incremental shares from assumed conversion of |                                  |          |                   |          |
| stock-based compensation awards and warrants to     |                                  |          |                   |          |
| purchase common stock                               | 533                              | 746      | 507               | 742      |
| Adjusted weighted-average shares outstanding        | 156,026                          | 133,376  | 157,843           | 133,089  |
| Diluted earnings per common share                   | \$2.10                           | 1.93     | 5.80              | 5.56     |

GAAP defines unvested share-based awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) as participating securities that shall be included in the computation of earnings per common share pursuant to the two-class method. The Company has issued stock-based compensation awards in the form of restricted stock and restricted stock units, which, in accordance with GAAP, are considered participating securities.

Stock-based compensation awards and warrants to purchase common stock of M&T representing approximately 2.0 million and 1.5 million common shares during the three-month periods ended September 30, 2016 and 2015, respectively, and 2.5 million and 1.9 million common shares during the nine-month periods ended September 30, 2016 and 2015, respectively, were not included in the computations of diluted earnings per common share because the effect on those periods would have been antidilutive.



## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 9. Comprehensive income

The following tables displays the components of other comprehensive income (loss) and amounts reclassified from accumulated other comprehensive income (loss) to net income:

|   | Investment securities |           | Defined benefit | Total   |                   | Income       |             |
|---|-----------------------|-----------|-----------------|---------|-------------------|--------------|-------------|
|   | With OTTI (a)         | All other | plans           | Other   | amount before tax | tax          | Net         |
| Balance - January 1, 2016   | \$16,359              | 62,849    | (489,660)       | (4,093) | \$(414,545)       | 162,918      | \$(251,627) |
| Other comprehensive income before reclassifications:  |                       |           |                 |         |                   |              |             |
| Unrealized holding gains, net   | 1,228                 | 234,438   | —               | —       | 235,666           | (92,714 )    | 142,952     |
| Foreign currency translation adjustment   | —                     | —         | —               | (2,836) | (2,836 )          | 989          | (1,847 )    |
| Total other comprehensive income (loss) before reclassifications                                      | 1,228                 | 234,438   | —               | (2,836) | 232,830           | (91,725 )    | 141,105     |
| Amounts reclassified from accumulated other comprehensive income that (increase) decrease net income: |                       |           |                 |         |                   |              |             |
| Accretion of unrealized holding losses on held-to-maturity (“HTM”) securities                         | —                     | 2,998     | —               | —       | 2,998             | (b) (1,180 ) | 1,818       |
| Gains realized in net income  | —                     | (28,748 ) | —               | —       | (28,748 )         | (c) 11,309   | (17,439 )   |
| Accretion of net gain on terminated cash flow hedges  | —                     | —         | —               | (116 )  | (116 )            | (d) 46       | (70 )       |
| Amortization of prior service credit  | —                     | —         | (3,440 )        | —       | (3,440 )          | (e) 1,354    | (2,086 )    |
| Amortization of actuarial losses  | —                     | —         | 22,654          | —       | 22,654            | (e) (8,914 ) | 13,740      |
| Total reclassifications   | —                     | (25,750 ) | 19,214          | (116 )  | (6,652 )          | 2,615        | (4,037 )    |
| Total gain (loss) during the period   | 1,228                 | 208,688   | 19,214          | (2,952) | 226,178           | (89,110 )    | 137,068     |
| Balance - September 30, 2016  | \$17,587              | 271,537   | (470,446)       | (7,045) | \$(188,367)       | 73,808       | \$(114,559) |

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|   |          |          |           |         |             |              |             |
|---|----------|----------|-----------|---------|-------------|--------------|-------------|
| Balance - January 1, 2015   | \$7,438  | 201,828  | (503,027) | (4,082) | \$(297,843) | 116,849      | \$(180,994) |
| Other comprehensive income before reclassifications:  |          |          |           |         |             |              |             |
| Unrealized holding gains (losses), net  | 9,699    | (11,139) | —         | —       | (1,440)     | 952          | (488)       |
| Foreign currency translation adjustment   | —        | —        | —         | (735)   | (735)       | 214          | (521)       |
| Gains on cash flow hedges   | —        | —        | —         | 1,453   | 1,453       | (568)        | 885         |
| Total other comprehensive income before reclassifications   | 9,699    | (11,139) | —         | 718     | (722)       | 598          | (124)       |
| Amounts reclassified from accumulated other comprehensive income that (increase) decrease net income: |          |          |           |         |             |              |             |
| Accretion of unrealized holding losses on   |          |          |           |         |             |              |             |
| HTM securities  | —        | 2,417    | —         | —       | 2,417       | (b) (944)    | 1,473       |
| Losses realized in net income   | —        | 108      | —         | —       | 108         | (c) (40)     | 68          |
| Accretion of net gain on terminated cash flow hedges  | —        | —        | —         | (102)   | (102)       | (d) 40       | (62)        |
| Amortization of prior service credit  | —        | —        | (5,523)   | —       | (5,523)     | (e) 2,359    | (3,164)     |
| Amortization of actuarial losses  | —        | —        | 33,698    | —       | 33,698      | (e) (14,368) | 19,330      |
| Total reclassifications   | —        | 2,525    | 28,175    | (102)   | 30,598      | (12,953)     | 17,645      |
| Total gain (loss) during the period   | 9,699    | (8,614)  | 28,175    | 616     | 29,876      | (12,355)     | 17,521      |
| Balance - September 30, 2015  | \$17,137 | 193,214  | (474,852) | (3,466) | \$(267,967) | 104,494      | \$(163,473) |

(a) Other-than-temporary impairment

(b) Included in interest income

(c) Included in gain (loss) on bank investment securities

(d) Included in interest expense

(e) Included in salaries and employee benefits expense

Accumulated other comprehensive income (loss), net consisted of the following:

|  | Investment securities | With OTTI | All other | Defined benefit plans | Other | Total |
|--|-----------------------|-----------|-----------|-----------------------|-------|-------|
|  |                       |           |           |                       |       |       |

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(in thousands)

|                               |          |         |           |         |             |
|-------------------------------|----------|---------|-----------|---------|-------------|
| Balance - December 31, 2015   | \$9,921  | 38,166  | (296,979) | (2,735) | \$(251,627) |
| Net gain (loss) during period | 745      | 126,586 | 11,654    | (1,917) | 137,068     |
| Balance - September 30, 2016  | \$10,666 | 164,752 | (285,325) | (4,652) | \$(114,559) |

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 10. Derivative financial instruments

As part of managing interest rate risk, the Company enters into interest rate swap agreements to modify the repricing characteristics of certain portions of the Company's portfolios of earning assets and interest-bearing liabilities. The Company 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 and collateral provisions protecting the at-risk party. Based on adherence to the Company's credit standards and the presence of the netting and collateral provisions, the Company believes that the credit risk inherent in these contracts was not material as of September 30, 2016.

The net effect of interest rate swap agreements was to increase net interest income by \$9 million and \$11 million for the three-month periods ended September 30, 2016 and 2015, respectively, and \$30 million and \$33 million for the nine-month periods ended September 30, 2016 and 2015, respectively.

Information about interest rate swap agreements entered into for interest rate risk management purposes summarized by type of financial instrument the swap agreements were intended to hedge follows:

|                                     | Notional<br>amount<br>(in<br>thousands) | Average<br>maturity<br>(in<br>years) | Weighted- |          |   |
|-------------------------------------|---|--------------------------------------|-----------|----------|---|
|                                     |   |                                      | Fixed     | Variable |   |
| September 30, 2016                  |   |                                      |           |          |   |
| Fair value hedges:                  |   |                                      |           |          |   |
| Fixed rate long-term borrowings (a) | \$ 1,400,000                            | 0.9                                  | 4.42%     | 1.79     | % |
| December 31, 2015                   |   |                                      |           |          |   |
| Fair value hedges:                  |   |                                      |           |          |   |
| Fixed rate long-term borrowings (a) | \$ 1,400,000                            | 1.7                                  | 4.42%     | 1.39     | % |

(a) Under the terms of these agreements, the Company receives settlement amounts at a fixed rate and pays at a variable rate.

The Company 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. The Company 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 included 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 \$21.2 billion and \$18.4 billion at September 30, 2016 and December 31, 2015, respectively. The notional amounts of foreign currency and other option and futures contracts entered into for trading account purposes aggregated \$891 million and \$1.6 billion at September 30, 2016 and December 31, 2015, respectively.





## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 10. Derivative financial instruments, continued

Information about the fair values of derivative instruments in the Company's consolidated balance sheet and consolidated statement of income follows:

|  | Asset derivatives  |                   | Liability derivatives |                   |
|--|--------------------|-------------------|-----------------------|-------------------|
|  | Fair value         |                   | Fair value            |                   |
|  | September 30, 2016 | December 31, 2015 | September 30, 2016    | December 31, 2015 |
|  | (in thousands)     |                   |                       |                   |
| <b>Derivatives designated and qualifying as hedging instruments</b>      |                    |                   |                       |                   |
| Fair value hedges:   |                    |                   |                       |                   |
| Interest rate swap agreements (a)  | \$21,060           | 43,892            | \$—                   | —                 |
| Commitments to sell real estate loans (a)                                | 382                | 1,844             | 3,946                 | 656               |
|  | 21,442             | 45,736            | 3,946                 | 656               |
| <b>Derivatives not designated and qualifying as hedging instruments</b>  |                    |                   |                       |                   |
| Mortgage-related commitments to originate real estate loans for sale (a) |                    |                   |                       |                   |
|  | 29,851             | 10,282            | 51                    | 403               |
| Commitments to sell real estate loans (a)                                | 626                | 533               | 8,437                 | 846               |
| Trading:   |                    |                   |                       |                   |
| Interest rate contracts (b)  | 346,453            | 203,517           | 286,298               | 153,723           |
| Foreign exchange and other option and futures contracts (b)              | 7,092              | 8,569             | 6,415                 | 7,022             |
|  | 384,022            | 222,901           | 301,201               | 161,994           |
| <b>Total derivatives</b>   | <b>\$405,464</b>   | <b>268,637</b>    | <b>\$305,147</b>      | <b>162,650</b>    |

(a) Asset derivatives are reported in other assets and liability derivatives are reported in other liabilities.

(b) Asset derivatives are reported in trading account assets and liability derivatives are reported in other liabilities.

|   | Amount of gain (loss) recognized      |                        | Amount of gain (loss) recognized      |                        |
|---|---------------------------------------|------------------------|---------------------------------------|------------------------|
|   | Three months ended September 30, 2016 |                        | Three months ended September 30, 2015 |                        |
|   | Hedged Derivative item                | Hedged Derivative item | Hedged Derivative item                | Hedged Derivative item |
|   | (in thousands)                        |                        |                                       |                        |
| <b>Derivatives in fair value hedging relationships</b>      |                                       |                        |                                       |                        |
| Interest rate swap agreements:                              |                                       |                        |                                       |                        |
| Fixed rate long-term borrowings (a)                         | \$(12,588)                            | 12,587                 | \$(2,719)                             | 2,382                  |
| <b>Derivatives not designated as hedging instruments</b>    |                                       |                        |                                       |                        |
| Trading:  |                                       |                        |                                       |                        |
| Interest rate contracts (b)                                 | \$4,822                               |                        | \$4,120                               |                        |
| Foreign exchange and other option and futures contracts (b) | 1,746                                 |                        | 2,613                                 |                        |

|       |         |         |
|-------|---------|---------|
| Total | \$6,568 | \$6,733 |
|-------|---------|---------|

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 10. Derivative financial instruments, continued

|   | Amount of gain (loss) recognized      |                                      |
|---|---------------------------------------|--------------------------------------|
|   | Nine months ended September 30, 2016  | Nine months ended September 30, 2015 |
|   | Hedged Derivative item (in thousands) | Hedged Derivative item               |
| Derivatives in fair value hedging relationships             |                                       |                                      |
| Interest rate swap agreements:                              |                                       |                                      |
| Fixed rate long-term borrowings (a)                         | \$(22,832) 21,603                     | \$(12,469) 11,495                    |
| Derivatives not designated as hedging instruments           |                                       |                                      |
| Trading:  |                                       |                                      |
| Interest rate contracts (b)                                 | \$11,578                              | \$6,552                              |
| Foreign exchange and other option and futures contracts (b) | 5,415                                 | 7,023                                |
| Total   | \$16,993                              | \$13,575                             |

(a) Reported as other revenues from operations.

(b) Reported as trading account and foreign exchange gains.

The Company has commitments to sell and commitments to originate residential and commercial real estate loans that are considered derivatives. The Company designates certain of the commitments to sell real estate loans as fair value hedges of real estate loans held for sale. The Company also utilizes commitments to sell real estate loans to offset the exposure to changes in the fair value of certain commitments to originate real estate loans for sale. As a result of these activities, net unrealized pre-tax gains related to hedged loans held for sale, commitments to originate loans for sale and commitments to sell loans were approximately \$38 million and \$18 million at September 30, 2016 and December 31, 2015, respectively. Changes in unrealized gains and losses are included in mortgage banking revenues and, in general, are realized in subsequent periods as the related loans are sold and commitments satisfied.

The Company does not offset derivative asset and liability positions in its consolidated financial statements. The Company's exposure to credit risk by entering into derivative contracts is mitigated through master netting agreements and collateral posting requirements. Master netting agreements covering interest rate and foreign exchange contracts with the same party include a right to set-off that becomes enforceable in the event of default, early termination or under other specific conditions.

The aggregate fair value of derivative financial instruments in a liability position, which are subject to enforceable master netting arrangements, was \$85 million and \$59 million at September 30, 2016 and December 31, 2015, respectively. After consideration of such netting arrangements, the net liability positions with counterparties aggregated \$81 million and \$55 million at September 30, 2016 and December 31, 2015, respectively. The Company was required to post collateral relating to those positions of \$79 million and \$52 million at September 30, 2016 and December 31, 2015, respectively. Certain of the Company's derivative financial instruments contain provisions that require the Company to maintain specific credit ratings from credit rating agencies to avoid higher collateral posting requirements. If the Company's debt rating were to fall below specified ratings, the counterparties of the derivative

financial instruments could demand immediate incremental collateralization on those instruments in a net liability position. The aggregate fair value of all derivative financial instruments with such credit risk-related contingent features in a net liability position on September 30, 2016 was \$19 million, for which the Company had posted collateral of \$15 million in the normal course of business. If the credit risk-related contingent features had been triggered on September 30, 2016, the maximum amount of additional collateral the Company would have been required to post to counterparties was \$4 million.

The aggregate fair value of derivative financial instruments in an asset position, which are subject to enforceable master netting arrangements, was \$15 million and \$23 million at September 30, 2016 and December 31, 2015, respectively. After consideration of such netting arrangements, the net asset positions with counterparties aggregated \$11 million and \$19 million at September 30, 2016 and December 31, 2015, respectively. Counterparties posted collateral relating to those positions of \$11 million and \$22 million at September 30, 2016 and December 31, 2015, respectively. Trading account interest rate swap agreements entered into with customers are subject to the Company's credit risk standards and often contain collateral provisions.

In addition to the derivative contracts noted above, the Company clears certain derivative transactions through a clearinghouse, rather than directly with counterparties. Those transactions cleared through a clearinghouse require initial margin collateral and additional collateral for contracts in a net liability position. The net fair values of derivative financial instruments cleared through clearinghouses at September 30, 2016 was a net liability position of \$177 million and at December 31, 2015 was a net liability position of \$50 million. Collateral posted with clearinghouses was \$265 million and \$99 million at September 30, 2016 and December 31, 2015, respectively.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 11. Variable interest entities and asset securitizations

In accordance with GAAP, at December 31, 2015 the Company determined that it was the primary beneficiary of a residential mortgage loan securitization trust considering its role as servicer and its retained subordinated interests in the trust. As a result, the Company had included the one-to-four family residential mortgage loans that were included in the trust in its consolidated financial statements. In the first quarter of 2016, the securitization trust was terminated as the Company exercised its right to purchase the underlying mortgage loans pursuant to the clean-up call provisions of the trust. At December 31, 2015, the carrying values of the loans in the securitization trust was \$81 million. The outstanding principal amount of mortgage-backed securities issued by the qualified special purpose trust that was held by parties unrelated to the Company at December 31, 2015 was \$13 million.

As described in note 5, M&T has issued junior subordinated debentures payable to various trusts that have issued Capital Securities. M&T owns the common securities of those trust entities. The Company is not considered to be the primary beneficiary of those entities and, accordingly, the trusts are not included in the Company's consolidated financial statements. At September 30, 2016 and December 31, 2015, the Company included the junior subordinated debentures as "long-term borrowings" in its consolidated balance sheet and recognized \$24 million in other assets for its "investment" in the common securities of the trusts that will be concomitantly repaid to M&T by the respective trust from the proceeds of M&T's repayment of the junior subordinated debentures associated with preferred capital securities described in note 5.

The Company has invested as a limited partner in various partnerships that collectively had total assets of approximately \$1.1 billion at each of September 30, 2016 and December 31, 2015. Those partnerships generally construct or acquire properties for which the investing partners are eligible to receive certain federal income tax credits in accordance with government guidelines. Such investments may also provide tax deductible losses to the partners. The partnership investments also assist the Company in achieving its community reinvestment initiatives. As a limited partner, there is no recourse to the Company by creditors of the partnerships. However, the tax credits that result from the Company's investments in such partnerships are generally subject to recapture should a partnership fail to comply with the respective government regulations. The Company's maximum exposure to loss of its investments in such partnerships was \$287 million, including \$82 million of unfunded commitments, at September 30, 2016 and \$295 million, including \$78 million of unfunded commitments, at December 31, 2015. Contingent commitments to provide additional capital contributions to these partnerships were not material at September 30, 2016. The Company has not provided financial or other support to the partnerships that was not contractually required. Management currently estimates that no material losses are probable as a result of the Company's involvement with such entities. The Company, in its position as limited partner, does not direct the activities that most significantly impact the economic performance of the partnerships and, therefore, in accordance with the accounting provisions for variable interest entities, the partnership entities are not included in the Company's consolidated financial statements. The Company's investment cost is amortized to income taxes in the consolidated statement of income as tax credits and other tax benefits resulting from deductible losses associated with the projects are received. The Company amortized \$13 million and \$34 million of its investments in qualified affordable housing projects to income tax expense during the three months and nine months ended September 30, 2016, respectively, and recognized \$18 million and \$46 million of tax credits and other tax benefits during those respective periods. Similarly, for the three months and nine months ended September 30, 2015, the Company amortized \$10 million and \$31 million, respectively, of its investments in qualified affordable housing projects to income tax expense, and recognized \$15 million and \$44 million of tax credits and other tax benefits during those respective periods.

The Company serves as investment advisor for certain registered money-market funds. The Company has no explicit arrangement to provide support to those funds, but may waive portions of its allowable management fees as a result of

market conditions.

## 12. Fair value measurements

GAAP permits an entity to choose to measure eligible financial instruments and other items at fair value. The Company has not made any fair value elections at September 30, 2016.

Pursuant to GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level hierarchy exists in GAAP for fair value measurements based upon the inputs to the valuation of an asset or liability.

Level 1 — Valuation is based on quoted prices in active markets for identical assets and liabilities.

Level 2 — Valuation is determined from quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active or by model-based techniques in which all significant inputs are observable in the market.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

Level 3 — Valuation is derived from model-based and other techniques in which at least one significant input is unobservable and which may be based on the Company's own estimates about the assumptions that market participants would use to value the asset or liability.

When available, the Company attempts to use quoted market prices in active markets to determine fair value and classifies such items as Level 1 or Level 2. If quoted market prices in active markets are not available, fair value is often determined using model-based techniques incorporating various assumptions including interest rates, prepayment speeds and credit losses. Assets and liabilities valued using model-based techniques are classified as either Level 2 or Level 3, depending on the lowest level classification of an input that is considered significant to the overall valuation. The following is a description of the valuation methodologies used for the Company's assets and liabilities that are measured on a recurring basis at estimated fair value.

## Trading account assets and liabilities

Trading account assets and liabilities consist primarily of interest rate swap agreements and foreign exchange contracts with customers who require such services with offsetting positions with third parties to minimize the Company's risk with respect to such transactions. The Company generally determines the fair value of its derivative trading account assets and liabilities using externally developed pricing models based on market observable inputs and, therefore, classifies such valuations as Level 2. Mutual funds held in connection with deferred compensation and other arrangements have been classified as Level 1 valuations. Valuations of investments in municipal and other bonds can generally be obtained through reference to quoted prices in less active markets for the same or similar securities or through model-based techniques in which all significant inputs are observable and, therefore, such valuations have been classified as Level 2.

## Investment securities available for sale

The majority of the Company's available-for-sale investment securities have been valued by reference to prices for similar securities or through model-based techniques in which all significant inputs are observable and, therefore, such valuations have been classified as Level 2. Certain investments in mutual funds and equity securities are actively traded and, therefore, have been classified as Level 1 valuations.

Included in collateralized debt obligations at December 31, 2015 were securities backed by trust preferred securities issued by financial institutions and other entities. As disclosed in Note 3, in the third quarter of 2016 the Company sold substantially all of its collateralized debt obligations. The Company performed internal modeling to estimate the cash flows and fair value of its portfolio of securities backed by trust preferred securities at December 31, 2015. The modeling techniques included estimating cash flows using bond-specific assumptions about future collateral defaults and related loss severities. The resulting cash flows were then discounted by reference to market yields observed in the single-name trust preferred securities market. In determining a market yield applicable to the estimated cash flows, a margin over LIBOR ranging from 4% to 10%, with a weighted-average of 8%, was used. Significant unobservable inputs used in the determination of estimated fair value of collateralized debt obligations are included in the accompanying table of significant unobservable inputs to Level 3 measurements. At December 31, 2015, the total amortized cost and fair value of securities backed by trust preferred securities issued by financial institutions and other entities were \$28 million and \$47 million, respectively. Privately issued mortgage-backed securities and securities backed by trust preferred securities issued by financial institutions and other entities constituted all of the available-for-sale investment securities classified as Level 3 valuations.





NOTES TO FINANCIAL STATEMENTS, CONTINUED

12. Fair value measurements, continued

The Company ensures an appropriate control framework is in place over the valuation processes and techniques used for significant Level 3 fair value measurements. Internal pricing models used for significant valuation measurements have generally been subjected to validation procedures including testing of mathematical constructs, review of valuation methodology and significant assumptions used.

Real estate loans held for sale

The Company utilizes commitments to sell real estate loans to hedge the exposure to changes in fair value of real estate loans held for sale. The carrying value of hedged real estate loans held for sale includes changes in estimated fair value during the hedge period. Typically, the Company attempts to hedge real estate loans held for sale from the date of close through the sale date. The fair value of hedged real estate loans held for sale is generally calculated by reference to quoted prices in secondary markets for commitments to sell real estate loans with similar characteristics and, accordingly, such loans have been classified as a Level 2 valuation.

Commitments to originate real estate loans for sale and commitments to sell real estate loans

The Company enters into various commitments to originate real estate loans for sale and commitments to sell real estate loans. Such commitments are considered to be derivative financial instruments and, therefore, are carried at estimated fair value on the consolidated balance sheet. The estimated fair values of such commitments were generally calculated by reference to quoted prices in secondary markets for commitments to sell real estate loans to certain government-sponsored entities and other parties. The fair valuations of commitments to sell real estate loans generally result in a Level 2 classification. The estimated fair value of commitments to originate real estate loans for sale are adjusted to reflect the Company's anticipated commitment expirations. The estimated commitment expirations are considered significant unobservable inputs contributing to the Level 3 classification of commitments to originate real estate loans for sale. Significant unobservable inputs used in the determination of estimated fair value of commitments to originate real estate loans for sale are included in the accompanying table of significant unobservable inputs to Level 3 measurements.

Interest rate swap agreements used for interest rate risk management

The Company utilizes interest rate swap agreements as part of the management of interest rate risk to modify the repricing characteristics of certain portions of its portfolios of earning assets and interest-bearing liabilities. The Company generally determines the fair value of its interest rate swap agreements using externally developed pricing models based on market observable inputs and, therefore, classifies such valuations as Level 2. The Company has considered counterparty credit risk in the valuation of its interest rate swap agreement assets and has considered its own credit risk in the valuation of its interest rate swap agreement liabilities.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

The following tables present assets and liabilities at September 30, 2016 and December 31, 2015 measured at estimated fair value on a recurring basis:

|  | Fair value measurements at |             |             |         |
|--|----------------------------|-------------|-------------|---------|
|  | September 30, 2016         | Level 1 (a) | Level 2 (a) | Level 3 |
|  | (in thousands)             |             |             |         |
| Trading account assets                           | \$488,588                  | 50,699      | 437,889     | —       |
| Investment securities available for sale:        |                            |             |             |         |
| U.S. Treasury and federal agencies               | 726,401                    | —           | 726,401     | —       |
| Obligations of states and political subdivisions | 5,015                      | —           | 5,015       | —       |
| Mortgage-backed securities:                      |                            |             |             |         |
| Government issued or guaranteed                  | 10,930,662                 | —           | 10,930,662  | —       |
| Privately issued                                 | 51                         | —           | —           | 51      |
| Other debt securities                            | 118,226                    | —           | 118,226     | —       |
| Equity securities                                | 82,212                     | 62,546      | 19,666      | —       |
|  | 11,862,567                 | 62,546      | 11,799,970  | 51      |
| Real estate loans held for sale                  | 704,984                    | —           | 704,984     | —       |
| Other assets (b)                                 | 51,919                     | —           | 22,068      | 29,851  |
| Total assets                                     | \$13,108,058               | 113,245     | 12,964,911  | 29,902  |
| Trading account liabilities                      | \$292,713                  | —           | 292,713     | —       |
| Other liabilities (b)                            | 12,434                     | —           | 12,383      | 51      |
| Total liabilities                                | \$305,147                  | —           | 305,096     | 51      |

|  | Fair value measurements at |            |            |         |
|--|----------------------------|------------|------------|---------|
|  | December 31, 2015          | Level 1(a) | Level 2(a) | Level 3 |
|  | (in thousands)             |            |            |         |
| Trading account assets                           | \$273,783                  | 56,763     | 217,020    | —       |
| Investment securities available for sale:        |                            |            |            |         |
| U.S. Treasury and federal agencies               | 299,997                    | —          | 299,997    | —       |
| Obligations of states and political subdivisions | 6,028                      | —          | 6,028      | —       |
| Mortgage-backed securities:                      |                            |            |            |         |
| Government issued or guaranteed                  | 11,686,628                 | —          | 11,686,628 | —       |
| Privately issued                                 | 74                         | —          | —          | 74      |
| Collateralized debt obligations                  | 47,393                     | —          | —          | 47,393  |
| Other debt securities                            | 118,880                    | —          | 118,880    | —       |
| Equity securities                                | 83,671                     | 65,178     | 18,493     | —       |
|  | 12,242,671                 | 65,178     | 12,130,026 | 47,467  |
| Real estate loans held for sale                  | 392,036                    | —          | 392,036    | —       |

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|                             |              |         |            |        |
|-----------------------------|--------------|---------|------------|--------|
| Other assets (b)            | 56,551       | —       | 46,269     | 10,282 |
| Total assets                | \$12,965,041 | 121,941 | 12,785,351 | 57,749 |
| Trading account liabilities | \$160,745    | —       | 160,745    | —      |
| Other liabilities (b)       | 1,905        | —       | 1,502      | 403    |
| Total liabilities           | \$162,650    | —       | 162,247    | 403    |

(a) There were no significant transfers between Level 1 and Level 2 of the fair value hierarchy during the nine months ended September 30, 2016 and the year ended December 31, 2015.

(b) Comprised predominantly of interest rate swap agreements used for interest rate risk management (Level 2), commitments to sell real estate loans (Level 2) and commitments to originate real estate loans to be held for sale (Level 3).

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

The changes in Level 3 assets and liabilities measured at estimated fair value on a recurring basis during the three months ended September 30, 2016 were as follows:

|  | Investment securities available for sale |                | Other assets    |              |
|--|--|----------------|-----------------|--------------|
|  | Privately issued                         | Collateralized | mortgage-backed | and other    |
|  |  | debt           | debt            | liabilities  |
|  | obligations                              |                |                 |              |
|  | (in thousands)                           |                |                 |              |
| Balance - June 30, 2016                            | \$ 57                                    | 43,305         |                 | 21,383       |
| Total gains (losses) realized/unrealized:          |  |                |                 |              |
| Included in earnings                               | —  | 28,475         |                 | 45,534 (b)   |
| Included in other comprehensive income             | —  | (15,050)       | (c)             | —            |
| Sales  | —  | (56,730)       |                 | —            |
| Settlements  | (6)                                      | —              |                 | —            |
| Transfers in and/or out of Level 3 (a)             | —  | —              |                 | (37,117) (d) |
| Balance - September 30, 2016                       | \$ 51                                    | —              |                 | 29,800       |
| Changes in unrealized gains included in earnings   |  |                |                 |              |
| related to assets still held at September 30, 2016 | \$ —                                     | —              |                 | 27,663 (b)   |

The changes in Level 3 assets and liabilities measured at estimated fair value on a recurring basis during the three months ended September 30, 2015 were as follows:

|  | Investment securities available for sale |                | Other assets    |              |
|--|--|----------------|-----------------|--------------|
|  | Privately issued                         | Collateralized | mortgage-backed | and other    |
|  |  | debt           | debt            | liabilities  |
|  | obligations                              |                |                 |              |
|  | (in thousands)                           |                |                 |              |
| Balance - June 30, 2015                          | \$ 88                                    | 50,483         |                 | 11,206       |
| Total gains (losses) realized/unrealized:        |  |                |                 |              |
| Included in earnings                             | —  | —              |                 | 21,709 (b)   |
| Included in other comprehensive income           | —  | (472)          | (c)             | —            |
| Settlements                                      | (6)                                      | (135)          |                 | —            |
| Transfers in and/or out of Level 3 (a)           | —  | —              |                 | (15,268) (d) |
| Balance - September 30, 2015                     | \$ 82                                    | 49,876         |                 | 17,647       |
| Changes in unrealized gains included in earnings | \$ —                                     | —              |                 | 15,488 (b)   |

related to assets still held at September 30, 2015

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

The changes in Level 3 assets and liabilities measured at estimated fair value on a recurring basis during the nine months ended September 30, 2016 were as follows:

|  | Investment securities available for sale |                | Other       |     |
|--|--|----------------|-------------|-----|
|  | Privately issued                         | Collateralized | assets      |     |
|  | mortgage-backed                          | debt           | and other   |     |
|  | securities obligations                   |                | liabilities |     |
|  | (in thousands)                           |                |             |     |
| Balance – January 1, 2016                          | \$ 74                                    | 47,393         | 9,879       |     |
| Total gains (losses) realized/unrealized:          |  |                |             |     |
| Included in earnings                               | —  | 28,475         | 104,862     | (b) |
| Included in other comprehensive income             | —  | (18,268 )      | —           | (c) |
| Sales  | —  | (56,730 )      | —           |     |
| Settlements  | (23 )                                    | (870 )         | —           |     |
| Transfers in and/or out of Level 3 (a)             | —  | —              | (84,941 )   | (d) |
| Balance – September 30, 2016                       | \$ 51                                    | —              | 29,800      |     |
| Changes in unrealized gains included in earnings   |  |                |             |     |
| related to assets still held at September 30, 2016 | \$ —                                     | —              | 29,288      | (b) |

The changes in Level 3 assets and liabilities measured at estimated fair value on a recurring basis during the nine months ended September 30, 2015 were as follows:

|   | Investment securities available for sale |                | Other       |     |
|---|--|----------------|-------------|-----|
|   | Privately issued                         | Collateralized | assets      |     |
|   | mortgage-backed                          | debt           | and other   |     |
|   | securities obligations                   |                | liabilities |     |
|   | (in thousands)                           |                |             |     |
| Balance - January 1, 2015                 | \$ 103                                   | 50,316         | 17,347      |     |
| Total gains (losses) realized/unrealized: |  |                |             |     |
| Included in earnings                      | —  | —              | 67,611      | (b) |
| Included in other comprehensive income    | —  | 5,153          | —           | (c) |
| Settlements                               | (21 )                                    | (5,593 )       | —           |     |
| Transfers in and/or out of Level 3 (a)    | —  | —              | (67,311 )   | (d) |

|  |       |        |            |
|--|-------|--------|------------|
| Balance - September 30, 2015                       | \$ 82 | 49,876 | 17,647     |
| Changes in unrealized gains included in earnings   |       |        |            |
| related to assets still held at September 30, 2015 | \$ —  | —      | 15,965 (b) |

- (a) The Company's policy for transfers between fair value levels is to recognize the transfer as of the actual date of the event or change in circumstances that caused the transfer.
- (b) Reported as mortgage banking revenues in the consolidated statement of income and includes the fair value of commitment issuances and expirations.
- (c) Reported as net unrealized gains (losses) on investment securities in the consolidated statement of comprehensive income.
- (d) Transfers out of Level 3 consist of interest rate locks transferred to closed loans.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

The Company is required, on a nonrecurring basis, to adjust the carrying value of certain assets or provide valuation allowances related to certain assets using fair value measurements. The more significant of those assets follow.

## Loans

Loans are generally not recorded at fair value on a recurring basis. Periodically, the Company records nonrecurring adjustments to the carrying value of loans based on fair value measurements for partial charge-offs of the uncollectible portions of those loans. Nonrecurring adjustments also include certain impairment amounts for collateral-dependent loans when establishing the allowance for credit losses. Such amounts are generally based on the fair value of the underlying collateral supporting the loan and, as a result, the carrying value of the loan less the calculated valuation amount does not necessarily represent the fair value of the loan. Real estate collateral is typically valued using appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally observable in the marketplace and the related nonrecurring fair value measurement adjustments have generally been classified as Level 2, unless significant adjustments have been made to the valuation that are not readily observable by market participants. Non-real estate collateral supporting commercial loans generally consists of business assets such as receivables, inventory and equipment. Fair value estimations are typically determined by discounting recorded values of those assets to reflect estimated net realizable value considering specific borrower facts and circumstances and the experience of credit personnel in their dealings with similar borrower collateral liquidations. Such discounts were generally in the range of 15% to 92% at September 30, 2016. As these discounts are not readily observable and are considered significant, the valuations have been classified as Level 3. Automobile collateral is typically valued by reference to independent pricing sources based on recent sales transactions of similar vehicles, and the related non-recurring fair value measurement adjustments have been classified as Level 2. Collateral values for other consumer installment loans are generally estimated based on historical recovery rates for similar types of loans. As these recovery rates are not readily observable by market participants, such valuation adjustments have been classified as Level 3. Loans subject to nonrecurring fair value measurement were \$249 million at September 30, 2016 (\$144 million and \$105 million of which were classified as Level 2 and Level 3, respectively), \$210 million at December 31, 2015 (\$106 million and \$104 million of which were classified as Level 2 and Level 3, respectively) and \$177 million at September 30, 2015 (\$106 million and \$71 million of which were classified as Level 2 and Level 3, respectively). Changes in fair value recognized for partial charge-offs of loans and loan impairment reserves on loans held by the Company on September 30, 2016 were decreases of \$20 million and \$42 million for the three-month and nine-month periods ended September 30, 2016, respectively. Changes in fair value recognized for partial charge-offs of loans and loan impairment reserves on loans held by the Company on September 30, 2015 were decreases of \$11 million and \$53 million for the three-month and nine-month periods ended September 30, 2015, respectively.

## Assets taken in foreclosure of defaulted loans

Assets taken in foreclosure of defaulted loans are primarily comprised of commercial and residential real property and are generally measured at the lower of cost or fair value less costs to sell. The fair value of the real property is generally determined using appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally observable in the marketplace, and the related nonrecurring fair value measurement adjustments have generally been classified as Level 2. Assets taken in foreclosure of defaulted loans subject to nonrecurring fair value measurement were \$53 million and \$15 million at September 30, 2016 and September 30, 2015, respectively. Changes in fair value recognized for those foreclosed assets held by the Company were not material during the three-month and nine-month periods ended September 30, 2016 and 2015.



## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

## Significant unobservable inputs to Level 3 measurements

The following tables present quantitative information about significant unobservable inputs used in the fair value measurements for certain Level 3 assets and liabilities at September 30, 2016 and December 31, 2015:

|   | Fair value<br>at                              |                         |                                   | Range                  |
|---|---|-------------------------|-----------------------------------|------------------------|
|   | September<br>30,<br>2016<br>(in<br>thousands) | Valuation<br>technique  | Unobservable<br>input/assumptions | (weighted-<br>average) |
| <b>Recurring fair value measurements</b>    |   |                         |                                   |                        |
|   |   | Two independent pricing |                                   |                        |
| Privately issued mortgage-backed securities | \$ 51   | quotes<br>Discounted    | —<br>Commitment                   | —<br>0%-92%            |
| Net other assets (liabilities) (a)          | 29,800  | cash flow               | expirations                       | (26%)                  |

|   | Fair value<br>at                             |                         |                                   | Range                  |
|---|--|-------------------------|-----------------------------------|------------------------|
|   | December<br>31,<br>2015<br>(in<br>thousands) | Valuation<br>technique  | Unobservable<br>input/assumptions | (weighted-<br>average) |
| <b>Recurring fair value measurements</b>    |  |                         |                                   |                        |
|   |  | Two independent pricing |                                   |                        |
| Privately issued mortgage-backed securities | \$ 74  | quotes<br>Discounted    | —<br>Probability                  | —<br>10%-56%           |
| Collateralized debt obligations             | 47,393                                       | cash flow               | of default                        | (31%)                  |

|                                    |       |            |               |                 |
|------------------------------------|-------|------------|---------------|-----------------|
|                                    |       | Discounted | Loss severity | 100%            |
|                                    |       |            | Commitment    |                 |
| Net other assets (liabilities) (a) | 9,879 | cash flow  | expirations   | 0%-60%<br>(39%) |

(a) Other Level 3 assets (liabilities) consist of commitments to originate real estate loans. Sensitivity of fair value measurements to changes in unobservable inputs

An increase (decrease) in the probability of default and loss severity for collateralized debt securities would generally result in a lower (higher) fair value measurement.

An increase (decrease) in the estimate of expirations for commitments to originate real estate loans would generally result in a lower (higher) fair value measurement. Estimated commitment expirations are derived considering loan type, changes in interest rates and remaining length of time until closing.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

## Disclosures of fair value of financial instruments

The carrying amounts and estimated fair value for financial instrument assets (liabilities) are presented in the following table:

|  | September 30, 2016                   |                         | Level 1   | Level 2      | Level 3    |
|--|--------------------------------------|-------------------------|-----------|--------------|------------|
|  | Carrying<br>amount<br>(in thousands) | Estimated<br>fair value |           |              |            |
| <b>Financial assets:</b>   |                                      |                         |           |              |            |
| Cash and cash equivalents  | \$ 1,332,202                         | 1,332,202               | 1,258,882 | 73,320       | —          |
| Interest-bearing deposits at banks   | 10,777,636                           | 10,777,636              | —         | 10,777,636   | —          |
| Trading account assets   | 488,588                              | 488,588                 | 50,699    | 437,889      | —          |
| Investment securities  | 14,733,574                           | 14,779,721              | 62,546    | 14,591,141   | 126,034    |
| <b>Loans and leases:</b>   |                                      |                         |           |              |            |
| Commercial loans and leases  | 21,917,163                           | 21,563,190              | —         | —            | 21,563,190 |
| Commercial real estate loans   | 32,078,762                           | 31,944,341              | —         | 290,347      | 31,653,994 |
| Residential real estate loans  | 23,584,420                           | 23,780,993              | —         | 4,607,044    | 19,173,949 |
| Consumer loans   | 12,066,147                           | 12,009,873              | —         | —            | 12,009,873 |
| Allowance for credit losses  | (976,121 )                           | —                       | —         | —            | —          |
| Loans and leases, net  | 88,670,371                           | 89,298,397              | —         | 4,897,391    | 84,401,006 |
| Accrued interest receivable  | 311,414                              | 311,414                 | —         | 311,414      | —          |
| <b>Financial liabilities:</b>  |                                      |                         |           |              |            |
| Noninterest-bearing deposits   | \$(33,127,627)                       | (33,127,627)            | —         | (33,127,627) | —          |
| Savings and interest-checking deposits                                     | (53,065,030)                         | (53,065,030)            | —         | (53,065,030) | —          |
| Time deposits  | (11,721,005)                         | (11,829,119)            | —         | (11,829,119) | —          |
| Deposits at Cayman Islands office  | (223,183 )                           | (223,183 )              | —         | (223,183 )   | —          |
| Short-term borrowings  | (213,846 )                           | (213,846 )              | —         | (213,846 )   | —          |
| Long-term borrowings   | (10,211,160)                         | (10,277,155)            | —         | (10,277,155) | —          |
| Accrued interest payable   | (76,230 )                            | (76,230 )               | —         | (76,230 )    | —          |
| Trading account liabilities  | (292,713 )                           | (292,713 )              | —         | (292,713 )   | —          |
| <b>Other financial instruments:</b>  |                                      |                         |           |              |            |
| Commitments to originate real estate loans<br>for sale                     | \$ 29,800                            | 29,800                  | —         | —            | 29,800     |
| Commitments to sell real estate loans                                      | (11,375 )                            | (11,375 )               | —         | (11,375 )    | —          |
| Other credit-related commitments   | (124,499 )                           | (124,499 )              | —         | —            | (124,499 ) |
| Interest rate swap agreements used for<br>interest<br>rate risk management | 21,060                               | 21,060                  | —         | 21,060       | —          |

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 12. Fair value measurements, continued

|  | December 31, 2015 |                                     | Level 1   | Level 2      | Level 3    |
|--|-------------------|-------------------------------------|-----------|--------------|------------|
|  | Carrying amount   | Estimated fair value (in thousands) |           |              |            |
| <b>Financial assets:</b>   |                   |                                     |           |              |            |
| Cash and cash equivalents  | \$ 1,368,040      | 1,368,040                           | 1,276,678 | 91,362       | —          |
| Interest-bearing deposits at banks                                   | 7,594,350         | 7,594,350                           | —         | 7,594,350    | —          |
| Trading account assets   | 273,783           | 273,783                             | 56,763    | 217,020      | —          |
| Investment securities  | 15,656,439        | 15,660,877                          | 65,178    | 15,406,404   | 189,295    |
| <b>Loans and leases:</b>   |                   |                                     |           |              |            |
| Commercial loans and leases  | 20,422,338        | 20,146,201                          | —         | —            | 20,146,201 |
| Commercial real estate loans   | 29,197,311        | 29,044,244                          | —         | 38,774       | 29,005,470 |
| Residential real estate loans  | 26,270,103        | 26,267,771                          | —         | 4,727,816    | 21,539,955 |
| Consumer loans   | 11,599,747        | 11,550,270                          | —         | —            | 11,550,270 |
| Allowance for credit losses  | (955,992 )        | —                                   | —         | —            | —          |
| Loans and leases, net  | 86,533,507        | 87,008,486                          | —         | 4,766,590    | 82,241,896 |
| Accrued interest receivable  | 306,496           | 306,496                             | —         | 306,496      | —          |
| <b>Financial liabilities:</b>  |                   |                                     |           |              |            |
| Noninterest-bearing deposits   | \$(29,110,635)    | (29,110,635)                        | —         | (29,110,635) | —          |
| Savings and interest-checking deposits                               | (49,566,644)      | (49,566,644)                        | —         | (49,566,644) | —          |
| Time deposits  | (13,110,392)      | (13,135,042)                        | —         | (13,135,042) | —          |
| Deposits at Cayman Islands office                                    | (170,170 )        | (170,170 )                          | —         | (170,170 )   | —          |
| Short-term borrowings  | (2,132,182 )      | (2,132,182 )                        | —         | (2,132,182 ) | —          |
| Long-term borrowings   | (10,653,858)      | (10,639,556)                        | —         | (10,639,556) | —          |
| Accrued interest payable   | (85,145 )         | (85,145 )                           | —         | (85,145 )    | —          |
| Trading account liabilities  | (160,745 )        | (160,745 )                          | —         | (160,745 )   | —          |
| <b>Other financial instruments:</b>                                  |                   |                                     |           |              |            |
| Commitments to originate real estate loans for sale                  | \$9,879           | 9,879                               | —         | —            | 9,879      |
| Commitments to sell real estate loans                                | 875               | 875                                 | —         | 875          | —          |
| Other credit-related commitments                                     | (122,334 )        | (122,334 )                          | —         | —            | (122,334 ) |
| Interest rate swap agreements used for interest rate risk management | 43,892            | 43,892                              | —         | 43,892       | —          |

With the exception of marketable securities, certain off-balance sheet financial instruments and one-to-four family residential mortgage loans originated for sale, the Company's financial instruments are not readily marketable and market prices do not exist. The Company, in attempting to comply with the provisions of GAAP that require disclosures of fair value of financial instruments, has not attempted to market its financial instruments to potential buyers, if any exist. Since negotiated prices in illiquid markets depend greatly upon the then present motivations of the buyer and seller, it is reasonable to assume that actual sales prices could vary widely from any estimate of fair value made without the benefit of negotiations. Additionally, changes in market interest rates can dramatically impact the

value of financial instruments in a short period of time. The following assumptions, methods and calculations were used in determining the estimated fair value of financial instruments not measured at fair value in the consolidated balance sheet.

Cash and cash equivalents, interest-bearing deposits at banks, deposits at Cayman Islands office, short-term borrowings, accrued interest receivable and accrued interest payable

Due to the nature of cash and cash equivalents and the near maturity of interest-bearing deposits at banks, deposits at Cayman Islands office, short-term borrowings, accrued interest receivable and accrued interest payable, the Company estimated that the carrying amount of such instruments approximated estimated fair value.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

12. Fair value measurements, continued

Investment securities

Estimated fair values of investments in readily marketable securities were generally based on quoted market prices. Investment securities that were not readily marketable were assigned amounts based on estimates provided by outside parties or modeling techniques that relied upon discounted calculations of projected cash flows or, in the case of other investment securities, which include capital stock of the Federal Reserve Bank of New York and the Federal Home Loan Bank of New York, at an amount equal to the carrying amount.

Loans and leases

In general, discount rates used to calculate values for loan products were based on the Company's pricing at the respective period end. A higher discount rate was assumed with respect to estimated cash flows associated with nonaccrual loans. Projected loan cash flows were adjusted for estimated credit losses. However, such estimates made by the Company may not be indicative of assumptions and adjustments that a purchaser of the Company's loans and leases would seek.

Deposits

Pursuant to GAAP, the estimated fair value ascribed to noninterest-bearing deposits, savings deposits and interest-checking deposits must be established at carrying value because of the customers' ability to withdraw funds immediately. Time deposit accounts are required to be revalued based upon prevailing market interest rates for similar maturity instruments. As a result, amounts assigned to time deposits were based on discounted cash flow calculations using prevailing market interest rates based on the Company's pricing at the respective date for deposits with comparable remaining terms to maturity.

The Company believes that deposit accounts have a value greater than that prescribed by GAAP. The Company feels, however, that the value associated with these deposits is greatly influenced by characteristics of the buyer, such as the ability to reduce the costs of servicing the deposits and deposit attrition which often occurs following an acquisition.

Long-term borrowings

The amounts assigned to long-term borrowings were based on quoted market prices, when available, or were based on discounted cash flow calculations using prevailing market interest rates for borrowings of similar terms and credit risk.

Other commitments and contingencies

As described in note 13, in the normal course of business, various commitments and contingent liabilities are outstanding, such as loan commitments, credit guarantees and letters of credit. The Company's pricing of such financial instruments is based largely on credit quality and relationship, probability of funding and other requirements. Loan commitments often have fixed expiration dates and contain termination and other clauses which provide for relief from funding in the event of significant deterioration in the credit quality of the customer. The rates and terms of the Company's loan commitments, credit guarantees and letters of credit are competitive with other financial institutions operating in markets served by the Company. The Company believes that the carrying amounts, which are included in other liabilities, are reasonable estimates of the fair value of these financial instruments.



The Company does not believe that the estimated information presented herein is representative of the earnings power or value of the Company. The preceding analysis, which is inherently limited in depicting fair value, also does not consider any value associated with existing customer relationships nor the ability of the Company to create value through loan origination, deposit gathering or fee generating activities.

Many of the estimates presented herein are based upon the use of highly subjective information and assumptions and, accordingly, the results may not be precise. Management believes that fair value estimates may not be comparable between financial institutions due to the wide range of permitted valuation techniques and numerous estimates which must be made. Furthermore, because the disclosed fair value amounts were estimated as of the balance sheet date, the amounts actually realized or paid upon maturity or settlement of the various financial instruments could be significantly different.

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 13. Commitments and contingencies

In the normal course of business, various commitments and contingent liabilities are outstanding. The following table presents the Company's significant commitments. Certain of these commitments are not included in the Company's consolidated balance sheet.

|  | September 30, December 31,<br>2016                      2015<br>(in thousands) |            |
|--|--|------------|
| Commitments to extend credit                       |  |            |
| Home equity lines of credit                        | \$5,525,814  | 5,631,680  |
| Commercial real estate loans to be sold            | 403,411  | 57,597     |
| Other commercial real estate                       | 6,365,999  | 5,949,933  |
| Residential real estate loans to be sold           | 635,661  | 488,621    |
| Other residential real estate                      | 297,191  | 212,619    |
| Commercial and other                               | 12,219,005   | 11,802,850 |
| Standby letters of credit                          | 3,283,270  | 3,330,013  |
| Commercial letters of credit                       | 50,109   | 55,559     |
| Financial guarantees and indemnification contracts | 3,147,784  | 2,794,322  |
| Commitments to sell real estate loans              | 1,538,900  | 782,885    |

Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. Standby and commercial letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of the underlying contract with the third party, whereas commercial letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and a third party. The credit risk associated with commitments to extend credit and standby and commercial letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness.

Financial guarantees and indemnification contracts are oftentimes similar to standby letters of credit and include mandatory purchase agreements issued to ensure that customer obligations are fulfilled, recourse obligations associated with sold loans, and other guarantees of customer performance or compliance with designated rules and regulations. Included in financial guarantees and indemnification contracts are loan principal amounts sold with recourse in conjunction with the Company's involvement in the Fannie Mae Delegated Underwriting and Servicing program. The Company's maximum credit risk for recourse associated with loans sold under that program totaled approximately \$2.7 billion and \$2.5 billion at September 30, 2016 and December 31, 2015, respectively.

Since many loan commitments, standby letters of credit, and guarantees and indemnification contracts expire without being funded in whole or in part, the contract amounts are not necessarily indicative of future cash flows.

The Company utilizes commitments to sell real estate loans to hedge exposure to changes in the fair value of real estate loans held for sale. Such commitments are considered derivatives and along with commitments to originate real

estate loans to be held for sale are generally recorded in the consolidated balance sheet at estimated fair market value.

The Company also has commitments under long-term operating leases.

The Company is contractually obligated to repurchase previously sold residential real estate loans that do not ultimately meet investor sale criteria related to underwriting procedures or loan documentation. When required to do so, the Company may reimburse loan purchasers for losses incurred or may repurchase certain loans. The Company reduces residential mortgage banking revenues by an estimate for losses related to its obligations to loan purchasers. The amount of those charges is based on the volume of loans sold, the level of reimbursement requests received from loan purchasers and estimates of losses that may be associated with previously sold loans. Nevertheless, given the outcome of the matter discussed in the following paragraph, at September 30, 2016 the Company's remaining obligation to loan purchasers was not considered material to the Company's consolidated financial position.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 13. Commitments and contingencies, continued

The Company was the subject of an investigation by government agencies relating to the origination of Federal Housing Administration (“FHA”) insured residential home loans and residential home loans sold to Freddie Mac and Fannie Mae. A number of other U.S. financial institutions have announced similar investigations. Regarding FHA loans, the U.S. Department of Housing and Urban Development (“HUD”) Office of Inspector General and the U.S. Department of Justice (collectively, the “Government”) investigated whether the Company complied with underwriting guidelines concerning certain loans where HUD paid FHA insurance claims. The Company fully cooperated with the investigation. The Government advised the Company that based upon its review of a sample of loans for which an FHA insurance claim was paid by HUD, some of the loans did not meet underwriting guidelines. The Company, based on its own review of the sample, did not agree with the sampling methodology and loan analysis employed by the Government. Regarding loans originated by the Company and sold to Freddie Mac and Fannie Mae, the investigation concerned whether the mortgages sold to Freddie Mac and Fannie Mae complied with applicable underwriting guidelines. The Company also cooperated with that portion of the investigation. In order to bring those investigations to a close, M&T Bank entered into a settlement agreement with the Government under which M&T Bank paid \$64 million on May 12, 2016, without admitting liability. As a result, on May 20, 2016, a Joint Stipulation of Dismissal was filed with the United States District Court for the Western District of New York. The settlement did not have a material impact on the Company’s consolidated financial condition or results of operations in the three-month or nine-month periods ended September 30, 2016.

M&T and its subsidiaries are subject in the normal course of business to various pending and threatened legal proceedings and other matters in which claims for monetary damages are asserted. On an on-going basis management, after consultation with legal counsel, assesses the Company’s liabilities and contingencies in connection with such proceedings. For those matters where it is probable that the Company will incur losses and the amounts of the losses can be reasonably estimated, the Company records an expense and corresponding liability in its consolidated financial statements. To the extent the pending or threatened litigation could result in exposure in excess of that liability, the amount of such excess is not currently estimable. Although not considered probable, the range of reasonably possible losses for such matters in the aggregate, beyond the existing recorded liability, was between \$0 and \$40 million. Although the Company does not believe that the outcome of pending litigations will be material to the Company’s consolidated financial position, it cannot rule out the possibility that such outcomes will be material to the consolidated results of operations for a particular reporting period in the future.

## 14. Segment information

Reportable segments have been determined based upon the Company's internal profitability reporting system, which is organized by strategic business unit. Certain strategic business units have been combined for segment information reporting purposes where the nature of the products and services, the type of customer and the distribution of those products and services are similar. The reportable segments are Business Banking, Commercial Banking, Commercial Real Estate, Discretionary Portfolio, Residential Mortgage Banking and Retail Banking.

The financial information of the Company's segments was compiled utilizing the accounting policies described in note 22 of Notes to Financial Statements in the 2015 Annual Report. The management accounting policies and processes utilized in compiling segment financial information are highly subjective and, unlike financial accounting, are not

based on authoritative guidance similar to GAAP. As a result, the financial information of the reported segments is not necessarily comparable with similar information reported by other financial institutions. Furthermore, changes in management structure or allocation methodologies and procedures may result in changes in reported segment financial data.

As also described in note 22 in the 2015 Annual Report, neither goodwill nor core deposit and other intangible assets (and the amortization charges associated with such assets) resulting from acquisitions of financial institutions have been allocated to the Company's reportable segments, but are included in the "All Other" category. The Company does, however, assign such intangible assets to business units for purposes of testing for impairment.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 14. Segment information, continued

Information about the Company's segments is presented in the following table:

|                              | Three months ended September 30 |                   |               | 2015         |                   |               |
|------------------------------|---------------------------------|-------------------|---------------|--------------|-------------------|---------------|
|                              | 2016                            | Inter-<br>segment | Net<br>income | Total        | Inter-<br>segment | Net<br>income |
|                              | revenues(a)<br>(in thousands)   | revenues          | (loss)        | revenues(a)  | revenues          | (loss)        |
| Business Banking             | \$ 116,513                      | 1,086             | 21,422        | \$ 112,650   | 1,167             | 23,995        |
| Commercial Banking           | 268,683                         | 950               | 102,796       | 270,554      | 1,097             | 108,422       |
| Commercial Real Estate       | 205,562                         | 463               | 90,065        | 181,478      | 469               | 85,312        |
| Discretionary Portfolio      | 114,391                         | (14,795 )         | 50,773        | 13,773       | (5,365 )          | 5,113         |
| Residential Mortgage Banking | 108,576                         | 22,051            | 22,924        | 99,518       | 12,918            | 21,150        |
| Retail Banking               | 353,016                         | 3,052             | 69,506        | 308,520      | 3,292             | 64,721        |
| All Other                    | 182,949                         | (12,807 )         | (7,502 )      | 146,033      | (13,578 )         | (28,312 )     |
| Total                        | \$ 1,349,690                    | —                 | 349,984       | \$ 1,132,526 | —                 | 280,401       |

  

|                              | Nine months ended September 30 |                   |               | 2015         |                   |               |
|------------------------------|--------------------------------|-------------------|---------------|--------------|-------------------|---------------|
|                              | 2016                           | Inter-<br>segment | Net<br>income | Total        | Inter-<br>segment | Net<br>income |
|                              | revenues(a)<br>(in thousands)  | revenues          | (loss)        | revenues(a)  | revenues          | (loss)        |
| Business Banking             | \$ 344,562                     | 3,274             | 69,617        | \$ 332,341   | 3,334             | 74,160        |
| Commercial Banking           | 787,781                        | 2,917             | 309,515       | 774,392      | 3,281             | 312,926       |
| Commercial Real Estate       | 575,117                        | 1,299             | 254,682       | 535,909      | 978               | 250,501       |
| Discretionary Portfolio      | 324,195                        | (43,726 )         | 151,522       | 49,724       | (16,184 )         | 21,823        |
| Residential Mortgage Banking | 309,393                        | 62,955            | 59,981        | 310,843      | 36,741            | 75,462        |
| Retail Banking               | 1,037,727                      | 9,198             | 204,291       | 914,484      | 9,688             | 202,415       |
| All Other                    | 575,885                        | (35,917 )         | (65,065 )     | 494,779      | (37,838 )         | (128,585 )    |
| Total                        | \$ 3,954,660                   | —                 | 984,543       | \$ 3,412,472 | —                 | 808,702       |

Average total assets  
 Nine months ended September 30      Year  
 ended

|                              | 2016          | 2015   | December<br>31<br>2015 |
|------------------------------|---------------|--------|------------------------|
|                              | (in millions) |        |                        |
| Business Banking             | \$5,442       | 5,321  | 5,339                  |
| Commercial Banking           | 25,363        | 24,041 | 24,143                 |
| Commercial Real Estate       | 20,571        | 18,632 | 18,827                 |
| Discretionary Portfolio      | 41,253        | 23,153 | 26,648                 |
| Residential Mortgage Banking | 2,578         | 3,007  | 2,918                  |
| Retail Banking               | 11,739        | 10,912 | 11,035                 |
| All Other                    | 16,951        | 12,279 | 12,870                 |
| Total                        | \$123,897     | 97,345 | 101,780                |

(a) Total revenues are comprised of net interest income and other income. Net interest income is the difference between taxable-equivalent interest earned on assets and interest paid on liabilities owed by a segment and a funding charge (credit) based on the Company's internal funds transfer pricing and allocation methodology. Segments are charged a cost to fund any assets (e.g. loans) and are paid a funding credit for any funds provided (e.g. deposits). The taxable-equivalent adjustment aggregated \$6,725,000 and \$6,248,000 for the three-month periods ended September 30, 2016 and 2015, respectively, and \$19,579,000 and \$18,106,000 for the nine-month periods ended September 30, 2016 and 2015, respectively, and is eliminated in "All Other" total revenues. Intersegment revenues are included in total revenues of the reportable segments. The elimination of intersegment revenues is included in the determination of "All Other" total revenues.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

15. Relationship with Bayview Lending Group LLC and Bayview Financial Holdings, L.P.

M&T holds a 20% minority interest in Bayview Lending Group LLC ("BLG"), a privately-held commercial mortgage company. M&T recognizes income or loss from BLG using the equity method of accounting. The carrying value of that investment was \$15 million at September 30, 2016.

Bayview Financial Holdings, L.P. (together with its affiliates, "Bayview Financial"), a privately-held specialty mortgage finance company, is BLG's majority investor. In addition to their common investment in BLG, the Company and Bayview Financial conduct other business activities with each other. The Company has obtained loan servicing rights for mortgage loans from BLG and Bayview Financial having outstanding principal balances of \$3.7 billion and \$4.1 billion at September 30, 2016 and December 31, 2015, respectively. Revenues from those servicing rights were \$5 million and \$6 million for the quarters ended September 30, 2016 and 2015, respectively, and \$15 million and \$17 million for the nine months ended September 30, 2016 and 2015, respectively. The Company sub-services residential mortgage loans for Bayview Financial having outstanding principal balances totaling \$32.1 billion and \$37.7 billion at September 30, 2016 and December 31, 2015, respectively. Revenues earned for sub-servicing loans for Bayview Financial were \$25 million and \$26 million for the three-month periods ended September 30, 2016 and 2015, respectively, and \$73 million and \$91 million for the nine-month periods ended September 30, 2016 and 2015, respectively. In addition, the Company held \$163 million and \$181 million of mortgage-backed securities in its held-to-maturity portfolio at September 30, 2016 and December 31, 2015, respectively, that were securitized by Bayview Financial.

16. Sale of trust accounts

In April 2015, the Company sold the trade processing business within the retirement services division of its Institutional Client Services business. That sale resulted in an after-tax gain of \$23 million (\$45 million pre-tax) that reflected the allocation of approximately \$11 million of previously recorded goodwill to the divested business. Revenues of the sold business had been included in "trust income" and were \$9 million during the three months ended March 31, 2015. There were no revenues from the sold business recognized during the three months ended June 30, 2015 or thereafter. After considering related expenses, net income attributable to the business that was sold was not material to the consolidated results of operations of the Company.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

## Overview

Net income for M&T Bank Corporation ("M&T") in the third quarter of 2016 was \$350 million or \$2.10 of diluted earnings per common share, compared with \$280 million or \$1.93 of diluted earnings per common share in the year-earlier quarter. During the second quarter of 2016, net income totaled \$336 million or \$1.98 of diluted earnings per common share. Basic earnings per common share were \$2.10 in the recent quarter, compared with \$1.94 in the third quarter of 2015 and \$1.98 in the second quarter of 2016. For the first nine months of 2016, net income was \$985 million or \$5.80 of diluted earnings per common share, compared with \$809 million or \$5.56 of diluted earnings per common share during the similar period of 2015. Basic earnings per common share were \$5.82 for the first nine months of 2016, compared with \$5.59 for the first nine months 2015.

The annualized rate of return on average total assets for M&T and its consolidated subsidiaries ("the Company") in the recent quarter was 1.12%, compared with 1.13% in the third quarter of 2015 and 1.09% in the second quarter of 2016. The annualized rate of return on average common shareholders' equity was 8.68% in the third quarter of 2016, compared with 8.93% and 8.38% in the year-earlier quarter and in 2016's second quarter, respectively. During the nine-month period ended September 30, 2016, the annualized rates of return on average assets and average common shareholders' equity were 1.06% and 8.17%, respectively, compared with 1.11% and 8.77%, respectively, in the first nine months of 2015.

During the third quarter of 2016, the Company sold substantially all of its collateralized debt obligations with an amortized cost of \$28 million held in the available-for-sale investment securities portfolio, resulting in an after-tax gain of \$17 million (\$28 million pre-tax), or \$.11 per diluted common share. Those securities, which had been obtained in previous acquisitions, were sold in response to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") commonly referred to as the "Volcker Rule." For additional information concerning the Dodd-Frank Act and the Volcker Rule, refer to Part I, Item 1 of M&T's Form 10-K for the year ended December 31, 2015 and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of that Form 10-K under the heading "Regulatory Oversight." There were no significant gains or losses on investment securities during the third quarter of 2015 or the second quarter of 2016.

On June 29, 2016, M&T announced that the Federal Reserve did not object to M&T's revised 2016 Capital Plan. That capital plan includes the repurchase of up to \$1.15 billion of common shares during the four-quarter period starting on July 1, 2016 and an increase in the quarterly common stock dividend in the first quarter of 2017 of up to \$.05 per share to \$.75 per share. M&T may also continue to pay dividends and interest on other equity and debt instruments included in regulatory capital, including preferred stock, trust preferred securities and subordinated debt that were outstanding at December 31, 2015, consistent with the contractual terms of those instruments. Dividends are subject to declaration by M&T's Board of Directors. Furthermore, on July 19, 2016, M&T's Board of Directors authorized a new stock repurchase program to repurchase up to \$1.15 billion of shares of M&T's common stock subject to all applicable regulatory limitations, including those set forth in M&T's 2016 Capital Plan.

On November 1, 2015, M&T completed its acquisition of Hudson City Bancorp, Inc. ("Hudson City"). Immediately following completion of the merger, Hudson City Savings Bank merged with and into M&T Bank, the principal bank subsidiary of M&T. Pursuant to the merger agreement, M&T paid cash consideration of \$2.1 billion and issued 25,953,950 shares of M&T common stock in exchange for Hudson City shares outstanding at the time of acquisition. Assets acquired totaled approximately \$36.7 billion, including \$19.0 billion of loans and leases (including approximately \$234 million of commercial real estate loans, \$18.6 billion of residential real estate loans and \$162 million of consumer loans). Liabilities assumed aggregated \$31.5 billion, including \$17.9 billion of deposits and \$13.2 billion of borrowings. Immediately following the acquisition, the Company restructured its balance sheet by selling \$5.8 billion of investment securities obtained in the acquisition and repaying \$10.6 billion of borrowings

assumed in the transaction. The common stock issued added \$3.1 billion to M&T's common shareholders' equity. In connection with the acquisition, the Company recorded \$1.1 billion of goodwill and \$132 million of core deposit intangible asset.

#### Supplemental Reporting of Non-GAAP Results of Operations

M&T consistently provides supplemental reporting of its results on a "net operating" or "tangible" basis, from which M&T excludes the after-tax effect of amortization of core deposit and other intangible assets (and the related goodwill, core deposit intangible and other intangible asset balances, net of applicable deferred tax amounts) and expenses associated with merging acquired operations into the Company, since such items are considered by management to be "nonoperating" in nature. Those merger-related expenses generally consist of professional services and other temporary help fees associated with the actual or planned conversion of systems and/or integration of operations; costs related to branch and office consolidations; costs related to termination of existing contractual arrangements to purchase various services; initial marketing and promotion expenses designed to introduce M&T Bank to its new customers; severance; incentive compensation costs; travel costs; and printing, supplies and other costs of completing the transaction and commencing operations in new markets and offices. Those acquisition and integration-related expenses (herein referred to as merger-related expenses) were \$13 million (\$8 million after-tax effect) in the second quarter of 2016 (\$.05 per diluted common share) and aggregated \$36 million (\$22 million after-tax effect) for the first nine months of 2016 (\$.14 per diluted common share). There were no merger-related expenses during the recent quarter or the first nine months of 2015. Although "net operating income" as

defined by M&T is not a GAAP measure, M&T's management believes that this information helps investors understand the effect of acquisition activity in reported results.

Net operating income was \$356 million in the recent quarter, compared with \$283 million in the third quarter of 2015. Diluted net operating earnings per common share were \$2.13 for the third quarter of 2016, compared with \$1.95 in the year-earlier quarter. Net operating income and diluted net operating earnings per common share were \$351 million and \$2.07, respectively, in the second quarter of 2016. For the first nine months of 2016, net operating income and diluted net operating earnings per common share were \$1.03 billion and \$6.07, respectively, compared with \$819 million and \$5.64, respectively, in the similar 2015 period.

Net operating income in each of the third quarter of 2016, the year-earlier quarter and second quarter of 2016 expressed as an annualized rate of return on average tangible assets was 1.18%. Net operating income represented an annualized return on average tangible common equity of 12.77% in the recent quarter, compared with 12.98% and 12.68% in the quarters ended September 30, 2015 and June 30, 2016, respectively. For the first nine months of 2016, net operating income represented an annualized return on average tangible assets and average tangible common shareholders' equity of 1.15% and 12.36%, respectively, compared with 1.17% and 12.89%, respectively, in the corresponding 2015 period.

Reconciliations of GAAP amounts with corresponding non-GAAP amounts are provided in table 2.

#### Taxable-equivalent Net Interest Income

Taxable-equivalent net interest income was \$865 million in the third quarter of 2016, 24% higher than \$699 million in the year-earlier quarter. That growth resulted from the impact of a \$24.4 billion or 28% rise in average earning assets that was partially offset by a 9 basis point (hundredths of one percent) narrowing of the Company's net interest margin, or taxable-equivalent net interest income expressed as an annualized percentage of average earning assets, to 3.05%. The higher level of average earning assets in the recent quarter reflected higher average balances of loans and leases of \$20.9 billion, (due predominantly to the Hudson City acquisition, which added \$16.2 billion to average loans during the recent quarter) and interest-bearing deposits at the Federal Reserve Bank of New York of \$3.6 billion. The narrowed net interest margin reflects the impact of the continuing low interest rate environment on yields on loans and investment securities coupled with higher rates paid on interest-bearing deposits associated with the acquisition of Hudson City. Taxable-equivalent net interest income in the recent quarter declined slightly from \$870 million in the second quarter of 2016. The favorable impact of a \$992 million increase in average earning assets was more than offset by an 8 basis point narrowing of the net interest margin in the recent quarter from 3.13% in the second quarter of 2016. Contributing to that narrowing were lower yields on investment securities and loans, higher rates paid on interest-bearing deposits, including the impact of time deposits in the former Hudson City markets, and increased balances on deposit at the Federal Reserve Bank of New York. While those latter deposits added to interest income, they resulted in a lowering of the reported net interest margin.

For the first nine months of 2016, taxable-equivalent net interest income was \$2.61 billion, up 27% from \$2.05 billion in the corresponding 2015 period. That increase was predominantly attributable to higher average earning assets, which rose \$25.0 billion or 29% to \$112.0 billion in the first nine months of 2016. Loans obtained in the acquisition of Hudson City added \$17.1 billion of average earning assets in the first nine months of 2016. Partially offsetting the rise in average earning assets was a 4 basis point narrowing of the net interest margin to 3.12% in 2016 from 3.16% in 2015. That narrowing reflected higher rates paid on interest-bearing time deposits, largely related to deposits obtained in the Hudson City acquisition.

Average loans and leases totaled \$88.7 billion in the recent quarter, up 31% from \$67.8 billion in the third quarter of 2015. Commercial loans and leases averaged \$21.5 billion in the third quarter of 2016, up \$1.5 billion or 8% from the

year-earlier quarter. Average commercial real estate loans aggregated \$31.3 billion in the recent quarter, an increase of \$2.9 billion, or 10%, from \$28.3 billion in the third quarter of 2015. Reflecting average balances of \$15.8 billion of loans obtained in the Hudson City transaction, average residential real estate loans outstanding rose \$15.7 billion to \$24.1 billion in 2016's third quarter from \$8.3 billion in the year-earlier quarter. Included in that portfolio were loans held for sale, which averaged \$374 million in the recently completed quarter, compared with \$466 million in the third quarter of 2015. Consumer loans averaged \$11.9 billion in 2016's third quarter, \$690 million or 6% higher than \$11.3 billion in the third quarter of 2015. That growth reflects a \$519 million increase in average automobile loan balances.

Average loan and lease balances in the third quarter of 2016 rose \$577 million from the second quarter of 2016. Average commercial loan and lease balances increased \$30 million in the recent quarter as compared with the immediately preceding quarter as seasonal declines in inventory loans to automobile dealers muted growth in that category. Average commercial real estate loan balances increased \$1.1 billion, or 4%, and average balances of consumer loans rose \$229 million, or 2%, from the second to third quarters of 2016. Reflecting pay downs of loans obtained in the Hudson City acquisition during the recent quarter, average residential real estate loans declined \$800 million, or 3%, from 2016's second quarter. The accompanying table summarizes quarterly changes in the major components of the loan and lease portfolio.

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## AVERAGE LOANS AND LEASES

(net of unearned discount)

Dollars in millions

|                             |                  | Percent<br>increase<br>(decrease)<br>from |                     |      |   |
|-----------------------------|------------------|---|---------------------|------|---|
|                             | 3rd Qtr.<br>2016 | 3rd<br>Qtr.<br>2015                       | 2nd<br>Qtr.<br>2016 |      |   |
| Commercial, financial, etc. | \$21,480         | 8   | %                   | —    | % |
| Real estate – commercial    | 31,252           | 10  |                     | 4    |   |
| Real estate – consumer      | 24,058           | 188                                       |                     | (3 ) |   |
| Consumer                    |                  |   |                     |      |   |
| Automobile                  | 2,791            | 23  |                     | 4    |   |
| Home equity lines and loans | 5,746            | (2 )                                      |                     | (1 ) |   |
| Other                       | 3,405            | 9   |                     | 6    |   |
| Total consumer              | 11,942           | 6   |                     | 2    |   |
| Total                       | \$88,732         | 31  | %                   | 1    | % |

For the first nine months of 2016, average loans and leases aggregated \$88.2 billion, up \$20.8 billion or 31% from \$67.4 billion in the similar 2015 period. The most significant factors contributing to that increase were the residential real estate loans obtained in the Hudson City acquisition and growth in the commercial real estate loan and commercial loan and lease portfolios.

The investment securities portfolio averaged \$14.4 billion in each of the recent quarter and the third quarter of 2015, compared with \$14.9 billion in the second quarter of 2016. For the first nine months of 2016 and 2015, investment securities averaged \$14.9 billion and \$14.0 billion, respectively. The investment securities portfolio is largely comprised of residential mortgage-backed securities, debt securities issued by municipalities, trust preferred securities issued by certain financial institutions, and shorter-term U.S. Treasury and federal agency notes. When purchasing investment securities, the Company also considers its liquidity position and overall interest-rate risk profile as well as the adequacy of expected returns relative to risks assumed, including prepayments. The Company manages its investment securities portfolio, in part, to satisfy the requirements of the U.S. version of the Basel Committee's Liquidity Coverage Ratio ("LCR") requirements that became effective in January 2016. The Company occasionally sells investment securities as a result of changes in interest rates and spreads, actual or anticipated prepayments, credit risk associated with a particular security, or as a result of restructuring its investment securities portfolio in connection with a business combination. The Hudson City acquisition added approximately \$7.9 billion to the investment securities portfolio on the November 1, 2015 acquisition date. As noted earlier, immediately following the acquisition, the Company restructured its balance sheet by selling \$5.8 billion of those securities. During the third quarter of 2016, the Company sold substantially all of the collateralized debt obligations that were held in the available-for-sale investment securities portfolio for a gain of approximately \$28 million. Those securities were sold in large part in response to the provisions of the Volcker Rule. The amounts of investment securities held by the Company are influenced by such factors as demand for loans, which generally yield more than investment securities,

ongoing repayments, the levels of deposits, and management of liquidity (including the LCR) and balance sheet size and resulting capital ratios.

The Company regularly reviews its investment securities for declines in value below amortized cost that might be characterized as “other than temporary.” There were no other-than-temporary impairment charges recognized in either of the first nine months of 2016 or 2015. Additional information about the investment securities portfolio is included in notes 3 and 12 of Notes to Financial Statements.

Other earning assets include interest-bearing deposits at the Federal Reserve Bank of New York and other banks, trading account assets and federal funds sold. Those other earning assets in the aggregate averaged \$9.8 billion in the recent quarter, compared with \$6.2 billion and \$8.8 billion in the third quarter of 2015 and the second quarter of 2016, respectively. Interest-bearing deposits at banks averaged \$9.7 billion in the third quarter of 2016, compared with \$6.1 billion in the year-earlier quarter and \$8.7 billion in 2016’s second quarter. For the nine-month periods ended September 30, 2016 and 2015, average balances of other earning assets were \$9.0 billion and \$5.6 billion, respectively, including \$8.9 billion and \$5.5 billion, respectively, of interest-bearing deposits at banks. The higher levels of interest-bearing deposits at banks in the three-month and nine-month periods ended September 30, 2016 as compared with the corresponding 2015 periods resulted largely from the Company’s decision to maintain higher balances at the Federal Reserve Bank of New York rather than reinvesting in other highly liquid assets due to the current interest rate environment. The increased level of interest-bearing deposits at banks in the recent quarter as compared with the second quarter of 2016 was predominantly due to higher trust-related customer deposits.

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As a result of the changes described herein, average earning assets aggregated \$112.9 billion in the third quarter of 2016, compared with \$88.4 billion in the year-earlier quarter and \$111.9 billion in the second quarter of 2016. Average earning assets totaled \$112.0 billion and \$87.0 billion during the nine-month periods ended September 30, 2016 and 2015, respectively.

The most significant source of funding for the Company is core deposits. The Company considers noninterest-bearing deposits, interest-bearing transaction accounts, savings deposits and time deposits of \$250,000 or less as core deposits. The Company's branch network is its principal source of core deposits, which generally carry lower interest rates than wholesale funds of comparable maturities. Average core deposits totaled \$93.2 billion in the third quarter of 2016, up 29% from \$72.0 billion in the year-earlier quarter and 2% higher than \$91.5 billion in the second quarter of 2016. The Hudson City acquisition added approximately \$17.0 billion of core deposits on November 1, 2015, including \$9.7 billion of time deposits, \$6.6 billion of savings deposits and \$691 million of noninterest-bearing deposits. The higher average core deposits in the two most recent quarters as compared with the third quarter of 2015 were predominantly reflective of the impact of the merger with Hudson City. The following table provides an analysis of quarterly changes in the components of average core deposits. For the nine-month periods ended September 30, 2016 and 2015, core deposits averaged \$91.5 billion and \$71.1 billion, respectively.

#### AVERAGE CORE DEPOSITS

Dollars in millions

|                              |                  | Percent<br>increase<br>(decrease)<br>from |                     |
|------------------------------|------------------|---|---------------------|
|                              | 3rd Qtr.<br>2016 | 3rd<br>Qtr.<br>2015                       | 2nd<br>Qtr.<br>2016 |
| Interest-checking deposits   | \$1,194          | (7 )%                                     | (9 )%               |
| Savings deposits             | 50,273           | 26  | 2                   |
| Time deposits                | 10,997           | 349                                       | (4 )                |
| Noninterest-bearing deposits | 30,782           | 9   | 5                   |
| Total                        | \$93,246         | 29 %                                      | 2 %                 |

The Company also receives funding from other deposit sources, including branch-related time deposits over \$250,000, deposits associated with the Company's Cayman Islands office, and brokered deposits. Time deposits over \$250,000, excluding brokered deposits, averaged \$1.3 billion in each of the two most recent quarters, compared with \$350 million in the third quarter of 2015. The higher averages in the two most recent quarters as compared with the third quarter of 2015 were predominantly due to deposits obtained in the acquisition of Hudson City. Cayman Islands office deposits averaged \$220 million, \$206 million and \$183 million for the three-month periods ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively. Brokered time deposits averaged \$59 million in each of the two most recent quarters and in the third quarter of 2015. The Company also has brokered interest-bearing transaction and brokered money-market deposit accounts, which in the aggregate averaged \$1.0 billion during each of the two most recent quarters, compared with \$1.2 billion during the third quarter of 2015. The levels of brokered deposit accounts reflect the demand for such deposits, largely resulting from the desire of brokerage firms to earn reasonable yields while ensuring that customer deposits are fully insured. The level of Cayman Islands office deposits

is also reflective of customer demand. Additional amounts of Cayman Islands office deposits or brokered deposits may be added in the future depending on market conditions, including demand by customers and other investors for those deposits, and the cost of funds available from alternative sources at the time.

The Company also uses borrowings from banks, securities dealers, various Federal Home Loan Banks, the Federal Reserve Bank of New York and others as sources of funding. Short-term borrowings represent borrowing arrangements that at the time they were entered into had a contractual maturity of less than one year. Average short-term borrowings totaled \$231 million in the recent quarter, compared with \$174 million in the third quarter of 2015 and \$1.1 billion in the second quarter of 2016. The higher level of such borrowings in the second quarter of 2016 was predominantly due to short-term borrowings from the Federal Home Loan Bank of New York assumed in the Hudson City acquisition. Those fixed-rate borrowings largely matured during the second quarter of 2016. Included in short-term borrowings were unsecured federal funds borrowings, which generally mature on the next business day, that averaged \$160 million and \$123 million in the third quarters of 2016 and 2015, respectively, and \$161 million in the second quarter of 2016.

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Long-term borrowings averaged \$10.3 billion in the two most recent quarters, compared with \$10.1 billion in the third quarter of 2015. M&T Bank has a Bank Note Program whereby M&T Bank may offer unsecured senior and subordinated notes. Average balances of notes outstanding under that program were \$5.2 billion during each of the three-month periods ended September 30, 2016 and June 30, 2016 and \$5.5 billion during the three-month period ended September 30, 2015. The proceeds of the issuances of borrowings under the Bank Note Program have been predominantly utilized to purchase high-quality liquid assets that meet the requirements of the LCR. Also included in average long-term borrowings were amounts borrowed from various Federal Home Loan Banks of \$1.2 billion in each of the recent quarter, the third quarter of 2015 and the second quarter of 2016. Subordinated capital notes included in long-term borrowings averaged \$1.5 billion in each of the three-month periods ended September 30, 2016, September 30, 2015 and June 30, 2016. Junior subordinated debentures associated with trust preferred securities that were included in average long-term borrowings were \$516 million in the most recent quarter, compared with \$513 million in the third quarter of 2015 and \$515 million in the second quarter of 2016. In accordance with its 2015 Capital Plan, on April 15, 2015 M&T redeemed the junior subordinated debentures associated with the \$310 million of trust preferred securities of M&T Capital Trusts I, II and III. Those borrowings had a weighted-average interest rate of 8.24%. Additional information regarding junior subordinated debentures is provided in note 5 of Notes to Financial Statements. Also included in long-term borrowings were agreements to repurchase securities, which averaged \$1.9 billion during each of the two most recent quarters and \$1.4 billion in the third quarter of 2015. The increases from the third quarter of 2015 reflect agreements to repurchase securities assumed in connection with the Hudson City acquisition. The repurchase agreements held at September 30, 2016 have various repurchase dates through 2020, however, the contractual maturities of the underlying securities extend beyond such repurchase dates. The Company has utilized interest rate swap agreements to modify the repricing characteristics of certain components of long-term debt. As of September 30, 2016, interest rate swap agreements were used to hedge approximately \$1.4 billion of outstanding fixed rate long-term borrowings. Further information on interest rate swap agreements is provided in note 10 of Notes to Financial Statements.

Changes in the composition of the Company's earning assets and interest-bearing liabilities, as discussed herein, as well as changes in interest rates and spreads, can impact net interest income. Net interest spread, or the difference between the taxable-equivalent yield on earning assets and the rate paid on interest-bearing liabilities, was 2.85% in the third quarter of 2016, compared with 2.93% in the third quarter of 2015 and 2.95% in the second quarter of 2016. The yield on earning assets during the recent quarter was 3.44%, down 4 basis points from 3.48% in the year-earlier quarter, while the rate paid on interest-bearing liabilities increased 4 basis points to .59% from .55% in the third quarter of 2015. In the second quarter of 2016, the yield on earning assets was 3.51% and the rate paid on interest-bearing liabilities was .56%. For the first nine months of 2016, the net interest spread was 2.94%, down 2 basis points from the year-earlier period. The yield on earning assets and the rate paid on interest-bearing liabilities for the nine-month period ended September 30, 2016 were 3.50% and .56%, respectively, compared with 3.51% and .55%, respectively, in the first nine months of 2015. The narrowing of the net interest spread in the recent quarter as compared with the year-earlier quarter and the second quarter of 2016 resulted largely from lower yields on loans and investment securities, higher rates paid on interest-bearing deposits (largely associated with time deposits obtained in the Hudson City acquisition) and higher amounts of relatively low-yielding balances held at the Federal Reserve Bank of New York.

Net interest-free funds consist largely of noninterest-bearing demand deposits and shareholders' equity, partially offset by bank owned life insurance and non-earning assets, including goodwill and core deposit and other intangible assets. Net interest-free funds averaged \$37.3 billion in the recent quarter, compared with \$32.6 billion in the third quarter of 2015 and \$35.7 billion in the second quarter of 2016. The increases in average net interest-free funds in the two most recent quarters as compared with the third quarter of 2015 reflect higher average balances of noninterest-bearing deposits and shareholders' equity. Those deposits averaged \$30.8 billion, \$28.3 billion and \$29.2 billion in the quarters ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively. During the first nine months of 2016 and 2015, average net interest-free funds were \$36.0 billion and \$30.9 billion, respectively,

and included average balances of noninterest-bearing deposits of \$29.6 billion in 2016 and \$26.9 billion in 2015. In connection with the acquisition of Hudson City, the Company added noninterest-bearing deposits of \$691 million at the acquisition date. In addition to the merger, growth in noninterest-bearing deposits since the third quarter of 2015 reflects higher deposits of commercial customers. Shareholders' equity averaged \$16.3 billion, \$12.8 billion and \$16.4 billion in the quarters ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively. Average shareholders' equity during the first nine months of 2016 was \$16.3 billion, compared with \$12.6 billion during the comparable period in 2015. The rise in average shareholders' equity included \$3.1 billion of common equity issued in connection with the acquisition of Hudson City as well as net retained earnings. Goodwill and core deposit and other intangible assets averaged \$4.7 billion during each of the two most recent quarters, compared with \$3.5 billion during the quarter ended September 30, 2015. Goodwill of \$1.1 billion and core deposit intangible of \$132 million resulted from the Hudson City acquisition. The cash surrender value of bank owned life insurance averaged \$1.7 billion in each of the three-month periods ended September 30, 2016, September 30, 2015 and June 30, 2016. Increases in the cash surrender value of bank owned life insurance and benefits received are not included in interest income, but rather are recorded in "other revenues from operations." The contribution of net interest-free funds to net interest margin was .20% in the recent quarter, compared with .21% in the third quarter of 2015 and .18% in the second quarter of 2016. That contribution for the first nine months of 2016 and 2015 was .18% and .20%, respectively.

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Reflecting the changes to the net interest spread and the contribution of interest-free funds as described herein, the Company's net interest margin was 3.05% in the recent quarter, down from 3.14% in the third quarter of 2015 and 3.13% in the second quarter of 2016. During the nine-month periods ended September 30, 2016 and 2015, the net interest margin was 3.12% and 3.16%, respectively. Future changes in market interest rates or spreads, as well as changes in the composition of the Company's portfolios of earning assets and interest-bearing liabilities that result in reductions in spreads, could adversely impact the Company's net interest income and net interest margin.

Management assesses the potential impact of future changes in interest rates and spreads by projecting net interest income under several interest rate scenarios. In managing interest rate risk, the Company has utilized interest rate swap agreements to modify the repricing characteristics of certain portions of its interest-bearing liabilities. Periodic settlement amounts arising from these agreements are reflected in the rates paid on interest-bearing liabilities. The notional amount of interest rate swap agreements entered into for interest rate risk management purposes was \$1.4 billion at each of September 30, 2016, September 30, 2015 and June 30, 2016. Under the terms of those interest rate swap agreements, the Company received payments based on the outstanding notional amount at fixed rates and made payments at variable rates. Those interest rate swap agreements were designated as fair value hedges of certain fixed rate long-term borrowings. There were no interest rate swap agreements designated as cash flow hedges at those respective dates.

In a fair value hedge, the fair value of the derivative (the interest rate swap agreement) and changes in the fair value of the hedged item are recorded in the Company's consolidated balance sheet with the corresponding gain or loss recognized in current earnings. The difference between changes in the fair value of the interest rate swap agreements and the hedged items represents hedge ineffectiveness and is recorded in "other revenues from operations" in the Company's consolidated statement of income. The amounts of hedge ineffectiveness recognized during each of the quarters ended September 30, 2016, September 30, 2015 and June 30, 2016 were not material to the Company's consolidated results of operations. The estimated aggregate fair value of interest rate swap agreements designated as fair value hedges represented gains of approximately \$21 million at September 30, 2016, \$61 million at September 30, 2015, \$34 million at June 30, 2016 and \$44 million at December 31, 2015. The fair values of such interest rate swap agreements were substantially offset by changes in the fair values of the hedged items. The changes in the fair values of the interest rate swap agreements and the hedged items primarily result from the effects of changing interest rates and spreads. The Company's credit exposure as of September 30, 2016 with respect to the estimated fair value of interest rate swap agreements used for managing interest rate risk has been substantially mitigated through master netting arrangements with trading account interest rate contracts with the same counterparty as well as counterparty postings of \$11 million of collateral with the Company.

The weighted-average rates to be received and paid under interest rate swap agreements currently in effect were 4.42% and 1.79%, respectively, at September 30, 2016. The average notional amounts of interest rate swap agreements entered into for interest rate risk management purposes, the related effect on net interest income and margin, and the weighted-average interest rates paid or received on those swap agreements are presented in the accompanying table. Additional information about the Company's use of interest rate swap agreements and other derivatives is included in note 10 of Notes to Financial Statements.

## INTEREST RATE SWAP AGREEMENTS

Dollars in thousands

|  | Three months ended September 30 |      |
|--|---------------------------------|------|
|  | 2016                            | 2015 |

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|                            | Amount      | Rate(a) | Amount      | Rate(a) |
|----------------------------|-------------|---------|-------------|---------|
| Increase (decrease) in:    |             |         |             |         |
| Interest income            | \$—         | —       | %\$—        | —       |
| Interest expense           | (9,462 )    | (.05 )  | (10,999 )   | (.08 )  |
| Net interest income/margin | \$9,462     | .03     | %\$10,999   | .05     |
| Average notional amount    | \$1,400,000 |         | \$1,400,000 |         |
| Rate received (b)          |             | 4.42    | %           | 4.42    |
| Rate paid (b)              |             | 1.68    | %           | 1.25    |

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|                            | Nine months ended September 30 |         |             |         |
|----------------------------|--------------------------------|---------|-------------|---------|
|                            | 2016                           |         | 2015        |         |
|                            | Amount                         | Rate(a) | Amount      | Rate(a) |
| Increase (decrease) in:    |                                |         |             |         |
| Interest income            | \$—                            | —       | % \$—       | —       |
| Interest expense           | (29,593 )                      | (.05 )  | (33,419 )   | (.08 )  |
| Net interest income/margin | \$29,593                       | .04     | % \$33,419  | .06     |
| Average notional amount    | \$1,400,000                    |         | \$1,400,000 |         |
| Rate received (b)          |                                | 4.42    | %           | 4.42    |
| Rate paid (b)              |                                | 1.58    | %           | 1.22    |

(a) Computed as an annualized percentage of average earning assets or interest-bearing liabilities.

(b) Weighted-average rate paid or received on interest rate swap agreements in effect during the period.

As a financial intermediary, the Company is exposed to various risks, including liquidity and market risk. Liquidity refers to the Company's ability to ensure that sufficient cash flow and liquid assets are available to satisfy current and future obligations, including demands for loans and deposit withdrawals, funding operating costs, and other corporate purposes. Liquidity risk arises whenever the maturities of financial instruments included in assets and liabilities differ. M&T's banking subsidiaries have access to additional funding sources through borrowings from the FHLB of New York, lines of credit with the Federal Reserve Bank of New York, the previously noted Bank Note Program, and other available borrowing facilities. The Company has, from time to time, issued subordinated capital notes to provide liquidity and enhance regulatory capital ratios. Such notes generally qualify under the Federal Reserve Board's risk-based capital guidelines for inclusion in the Company's regulatory capital. However, pursuant to the Dodd-Frank Act, the Company's junior subordinated debentures associated with trust preferred securities have been phased-out of the definition of Tier 1 capital. Effective January 1, 2015, 75% of such junior subordinated debentures were excluded from the Company's Tier 1 capital, and beginning January 1, 2016, 100% have been excluded. The amounts excluded from Tier 1 capital are includable in total capital. In accordance with its 2015 Capital Plan, in April 2015 M&T redeemed the junior subordinated debentures associated with the trust preferred securities of M&T Capital Trusts I, II and III.

The Company has informal and sometimes reciprocal sources of funding available through various arrangements for unsecured short-term borrowings from a wide group of banks and other financial institutions. Short-term federal funds borrowings totaled \$159 million, \$122 million and \$99 million at September 30, 2016, September 30, 2015 and December 31, 2015, respectively. In general, those borrowings were unsecured and matured on the next business day. In addition to satisfying customer demand, Cayman Islands office deposits may be used by the Company as an alternative to short-term borrowings. Cayman Islands office deposits totaled \$223 million at September 30, 2016, \$206 million at September 30, 2015 and \$170 million at December 31, 2015. The Company has also benefited from the placement of brokered deposits. The Company has brokered interest-bearing transaction and brokered money-market deposit accounts which aggregated approximately \$1.1 billion at September 30, 2016 and \$1.2 billion at each of September 30, 2015 and December 31, 2015. Brokered time deposits were not a significant source of funding as of those dates.

The Company's ability to obtain funding from the sources noted above or from other sources could be negatively impacted should the Company experience a substantial deterioration in its financial condition or its debt ratings, or should the availability of short-term funding become restricted due to a disruption in the financial markets. The Company attempts to quantify such credit-event risk by modeling scenarios that estimate the liquidity impact resulting from a short-term ratings downgrade over various grading levels. Such impact is estimated by attempting to measure

the effect on available unsecured lines of credit, available capacity from secured borrowing sources and securitizable assets. In addition to deposits and borrowings, other sources of liquidity include maturities of investment securities and other earning assets, repayments of loans and investment securities, and cash generated from operations, such as fees collected for services.

Certain customers of the Company obtain financing through the issuance of variable rate demand bonds (“VRDBs”). The VRDBs are generally enhanced by letters of credit provided by M&T Bank. M&T Bank oftentimes acts as remarketing agent for the VRDBs and, at its discretion, may from time-to-time own some of the VRDBs while such instruments are remarketed. When this occurs, the VRDBs are classified as trading account assets in the Company’s consolidated balance sheet. Nevertheless, M&T Bank is not contractually obligated to purchase the VRDBs. The value of VRDBs in the Company’s trading account totaled \$73 million at September 30, 2016 (substantially all of which were remarketed in October 2016) and less than \$1 million at December 31, 2015, while there were no outstanding VRDBs in the Company’s trading account at September 30, 2015. The total amount of VRDBs outstanding backed by M&T Bank letters of credit was \$1.6 billion at September 30, 2016, compared with \$1.8 billion at September 30, 2015 and \$1.7 billion at December 31, 2015. M&T Bank also serves as remarketing agent for most of those bonds.

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The Company enters into contractual obligations in the normal course of business that require future cash payments. Such obligations include, among others, payments related to deposits, borrowings, leases and other contractual commitments. Off-balance sheet commitments to customers may impact liquidity, including commitments to extend credit, standby letters of credit, commercial letters of credit, financial guarantees and indemnification contracts, and commitments to sell real estate loans. Because many of these commitments or contracts expire without being funded in whole or in part, the contract amounts are not necessarily indicative of future cash flows. Further discussion of these commitments is provided in note 13 of Notes to Financial Statements.

M&T's primary source of funds to pay for operating expenses, shareholder dividends and treasury stock repurchases has historically been the receipt of dividends from its banking subsidiaries, which are subject to various regulatory limitations. Dividends from any banking subsidiary to M&T are limited by the amount of earnings of the banking subsidiary in the current year and the two preceding years. For purposes of that test, at September 30, 2016 approximately \$985 million was available for payment of dividends to M&T from banking subsidiaries. Information regarding the long-term debt obligations of M&T is included in note 5 of Notes to Financial Statements.

Management closely monitors the Company's liquidity position on an ongoing basis for compliance with internal policies and believes that available sources of liquidity are adequate to meet funding needs anticipated in the normal course of business. Management does not anticipate engaging in any activities, either currently or in the long-term, for which adequate funding would not be available and would therefore result in a significant strain on liquidity at either M&T or its subsidiary banks. Banking regulators have enacted the LCR rules requiring a banking company to maintain a minimum amount of liquid assets to withstand a standardized supervisory liquidity stress scenario. The effective date for those rules for the Company was January 1, 2016, subject to a phase-in period. The Company has taken steps as noted herein to enhance its liquidity and is in compliance with the phase-in requirements of the rules.

Market risk is the risk of loss from adverse changes in the market prices and/or interest rates of the Company's financial instruments. The primary market risk the Company is exposed to is interest rate risk. Interest rate risk arises from the Company's core banking activities of lending and deposit-taking, because assets and liabilities reprice at different times and by different amounts as interest rates change. As a result, net interest income earned by the Company is subject to the effects of changing interest rates. The Company measures interest rate risk by calculating the variability of net interest income in future periods under various interest rate scenarios using projected balances for earning assets, interest-bearing liabilities and derivatives used to hedge interest rate risk. Management's philosophy toward interest rate risk management is to limit the variability of net interest income. The balances of financial instruments used in the projections are based on expected growth from forecasted business opportunities, anticipated prepayments of loans and investment securities, and expected maturities of investment securities, loans and deposits. Management uses a "value of equity" model to supplement the modeling technique described above. Those supplemental analyses are based on discounted cash flows associated with on- and off-balance sheet financial instruments. Such analyses are modeled to reflect changes in interest rates and provide management with a long-term interest rate risk metric.

The Company's Asset-Liability Committee, which includes members of senior management, monitors the sensitivity of the Company's net interest income to changes in interest rates with the aid of a computer model that forecasts net interest income under different interest rate scenarios. In modeling changing interest rates, the Company considers different yield curve shapes that consider both parallel (that is, simultaneous changes in interest rates at each point on the yield curve) and non-parallel (that is, allowing interest rates at points on the yield curve to vary by different amounts) shifts in the yield curve. In utilizing the model, projections of net interest income calculated under the varying interest rate scenarios are compared to a base interest rate scenario that is reflective of current interest rates. The model considers the impact of ongoing lending and deposit-gathering activities, as well as interrelationships in the magnitude and timing of the repricing of financial instruments, including the effect of changing interest rates on expected prepayments and maturities. When deemed prudent, management has taken

actions to mitigate exposure to interest rate risk through the use of on- or off-balance sheet financial instruments and intends to do so in the future. Possible actions include, but are not limited to, changes in the pricing of loan and deposit products, modifying the composition of earning assets and interest-bearing liabilities, and adding to, modifying or terminating existing interest rate swap agreements or other financial instruments used for interest rate risk management purposes.

The accompanying table as of September 30, 2016 and December 31, 2015 displays the estimated impact on net interest income from non-trading financial instruments in the base scenario described above resulting from parallel changes in interest rates across repricing categories during the first modeling year.

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## SENSITIVITY OF NET INTEREST INCOME

## TO CHANGES IN INTEREST RATES

Dollars in thousands

| Changes in interest rates | Calculated increase<br>(decrease)   |                      |
|---------------------------|-------------------------------------|----------------------|
|                           | in projected net interest<br>income |                      |
|                           | September 30,<br>2016               | December 31,<br>2015 |
| +200 basis points         | \$278,164                           | 243,958              |
| +100 basis points         | 162,671                             | 145,169              |
| -50 basis points          | (114,108)                           | (99,603)             |

The Company utilized many assumptions to calculate the impact that changes in interest rates may have on net interest income. The more significant of those assumptions included the rate of prepayments of mortgage-related assets, cash flows from derivative and other financial instruments held for non-trading purposes, loan and deposit volumes and pricing, and deposit maturities. In the scenarios presented, the Company also assumed gradual increases in interest rates during a twelve-month period of 100 and 200 basis points, as compared with the assumed base scenario, as well as a gradual decrease of 50 basis points. In the declining rate scenario, the rate changes may be limited to lesser amounts such that interest rates remain positive on all points of the yield curve. In 2016, the Company suspended the -100 basis point scenario due to the persistent low level of interest rates. This scenario will be reinstated if and when interest rates rise sufficiently to make the analysis more meaningful. The assumptions used in interest rate sensitivity modeling are inherently uncertain and, as a result, the Company cannot precisely predict the impact of changes in interest rates on net interest income. Actual results may differ significantly from those presented due to the timing, magnitude and frequency of changes in interest rates and changes in market conditions and interest rate differentials (spreads) between maturity/repricing categories, as well as any actions, such as those previously described, which management may take to counter such changes.

Changes in fair value of the Company's financial instruments can also result from a lack of trading activity for similar instruments in the financial markets. That impact is most notable on the values assigned to some of the Company's investment securities. Information about the fair valuation of investment securities is presented herein under the heading "Capital" and in notes 3 and 12 of Notes to Financial Statements.

The Company engages in limited trading account activities to meet the financial needs of customers and to fund the Company's obligations under certain deferred compensation plans. Financial instruments utilized in trading account activities consist predominantly of interest rate contracts, such as swap agreements, and forward and futures contracts related to foreign currencies. The Company generally mitigates the foreign currency and interest rate risk associated with trading account activities by entering into offsetting trading positions that are also included in the trading account. The fair values of the offsetting trading account positions associated with interest rate contracts and foreign currency and other option and futures contracts are presented in note 10 of Notes to Financial Statements. The amounts of gross and net trading account positions, as well as the type of trading account activities conducted by the Company, are subject to a well-defined series of potential loss exposure limits established by management and

approved by M&T's Board of Directors. However, as with any non-government guaranteed financial instrument, the Company is exposed to credit risk associated with counterparties to the Company's trading account activities.

The notional amounts of interest rate contracts entered into for trading account purposes aggregated \$21.2 billion at September 30, 2016, compared with \$17.6 billion at September 30, 2015 and \$18.4 billion at December 31, 2015. The notional amounts of foreign currency and other option and futures contracts entered into for trading account purposes totaled \$891 million at September 30, 2016, compared with \$1.6 billion at each of September 30, 2015 and December 31, 2015. Although the notional amounts of these contracts are not recorded in the consolidated balance sheet, the fair values of all financial instruments used for trading account activities are recorded in the consolidated balance sheet. The fair values of all trading account assets and liabilities totaled \$489 million and \$293 million, respectively, at September 30, 2016, \$341 million and \$233 million, respectively, at September 30, 2015, and \$274 million and \$161 million, respectively, at December 31, 2015. Included in trading account assets at September 30, 2016 were assets related to deferred compensation plans totaling \$23 million at each of September 30, 2016 and September 30, 2015, compared with \$24 million at December 31, 2015. Changes in the fair values of such assets are recorded as "trading account and foreign exchange gains" in the consolidated statement of income. Included in "other liabilities" in the consolidated balance sheet at September 30, 2016 were \$26 million of liabilities related to deferred compensation plans, compared with \$27 million at September 30, 2015 and \$28 million at December 31, 2015. Changes in the balances of such liabilities due to the valuation of allocated investment options to which the liabilities are indexed are recorded in "other costs of operations" in the consolidated statement of income. Also included in trading account assets were investments in mutual funds and other assets that the Company was required to hold under terms of certain non-qualified supplemental retirement and other benefit plans that were assumed by the Company in various acquisitions. Those assets totaled \$28 million, \$25 million and \$33 million at September 30, 2016, September 30, 2015 and December 31, 2015, respectively.

Given the Company's policies, limits and positions, management believes that the potential loss exposure to the Company resulting from market risk associated with trading account activities was not material, however, as previously noted, the Company is exposed to credit risk associated with counterparties to transactions related to the Company's trading account activities. Additional information about the Company's use of derivative financial instruments in its trading account activities is included in note 10 of Notes to Financial Statements.

#### Provision for Credit Losses

The Company maintains an allowance for credit losses that in management's judgment appropriately reflects losses inherent in the loan and lease portfolio. A provision for credit losses is recorded to adjust the level of the allowance as deemed necessary by management. The provision for credit losses in the third quarter of 2016 was \$47 million, compared with \$44 million in the year-earlier quarter and \$32 million in the second quarter of 2016. For the nine-month periods ended September 30, 2016 and 2015, the provision for credit losses was \$128 million and \$112 million, respectively. Net charge-offs of loans were \$41 million in the recent quarter, compared with \$40 million in the third quarter of 2015 and \$24 million in the second quarter of 2016. Net charge-offs as an annualized percentage of average loans and leases were .19% in the third quarter of 2016, compared with .24% and .11% in the third quarter of 2015 and the second quarter of 2016, respectively. Net charge-offs for the nine-month periods ended September 30 aggregated \$108 million in 2016 and \$98 million in 2015, representing an annualized rate of .16% and .19%, respectively, of average loans and leases. A summary of net charge-offs by loan type is presented in the table that follows.

#### NET CHARGE-OFFS (RECOVERIES)

##### BY LOAN/LEASE TYPE

In thousands

|                                      | 2016     |          |          | Year-    |
|--------------------------------------|----------|----------|----------|----------|
|                                      | 1st Qtr. | 2nd Qtr. | 3rd Qtr. | to-date  |
| Commercial, financial, leasing, etc. | \$902    | (3,132 ) | 14,117   | 11,887   |
| Real estate:                         |          |          |          |          |
| Commercial                           | (1,141 ) | (1,866 ) | (140 )   | (3,147 ) |
| Residential                          | 5,085    | 3,115    | 4,835    | 13,035   |
| Consumer                             | 37,394   | 26,139   | 22,563   | 86,096   |
|                                      | \$42,240 | 24,256   | 41,375   | 107,871  |
|                                      | 2015     |          |          | Year-    |
|                                      | 1st Qtr. | 2nd Qtr. | 3rd Qtr. | to-date  |
| Commercial, financial, leasing, etc. | \$8,411  | 4,056    | 21,590   | 34,057   |
| Real estate:                         |          |          |          |          |
| Commercial                           | 6,094    | 2,429    | 84       | 8,607    |
| Residential                          | 2,129    | 2,071    | 2,143    | 6,343    |

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|          |          |        |        |        |
|----------|----------|--------|--------|--------|
| Consumer | 19,555   | 12,830 | 16,372 | 48,757 |
|          | \$36,189 | 21,386 | 40,189 | 97,764 |

Included in net charge-offs of commercial loans and leases were \$12 million of loans to a commercial maintenance services provider in the third quarter of 2016 and \$6 million related to a loan with a general contractor in the greater New York City region in the third quarter of 2015. Reflected in net commercial loan and lease charge-offs in the second quarter of 2016 was a \$7 million recovery of a previously charged-off loan. Included in net charge-offs of consumer loans and leases were net charge-offs during the quarters ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively, of: automobile loans of \$7 million, \$2 million and \$6 million; recreational vehicle loans of \$4 million, \$3 million and \$3 million; and home equity loans and lines of credit of \$5 million, \$3 million and \$4 million. During the first three quarters of 2016, the Company accelerated the charge off of consumer loans associated with customers who were either deceased or had filed for bankruptcy that, in accordance with GAAP, had previously been considered when determining level of the allowance for credit losses and were charged-off following the Company's normal charge-off procedures to the extent the loans subsequently became delinquent. Charge-offs of such loans totaled \$7 million in the recent quarter, \$5 million in the second quarter and \$14 million in the initial quarter of 2016 and included \$4 million, \$2 million and \$11 million, respectively, of loan balances with a current payment status at the time of charge-off. For the nine-month periods ended September 30, 2016 and 2015, net consumer loan charge-offs included the following: automobile loans of \$24 million and \$8 million, respectively; recreational vehicles loans of \$19 million and \$9 million, respectively; and home equity loans and lines of credit of \$14

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million and \$12 million, respectively. In addition, reflected in consumer loan charge-offs in the second quarter of 2016 was a \$6 million charge-off of an individual personal usage loan.

Loans acquired in connection with acquisition transactions subsequent to 2008 were recorded at fair value with no carry-over of any previously recorded allowance for credit losses. Determining the fair value of the acquired loans required estimating cash flows expected to be collected on the loans and discounting those cash flows at then-current interest rates. For acquired loans where fair value was less than outstanding principal as of the acquisition date and the resulting discount was due, at least in part, to credit deterioration, the excess of expected cash flows over the carrying value of the loans is recognized as interest income over the lives of loans. The difference between contractually required payments and the cash flows expected to be collected is referred to as the nonaccretable balance and is not recorded on the consolidated balance sheet. The nonaccretable balance reflects estimated future credit losses and other contractually required payments that the Company does not expect to collect. The Company regularly evaluates the reasonableness of its cash flow projections associated with such loans. Any decreases to the expected cash flows require the Company to evaluate the need for an additional allowance for credit losses and could lead to charge-offs of loan balances. Any significant increases in expected cash flows result in additional interest income to be recognized over the then-remaining lives of the loans. The carrying amount of loans acquired at a discount subsequent to 2008 and accounted for based on expected cash flows was \$2.0 billion at each of September 30, 2016 and 2015, and \$2.5 billion at December 31, 2015. The decrease in such loans since December 31, 2015 was largely attributable to payments received. The nonaccretable balance related to remaining principal losses associated with loans acquired at a discount as of September 30, 2016 and December 31, 2015 is presented in the accompanying table.

#### NONACCRETABLE BALANCE - PRINCIPAL

|                                      | Remaining balance  |                   |
|--------------------------------------|--------------------|-------------------|
|                                      | September 30, 2016 | December 31, 2015 |
|                                      | (in thousands)     |                   |
| Commercial, financing, leasing, etc. | \$5,484            | 10,806            |
| Commercial real estate               | 39,577             | 48,173            |
| Residential real estate              | 70,088             | 113,478           |
| Consumer                             | 11,917             | 17,952            |
| Total                                | \$127,066          | 190,409           |

For acquired loans where the fair value exceeded the outstanding principal balance, the resulting premium is recognized as a reduction of interest income over the lives of the loans. Immediately following the acquisition date and thereafter, an allowance for credit losses is recorded for incurred losses inherent in the portfolio, consistent with the accounting for originated loans and leases. The carrying amount of Hudson City loans acquired at a premium was \$15.1 billion and \$17.8 billion at September 30, 2016 and December 31, 2015, respectively. In addition to the impact of estimated credit losses included in the determination of fair value of those loans at the acquisition date, a \$21 million provision for credit losses was also recorded in the fourth quarter of 2015 for incurred losses inherent in those loans at that time. GAAP does not allow the credit loss component of the net premium associated with those loans to be bifurcated and accounted for as a nonaccreting balance as is the case with purchased impaired loans and other loans acquired at a discount. Despite the fact that the determination of aggregate fair value reflects the impact of expected credit losses, GAAP provides that incurred losses in a portfolio of loans acquired at a premium be recognized even though in a relatively homogenous portfolio of residential mortgage loans the specific loans to which the losses relate

cannot be individually identified at the acquisition date. Subsequent to the acquisition date, incurred losses associated with those loans are evaluated using methods consistent with those applied to originated loans and such losses are considered by management in evaluating the Company's allowance for credit losses.

Nonaccrual loans totaled \$837 million or .93% of total loans and leases outstanding at September 30, 2016, compared with \$787 million or 1.15% at September 30, 2015, \$799 million or .91% at December 31, 2015 and \$849 million or .96% at June 30, 2016. The increases in nonaccrual loans at the two most recent quarter-ends as compared with September 30, 2015 and December 31, 2015 reflect the normal migration of previously performing residential real estate loans obtained in the acquisition of Hudson City that subsequently became over 90 days past due in 2016 and, as such, were not identifiable as purchased impaired as of the acquisition date. Those nonaccrual loans totaled \$149 million at September 30, 2016 and \$113 million at June 30, 2016.

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Accruing loans past due 90 days or more (excluding loans acquired at a discount) were \$317 million, or .35% of total loans and leases at September 30, 2016, compared with \$231 million or .34% at September 30, 2015, \$317 million or .36% at December 31, 2015 and \$298 million or .34% at June 30, 2016. Those loans included loans guaranteed by government-related entities of \$282 million, \$194 million, \$276 million and \$270 million at September 30, 2016, September 30, 2015, December 31, 2015 and June 30, 2016, respectively. Such guaranteed loans obtained in the acquisition of Hudson City totaled \$46 million, \$44 million and \$45 million at September 30, 2016, December 31, 2015 and June 30, 2016, respectively. Guaranteed loans also included one-to-four family residential mortgage loans serviced by the Company that were repurchased to reduce associated servicing costs, including a requirement to advance principal and interest payments that had not been received from individual mortgagors. Despite the loans being purchased by the Company, the insurance or guarantee by the applicable government-related entity remains in force. The outstanding principal balances of the repurchased loans that are guaranteed by government-related entities totaled \$225 million at September 30, 2016, \$182 million at September 30, 2015, \$221 million at December 31, 2015 and \$218 million at June 30, 2016. The remaining accruing loans past due 90 days or more not guaranteed by government-related entities were loans considered to be with creditworthy borrowers that were in the process of collection or renewal.

Purchased impaired loans are loans obtained in acquisition transactions subsequent to 2008 that as of the acquisition date were specifically identified as displaying signs of credit deterioration and for which the Company did not expect to collect all outstanding principal and contractually required interest payments. Those loans were impaired at the date of acquisition, were recorded at estimated fair value and were generally delinquent in payments, but, in accordance with GAAP, the Company continues to accrue interest income on such loans based on the estimated expected cash flows associated with the loans. The carrying amount of such loans was \$617 million at September 30, 2016, or .7% of total loans. Of that amount, \$542 million was related to the Hudson City acquisition. Purchased impaired loans totaled \$149 million and \$768 million at September 30 and December 31, 2015, respectively.

Accruing loans acquired at a discount past due 90 days or more are loans that could not be specifically identified as impaired as of the acquisition date, but were recorded at estimated fair value as of such date. Such loans totaled \$65 million at September 30, 2016, compared with \$81 million at September 30, 2015 and \$68 million at December 31, 2015.

In an effort to assist borrowers, the Company modified the terms of select loans. If the borrower was experiencing financial difficulty and a concession was granted, the Company considered such modifications as troubled debt restructurings. Loan modifications included such actions as the extension of loan maturity dates and the lowering of interest rates and monthly payments. The objective of the modifications was to increase loan repayments by customers and thereby reduce net charge-offs. In accordance with GAAP, the modified loans are included in impaired loans for purposes of determining the level of the allowance for credit losses. Information about modifications of loans that are considered troubled debt restructurings is included in note 4 of Notes to Financial Statements.

Residential real estate loans modified under specified loss mitigation programs prescribed by government guarantors have not been included in renegotiated loans because the loan guarantee remains in full force and, accordingly, the Company has not granted a concession with respect to the ultimate collection of the original loan balance. Such loans aggregated \$170 million, \$153 million and \$147 million at September 30, 2016, September 30, 2015 and December 31, 2015, respectively.

Nonaccrual commercial loans and leases totaled \$231 million at September 30, 2016, \$224 million at September 30, 2015, \$242 million at December 31, 2015 and \$241 million at June 30, 2016.

Commercial real estate loans classified as nonaccrual totaled \$198 million at September 30, 2016, \$235 million at September 30, 2015, \$224 million at December 31, 2015 and \$218 million at June 30, 2016. Nonaccrual commercial real estate loans included construction-related loans of \$41 million, \$58 million, \$45 million and \$46 million at September 30, 2016, September 30, 2015, December 31, 2015 and June 30, 2016, respectively. Those nonaccrual construction loans included loans to residential builders and developers of \$20 million, \$46 million, \$28 million and \$24 million at September 30, 2016, September 30, 2015, December 31, 2015 and June 30, 2016, respectively. Information about the location of nonaccrual and charged-off loans to residential real estate builders and developers as of and for the three-month period ended September 30, 2016 is presented in the accompanying table.

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## RESIDENTIAL BUILDER AND DEVELOPER LOANS, NET OF UNEARNED DISCOUNT

|                 | September 30, 2016     |          |          | Quarter ended<br>September 30, 2016 |          |   |
|-----------------|------------------------|----------|----------|-------------------------------------|----------|---|
|                 | Nonaccrual             |          |          | Net charge-offs<br>(recoveries)     |          |   |
|                 | Outstanding            |          |          | Annualized                          |          |   |
|                 | Percent of             |          |          | percent of                          |          |   |
|                 | outstanding            |          |          | average                             |          |   |
|                 | outstanding            |          |          | outstanding                         |          |   |
|                 | balances(b)            | Balances | balances | Balances                            | balances |   |
|                 | (dollars in thousands) |          |          |                                     |          |   |
| New York        | \$711,291              | \$1,713  | .24      | % \$(88 )                           | (.05 )   | % |
| Pennsylvania    | 128,775                | 16,401   | 12.74    | 7                                   | .02      |   |
| Mid-Atlantic(a) | 469,941                | 2,642    | .56      | (1,172)                             | (.95 )   |   |
| Other           | 580,487                | 1,232    | .21      | —                                   | —        |   |
| Total           | \$1,890,494            | \$21,988 | 1.16     | % \$(1,253 )                        | (.26 )   | % |

(a) Includes Delaware, Maryland, New Jersey, Virginia, West Virginia and the District of Columbia.

(b) Includes approximately \$13 million of loans not secured by real estate, of which approximately \$2 million are in nonaccrual status.

Residential real estate loans classified as nonaccrual were \$303 million at September 30, 2016, compared with \$218 million at September 30, 2015, \$215 million at December 31, 2015, and \$282 million at June 30, 2016. The increase in residential real estate loans classified as nonaccrual at the two most recent quarter-ends as compared with December 31, 2015 reflects the normal migration of previously performing loans obtained in the acquisition of Hudson City that subsequently became more than 90 days delinquent in 2016. Such nonaccrual residential real estate loans aggregated \$113 million at June 30, 2016 and \$149 million at September 30, 2016. Those loans could not be identified as purchased impaired loans at the acquisition date because the borrowers were making loan payments at the time and the loans were not recorded at a discount. Included in residential real estate loans classified as nonaccrual were limited documentation first mortgage loans of \$89 million, \$64 million, \$62 million and \$79 million at September 30, 2016, September 30, 2015, December 31, 2015 and June 30, 2016 respectively. Limited documentation first mortgage loans represent loans secured by residential real estate that at origination typically included some form of limited borrower documentation requirements as compared with more traditional loans. Such loans in the Company's portfolio prior to the Hudson City transaction were originated by the Company before 2008. Hudson City discontinued its limited documentation loan program in January 2014. Residential real estate loans past due 90 days or more and accruing interest (excluding loans acquired at a discount) totaled \$281 million (including \$47 million obtained in the acquisition of Hudson City) at September 30, 2016, compared with \$194 million at September 30, 2015, \$284 million at December 31, 2015 and \$271 million at June 30, 2016. A substantial portion of such amounts related to guaranteed loans repurchased from government-related entities. Information about the location of nonaccrual and charged-off residential real estate loans as of and for the quarter ended September 30, 2016 is

presented in the accompanying table.

Nonaccrual consumer loans totaled \$104 million and \$110 million at September 30, 2016 and 2015, respectively, compared with \$118 million at December 31, 2015 and \$108 million at June 30, 2016. Included in nonaccrual consumer loans at September 30, 2016, September 30, 2015, December 31, 2015 and June 30, 2016 were automobile loans of \$14 million, \$14 million, \$17 million and \$12 million, respectively; recreational vehicle loans of \$6 million, \$8 million, \$9 million and \$5 million, respectively; and outstanding balances of home equity loans and lines of credit of \$80 million, \$78 million, \$84 million and \$87 million, respectively. Information about the location of nonaccrual and charged-off home equity loans and lines of credit as of and for the quarter ended September 30, 2016 is presented in the accompanying table.

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## SELECTED RESIDENTIAL REAL ESTATE-RELATED LOAN DATA

|   | September 30, 2016     |           | September 30, 2016 |          | September 30, 2016 |            | September 30, 2016 |            |
|---|------------------------|-----------|--------------------|----------|--------------------|------------|--------------------|------------|
|   | Nonaccrual             |           | Net charge-offs    |          | Net charge-offs    |            | Net charge-offs    |            |
|   | Outstanding            | Balances  | Percent of         | Balances | Balances           | Annualized | percent of         | Annualized |
|   | balances               |           | outstanding        |          |                    |            | average            |            |
|   | (dollars in thousands) |           | balances           |          |                    |            | outstanding        |            |
|   |                        |           |                    |          |                    |            | balances           |            |
| <b>Residential mortgages:</b>                             |                        |           |                    |          |                    |            |                    |            |
| New York  | \$6,455,531            | \$69,001  | 1.07               | %        | \$569              | .03        | %                  |            |
| Pennsylvania  | 1,679,066              | 15,373    | .92                |          | 419                | .10        |                    |            |
| Maryland  | 1,271,586              | 15,509    | 1.22               |          | 414                | .13        |                    |            |
| New Jersey  | 5,441,245              | 40,817    | .75                |          | 1,206              | .09        |                    |            |
| Other Mid-Atlantic (a)                                    | 1,097,937              | 13,634    | 1.24               |          | 11                 | .01        |                    |            |
| Other   | 3,872,475              | 58,793    | 1.52               |          | 644                | .06        |                    |            |
| Total   | \$19,817,840           | \$213,127 | 1.08               | %        | \$3,263            | .06        | %                  |            |
| <b>Residential construction loans:</b>                    |                        |           |                    |          |                    |            |                    |            |
| New York  | \$6,628                | \$19      | .28                | %        | \$(1 )             | (.05 )     | %                  |            |
| Pennsylvania  | 1,921                  | 350       | 18.23              |          | —                  | —          |                    |            |
| Maryland  | 3,529                  | —         | —                  |          | —                  | —          |                    |            |
| New Jersey  | 962                    | —         | —                  |          | —                  | —          |                    |            |
| Other Mid-Atlantic (a)                                    | 4,782                  | —         | —                  |          | —                  | —          |                    |            |
| Other   | 6,481                  | 400       | 6.18               |          | (2 )               | (.13 )     |                    |            |
| Total   | \$24,303               | \$769     | 3.16               | %        | \$(3 )             | (.05 )     | %                  |            |
| <b>Limited documentation first mortgages:</b>             |                        |           |                    |          |                    |            |                    |            |
| New York  | \$1,580,261            | \$29,083  | 1.84               | %        | \$1,324            | .33        | %                  |            |
| Pennsylvania  | 79,805                 | 6,751     | 8.46               |          | 41                 | .20        |                    |            |
| Maryland  | 47,172                 | 2,656     | 5.63               |          | 149                | 1.24       |                    |            |
| New Jersey  | 1,457,583              | 24,326    | 1.67               |          | 59                 | .02        |                    |            |
| Other Mid-Atlantic (a)                                    | 41,776                 | 2,459     | 5.89               |          | 7                  | .07        |                    |            |
| Other   | 535,680                | 24,081    | 4.50               |          | (5 )               | (.01 )     |                    |            |
| Total   | \$3,742,277            | \$89,356  | 2.39               | %        | \$1,575            | .16        | %                  |            |
| <b>First lien home equity loans and lines of credit:</b>  |                        |           |                    |          |                    |            |                    |            |
| New York  | \$1,307,699            | \$15,890  | 1.22               | %        | \$370              | .11        | %                  |            |
| Pennsylvania  | 841,284                | 9,663     | 1.15               |          | 471                | .22        |                    |            |
| Maryland  | 689,906                | 7,593     | 1.10               |          | 97                 | .06        |                    |            |
| New Jersey  | 43,887                 | 489       | 1.11               |          | —                  | —          |                    |            |
| Other Mid-Atlantic (a)                                    | 209,854                | 1,029     | .49                |          | 9                  | .02        |                    |            |
| Other   | 20,253                 | 1,289     | 6.36               |          | —                  | —          |                    |            |
| Total   | \$3,112,883            | \$35,953  | 1.15               | %        | \$947              | .12        | %                  |            |
| <b>Junior lien home equity loans and lines of credit:</b> |                        |           |                    |          |                    |            |                    |            |

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|                                    |             |          |      |   |         |         |   |
|------------------------------------|-------------|----------|------|---|---------|---------|---|
| New York                           | \$919,745   | \$24,516 | 2.67 | % | \$1,469 | .63     | % |
| Pennsylvania                       | 371,835     | 5,250    | 1.41 |   | 713     | .76     |   |
| Maryland                           | 818,865     | 8,883    | 1.08 |   | 919     | .44     |   |
| New Jersey                         | 129,658     | 1,452    | 1.12 |   | 378     | 1.16    |   |
| Other Mid-Atlantic (a)             | 320,659     | 1,506    | .47  |   | (7 )    | (.01 )  |   |
| Other                              | 39,121      | 1,729    | 4.42 |   | 199     | 1.99    |   |
| Total                              | \$2,599,883 | \$43,336 | 1.67 | % | \$3,671 | .56     | % |
| Limited documentation junior lien: |             |          |      |   |         |         |   |
| New York                           | \$831       | \$—      | —    | % | \$—     | —       | % |
| Pennsylvania                       | 337         | —        | —    |   | —       | —       |   |
| Maryland                           | 1,583       | 62       | 3.93 |   | —       | —       |   |
| New Jersey                         | 387         | —        | —    |   | (1 )    | (1.47 ) |   |
| Other Mid-Atlantic (a)             | 696         | —        | —    |   | —       | —       |   |
| Other                              | 4,787       | 272      | 5.68 |   | 28      | 2.32    |   |
| Total                              | \$8,621     | \$334    | 3.87 | % | \$27    | 1.23    | % |

(a) Includes Delaware, Virginia, West Virginia and the District of Columbia.

Real estate and other foreclosed assets totaled \$160 million at September 30, 2016, compared with \$66 million at September 30, 2015, \$195 million at December 31, 2015 and \$172 million at June 30, 2016. The higher levels of real estate and other foreclosed assets at September 30, 2016, December 31, 2015 and June 30, 2016 reflect residential real estate properties associated with the

Hudson City acquisition, which totaled \$97 million, \$126 million and \$109 million at those respective dates. Gains or losses resulting from the sales of real estate and other foreclosed assets were not material in the three-month periods ended September 30, 2016, September 30, 2015 or June 30, 2016. At September 30, 2016, the Company's holding of residential real estate-related properties comprised approximately 92% of foreclosed assets.

A comparative summary of nonperforming assets and certain past due loan data and credit quality ratios is presented in the accompanying table.

#### NONPERFORMING ASSET AND PAST DUE, RENEGOTIATED AND IMPAIRED LOAN DATA

Dollars in thousands

|   | 2016 Quarters |           |           | 2015 Quarters |         |   |
|---|---------------|-----------|-----------|---------------|---------|---|
|   | Third         | Second    | First     | Fourth        | Third   |   |
| Nonaccrual loans  | \$837,362     | 848,855   | 876,691   | 799,409       | 787,098 |   |
| Real estate and other foreclosed assets   | 159,881       | 172,473   | 188,004   | 195,085       | 66,144  |   |
| Total nonperforming assets  | \$997,243     | 1,021,328 | 1,064,695 | 994,494       | 853,242 |   |
| Accruing loans past due 90 days or more(a)  | \$317,282     | 298,449   | 336,170   | 317,441       | 231,465 |   |
| Government guaranteed loans included in totals above:   |               |           |           |               |         |   |
| Nonaccrual loans  | \$47,130      | 52,486    | 49,688    | 47,052        | 48,955  |   |
| Accruing loans past due 90 days or more   | 282,077       | 269,962   | 279,340   | 276,285       | 193,998 |   |
| Renegotiated loans  | \$217,559     | 211,159   | 200,771   | 182,865       | 189,639 |   |
| Acquired accruing loans past due 90 days or more(b)   | \$65,182      | 68,591    | 61,767    | 68,473        | 80,827  |   |
| Purchased impaired loans(c):  |               |           |           |               |         |   |
| Outstanding customer balance  | \$981,105     | 1,040,678 | 1,124,776 | 1,204,004     | 278,979 |   |
| Carrying amount   | 616,991       | 662,059   | 715,874   | 768,329       | 149,421 |   |
| Nonaccrual loans to total loans and leases, net of unearned discount                            | .93           | % .96     | % 1.00    | % .91         | % 1.15  | % |
| Nonperforming assets to total net loans and leases and real estate and other foreclosed assets  | 1.11          | % 1.15    | % 1.21    | % 1.13        | % 1.24  | % |
| Accruing loans past due 90 days or more (a) to total loans and leases, net of unearned discount | .35           | % .34     | % .38     | % .36         | % .34   | % |

(a) Excludes loans acquired at a discount. Predominantly residential mortgage loans.

(b) Loans acquired at a discount that were recorded at fair value at acquisition date. This category does not include purchased impaired loans that are presented separately.

(c) Accruing loans acquired at a discount that were impaired at acquisition date and recorded at fair value.

Management determined the allowance for credit losses by performing ongoing evaluations of the loan and lease portfolio, including such factors as the differing economic risks associated with each loan category, the financial condition of specific borrowers, the economic environment in which borrowers operate, the level of delinquent loans, the value of any collateral and, where applicable, the existence of any guarantees or indemnifications. Management evaluated the impact of changes in interest rates and overall economic conditions on the ability of borrowers to meet repayment obligations when quantifying the Company's exposure to credit losses and the allowance for such losses as of each reporting date. Factors also considered by management when performing its assessment, in addition to general economic conditions and the other factors described above, included, but were not limited to: (i) the impact of

residential real estate values on the Company's portfolio of loans to residential real estate builders and developers and other loans secured by residential real estate; (ii) the concentrations of commercial real estate loans in the Company's loan portfolio; (iii) the amount of commercial and industrial loans to businesses in areas of New York State outside of the New York City metropolitan area and in central Pennsylvania that have historically experienced less economic growth and vitality than the vast majority of other regions of the country; (iv) the expected repayment performance associated with the Company's first and second lien loans secured by residential real estate, including loans obtained in the acquisition of Hudson City that were not classified as purchased impaired; and (v) the size of the Company's portfolio of loans to individual consumers, which historically have experienced higher net charge-offs as a percentage of loans outstanding than other loan types. The level of the allowance is adjusted based on the results of management's analysis.

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Management cautiously and conservatively evaluated the allowance for credit losses as of September 30, 2016 in light of: (i) residential real estate values and the level of delinquencies of loans secured by residential real estate; (ii) economic conditions in the markets served by the Company; (iii) slower growth in private sector employment in upstate New York and central Pennsylvania than in other regions served by the Company and nationally; (iv) the significant subjectivity involved in commercial real estate valuations; and (v) the amount of loan growth experienced by the Company. While there has been general improvement in economic conditions, concerns continue to exist about the strength and sustainability of such improvements; the troubled state of global commodity and export markets, including the impact international economic conditions could have on the U.S. economy; Federal Reserve positioning of monetary policy; and continued stagnant population growth in the upstate New York and central Pennsylvania regions (approximately 55% of the Company's loans are to customers in New York State and Pennsylvania).

The Company utilizes a loan grading system that is applied to all commercial loans and commercial real estate loans. Loan grades are utilized to differentiate risk within the portfolio and consider the expectations of default for each loan. Commercial loans and commercial real estate loans with a lower expectation of default are assigned one of ten possible "pass" loan grades and are generally ascribed lower loss factors when determining the allowance for credit losses. Loans with an elevated level of credit risk are classified as "criticized" and are ascribed a higher loss factor when determining the allowance for credit losses. Criticized loans may be classified as "nonaccrual" if the Company no longer expects to collect all amounts according to the contractual terms of the loan agreement or the loan is delinquent 90 days or more. Criticized commercial loans and commercial real estate loans were \$2.5 billion at September 30, 2016, compared with \$2.3 billion at September 30, 2015, \$2.1 billion at December 31, 2015 and \$2.4 billion at June 30, 2016. Increases in criticized loan balances since December 31, 2015 included approximately \$265 million categorized as commercial real estate loans and \$112 million as commercial loans. Approximately 97% of loan balances added to the criticized category during the first nine months of 2016 were less than 90 days past due and 95% had a current payment status.

Loan officers with the support of loan review personnel in different geographic locations are responsible to continuously review and reassign loan grades to pass and criticized loans based on their detailed knowledge of individual borrowers and their judgment of the impact on such borrowers resulting from changing conditions in their respective geographic regions. At least annually, updated financial information is obtained from commercial borrowers associated with pass grade loans and additional analysis is performed. On a quarterly basis, the Company's centralized loan review department reviews all criticized commercial loans and commercial real estate loans greater than \$1 million to determine the appropriateness of the assigned loan grade, including whether the loan should be reported as accruing or nonaccruing. For criticized nonaccrual loans, additional meetings are held with loan officers and their managers, workout specialists and senior management to discuss each of the relationships. In analyzing criticized loans, borrower-specific information is reviewed, including operating results, future cash flows, recent developments and the borrower's outlook, and other pertinent data. The timing and extent of potential losses, considering collateral valuation and other factors, and the Company's potential courses of action are reviewed. To the extent that these loans are collateral-dependent, they are evaluated based on the fair value of the loan's collateral as estimated at or near the financial statement date. As the quality of a loan deteriorates to the point of classifying the loan as "criticized," the process of obtaining updated collateral valuation information is usually initiated, unless it is not considered warranted given factors such as the relative size of the loan, the characteristics of the collateral or the age of the last valuation. In those cases where current appraisals may not yet be available, prior appraisals are utilized with adjustments, as deemed necessary, for estimates of subsequent declines in value as determined by line of business and/or loan workout personnel in the respective geographic regions. Those adjustments are reviewed and assessed for reasonableness by the Company's loan review department. Accordingly, for real estate collateral securing larger commercial loans and commercial real estate loans, estimated collateral values are based on current appraisals and estimates of value. For non-real estate loans, collateral is assigned a discounted estimated liquidation value and, depending on the nature of the collateral, is verified through field exams or other procedures. In assessing collateral, real estate and non-real estate values are reduced by an estimate of selling costs. With regard to residential real estate

loans, the Company's loss identification and estimation techniques make reference to loan performance and house price data in specific areas of the country where collateral securing the Company's residential real estate loans is located. For residential real estate-related loans, including home equity loans and lines of credit, the excess of the loan balance over the net realizable value of the property collateralizing the loan is charged-off when the loan becomes 150 days delinquent. That charge-off is based on recent indications of value from external parties that are generally obtained shortly after a loan becomes nonaccrual. Loans to consumers that file for bankruptcy are generally charged-off to estimated net collateral value shortly after the Company is notified of such filings. At September 30, 2016, approximately 54% of the Company's home equity portfolio consisted of first lien loans and lines of credit. Of the remaining junior lien loans in the portfolio, approximately 71% (or approximately 32% of the aggregate home equity portfolio) consisted of junior lien loans that were behind a first lien mortgage loan that was not owned or serviced by the Company. To the extent known by the Company, if a senior lien loan would be on nonaccrual status because of payment delinquency, even if such senior lien loan was not owned by the Company, the junior lien loan or line that is owned by the Company is placed on nonaccrual status. At September 30, 2016, the balance of junior lien loans and lines that were in nonaccrual status solely as a result of first lien loan performance was \$14 million, compared with \$22 million at each of September 30, 2015 and December 31, 2015 and \$16 million at June 30, 2016. In monitoring the credit quality of its home equity portfolio for purposes of determining the allowance for credit losses, the Company reviews delinquency and nonaccrual information and considers recent charge-off experience. When evaluating individual home equity loans and lines of credit for charge off, if the Company does not know the amount of the remaining first lien



mortgage loan (typically because the Company does not own or service the first lien loan), the Company assumes that the first lien mortgage loan has had no principal amortization since the origination of the junior lien loan. Similarly, data used in estimating incurred losses for purposes of determining the allowance for credit losses also assumes no reductions in outstanding principal of first lien loans since the origination of the junior lien loan. Home equity line of credit terms vary but such lines are generally originated with an open draw period of ten years followed by an amortization period of up to twenty years. At September 30, 2016, approximately 85% of all outstanding balances of home equity lines of credit related to lines that were still in the draw period, the weighted-average remaining draw periods were approximately five years, and approximately 10% were making contractually allowed payments that do not include any repayment of principal.

Factors that influence the Company's credit loss experience include overall economic conditions affecting businesses and consumers, generally, but also residential and commercial real estate valuations, in particular, given the size of the Company's real estate loan portfolios. Commercial real estate valuations can be highly subjective, as they are based upon many assumptions. Such valuations can be significantly affected over relatively short periods of time by changes in business climate, economic conditions, interest rates and, in many cases, the results of operations of businesses and other occupants of the real property. Similarly, residential real estate valuations can be impacted by housing trends, the availability of financing at reasonable interest rates, and general economic conditions affecting consumers.

In determining the allowance for credit losses, the Company estimates losses attributable to specific troubled credits identified through both normal and detailed or intensified credit review processes and also estimates losses inherent in other loans and leases. In quantifying incurred losses, the Company considers the factors and uses the techniques described herein and in note 4 of Notes to Financial Statements. For purposes of determining the level of the allowance for credit losses, the Company segments its loan and lease portfolio by loan type. The amount of specific loss components in the Company's loan and lease portfolios is determined through a loan-by-loan analysis of commercial loans and commercial real estate loans in nonaccrual status. Measurement of the specific loss components is typically based on expected future cash flows, collateral values or other factors that may impact the borrower's ability to pay. Losses associated with residential real estate loans and consumer loans are generally determined by reference to recent charge-off history and are evaluated (and adjusted if deemed appropriate) through consideration of other factors including near-term forecasted loss estimates developed by the Company's credit department. These forecasts give consideration to overall borrower repayment performance and current geographic region changes in collateral values using third party published historical price indices or automated valuation methodologies. With regard to collateral values, the realizability of such values by the Company contemplates repayment of any first lien position prior to recovering amounts on a junior lien position. Approximately 46% of the Company's home equity portfolio consists of junior lien loans and lines of credit. Except for consumer loans and residential real estate loans that are considered smaller balance homogeneous loans and are evaluated collectively and loans obtained at a discount in acquisition transactions, the Company considers a loan to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts according to the contractual terms of the loan agreement or the loan is delinquent 90 days or more and has been placed in nonaccrual status. Those impaired loans are evaluated for specific loss components. Modified loans, including smaller balance homogenous loans, that are considered to be troubled debt restructurings are evaluated for impairment giving consideration to the impact of the modified loan terms on the present value of the loan's expected cash flows. Loans less than 90 days delinquent are deemed to have a minimal delay in payment and are generally not considered to be impaired. Loans acquired in connection with acquisition transactions subsequent to 2008 were recorded at fair value with no carry-over of any previously recorded allowance for credit losses. Determining the fair value of the acquired loans required estimating cash flows expected to be collected on the loans and discounting those cash flows at then-current interest rates. For loans acquired at a discount, the impact of estimated future credit losses represents the predominant difference between contractually required payments and the cash flows expected to be collected. Subsequent decreases to those expected cash flows require the Company to evaluate the need for an additional allowance for credit losses and could

lead to charge-offs of acquired loan balances. Additional information regarding the Company's process for determining the allowance for credit losses is included in note 4 of Notes to Financial Statements.

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Management believes that the allowance for credit losses at September 30, 2016 appropriately reflected credit losses inherent in the portfolio as of that date. The allowance for credit losses was \$976 million, or 1.09% of total loans and leases at September 30, 2016, compared with \$934 million or 1.36% at September 30, 2015, \$956 million or 1.09% at December 31, 2015 and \$970 million or 1.10% at June 30, 2016. The ratio of the allowance to total loans and leases at each respective date reflects the impact of loans obtained in acquisition transactions subsequent to 2008 that have been recorded at estimated fair value. As noted earlier, GAAP prohibits any carry-over of an allowance for credit losses for acquired loans recorded at fair value. However, for loans acquired at a premium, GAAP provides that an allowance for credit losses be recognized for incurred losses inherent in the portfolio. The declines in the ratio of the allowance to total loans and leases at September 30, 2016, December 31, 2015 and June 30, 2016 as compared with September 30, 2015 reflects the impact of loans (predominantly residential real estate loans) obtained in the acquisition of Hudson City. The level of the allowance reflects management's evaluation of the loan and lease portfolio using the methodology and considering the factors as described herein. Should the various credit factors considered by management in establishing the allowance for credit losses change and should management's assessment of losses inherent in the loan portfolio also change, the level of the allowance as a percentage of loans could increase or decrease in future periods. The ratio of the allowance for credit losses to nonaccrual loans was 117% at September 30, 2016, compared with 119% at September 30, 2015, 120% at December 31, 2015 and 114% at June 30, 2016. Given the Company's general position as a secured lender and its practice of charging off loan balances when collection is deemed doubtful, that ratio and changes in that ratio are generally not an indicative measure of the adequacy of the Company's allowance for credit losses, nor does management rely upon that ratio in assessing the adequacy of the allowance. The level of the allowance reflects management's evaluation of the loan and lease portfolio as of each respective date.

#### Other Income

Other income aggregated \$491 million in the third quarter of 2016, compared with \$440 million in the year-earlier quarter and \$448 million in the second quarter of 2016. The rise in other income during the recent quarter as compared with the third quarter of 2015 resulted largely from higher mortgage banking revenues, trust income and gains on bank investment securities, partially offset by lower gains on the sale of previously leased equipment. The improvement from the second quarter of 2016 resulted from higher mortgage banking revenues, service charges on deposit accounts and gains on investment securities.

Mortgage banking revenues were \$104 million in the recently completed quarter, compared with \$84 million in the third quarter of 2015 and \$89 million in the second quarter of 2016. Mortgage banking revenues are comprised of both residential and commercial mortgage banking activities. The Company's involvement in commercial mortgage banking activities includes the origination, sales and servicing of loans under the multi-family loan programs of Fannie Mae, Freddie Mac and the U.S. Department of Housing and Urban Development.

Residential mortgage banking revenues, consisting of realized gains from sales of residential real estate loans and loan servicing rights, unrealized gains and losses on residential real estate loans held for sale and related commitments, residential real estate loan servicing fees, and other residential real estate loan-related fees and income, were \$67 million in each of the third quarters of 2016 and 2015 and \$65 million in the second quarter of 2016. The higher level of residential mortgage banking revenues in the recent quarter as compared with the immediately preceding quarter reflects an increase in revenues associated with loan origination activities.

New commitments to originate residential real estate loans to be sold were approximately \$836 million in the recent quarter, compared with \$870 million and \$858 million in the third quarter of 2015 and the second quarter of 2016, respectively. Realized gains from sales of residential real estate loans and loan servicing rights and recognized net unrealized gains and losses attributable to residential real estate loans held for sale, commitments to originate loans for sale and commitments to sell loans totaled to gains of \$21 million in the recently completed quarter, compared with

gains of \$18 million and \$19 million in the third quarter of 2015 and the second quarter of 2016, respectively.

The Company is contractually obligated to repurchase previously sold loans that do not ultimately meet investor sale criteria related to underwriting procedures or loan documentation. When required to do so, the Company may reimburse purchasers for losses incurred or may repurchase certain loans. The Company reduces residential mortgage banking revenues for losses related to its obligations to loan purchasers. The amount of those charges varies based on the volume of loans sold, the level of reimbursement requests received from loan purchasers and estimates of losses that may be associated with previously sold loans. Residential mortgage banking revenues during each of the three-month periods ended September 30, 2016, September 30, 2015 and June 30, 2016 were reduced by approximately \$1 million related to actual or anticipated settlement of repurchase obligations.

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Loans held for sale that were secured by residential real estate totaled \$415 million at September 30, 2016, \$422 million at September 30, 2015 and \$353 million at December 31, 2015. Commitments to sell residential real estate loans and commitments to originate residential real estate loans for sale at pre-determined rates were \$845 million and \$636 million, respectively, at September 30, 2016, \$817 million and \$587 million, respectively, at September 30, 2015 and \$687 million and \$489 million, respectively, at December 31, 2015. Net recognized unrealized gains on residential real estate loans held for sale, commitments to sell loans, and commitments to originate loans for sale were \$22 million at September 30, 2016, \$18 million at September 30, 2015 and \$16 million at December 31, 2015. Changes in such net unrealized gains are recorded in mortgage banking revenues and resulted in net increases in revenues of \$3 million in each of the recent quarter and the second quarter of 2016, compared with a net decrease in revenues of less than \$1 million in the third quarter of 2015.

Revenues from servicing residential real estate loans for others were \$46 million in each of the recent quarter and the second quarter of 2016, compared with \$49 million in the third quarter of 2015. Revenues earned for sub-servicing loans included in those amounts were \$25 million for each of the three-month periods ended September 30, 2016 and June 30, 2016, compared with \$26 million for the three-month period ended September 30, 2015. Residential real estate loans serviced for others totaled \$55.0 billion at September 30, 2016, \$64.3 billion at September 30, 2015, \$61.7 billion at December 31, 2015 and \$57.8 billion at June 30, 2016. Reflected in residential real estate loans serviced for others were loans sub-serviced for others of \$32.1 billion at September 30, 2016, \$40.2 billion at September 30, 2015, \$37.8 billion at December 31, 2015 and \$34.6 billion at June 30, 2016. The contractual servicing rights associated with loans sub-serviced by the Company were predominantly held by affiliates of Bayview Lending Group LLC (“BLG”).

Capitalized servicing rights consist largely of servicing associated with loans sold by the Company. Capitalized residential mortgage loan servicing assets totaled \$117 million at each of September 30, 2016, September 30, 2015 and June 30, 2016, and \$118 million at December 31, 2015.

Commercial mortgage banking revenues were \$37 million in the third quarter of 2016, compared with \$18 million in the year-earlier period and \$24 million in the second quarter of 2016. Included in such amounts were revenues from loan origination and sales activities of \$25 million in the recent quarter, compared with \$8 million in the third quarter of 2015 and \$14 million in the second quarter of 2016. The rise in such revenues in the recent quarter was due to higher origination volumes. Commercial real estate loans originated for sale to other investors totaled \$721 million in the recent quarter, compared with \$190 million and \$567 million in the third quarter of 2015 and the second quarter of 2016, respectively. Loan servicing revenues were \$11 million in the recent quarter, compared with \$10 million in each of the second quarter of 2016 and the third quarter of 2015. Capitalized commercial mortgage servicing assets totaled \$92 million and \$81 million at September 30, 2016 and September 30, 2015, respectively, and \$84 million at December 31, 2015. Commercial real estate loans serviced for other investors totaled \$11.3 billion at September 30, 2016, \$11.6 billion at September 30, 2015 and \$11.0 billion at December 31, 2015 and included \$2.7 billion at September 30, 2016 and \$2.5 billion at each of September 30, 2015 and December 31, 2015 of loan balances for which investors had recourse to the Company if such balances are ultimately uncollectible. Commitments to sell commercial real estate loans and commitments to originate commercial real estate loans for sale were \$694 million and \$403 million, respectively, at September 30, 2016, \$161 million and \$89 million, respectively, at September 30, 2015 and \$96 million and \$58 million, respectively, at December 31, 2015. Commercial real estate loans held for sale at September 30, 2016, September 30, 2015 and December 31, 2015 were \$290 million, \$71 million and \$39 million, respectively.

Service charges on deposit accounts totaled \$108 million in the third quarter of 2016, compared with \$107 million in the year-earlier quarter and \$104 million in the second quarter of 2016. The higher level of fees in each of the third quarters of 2016 and 2015 as compared with the second quarter of 2016 was largely due to higher consumer deposit service fees.



Trust income includes fees related to two significant businesses. The Institutional Client Services (“ICS”) business 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. The Wealth Advisory Services (“WAS”) business helps high net worth clients grow their wealth, protect it, and transfer it to their heirs. A comprehensive array of wealth management services are offered, including asset management, fiduciary services and family office services. Trust income totaled \$119 million in the recent quarter, compared with \$114 million in the year-earlier quarter and \$120 million in the second quarter of 2016. Revenues associated with the ICS business were approximately \$58 million during each of the quarters ended September 30, 2016 and June 30, 2016 and \$53 million during the quarter ended September 30, 2015. The higher ICS revenue in the two most recent quarters as compared with the third quarter of 2015 reflects stronger sales activities and higher fees earned from money-market funds. Revenues attributable to WAS were approximately \$52 million, \$53 million and \$55 million for the three-month periods ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively. The second quarter of 2016 included \$3 million of annual tax preparation fees. Total trust assets, which include assets under management and assets under administration, aggregated \$208.4 billion at September 30, 2016, compared with \$200.0 billion at September 30, 2015 and \$199.2 billion at December 31, 2015. Trust assets under management were \$70.8 billion, \$65.7 billion and \$66.7 billion at September 30, 2016, September 30, 2015 and December 31, 2015, respectively. Additional trust income from investment management activities totaled \$8 million in each of the third quarters of 2016 and 2015 and \$7 million in 2016’s second quarter. That income largely relates to fees earned from retail customer investment accounts and from an affiliated investment manager. Assets managed by that affiliated manager were \$7.0 billion at September 30, 2016, \$7.8 billion at September 30, 2015 and \$7.1 billion at December 31, 2015. The Company’s trust income from that affiliate was not material during any of the noted quarters. The Company’s proprietary mutual funds had assets of \$11.5 billion, \$11.7 billion and \$12.2 billion at September 30, 2016, September 30, 2015 and December 31, 2015, respectively.

Brokerage services income, which includes revenues from the sale of mutual funds and annuities and securities brokerage fees, totaled \$16 million in each of the two most recent quarters, compared with \$17 million in the third quarter of 2015. Gains from trading account and foreign exchange activity were \$13 million during each of the quarters ended September 30, 2016 and June 30, 2016 and \$8 million in the third quarter of 2015. The higher level of such gains in the third quarter of 2016 as compared with the year-earlier quarter resulted largely from favorable foreign exchange rates and higher activity related to interest rate swap transactions executed on behalf of commercial customers. Information about the notional amount of interest rate, foreign exchange and other contracts entered into by the Company for trading account purposes is included in note 10 of Notes to Financial Statements and herein under the heading “Taxable-equivalent Net Interest Income.”

The Company realized gains from sales of investment securities of \$28 million during the recent quarter. During the third quarter of 2016, the Company sold substantially all of its collateralized debt obligations that had been held in the available-for-sale investment securities portfolio and that had been obtained through the acquisition of other banks. In total, securities with an amortized cost of \$28 million were sold. Divestiture of the majority of those securities would have been required prior to July 21, 2017 in accordance with the provisions of the Volcker Rule. There were no significant gains or losses on investment securities in the third quarter of 2015 or in the second quarter of 2016.

Other revenues from operations totaled \$104 million in the recent quarter, compared with \$109 million in the third quarter of 2015 and \$105 million in the second quarter of 2016. The decline in other revenues from operations in the recent quarter as compared with the year-earlier quarter was primarily due to \$14 million of gains on the sale of previously leased equipment realized in the third quarter of 2015. Similar gains in the recent quarter were less than \$1

million. Included in other revenues from operations were the following significant components. Letter of credit and other credit-related fees totaled \$31 million in the recent quarter, compared with \$29 million in the third quarter of 2015 and \$30 million in the second quarter of 2016. Tax-exempt income from bank owned life insurance, which includes increases in the cash surrender value of life insurance policies and benefits received, aggregated \$12 million in each of the third quarters of 2016 and 2015 and \$13 million in the second quarter of 2016. Revenues from merchant discount and credit card fees were \$28 million in the recent quarter, compared with \$27 million in each of the third quarter of 2015 and second quarter of 2016. Insurance-related sales commissions and other revenues totaled \$11 million in the third quarter of 2016, compared with \$9 million in each of the third quarter of 2015 and the second quarter of 2016. M&T's share of the operating losses of BLG recognized using the equity method of accounting was \$2 million and \$4 million in the third quarters of 2016 and 2015, respectively, and \$3 million in the second quarter of 2016. Information about the Company's relationship with BLG and its affiliates is included in note 15 of Notes to Financial Statements.

Other income totaled \$1.36 billion in the first nine months of 2016, compared with \$1.38 billion in the similar 2015 period. Reflected in other income in the 2016 period were gains on investment securities of \$28 million and in the 2015 period other income included the \$45 million gain from the April 2015 sale of the trade processing business in the retirement services division. In addition to the impact of those two factors, higher trading and foreign exchange gains in 2016 were offset by a decline in mortgage banking revenues.

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Mortgage banking revenues were \$275 million for the nine-month period ended September 30, 2016, down 5% from \$288 million in the year-earlier period. Residential mortgage banking revenues declined 13% to \$192 million during the first nine months of 2016 from \$220 million in the corresponding 2015 period. New commitments to originate residential real estate loans to be sold were \$2.4 billion and \$2.8 billion during the first nine months of 2016 and 2015, respectively. Realized gains from sales of residential real estate loans and loan servicing rights and recognized unrealized gains and losses on residential real estate loans held for sale, commitments to originate loans for sale and commitments to sell loans totaled to gains of \$54 million and \$60 million during the nine-month periods ended September 30, 2016 and 2015, respectively. Revenues from servicing residential mortgage loans for others were \$137 million and \$160 million for the first nine months of 2016 and 2015, respectively. That decline was attributable to lower sub-servicing revenues that totaled \$73 million and \$91 million in the 2016 and 2015 periods, respectively. The decline in revenues resulted from lower balances of loans serviced for others. Commercial mortgage banking revenues totaled \$83 million and \$68 million during the nine-month periods ended September 30, 2016 and 2015, respectively. That increase predominantly reflects higher revenues from loan origination and sales activities. Commercial real estate loans originated for sale to other investors were \$1.6 billion in the first nine months of 2016, compared with \$1.5 billion in the comparable 2015 period.

Service charges on deposit accounts totaled \$314 million and \$315 million during the first nine months of 2016 and 2015, respectively. Trust income aggregated \$350 million during the nine-month period ended September 30, 2016, compared with \$356 million a year earlier. That decline was attributable to \$9 million of revenues in the first quarter of 2015 associated with the trade processing business that was sold in April 2015. Brokerage services income totaled \$48 million and \$49 million during the first nine months of 2016 and 2015, respectively. Trading account and foreign exchange activity resulted in gains of \$33 million for the nine-month period ended September 30, 2016 and \$21 million for the similar period in 2015. That increase was largely the result of favorable foreign exchange rates and higher activity related to interest swap transactions executed on behalf of commercial customers. Gains on investment securities aggregated \$28 million in the first nine months of 2016. There were no significant gains or losses on securities in 2015.

Other revenues from operations were \$311 million in the nine-month period ended September 30, 2016, compared with \$348 million in the year-earlier period. That decline reflects the April 2015 gain of \$45 million from the sale of the trade processing business and higher gains in the 2015 period from the sale of previously leased equipment of \$13 million. Also included in other revenues from operations during the nine-month periods ended September 30, 2016 and 2015 were the following significant components. Letter of credit and other credit-related fees totaled \$89 million in 2016 and \$92 million in 2015. Income from bank owned life insurance was \$41 million and \$38 million in 2016 and 2015, respectively. Merchant discount and credit card fees aggregated \$81 million in 2016 and \$77 million in 2015. Insurance-related sales commissions and other revenues were \$32 million and \$29 million in the first nine months of 2016 and 2015, respectively. M&T's share of the operating losses of BLG was \$8 million and \$11 million in the 2016 and 2015 periods, respectively. In addition, corporate advisory fees for assisting customers were \$9 million in 2016, up from \$3 million in 2015.

#### Other Expense

Other expense totaled \$752 million in the third quarter of 2016, up from \$654 million in the year-earlier period and \$750 million in 2016's second quarter. Included in those amounts are expenses considered by management to be "nonoperating" in nature consisting of (i) amortization of core deposit and other intangible assets of \$10 million and \$4 million in the third quarters of 2016 and 2015, respectively, and \$11 million in the second quarter of 2016 and (ii) merger-related expenses of \$13 million in the second quarter of 2016. There were no merger-related expenses during the third quarters of 2016 or 2015. Exclusive of those nonoperating expenses, noninterest operating expenses were \$743 million in the most recent quarter, compared with \$650 million in the year-earlier quarter and \$726 million in the second quarter of 2016. The most significant factors for the increased level of operating expenses in the recent quarter

as compared with the third quarter of 2015 were the impact of the operations obtained in the Hudson City acquisition, higher costs for professional services and advertising, and increased Federal Deposit Insurance Corporation (“FDIC”) assessments. The higher level of noninterest operating expenses in the recent quarter as compared with the second quarter of 2016 was largely due to higher advertising and promotion expenses and increased FDIC assessments.

Other expense for the first nine months of 2016 aggregated \$2.28 billion, up \$242 million or 12% from \$2.04 billion in the year-earlier period. Included in those amounts are expenses considered to be “nonoperating” in nature consisting of amortization of core deposit and other intangible assets of \$34 million in 2016 and \$17 million in 2015 and merger-related expenses of \$36 million in the first nine months of 2016. There were no merger-related expenses in the first nine months of 2015. Exclusive of those nonoperating expenses, noninterest operating expenses through the first nine months of 2016 increased \$189 million or 9% from the corresponding 2015 period. That increase was predominantly attributable to costs associated with acquired operations of Hudson City and higher professional services costs and FDIC assessments. Table 2 provides a reconciliation of other expense to noninterest operating expense.

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Salaries and employee benefits expense totaled \$400 million in the recent quarter, compared with \$364 million in the third quarter of 2015 and \$399 million in the second quarter of 2016. For the first three quarters of 2016, salaries and employee benefits expense totaled \$1.22 billion, up 10% from \$1.12 billion in the year-earlier period. As compared with the comparable 2015 periods, the increases during the three months and nine months ended September 30, 2016 were predominantly the result of additional employees associated with the Company's expanded operations and annual merit increases for employees. Stock-based compensation totaled \$10 million and \$11 million during the quarters ended September 30, 2016 and September 30, 2015, respectively, \$17 million during the quarter ended June 30, 2016 and \$55 million for each of the nine-month periods ended September 30, 2016 and 2015. The number of full-time equivalent employees was 16,709 at September 30, 2016, 15,456 at September 30, 2015, 16,979 at December 31, 2015 and 16,814 at June 30, 2016.

Excluding the nonoperating expense items described earlier from each period, nonpersonnel operating expenses were \$343 million in the third quarter of 2016, \$286 million in the year-earlier quarter and \$327 million in the second quarter of 2016. On the same basis, those expenses were \$984 million and \$905 million during the first nine months of 2016 and 2015, respectively. The expenses in the 2016 periods as compared with the similar 2015 periods reflected higher equipment and net occupancy expenses and increased FDIC assessments, each due largely to the impact of the acquisition of Hudson City, and higher costs for professional services, including legal expenses. Those increased costs in the first nine months of 2016 as compared with the similar 2015 period were partially offset by a \$40 million charitable contribution made in the second quarter of 2015 to The M&T Charitable Foundation. The increase in nonpersonnel operating expenses in the recent quarter as compared with the second quarter of 2016 was largely due to higher costs for advertising and FDIC assessments.

The efficiency ratio measures the relationship of noninterest operating expenses to revenues. The Company's efficiency ratio was 55.9% during the recent quarter, compared with 57.1% and 55.1% in the year-earlier quarter and the second quarter of 2016, respectively. The efficiency ratios for the nine-month periods ended September 30, 2016 and 2015 were 56.0% and 58.9%, respectively. The calculation of the efficiency ratio is presented in table 2.

#### Income Taxes

The provision for income taxes for the third quarter of 2016 was \$200 million, compared with \$154 million and \$194 million in the year-earlier quarter and second quarter of 2016, respectively. The effective tax rates were 36.4%, 35.5% and 36.6% for the quarters ended September 30, 2016, September 30, 2015 and June 30, 2016, respectively. For the nine-month periods ended September 30, 2016 and 2015, the provision for income taxes was \$564 million and \$455 million, respectively, and the effective tax rates were 36.4% and 36.0%, respectively. The effective tax rate is affected by the level of income earned that is exempt from tax relative to the overall level of pre-tax income, the level of income allocated to the various state and local jurisdictions where the Company operates, because tax rates differ among such jurisdictions, and the impact of any large but infrequently occurring items.

The Company's effective tax rate in future periods will be affected by the results of operations allocated to the various tax jurisdictions within which the Company operates, any change in income tax laws or regulations within those jurisdictions, and interpretations of income tax regulations that differ from the Company's interpretations by any of various tax authorities that may examine tax returns filed by M&T or any of its subsidiaries.

#### Capital

Shareholders' equity was \$16.3 billion at September 30, 2016, representing 12.88% of total assets, compared with \$12.9 billion or 13.21% of total assets a year earlier and \$16.2 billion or 13.17% at December 31, 2015.

Included in shareholders' equity was preferred stock with financial statement carrying values of \$1.2 billion at each of September 30, 2016, September 30, 2015 and December 31, 2015. Further information concerning M&T's preferred stock can be found in note 6 of Notes to Financial Statements. On October 28, 2016, M&T issued 50,000 shares of Series F Perpetual Fixed-to-Floating Rate Non-cumulative Preferred Stock, par value \$1.00 per share and liquidation preference of \$10,000 per share. Through November 1, 2026 holders of the Series F preferred stock are entitled to receive, only when, as and if declared by M&T's Board of Directors, non-cumulative cash dividends at an annual rate of 5.125%, payable semi-annually in arrears. Subsequent to November 1, 2026 holders will be entitled to receive quarterly cash dividends at an annual rate of three-month LIBOR plus 352 basis points. The Series F preferred stock may be redeemed at M&T's option, in whole or in part, on any dividend payment date on or after November 1, 2026 or, in whole but not in part, at any time within 90 days following a regulatory capital treatment event whereby the full liquidation value of the shares no longer qualifies as "additional Tier 1 capital."

In addition, M&T expects to redeem the 50,000 shares issued and outstanding of the Series D Fixed Rate Non-cumulative Perpetual Preferred Stock, \$10,000 liquidation preference per share during December 2016, having received the approval of the Federal Reserve to redeem such shares after issuing the Series F preferred stock.

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Common shareholders' equity was \$15.1 billion, or \$97.47 per share, at September 30, 2016, compared with \$11.7 billion, or \$87.67 per share, a year earlier and \$14.9 billion, or \$93.60 per share, at December 31, 2015. In conjunction with the acquisition of Hudson City, M&T issued 25,953,950 common shares, which added \$3.1 billion to common shareholders' equity on November 1, 2015. Tangible equity per common share, which excludes goodwill and core deposit and other intangible assets and applicable deferred tax balances, was \$67.42 at the end of the recent quarter, compared with \$61.22 a year earlier and \$64.28 at December 31, 2015. The Company's ratio of tangible common equity to tangible assets was 8.55% at September 30, 2016, compared with 8.66% a year earlier and 8.69% at December 31, 2015. Reconciliations of total common shareholders' equity and tangible common equity and total assets and tangible assets as of each of those respective dates are presented in table 2.

Shareholders' equity reflects accumulated other comprehensive income or loss, which includes the net after-tax impact of unrealized gains or losses on investment securities classified as available for sale, unrealized losses on held-to-maturity securities for which an other-than-temporary impairment charge has been recognized, gains or losses associated with interest rate swap agreements designated as cash flow hedges, foreign currency translation adjustments and adjustments to reflect the funded status of defined benefit pension and other postretirement plans. Net unrealized gains on investment securities reflected in shareholders' equity, net of applicable tax effect, were \$175 million, or \$1.13 per common share, at September 30, 2016, compared with net unrealized gains of \$128 million, or \$.96 per common share, at September 30, 2015 and \$48 million, or \$.30 per common share, at December 31, 2015. Information about unrealized gains and losses as of September 30, 2016 and December 31, 2015 is included in note 3 of Notes to Financial Statements.

Reflected in net unrealized gains at September 30, 2016 were pre-tax effect unrealized losses of \$19 million on available-for-sale investment securities with an amortized cost of \$362 million and pre-tax effect unrealized gains of \$330 million on securities with an amortized cost of \$11.2 billion. The pre-tax effect unrealized losses reflect \$18 million of losses on trust preferred securities issued by financial institutions having an amortized cost of \$125 million and an estimated fair value of \$107 million (generally considered Level 2 valuations). Further information concerning the Company's valuations of available-for-sale investment securities is provided in note 12 of Notes to Financial Statements.

As of September 30, 2016, based on a review of each of the securities in the investment securities portfolio, the Company concluded that the declines in the values of any securities containing an unrealized loss were temporary and that any other-than-temporary impairment charges were not appropriate. During the third quarter of 2016, the Company sold substantially all of its collateralized debt obligations held in the available-for-sale investment securities portfolio for a pre-tax gain of \$28 million. Those securities had been obtained through the acquisition of other banks. Divestiture of the majority of these securities would have been required prior to July 21, 2017 in accordance with the Volcker Rule. As of September 30, 2016, the Company did not intend to sell nor is it anticipated that it would be required to sell any of its impaired securities, that is, where fair value is less than the cost basis of the security. The Company intends to continue to closely monitor the performance of its securities because changes in their underlying credit performance or other events could cause the cost basis of those securities to become other-than-temporarily impaired. However, because the unrealized losses on available-for-sale investment securities have generally already been reflected in the financial statement values for investment securities and shareholders' equity, any recognition of an other-than-temporary decline in value of those investment securities would not have a material effect on the Company's consolidated financial condition. Any other-than-temporary impairment charge related to held-to-maturity securities would result in reductions in the financial statement values for investment securities and shareholders' equity. Additional information concerning fair value measurements and the Company's approach to the classification of such measurements is included in note 12 of the Notes to Financial Statements.

The Company assesses impairment losses on privately issued mortgage-backed securities in the held-to-maturity portfolio by performing internal modeling to estimate bond-specific cash flows considering recent performance of the

mortgage loan collateral and utilizing assumptions about future defaults and loss severity. These bond-specific cash flows also reflect the placement of the bond in the overall securitization structure and the remaining subordination levels. In total, at September 30, 2016 and December 31, 2015, the Company had in its held-to-maturity portfolio privately issued mortgage-backed securities with an amortized cost basis of \$163 million and \$181 million, respectively, and a fair value of \$126 million and \$142 million, respectively. At September 30, 2016, 84% of the mortgage-backed securities were in the most senior tranche of the securitization structure with 26% being independently rated as investment grade. The mortgage-backed securities are generally collateralized by residential and small-balance commercial real estate loans originated between 2004 and 2008 and had a weighted-average credit enhancement of 16% at September 30, 2016, calculated by dividing the remaining unpaid principal balance of bonds subordinate to the bonds owned by the Company plus any overcollateralization remaining in the securitization structure by the remaining unpaid principal balance of all bonds in the securitization structure. All mortgage-backed securities in the held-to-maturity portfolio had a current payment status as of September 30, 2016. The weighted-average default percentage and loss severity assumptions utilized in the Company's internal modeling were 30% and 81%, respectively. The Company has concluded that as of September 30, 2016, those privately issued mortgage-backed securities were not other-than-temporarily impaired. Nevertheless, it is possible that adverse changes in the future performance of mortgage loan collateral underlying such securities could impact the Company's conclusions.

Adjustments to reflect the funded status of defined benefit pension and other postretirement plans, net of applicable tax effect, reduced accumulated other comprehensive income by \$285 million, or \$1.84 per common share, at September 30, 2016, \$289 million, or \$2.17 per common share, at September 30, 2015 and \$297 million, or \$1.86 per common share, at December 31, 2015.

The Company did not repurchase any shares of its common stock during 2015. However, in accordance with its 2015 Capital Plans, M&T repurchased 948,545 common shares for \$100 million in the first quarter of 2016 and 1,319,487 common shares for \$154 million in the second quarter of 2016. On June 29, 2016, M&T announced that the Federal Reserve did not object to M&T's revised 2016 Capital Plan. That plan includes the repurchase of up to \$1.15 billion of common shares during the four-quarter period starting on July 1, 2016 and an increase in the quarterly common stock dividend in the first quarter of 2017 of up to \$.05 per share to \$.75 per share. M&T may also continue to pay dividends and interest on other equity and debt instruments included in regulatory capital, including preferred stock, trust preferred securities and subordinated debt that were outstanding at December 31, 2015, consistent with the contractual terms of those instruments. Dividends are subject to declaration by M&T's Board of Directors. Furthermore, on July 19, 2016, M&T's Board of Directors authorized a new stock repurchase program to repurchase up to \$1.15 billion of shares of its common stock subject to all applicable regulatory reporting limitations, including those set forth in M&T's 2016 Capital Plan. During the recent quarter, M&T repurchased 3,039,563 shares for \$350 million in accordance with that program. M&T repurchased 5,307,595 shares during the first nine months of 2016 at an aggregate amount of \$604 million.

Cash dividends declared on M&T's common stock totaled \$109 million in the recent quarter, compared with \$94 million and \$111 million in the three-month periods ended September 30, 2015 and June 30, 2016, respectively, and represented a quarterly dividend payment of \$.70 per common share in each of those periods. Common stock dividends during the nine-month periods ended September 30, 2016 and 2015 were \$332 million and \$281 million, respectively. Cash dividends declared on preferred stock aggregated \$20 million in each of the third quarters of 2016 and 2015 and the second quarter of 2016.

M&T and its subsidiary banks are required to comply with applicable capital adequacy regulations established by the federal banking agencies. Pursuant to those regulations, the minimum capital ratios are as follows:

- 4.5% Common Equity Tier 1 ("CET1") to risk-weighted assets (each as defined in the capital regulations);

6.0% Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets (each as defined in the capital regulations);

8.0% Total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets (each as defined in the capital regulations); and

4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the “leverage ratio”), as defined in the regulation.

In addition, capital regulations provide for the phase-in of a “capital conservation buffer” composed entirely of CET1 on top of these minimum risk-weighted asset ratios. When fully phased-in on January 1, 2019 the capital conservation buffer will be 2.5%. For 2016, the phase-in transition portion of that buffer is .625%.

The regulatory capital ratios of the Company, M&T Bank and Wilmington Trust, N.A. as of September 30, 2016 are presented in the accompanying table.

REGULATORY CAPITAL RATIOS

September 30, 2016

|                      | M&T<br>(Consolidated) | M&T<br>Bank | Wilmington<br>Trust, N.A. |
|----------------------|-----------------------|-------------|---------------------------|
| Common equity Tier 1 | 10.78%                | 10.77%      | 48.82%                    |
| Tier 1 capital       | 12.04%                | 10.77%      | 48.82%                    |
| Total capital        | 14.47%                | 12.76%      | 49.25%                    |
| Tier 1 leverage      | 9.81%                 | 8.79%       | 15.59%                    |

The Company is also subject to the comprehensive regulatory framework applicable to bank and financial holding companies and their subsidiaries, which includes regular examinations by a number of federal regulators. Regulation of financial institutions such as M&T and its subsidiaries is intended primarily for the protection of depositors, the Deposit Insurance Fund of the FDIC and the banking and financial system as a whole, and generally is not intended for the protection of shareholders, investors or creditors other than insured depositors. Changes in laws, regulations and regulatory policies applicable to the Company’s operations can increase or



decrease the cost of doing business, limit or expand permissible activities or affect the competitive environment in which the Company operates, all of which could have a material effect on the business, financial condition or results of operations of the Company and in M&T's ability to pay dividends. For additional information concerning this comprehensive regulatory framework, refer to Part I, Item 1 of M&T's Form 10-K for the year ended December 31, 2015 and Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of that Form 10-K under the heading "Regulatory Oversight."

On June 17, 2013, M&T and M&T Bank entered into a written agreement with the Federal Reserve Bank of New York. Under the terms of the agreement, M&T and M&T Bank were required to submit to the Federal Reserve Bank of New York a revised compliance risk management program designed to ensure compliance with the Bank Secrecy Act and anti-money-laundering laws and regulations ("BSA/AML") and to take certain other steps to enhance their compliance practices. M&T and M&T Bank have since made substantial progress in implementing a BSA/AML program with significantly expanded scale and scope, as recognized by the Board of Governors of the Federal Reserve System in its Order approving M&T and M&T Bank's applications to acquire Hudson City and Hudson City Savings Bank. M&T and M&T Bank are continuing to work towards the resolution of all outstanding issues in the written agreement.

#### Segment Information

As required by GAAP, the Company's reportable segments have been determined based upon its internal profitability reporting system, which is organized by strategic business unit. Financial information about the Company's segments is presented in note 14 of Notes to Financial Statements.

The Business Banking segment recorded net income of \$21 million in the third quarter of 2016, compared with \$24 million in the third quarter of 2015 and \$23 million in the second quarter of 2016. As compared with the year-earlier quarter, higher branch network allocated costs largely associated with the acquired Hudson City operations in 2016's third quarter were partially offset by a \$4 million increase in net interest income. The higher net interest income resulted largely from an increase in average outstanding deposit balances of \$687 million and a widening of the net interest margin on deposits of 8 basis points. The recent quarter decline from 2016's second quarter primarily reflected a \$3 million increase in the provision for credit losses, due to higher net charge-offs, and a modest increase in other operating expenses, offset, in part, by a \$2 million rise in net interest income. Net income for the Business Banking segment totaled \$70 million during the first nine months of 2016, compared with \$74 million in the year-earlier period. That 6% year-over-year decline was attributable to higher centrally-allocated costs largely associated with the acquired Hudson City operations and an increase in FDIC assessments of \$2 million, offset, in part, by an \$11 million increase in net interest income and a \$4 million decline in the provision for credit losses, predominantly due to lower net charge-offs. The improvement in net interest income reflected an increase in average outstanding deposit balances of \$1.1 billion.

Net income earned by the Commercial Banking segment totaled \$103 million during the quarter ended September 30, 2016, compared with \$108 million in the year-earlier quarter and \$105 million in the second quarter of 2016. As compared with the third quarter of 2015, unfavorable factors in the recent quarter included lower gains on sales of previously leased equipment of \$13 million and higher FDIC assessments and personnel costs of \$3 million each, partially offset by a \$5 million increase in net interest income, a \$3 million decline in the provision for credit losses and a \$3 million increase in credit-related fees. The higher net interest income resulted from higher average outstanding loan and deposit balances of \$1.6 billion and \$969 million, respectively, and a widening of the net interest margin on deposits of 9 basis points, offset, in part, by a narrowing of the net interest margin on loans of 16 basis points. The decline in net income in the recent quarter as compared with the second quarter of 2016 was largely due to a \$9 million increase in the provision for credit losses, due to a \$12 million recent quarter charge-off of loans to a commercial maintenance services provider, and lower corporate advisory fees of \$4 million, partially offset by

increases in net interest income and credit-related fees and lower operating expenses. Year-to-date net income for the Commercial Banking segment totaled \$310 million in 2016, compared with \$313 million in 2015. Lower gains on sales of previously leased equipment of \$15 million, an increase in FDIC assessments of \$10 million and higher allocated operating expenses associated with data processing, risk management and other support services provided to the Commercial Banking segment were largely offset by a \$20 million rise in net interest income, an \$11 million decline in the provision for credit losses and a \$5 million increase in corporate advisory fees. The improvement in net interest income reflected higher average outstanding balances of loans and deposits of \$1.3 billion and \$663 million, respectively, and a widening of the net interest margin on deposits of 10 basis points, partially offset by a narrowing of the net interest margin on loans of 11 basis points.

The Commercial Real Estate segment contributed net income of \$90 million in the third quarter of 2016, compared with \$85 million in the year-earlier period and \$84 million in the second quarter of 2016. The 6% improvement in the recent quarter as compared with the third quarter of 2015 reflects higher mortgage banking revenues of \$18 million, resulting from increased loan origination activities, and a \$7 million rise in net interest income, offset, in part, by increases in each of FDIC assessments and personnel costs of \$4 million and other operating expenses. The higher net interest income reflected an increase in average

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outstanding loan balances of \$2.6 billion and a widening of the net interest margin on deposits of 17 basis points, partially offset by a narrowing of the net interest margin on loans of 28 basis points. Contributing to the 7% improvement in the recent quarter's net income as compared with the immediately preceding quarter was an increase in mortgage banking revenues of \$12 million, the result of stronger loan origination activities, and a \$4 million rise in net interest income, partially offset by a \$3 million rise in personnel-related expenses. The higher net interest income resulted largely from an increase in average outstanding balances of loans of \$1.1 billion, offset, in part, by a narrowing of the net interest margin on loans of 9 basis points. Net income for the Commercial Real Estate segment was \$255 million during the nine-month period ended September 30, 2016, up from \$251 million in the corresponding 2015 period. That improvement resulted from a rise in net interest income of \$17 million and higher mortgage banking revenues of \$15 million. Those favorable factors were offset by increased FDIC assessments of \$10 million, a \$6 million rise in personnel-related expenses, a \$4 million increase in the provision for credit losses and higher allocated operating expenses associated with data processing, risk management and other support services. The increase in net interest income resulted from higher average outstanding loan balances of \$1.9 billion and a widening of the net interest margin on deposits of 15 basis points offset, in part, by a narrowing of the net interest margin on loans of 22 basis points.

Net income recorded by the Discretionary Portfolio segment aggregated \$51 million during the three-month period ended September 30, 2016, compared with \$5 million recorded in the year-earlier period and \$46 million earned in the second quarter of 2016. Reflected in the results for the third quarter of 2016 were net after-tax investment securities gains of \$17 million (\$28 million pre-tax). Largely in response to the provisions of the Dodd-Frank Act commonly referred to as the Volcker Rule, the Company sold substantially all of its collateralized debt obligations in the quarter. In addition to the investment securities gains, the improvement in the recent quarter as compared with the third quarter of 2015 was due to the impact of residential real estate loans obtained in the acquisition of Hudson City. Partially offsetting those favorable factors were increases in the provision for credit losses of \$8 million, FDIC assessments of \$4 million and loan and other real estate-related servicing costs. The improvement in net income in the recent quarter as compared with the immediately preceding quarter resulted from the noted gains on investment securities, offset, in part, by a \$10 million decrease in net interest income. The lower net interest income reflected a narrowing of the net interest margin on loans of 9 basis points and lower average outstanding loan balances of \$998 million. Net income for this segment for the first nine months of the year totaled \$152 million in 2016 and \$22 million in 2015. That significant year-over-year increase was predominantly the result of residential real estate loans obtained in the acquisition of Hudson City and the investment securities gains, partially offset by increases of \$16 million and \$13 million in the provision for credit losses and FDIC assessments, respectively, and higher loan and other real-estate servicing costs.

The Residential Mortgage Banking segment contributed net income of \$23 million in the recent quarter, compared with \$21 million in the third quarter of 2015 and \$20 million in the second quarter of 2016. The improvement in 2016's third quarter as compared with the year-earlier period and the second quarter of 2016 was predominantly attributable to higher revenues associated with mortgage origination and sales activities (including intersegment revenues). The Residential Mortgage Banking segment earned \$60 million in the first nine months of 2016, compared with \$75 million in the similar period of 2015. That decline reflected lower revenues from servicing residential real estate loans for unaffiliated parties of \$23 million.

Net income for the Retail Banking segment totaled \$70 million in the third quarter of 2016, compared with \$65 million in the year-earlier quarter and \$71 million in the second quarter of 2016. As compared with the third quarter of 2015, a \$44 million rise in net interest income in the recent quarter, predominantly due to the impact of deposits obtained in the acquisition of Hudson City, was largely offset by a \$13 million increase in personnel-related expenses, reflecting the Hudson City acquisition, a \$7 million increase in the provision for credit losses, higher equipment and net occupancy costs of \$7 million, also reflecting the impact of the Hudson City acquisition, a \$4 million increase in advertising and promotional expenses and increased FDIC assessments of \$3 million. The modest decline in net

income in the recent quarter as compared with the second quarter of 2016 reflected increased equipment and net occupancy costs of \$7 million and a \$2 million rise in each of the provision for credit losses and advertising and promotional expenses. Those unfavorable factors were partially offset by an increase in net interest income of \$5 million and higher service charges on deposit accounts of \$2 million. The Retail Banking segment recorded net income of \$204 million and \$202 million in the first nine months of 2016 and 2015, respectively. An increase in net interest income of \$124 million, predominantly due to the impact of deposits obtained in the acquisition of Hudson City, was largely offset by the following unfavorable factors: a \$42 million increase in personnel costs, predominantly due to the impact of the acquisition of Hudson City; a \$37 million rise in the provision for credit losses, including partial charge-offs recognized on loans for which the Company identified that the customer was either bankrupt or deceased of \$26 million; increases in equipment and net occupancy expenses and advertising and promotional expenses of \$15 million and \$11 million, respectively, reflecting the impact of the acquisition of Hudson City; higher FDIC assessment costs of \$8 million; and higher allocated operating expenses associated with data processing, risk management and other support services provided from centralized service areas.

The “All Other” category reflects other activities of the Company that are not directly attributable to the reported segments. Reflected in this category are the amortization of core deposit and other intangible assets resulting from the acquisitions of financial institutions, including the November 2015 Hudson City transaction, M&T’s share of the operating losses of BLG, merger-related

expenses resulting from acquisitions and the net impact of the Company's allocation methodologies for internal transfers for funding charges and credits associated with the earning assets and interest-bearing liabilities of the Company's reportable segments and the provision for credit losses. The "All Other" category also includes trust income of the Company that includes the ICS and WAS business activities. The various components of the "All Other" category resulted in net losses totaling \$8 million for the quarter ended September 30, 2016, \$28 million in the year-earlier quarter and \$14 million in the second quarter of 2016. As compared with the third quarter of 2015, the favorable impact from the Company's allocation methodologies for internal transfers for funding charges and credits associated with earning assets and interest-bearing liabilities of the Company's reportable segments and the provision for credit losses in the recent quarter was offset, in part, by higher professional services and personnel-related costs. The reduced net loss in the third quarter of 2016 as compared with the immediately preceding quarter reflected merger-related expenses of \$13 million in the second quarter of 2016 (there were no such expenses in the most recent quarter). The "All Other" category had net losses of \$65 million and \$129 million for the nine-month periods ended September 30, 2016 and 2015, respectively. Results for the first nine months of 2015 reflected the \$45 million pre-tax gain related to the sale of the trade processing business within the retirement services division that was mostly offset by \$40 million of tax-deductible cash contributions to The M&T Charitable Foundation. The improved performance in the 2016 period was predominantly due to the favorable impact from the Company's allocation methodologies for internal transfers for funding charges and credits associated with earning assets and interest-bearing liabilities of the Company's reportable segments, partially offset by \$36 million of merger-related expenses in 2016 (there were no such expenses in the 2015 period).

#### Recent Accounting Developments

Effective January 1, 2016, the Company adopted amended accounting guidance relating to the consolidation of variable interest entities that modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities and eliminates the presumption that a general partner should consolidate a limited partnership. The amended guidance also eliminates certain conditions in the assessment of whether fees paid by a legal entity to a decision maker or a service provider represent a variable interest in the legal entity and reduces the extent to which related party arrangements cause an entity to be considered a primary beneficiary. The new guidance eliminates the indefinite deferral of existing consolidation guidance for certain investment funds, but provides a scope exception for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The adoption of this guidance did not have a material effect on the Company's consolidated financial position or results of operations.

In January 2016, the Company also adopted amended accounting guidance for debt issuance costs. The guidance requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. The adoption of this guidance did not have a material effect on the Company's consolidated financial position at January 1, 2016.

In the first quarter of 2016, the Company adopted amended accounting guidance for share-based payments when the terms of an award provide that a performance target could be achieved after the requisite service period. The amended guidance requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest

and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. The adoption of this guidance did not have a material effect on the Company's consolidated financial position or results of operations.

Amended accounting guidance for measurement-period adjustments related to business combinations was also adopted by the Company in the first quarter of 2016. The amended guidance requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The acquirer is now required to record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The adoption of this guidance did not have a material effect on the Company's consolidated financial position or results of operations.

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In August 2016, the Financial Accounting Standards Board (“FASB”) issued amended guidance for how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance addresses the following eight specific cash flow issues: 1) cash payments for debt extinguishment costs should be classified as cash outflows for financing activities; 2) for zero-coupon debt instruments, the portion of the cash payment attributable to the accreted interest should be classified as a cash outflow for operating activities; 3) contingent consideration payments made after a business combination should be classified based on the timing of the payment; 4) cash proceeds received from the settlement of insurance claims should be classified on the basis of the related insurance coverage; 5) cash proceeds received from the settlement of corporate-owned and bank-owned life insurance policies should be classified as cash inflows from investing activities; 6) when the equity method is applied, an accounting policy election should be made to classify distributions received using either the cumulative earnings approach or the nature of the distribution approach; 7) cash receipts from payments on a transferor’s beneficial interests obtained in a securitization of financial assets should be classified as cash inflows from investing activities; and 8) the classification of cash receipts and payments that have aspects of more than one class of cash flows should be determined by applying specific guidance in GAAP. The guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company is evaluating the impact the guidance may have on the presentation within its consolidated statement of cash flows.

In June 2016, the FASB issued amended guidance for the measurement of credit losses on certain financial assets. The amended guidance requires financial assets measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses will represent a valuation account that is deducted from the amortized cost basis of the financial assets to present their net carrying value at the amount expected to be collected. The income statement will reflect the measurement of credit losses for newly recognized financial assets as well as expected increases or decreases of expected credit losses that have taken place during the period. When determining the allowance, expected credit losses over the contractual term of the financial asset(s) (taking into account prepayments) will be estimated considering relevant information about past events, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. The amended guidance also requires recording an allowance for credit losses for purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. The initial allowance for these assets will be added to the purchase price at acquisition rather than being reported as an expense. Subsequent changes in the allowance will be recorded through the income statement as an expense adjustment. In addition, the amended guidance requires credit losses relating to available-for-sale debt securities to be recorded through an allowance for credit losses. The calculation of credit losses for available-for-sale securities will be similar to how it is determined under existing guidance. The guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2019. The Company is evaluating the impact the amended guidance may have on its consolidated financial statements.

In March 2016, the FASB issued amended accounting guidance for share-based transactions. The amended guidance requires that all excess tax benefits and tax deficiencies be recognized as income tax expense or benefit in the income statement and that such amounts be recognized in the period in which the tax deduction arises or in the period in which an expiration of an award occurs. The guidance allows an entity to make an accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. The guidance permits share-based awards that allow for the withholding of shares up to the maximum statutory tax rate in applicable jurisdictions to qualify for equity classification. The previous GAAP threshold was restricted to the employer’s minimum statutory withholding requirements. The guidance also specifies certain changes to the reporting of share-based transactions on the statement of cash flows and is effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. The Company expects adoption of the guidance will result in increased volatility to reported income tax expense related to excess tax benefits and tax deficiencies for share-based transactions, but the actual amounts recognized in tax expense will be dependent on the amount of share-based transactions entered into and the stock price at the time of vesting.

In March 2016, the FASB issued amended accounting guidance for the transition to the equity method of accounting. The amended guidance eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method has been in effect during all previous periods that the investment had been held. Instead, the amended guidance requires the investor to adopt the equity method of accounting as of the date the investment first qualifies for such accounting. The guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. The Company does not expect the guidance to have a material impact on its consolidated financial statements.

In March 2016, the FASB issued two amendments to its rules on accounting for derivatives and hedging. The first amendment clarifies that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The second amendment clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment is required to assess the embedded call (put) options solely in accordance with a four-step decision sequence and no longer has to assess whether the



event that triggers the ability to exercise the option is related to interest rates or credit risks. Both amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2016, with early adoption permitted. The Company does not expect the guidance to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued guidance related to the accounting for leases. The core principle of the guidance is that all leases create an asset and a liability for the lessee and, therefore, lease assets and lease liabilities should be recognized in the balance sheet. Lease assets will be recognized as a right-of-use asset and lease liabilities will be recognized as a liability to make lease payments. While the guidance requires all leases to be recognized in the balance sheet, there continues to be a differentiation between finance leases and operating leases for purposes of income statement recognition and cash flow statement presentation. For finance leases, interest on the lease liability and amortization of the right-of-use asset will be recognized separately in the statement of income. Repayments of principal on those lease liabilities will be classified within financing activities and payments of interest on the lease liability will be classified within operating activities in the statement of cash flows. For operating leases, a single lease cost is recognized in the statement of income and allocated over the lease term, generally on a straight-line basis. All cash payments are presented within operating activities in the statement of cash flows. The accounting applied by lessors is largely unchanged from existing GAAP, however, the guidance eliminates the accounting model for leveraged leases for leases that commence after the effective date of the guidance. The guidance is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. The Company occupies certain banking offices and uses certain equipment under noncancelable operating lease agreements, which currently are not reflected in its consolidated balance sheet. Such leases generally will be required to be presented in the Company's consolidated balance sheet upon adoption of this guidance. The Company is evaluating the impact the guidance will have on its consolidated financial statements.

In January 2016, the FASB issued amended guidance related to recognition and measurement of financial assets and liabilities. The amended guidance requires that equity investments (excluding those accounted for under the equity method of accounting or those that result in consolidation of the investee) be measured at fair value with changes in fair value recognized in net income. An entity can elect to measure equity investments that do not have readily determinable fair values at cost less impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same issuer. The impairment assessment of equity investments without readily determinable fair values is simplified by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates impairment exists, an entity is required to measure the investment at fair value. The guidance eliminates the requirement for public business entities to disclose the method and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. Further, the guidance requires public entities to use the exit price when measuring the fair value of financial instruments for disclosure purposes. The guidance also requires an entity to present separately in other comprehensive income, a change in the instrument-specific credit risk when the entity has elected to measure a liability at fair value in accordance with the fair value option. Separate presentation of financial assets and liabilities by measurement category and type of instrument on the balance sheet or accompanying notes to the financial statements is required. The guidance also clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. This guidance is effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company is evaluating the impact the guidance could have on its consolidated financial statements.

In May 2014, the FASB issued amended accounting and disclosure guidance for revenue from contracts with customers. The core principle of the accounting guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply

the following steps: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; (5) recognize revenue when (or as) the entity satisfies a performance obligation. The guidance also specifies the accounting for some costs to obtain or fulfill a contract with a customer. The amended disclosure guidance requires sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In August 2015, the FASB deferred the effective date of this guidance by one year. The amended guidance is now effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The guidance should be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying this guidance recognized at the date of initial application. The Company is still evaluating the impact the guidance could have on its consolidated financial statements.

#### Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations and other sections of this quarterly report contain forward-looking statements that are based on current expectations, estimates and projections about the Company's business, management's beliefs and assumptions made by management. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" 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. Forward-looking statements speak only as of the date they are made and the Company assumes no duty to update forward-looking statements.

Future Factors include 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 of 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 regulation affecting the financial services industry as a whole, and M&T and its subsidiaries individually or collectively, including tax legislation or regulation; regulatory supervision and oversight, including monetary policy and capital requirements; changes in accounting policies or procedures as may be required by the FASB or regulatory agencies; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental and public policy changes; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings, including tax-related examinations and other matters; continued availability of financing; financial resources in the amounts, at the times and on the terms required to support M&T and its subsidiaries’ future businesses; and material differences in the actual financial results of merger, acquisition and investment activities compared with M&T’s initial expectations, including the full realization of anticipated cost savings and revenue enhancements.

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

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

Table 1

## QUARTERLY TRENDS

|  | 2016 Quarters |         |         | 2015 Quarters |         |         |         |   |
|--|---------------|---------|---------|---------------|---------|---------|---------|---|
|  | Third         | Second  | First   | Fourth        | Third   | Second  | First   |   |
| Earnings and dividends   |               |         |         |               |         |         |         |   |
| Amounts in thousands, except per share                                   |               |         |         |               |         |         |         |   |
| Interest income  |               |         |         |               |         |         |         |   |
| (taxable-equivalent basis)   | \$976,240     | 977,143 | 979,166 | 908,734       | 776,274 | 766,374 | 743,925 |   |
| Interest expense   | 111,175       | 106,802 | 100,870 | 95,333        | 77,199  | 77,226  | 78,499  |   |
| Net interest income  | 865,065       | 870,341 | 878,296 | 813,401       | 699,075 | 689,148 | 665,426 |   |
| Less: provision for credit losses  |               |         |         |               |         |         |         |   |
|  | 47,000        | 32,000  | 49,000  | 58,000        | 44,000  | 30,000  | 38,000  |   |
| Other income   | 491,350       | 448,254 | 420,933 | 448,108       | 439,699 | 497,027 | 440,203 |   |
| Less: other expense  | 752,392       | 749,895 | 776,095 | 786,113       | 653,816 | 696,628 | 686,375 |   |
| Income before income taxes   | 557,023       | 536,700 | 474,134 | 417,396       | 440,958 | 459,547 | 381,254 |   |
| Applicable income taxes  | 200,314       | 194,147 | 169,274 | 140,074       | 154,309 | 166,839 | 133,803 |   |
| Taxable-equivalent adjustment  |               |         |         |               |         |         |         |   |
|  | 6,725         | 6,522   | 6,332   | 6,357         | 6,248   | 6,020   | 5,838   |   |
| Net income   | \$349,984     | 336,031 | 298,528 | 270,965       | 280,401 | 286,688 | 241,613 |   |
| Net income available to common shareholders-diluted                      |               |         |         |               |         |         |         |   |
|  | \$326,998     | 312,974 | 275,748 | 248,059       | 257,346 | 263,481 | 218,837 |   |
| Per common share data  |               |         |         |               |         |         |         |   |
| Basic earnings   | \$2.10        | 1.98    | 1.74    | 1.65          | 1.94    | 1.99    | 1.66    |   |
| Diluted earnings   | 2.10          | 1.98    | 1.73    | 1.65          | 1.93    | 1.98    | 1.65    |   |
| Cash dividends   | \$.70         | .70     | .70     | .70           | .70     | .70     | .70     |   |
| Average common shares outstanding  |               |         |         |               |         |         |         |   |
| Basic  | 155,493       | 157,802 | 158,734 | 150,027       | 132,630 | 132,356 | 132,049 |   |
| Diluted  | 156,026       | 158,341 | 159,181 | 150,718       | 133,376 | 133,116 | 132,769 |   |
| Performance ratios, annualized   |               |         |         |               |         |         |         |   |
| Return on  |               |         |         |               |         |         |         |   |
| Average assets   | 1.12          | % 1.09  | % .97   | % .93         | % 1.13  | % 1.18  | % 1.02  | % |
| Average common shareholders' equity                                      | 8.68          | % 8.38  | % 7.44  | % 7.22        | % 8.93  | % 9.37  | % 7.99  | % |
| Net interest margin on average earning assets (taxable-equivalent basis) |               |         |         |               |         |         |         |   |
|  | 3.05          | % 3.13  | % 3.18  | % 3.12        | % 3.14  | % 3.17  | % 3.17  | % |
| Nonaccrual loans to total loans and leases, net of                       | .93           | % .96   | % 1.00  | % .91         | % 1.15  | % 1.17  | % 1.18  | % |

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|   |           |         |         |         |         |         |         |   |
|---|-----------|---------|---------|---------|---------|---------|---------|---|
| unearned discount   |           |         |         |         |         |         |         |   |
| Net operating (tangible) results (a)                      |           |         |         |         |         |         |         |   |
| Net operating income (in thousands)                       | \$355,929 | 350,604 | 320,064 | 337,613 | 282,907 | 290,341 | 245,776 |   |
| Diluted net operating income per common share             | 2.13      | 2.07    | 1.87    | 2.09    | 1.95    | 2.01    | 1.68    |   |
| Annualized return on                                      |           |         |         |         |         |         |         |   |
| Average tangible assets                                   | 1.18      | % 1.18  | % 1.09  | % 1.21  | % 1.18  | % 1.24  | % 1.08  | % |
| Average tangible common shareholders' equity              | 12.77     | % 12.68 | % 11.62 | % 13.26 | % 12.98 | % 13.76 | % 11.90 | % |
| Efficiency ratio (b)                                      | 55.92     | % 55.06 | % 57.00 | % 55.53 | % 57.05 | % 58.23 | % 61.46 | % |
| Balance sheet data  |           |         |         |         |         |         |         |   |
| In millions, except per share                             |           |         |         |         |         |         |         |   |
| Average balances  |           |         |         |         |         |         |         |   |
| Total assets (c)  | \$124,725 | 123,706 | 123,252 | 115,052 | 98,515  | 97,598  | 95,892  |   |
| Total tangible assets (c)                                 | 120,064   | 119,039 | 118,577 | 110,772 | 94,989  | 94,067  | 92,346  |   |
| Earning assets  | 112,864   | 111,872 | 111,211 | 103,587 | 88,446  | 87,333  | 85,212  |   |
| Investment securities                                     | 14,361    | 14,914  | 15,348  | 15,786  | 14,441  | 14,195  | 13,376  |   |
| Loans and leases, net of unearned discount                | 88,732    | 88,155  | 87,584  | 81,110  | 67,849  | 67,670  | 66,587  |   |
| Deposits  | 95,852    | 94,033  | 92,391  | 85,657  | 73,821  | 72,958  | 71,698  |   |
| Common shareholders' equity (c)                           | 15,115    | 15,145  | 15,047  | 13,775  | 11,555  | 11,404  | 11,227  |   |
| Tangible common shareholders' equity (c)                  | 10,454    | 10,478  | 10,372  | 9,495   | 8,029   | 7,873   | 7,681   |   |
| At end of quarter   |           |         |         |         |         |         |         |   |
| Total assets (c)  | \$126,841 | 123,821 | 124,626 | 122,788 | 97,797  | 97,080  | 98,378  |   |
| Total tangible assets (c)                                 | 122,183   | 119,157 | 119,955 | 118,109 | 94,272  | 93,552  | 94,834  |   |
| Earning assets  | 115,293   | 112,057 | 113,005 | 110,802 | 87,807  | 86,990  | 87,959  |   |
| Investment securities                                     | 14,734    | 14,963  | 15,467  | 15,656  | 14,495  | 14,752  | 14,393  |   |
| Loans and leases, net of unearned discount                | 89,646    | 88,522  | 87,872  | 87,489  | 68,540  | 68,131  | 67,099  |   |
| Deposits  | 98,137    | 94,650  | 94,215  | 91,958  | 72,945  | 72,630  | 73,594  |   |
| Common shareholders' equity, net of undeclared cumulative |           |         |         |         |         |         |         |   |
| preferred dividends (c)                                   | 15,106    | 15,237  | 15,120  | 14,939  | 11,687  | 11,433  | 11,294  |   |
| Tangible common shareholders' equity (c)                  | 10,448    | 10,573  | 10,449  | 10,260  | 8,162   | 7,905   | 7,750   |   |
| Equity per common share                                   | 97.47     | 96.49   | 95.00   | 93.60   | 87.67   | 85.90   | 84.95   |   |
| Tangible equity per common share                          | 67.42     | 66.95   | 65.65   | 64.28   | 61.22   | 59.39   | 58.29   |   |
| Market price per common share                             |           |         |         |         |         |         |         |   |
| High  | \$120.40  | 121.11  | 119.24  | 127.39  | 134.00  | 128.70  | 129.58  |   |
| Low   | 111.13    | 107.01  | 100.08  | 111.50  | 111.86  | 117.86  | 111.78  |   |
| Closing   | 116.10    | 118.23  | 111.00  | 121.18  | 121.95  | 124.93  | 127.00  |   |

(a)

Excludes amortization and balances related to goodwill and core deposit and other intangible assets and merger-related expenses which, except in the calculation of the efficiency ratio, are net of applicable income tax effects. A reconciliation of net income and net operating income appears in Table 2.

(b) Excludes impact of merger-related expenses and net securities transactions.

(c) The difference between total assets and total tangible assets, and common shareholders' equity and tangible common shareholders' equity, represents goodwill, core deposit and other intangible assets, net of applicable deferred tax balances. A reconciliation of such balances appears in Table 2.

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## M&amp;T BANK CORPORATION AND SUBSIDIARIES

Table 2

## RECONCILIATION OF QUARTERLY GAAP TO NON-GAAP MEASURES

|  | 2016 Quarters |           |           | 2015 Quarters |          |          |          |
|--|---------------|-----------|-----------|---------------|----------|----------|----------|
|  | Third         | Second    | First     | Fourth        | Third    | Second   | First    |
| Income statement data  |               |           |           |               |          |          |          |
| In thousands, except per share                               |               |           |           |               |          |          |          |
| Net income   |               |           |           |               |          |          |          |
| Net income   | \$ 349,984    | 336,031   | 298,528   | 270,965       | 280,401  | 286,688  | 241,613  |
| Amortization of core deposit and other intangible assets (a) | 5,945         | 6,936     | 7,488     | 5,828         | 2,506    | 3,653    | 4,163    |
| Merger-related expenses (a)                                  | —             | 7,637     | 14,048    | 60,820        | —        | —        | —        |
| Net operating income   | \$ 355,929    | 350,604   | 320,064   | 337,613       | 282,907  | 290,341  | 245,776  |
| Earnings per common share                                    |               |           |           |               |          |          |          |
| Diluted earnings per common share                            | \$ 2.10       | 1.98      | 1.73      | 1.65          | 1.93     | 1.98     | 1.65     |
| Amortization of core deposit and other intangible assets (a) | .03           | .04       | .05       | .04           | .02      | .03      | .03      |
| Merger-related expenses (a)                                  | —             | .05       | .09       | .40           | —        | —        | —        |
| Diluted net operating earnings per common share              | \$ 2.13       | 2.07      | 1.87      | 2.09          | 1.95     | 2.01     | 1.68     |
| Other expense  |               |           |           |               |          |          |          |
| Other expense  | \$ 752,392    | 749,895   | 776,095   | 786,113       | 653,816  | 696,628  | 686,375  |
| Amortization of core deposit and other intangible assets     | (9,787 )      | (11,418 ) | (12,319 ) | (9,576 )      | (4,090 ) | (5,965 ) | (6,793 ) |
| Merger-related expenses                                      | —             | (12,593 ) | (23,162 ) | (75,976 )     | —        | —        | —        |
| Noninterest operating expense                                | \$ 742,605    | 725,884   | 740,614   | 700,561       | 649,726  | 690,663  | 679,582  |
| Merger-related expenses                                      |               |           |           |               |          |          |          |

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|   |             |           |           |           |           |           |           |
|---|-------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Salaries and employee benefits                  | \$—         | 60        | 5,274     | 51,287    | —         | —         | —         |
| Equipment and net occupancy                     | —           | 339       | 939       | 3         | —         | —         | —         |
| Printing, postage and supplies                  | —           | 545       | 937       | 504       | —         | —         | —         |
| Other costs of operations                       | —           | 11,649    | 16,012    | 24,182    | —         | —         | —         |
| Other expense                                   | —           | 12,593    | 23,162    | 75,976    | —         | —         | —         |
| Provision for credit losses                     | —           | —         | —         | 21,000    | —         | —         | —         |
| Total   | \$—         | 12,593    | 23,162    | 96,976    | —         | —         | —         |
| Efficiency ratio                                |             |           |           |           |           |           |           |
| Noninterest operating expense (numerator)       | \$742,605   | 725,884   | 740,614   | 700,561   | 649,726   | 690,663   | 679,582   |
| Taxable-equivalent net interest income          | 865,065     | 870,341   | 878,296   | 813,401   | 699,075   | 689,148   | 665,426   |
| Other income                                    | 491,350     | 448,254   | 420,933   | 448,108   | 439,699   | 497,027   | 440,203   |
| Less: Gain (loss) on bank investment securities | 28,480      | 264       | 4         | (22 )     | —         | (10 )     | (98 )     |
| Denominator                                     | \$1,327,935 | 1,318,331 | 1,299,225 | 1,261,531 | 1,138,774 | 1,186,185 | 1,105,727 |
| Efficiency ratio                                | 55.92 %     | 55.06 %   | 57.00 %   | 55.53 %   | 57.05 %   | 58.23 %   | 61.46 %   |
| Balance sheet data                              |             |           |           |           |           |           |           |
| In millions                                     |             |           |           |           |           |           |           |
| Average assets                                  |             |           |           |           |           |           |           |
| Average assets                                  | \$124,725   | 123,706   | 123,252   | 115,052   | 98,515    | 97,598    | 95,892    |
| Goodwill  | (4,593 )    | (4,593 )  | (4,593 )  | (4,218 )  | (3,513 )  | (3,514 )  | (3,525 )  |
| Core deposit and other intangible assets        | (112 )      | (122 )    | (134 )    | (101 )    | (20 )     | (25 )     | (31 )     |
| Deferred taxes                                  | 44          | 48        | 52        | 39        | 7         | 8         | 10        |
| Average tangible assets                         | \$120,064   | 119,039   | 118,577   | 110,772   | 94,989    | 94,067    | 92,346    |
| Average common equity                           |             |           |           |           |           |           |           |
| Average total equity                            | \$16,347    | 16,377    | 16,279    | 15,007    | 12,787    | 12,636    | 12,459    |
| Preferred stock                                 | (1,232 )    | (1,232 )  | (1,232 )  | (1,232 )  | (1,232 )  | (1,232 )  | (1,232 )  |
| Average common equity                           | 15,115      | 15,145    | 15,047    | 13,775    | 11,555    | 11,404    | 11,227    |
| Goodwill  | (4,593 )    | (4,593 )  | (4,593 )  | (4,218 )  | (3,513 )  | (3,514 )  | (3,525 )  |
| Core deposit and other intangible assets        | (112 )      | (122 )    | (134 )    | (101 )    | (20 )     | (25 )     | (31 )     |
| Deferred taxes                                  | 44          | 48        | 52        | 39        | 7         | 8         | 10        |
| Average tangible common equity                  | \$10,454    | 10,478    | 10,372    | 9,495     | 8,029     | 7,873     | 7,681     |
| At end of quarter                               |             |           |           |           |           |           |           |



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|   |            |          |          |          |          |          |          |
|---|------------|----------|----------|----------|----------|----------|----------|
| Total assets  |            |          |          |          |          |          |          |
| Total assets  | \$ 126,841 | 123,821  | 124,626  | 122,788  | 97,797   | 97,080   | 98,378   |
| Goodwill  | (4,593 )   | (4,593 ) | (4,593 ) | (4,593 ) | (3,513 ) | (3,513 ) | (3,525 ) |
| Core deposit and other intangible assets                        |            |          |          |          |          |          |          |
| assets  | (107 )     | (117 )   | (128 )   | (140 )   | (18 )    | (22 )    | (28 )    |
| Deferred taxes  | 42         | 46       | 50       | 54       | 6        | 7        | 9        |
| Total tangible assets   | \$ 122,183 | 119,157  | 119,955  | 118,109  | 94,272   | 93,552   | 94,834   |
| Total common equity   |            |          |          |          |          |          |          |
| Total equity  | \$ 16,341  | 16,472   | 16,355   | 16,173   | 12,922   | 12,668   | 12,528   |
| Preferred stock   | (1,232 )   | (1,232 ) | (1,232 ) | (1,232 ) | (1,232 ) | (1,232 ) | (1,232 ) |
| Undeclared dividends - cumulative preferred stock               |            |          |          |          |          |          |          |
| preferred stock   | (3 )       | (3 )     | (3 )     | (2 )     | (3 )     | (3 )     | (2 )     |
| Common equity, net of undeclared cumulative preferred dividends |            |          |          |          |          |          |          |
| dividends   | 15,106     | 15,237   | 15,120   | 14,939   | 11,687   | 11,433   | 11,294   |
| Goodwill  | (4,593 )   | (4,593 ) | (4,593 ) | (4,593 ) | (3,513 ) | (3,513 ) | (3,525 ) |
| Core deposit and other intangible assets                        |            |          |          |          |          |          |          |
| assets  | (107 )     | (117 )   | (128 )   | (140 )   | (18 )    | (22 )    | (28 )    |
| Deferred taxes  | 42         | 46       | 50       | 54       | 6        | 7        | 9        |
| Total tangible common equity                                    | \$ 10,448  | 10,573   | 10,449   | 10,260   | 8,162    | 7,905    | 7,750    |

(a) After any related tax effect.

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## M&amp;T BANK CORPORATION AND SUBSIDIARIES

Table 3

## AVERAGE BALANCE SHEETS AND ANNUALIZED TAXABLE-EQUIVALENT RATES

| Average balance in millions; interest in thousands      | 2016 Third Quarter |                  |              | 2016 Second Quarter |                  |              | 2016 First Quarter |                  |              | Average |
|---|--------------------|------------------|--------------|---------------------|------------------|--------------|--------------------|------------------|--------------|---------|
|   | Average Balance    | Average Interest | Average Rate | Average Balance     | Average Interest | Average Rate | Average Balance    | Average Interest | Average Rate |         |
| <b>Assets</b>   |                    |                  |              |                     |                  |              |                    |                  |              |         |
| <b>Earning assets</b>                                   |                    |                  |              |                     |                  |              |                    |                  |              |         |
| Loans and leases, net of unearned discount*             |                    |                  |              |                     |                  |              |                    |                  |              |         |
| Commercial, financial, etc.                             | \$21,480           | \$185,552        | 3.44 %       | 21,450              | 184,803          | 3.47 %       | 20,717             | 174,657          | 3.39 %       |         |
| Real estate - commercial                                | 31,252             | 319,694          | 4.00         | 30,134              | 311,490          | 4.09         | 29,426             | 309,415          | 4.16         |         |
| Real estate - consumer                                  | 24,058             | 235,813          | 3.92         | 24,858              | 244,806          | 3.94         | 25,859             | 254,144          | 3.93         |         |
| Consumer  | 11,942             | 136,592          | 4.55         | 11,713              | 132,437          | 4.55         | 11,582             | 130,971          | 4.55         |         |
| Total loans and leases, net                             | 88,732             | 877,651          | 3.93         | 88,155              | 873,536          | 3.99         | 87,584             | 869,187          | 3.99         |         |
| Interest-bearing deposits at banks                      | 9,681              | 12,355           | .51          | 8,711               | 10,993           | .51          | 8,193              | 10,337           | .51          |         |
| Federal funds sold                                      | —                  | —                | —            | —                   | —                | —            | 1                  | 1                | .77          |         |
| Trading account   | 90                 | 342              | 1.52         | 92                  | 364              | 1.58         | 85                 | 378              | 1.78         |         |
| <b>Investment securities**</b>                          |                    |                  |              |                     |                  |              |                    |                  |              |         |
| U.S. Treasury and federal agencies                      | 13,418             | 78,259           | 2.32         | 13,906              | 84,019           | 2.43         | 14,264             | 90,138           | 2.54         |         |
| <b>Obligations of states and political subdivisions</b> |                    |                  |              |                     |                  |              |                    |                  |              |         |
| Other   | 82                 | 888              | 4.32         | 97                  | 1,009            | 4.20         | 113                | 1,164            | 4.13         |         |
| Other   | 861                | 6,745            | 3.12         | 911                 | 7,222            | 3.19         | 971                | 7,961            | 3.30         |         |
| Total investment securities                             | 14,361             | 85,892           | 2.38         | 14,914              | 92,250           | 2.49         | 15,348             | 99,263           | 2.60         |         |
| Total earning assets                                    | 112,864            | 976,240          | 3.44         | 111,872             | 977,143          | 3.51         | 111,211            | 979,166          | 3.54         |         |
| Allowance for credit losses                             | (982 )             |                  |              | (976 )              |                  |              | (955 )             |                  |              |         |
| Cash and due from banks                                 | 1,281              |                  |              | 1,243               |                  |              | 1,288              |                  |              |         |
| Other assets  | 11,562             |                  |              | 11,567              |                  |              | 11,708             |                  |              |         |
| Total assets  | \$124,725          |                  |              | 123,706             |                  |              | 123,252            |                  |              |         |

|  |           |           |        |         |         |        |         |         |        |
|--|-----------|-----------|--------|---------|---------|--------|---------|---------|--------|
| Liabilities and shareholders' equity       |           |           |        |         |         |        |         |         |        |
| Interest-bearing liabilities               |           |           |        |         |         |        |         |         |        |
| Interest-bearing deposits                  |           |           |        |         |         |        |         |         |        |
| Interest-checking deposits                 | \$1,222   | 378       | .12    | 1,332   | 400     | .12    | 1,359   | 414     | .12    |
| Savings deposits                           | 51,294    | 23,689    | .18    | 50,515  | 20,134  | .16    | 48,976  | 15,891  | .13    |
| Time deposits                              | 12,334    | 27,886    | .90    | 12,755  | 26,867  | .85    | 12,999  | 24,322  | .75    |
| Deposits at Cayman Islands office          |           |           |        |         |         |        |         |         |        |
| Islands office                             | 220       | 204       | .37    | 182     | 181     | .40    | 187     | 193     | .42    |
| Total interest-bearing deposits            |           |           |        |         |         |        |         |         |        |
|  | 65,070    | 52,157    | .32    | 64,784  | 47,582  | .30    | 63,521  | 40,820  | .26    |
| Short-term borrowings                      |           |           |        |         |         |        |         |         |        |
|  | 231       | 169       | .29    | 1,078   | 1,143   | .43    | 2,082   | 2,162   | .42    |
| Long-term borrowings                       |           |           |        |         |         |        |         |         |        |
|  | 10,287    | 58,849    | 2.28   | 10,297  | 58,077  | 2.27   | 10,528  | 57,888  | 2.21   |
| Total interest-bearing liabilities         |           |           |        |         |         |        |         |         |        |
|  | 75,588    | 111,175   | .59    | 76,159  | 106,802 | .56    | 76,131  | 100,870 | .53    |
| Noninterest-bearing deposits               |           |           |        |         |         |        |         |         |        |
|  | 30,782    |           |        | 29,249  |         |        | 28,870  |         |        |
| Other liabilities                          |           |           |        |         |         |        |         |         |        |
|  | 2,008     |           |        | 1,921   |         |        | 1,972   |         |        |
| Total liabilities                          |           |           |        |         |         |        |         |         |        |
|  | 108,378   |           |        | 107,329 |         |        | 106,973 |         |        |
| Shareholders' equity                       |           |           |        |         |         |        |         |         |        |
|  | 16,347    |           |        | 16,377  |         |        | 16,279  |         |        |
| Total liabilities and shareholders' equity |           |           |        |         |         |        |         |         |        |
|  | \$124,725 |           |        | 123,706 |         |        | 123,252 |         |        |
| Net interest spread                        |           |           |        |         |         |        |         |         |        |
|  |           |           | 2.85   |         |         | 2.95   |         |         | 3.01   |
| Contribution of interest-free funds        |           |           |        |         |         |        |         |         |        |
|  |           |           | .20    |         |         | .18    |         |         | .17    |
| Net interest income/margin on              |           |           |        |         |         |        |         |         |        |
| earning assets                             |           | \$865,065 | 3.05 % |         | 870,341 | 3.13 % |         | 878,296 | 3.18 % |

\*Includes nonaccrual loans.

\*\*Includes available-for-sale securities at amortized cost.

(continued)

## M&amp;T BANK CORPORATION AND SUBSIDIARIES

Table 3 (continued)

## AVERAGE BALANCE SHEETS AND ANNUALIZED TAXABLE-EQUIVALENT RATES (continued)

|  | 2015 Fourth Quarter |           |         | 2015 Third Quarter |          |         |   |
|--|---------------------|-----------|---------|--------------------|----------|---------|---|
|  | Average             | Average   | Average | Average            | Average  | Average |   |
| Average balance in millions; interest in thousands | Balance             | Interest  | Rate    | Balance            | Interest | Rate    |   |
| <b>Assets</b>                                      |                     |           |         |                    |          |         |   |
| Earning assets                                     |                     |           |         |                    |          |         |   |
| Loans and leases, net of unearned discount*        |                     |           |         |                    |          |         |   |
| Commercial, financial, etc.                        | \$20,221            | \$164,515 | 3.23    | % 19,939           | 161,709  | 3.22    | % |
| Real estate - commercial                           | 28,973              | 303,960   | 4.11    | 28,309             | 302,626  | 4.18    |   |
| Real estate - consumer                             | 20,369              | 204,420   | 4.01    | 8,348              | 87,047   | 4.17    |   |
| Consumer   | 11,547              | 129,103   | 4.44    | 11,253             | 126,369  | 4.46    |   |
| Total loans and leases, net                        | 81,110              | 801,998   | 3.96    | 67,849             | 677,751  | 3.96    |   |
| Interest-bearing deposits at banks                 | 6,622               | 4,931     | .30     | 6,060              | 3,852    | .25     |   |
| Federal funds sold                                 | 1                   | 2         | .54     | —                  | —        | —       |   |
| Trading account                                    | 68                  | 317       | 1.88    | 96                 | 125      | .52     |   |
| Investment securities**                            |                     |           |         |                    |          |         |   |
| U.S. Treasury and federal agencies                 | 14,778              | 89,052    | 2.39    | 13,548             | 86,152   | 2.52    |   |
| Obligations of states and political subdivisions   | 128                 | 1,419     | 4.40    | 138                | 1,398    | 4.03    |   |
| Other  | 880                 | 11,015    | 4.96    | 755                | 6,996    | 3.68    |   |
| Total investment securities                        | 15,786              | 101,486   | 2.55    | 14,441             | 94,546   | 2.60    |   |
| Total earning assets                               | 103,587             | 908,734   | 3.48    | 88,446             | 776,274  | 3.48    |   |
| Allowance for credit losses                        | (947                | )         |         | (937               | )        |         |   |
| Cash and due from banks                            | 1,348               |           |         | 1,218              |          |         |   |
| Other assets                                       | 11,064              |           |         | 9,788              |          |         |   |
| Total assets                                       | \$115,052           |           |         | 98,515             |          |         |   |
| Liabilities and shareholders' equity               |                     |           |         |                    |          |         |   |
| Interest-bearing liabilities                       |                     |           |         |                    |          |         |   |
| Interest-bearing deposits                          |                     |           |         |                    |          |         |   |
| Interest-checking deposits                         | \$1,331             | 384       | .11     | 1,309              | 360      | .11     |   |
| Savings deposits                                   | 45,974              | 13,219    | .11     | 41,197             | 10,937   | .11     |   |
| Time deposits                                      | 9,686               | 15,986    | .65     | 2,858              | 3,643    | .51     |   |
| Deposits at Cayman Islands office                  | 224                 | 167       | .30     | 206                | 151      | .29     |   |
| Total interest-bearing deposits                    | 57,215              | 29,756    | .21     | 45,570             | 15,091   | .13     |   |
| Short-term borrowings                              | 1,615               | 1,575     | .39     | 174                | 32       | .07     |   |
| Long-term borrowings                               | 10,748              | 64,002    | 2.36    | 10,114             | 62,076   | 2.44    |   |
| Total interest-bearing liabilities                 | 69,578              | 95,333    | .54     | 55,858             | 77,199   | .55     |   |
| Noninterest-bearing deposits                       | 28,443              |           |         | 28,251             |          |         |   |
| Other liabilities                                  | 2,024               |           |         | 1,619              |          |         |   |
| Total liabilities                                  | 100,045             |           |         | 85,728             |          |         |   |

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|  |           |           |        |        |         |        |  |
|--|-----------|-----------|--------|--------|---------|--------|--|
| Shareholders' equity                       | 15,007    |           |        | 12,787 |         |        |  |
| Total liabilities and shareholders' equity | \$115,052 |           |        | 98,515 |         |        |  |
| Net interest spread                        |           |           | 2.94   |        |         | 2.93   |  |
| Contribution of interest-free funds        |           |           | .18    |        |         | .21    |  |
| Net interest income/margin on              |           |           |        |        |         |        |  |
| earning assets                             |           | \$813,401 | 3.12 % |        | 699,075 | 3.14 % |  |

\*Includes nonaccrual loans.

\*\*Includes available-for-sale securities at amortized cost.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Incorporated by reference to the discussion contained under the caption “Taxable-equivalent Net Interest Income” in Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures. Based upon their evaluation of the effectiveness of M&T’s disclosure controls and procedures (as defined in Exchange Act rules 13a-15(e) and 15d-15(e)), Robert G. Wilmers, Chairman of the Board and Chief Executive Officer, and Darren J. King, Executive Vice President and Chief Financial Officer, concluded that M&T’s disclosure controls and procedures were effective as of September 30, 2016.

(b) Changes in internal control over financial reporting. M&T regularly assesses the adequacy of its internal control over financial reporting and enhances its controls in response to internal control assessments and internal and external audit and regulatory recommendations. No changes in internal control over financial reporting have been identified in connection with the evaluation of disclosure controls and procedures during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, M&T’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

M&T and its subsidiaries are subject in the normal course of business to various pending and threatened legal proceedings and other matters in which claims for monetary damages are asserted. On an on-going basis management, after consultation with legal counsel, assesses the Company’s liabilities and contingencies in connection with such proceedings. For those matters where it is probable that the Company will incur losses and the amounts of the losses can be reasonably estimated, the Company records an expense and corresponding liability in its consolidated financial statements. To the extent the pending or threatened litigation could result in exposure in excess of that liability, the amount of such excess is not currently estimable. Although not considered probable, the range of reasonably possible losses for such matters in the aggregate, beyond the existing recorded liability, was between \$0 and \$40 million. Although the Company does not believe that the outcome of pending litigations will be material to the Company’s consolidated financial position, it cannot rule out the possibility that such outcomes will be material to the consolidated results of operations for a particular reporting period in the future.

Wilmington Trust Corporation Investigative and Litigation Matters

M&T’s Wilmington Trust Corporation subsidiary is the subject of certain governmental investigations arising from actions undertaken by Wilmington Trust Corporation prior to M&T’s acquisition of Wilmington Trust Corporation and its subsidiaries, as set forth below.

DOJ Investigation (United States v. Wilmington Trust Corp., et al, District of Delaware, Crim. No. 15-23-RGA): Prior to M&T's acquisition of Wilmington Trust Corporation, the Department of Justice ("DOJ") commenced an investigation of Wilmington Trust Corporation, relating to Wilmington Trust Corporation's financial reporting and securities filings, as well as certain commercial real estate lending relationships involving its subsidiary bank, Wilmington Trust Company, all of which relate to filings and activities occurring prior to the acquisition of Wilmington Trust Corporation by M&T. On January 6, 2016, the U.S. Attorney for the District of Delaware obtained an indictment against Wilmington Trust Corporation relating to alleged conduct that occurred prior to M&T's acquisition of Wilmington Trust Corporation in May 2011. M&T strongly believes that this unprecedented action is unjustified and Wilmington Trust Corporation will vigorously defend itself. On August 26, 2016, the Court granted defendants joint motion for a continuance of the trial date. Trial in this matter is now scheduled to begin on October 2, 2017. Wilmington Trust Corporation and its counsel are currently involved in pretrial discovery, motion practice and trial preparation.

The indictment of Wilmington Trust Corporation could result in potential criminal remedies, or criminal or non-criminal resolutions or settlements, including, among other things, enforcement actions, potential statutory or regulatory restrictions on the ability to conduct certain businesses (for which waivers may or may not be available), fines, penalties, restitution, reputational damage or additional costs and expenses.

In Re Wilmington Trust Securities Litigation (U.S. District Court, District of Delaware, Case No. 10-CV-0990-SLR) : Beginning on November 18, 2010, a series of parties, purporting to be class representatives, commenced a putative class action lawsuit against Wilmington Trust Corporation, alleging that Wilmington Trust Corporation's financial reporting and securities filings were in violation of securities laws. The cases were consolidated and Wilmington Trust Corporation moved to dismiss. The Court issued an

order denying Wilmington Trust Corporation’s motion to dismiss on March 20, 2014. Fact discovery commenced. On April 13, 2016, the Court issued an order staying fact discovery in the case pending completion of the trial in U.S. v. Wilmington Trust Corp., et al. On September 19, 2016, the plaintiffs filed a motion to modify the stay of discovery in this matter to allow for additional, limited discovery. The motion is currently pending before the Court.

Due to their complex nature, it is difficult to estimate when litigation and investigatory matters such as these may be resolved. As set forth in the introductory paragraph to this Item 1 — Legal Proceedings, losses from current litigation and regulatory matters which the Company is subject to that are not currently considered probable are within a range of reasonably possible losses for such matters in the aggregate, beyond the existing recorded liability, and are included in the range of reasonably possible losses set forth above.

Item 1A. Risk Factors.

There have been no material changes in risk factors relating to M&T to those disclosed in response to Item 1A. to Part I of Form 10-K for the year ended December 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) – (b) Not applicable.

(c)

| Period | Issuer Purchases of Equity Securities                             |  |   |  |
|--------|---|--|---|--|
|        | (a)Total<br>Number<br>of Shares<br>(or Units)<br>Purchased<br>(1) | (b)Average<br>Price Paid<br>per Share<br>(or Unit) | (c)Total<br>Number of<br>Shares<br>(or Units)<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or | (d)Maximum<br>Number (or<br>Approximate<br>Dollar Value)<br>of Shares<br>(or Units)<br>that may yet<br>be Purchased<br>Under the |



|                                  |           |           | Programs  | Plans or<br>Programs (2) |
|----------------------------------|-----------|-----------|-----------|--------------------------|
| July 1 – July 31, 2016           | 1,150,209 | \$ 114.57 | 1,150,000 | \$1,018,000,000          |
| August 1 – August 31, 2016       | 1,891,783 | 115.50    | 1,889,563 | 800,000,000              |
| September 1 – September 30, 2016 | 5,475     | 118.33    | —         | 800,000,000              |
| Total                            | 3,047,467 | \$ 115.16 | 3,039,563 |                          |

(1) The total number of shares purchased during the periods indicated includes shares purchased as part of publicly announced programs and shares deemed to have been received from employees who exercised stock options by attesting to previously acquired common shares in satisfaction of the exercise price or shares received from employees upon the vesting of restricted stock awards in satisfaction of applicable tax withholding obligations, as is permitted under M&T's stock-based compensation plans.

(2) On July 19, 2016, M&T announced a program to purchase up to \$1.15 billion of its common stock through June 30, 2017.

#### Item 3. Defaults Upon Senior Securities.

(Not applicable.)

#### Item 4. Mine Safety Disclosures.

(None.)

#### Item 5. Other Information.

(None.)

Item 6. Exhibits.

The following exhibits are filed as a part of this report.

Exhibit

- No.
- 31.1 Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
  - 31.2 Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002. Filed herewith.
  - 32.1 Certification of Chief Executive Officer under 18 U.S.C. §1350 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
  - 32.2 Certification of Chief Financial Officer under 18 U.S.C. §1350 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed herewith.
  - 101.INS XBRL Instance Document. Filed herewith.
  - 101.SCH XBRL Taxonomy Extension Schema. Filed herewith.
  - 101.CAL XBRL Taxonomy Extension Calculation Linkbase. Filed herewith.
  - 101.LAB XBRL Taxonomy Extension Label Linkbase. Filed herewith.
  - 101.PRE XBRL Taxonomy Extension Presentation Linkbase. Filed herewith.
  - 101.DEF XBRL Taxonomy Definition Linkbase. Filed herewith.

SIGNATURES

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

M&T BANK CORPORATION

Date: November 3, 2016 By: /s/ Darren J. King  
Darren J. King  
Executive Vice President



EXHIBIT INDEX

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