

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

FORM 8-K

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

Date of Report (Date of earliest event reported): January 18, 2023

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation)

1-9861
(Commission
File Number)

16-0968385
(I.R.S. Employer
Identification No.)

One M&T Plaza, Buffalo, New York
(Address of principal executive offices)

14203
(Zip Code)

Registrant's telephone number, including area code: (716) 635-4000

(NOT APPLICABLE)
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Common Stock, \$.50 par value	MTB	New York Stock Exchange
Perpetual Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series H	MTBPrH	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Carlton J. Charles to the Board of Directors

On January 18, 2023, the Board of Directors of M&T Bank Corporation (“M&T”) elected Carlton J. Charles as a director of M&T. Upon his election, Mr. Charles was appointed as a member of the Nomination and Governance Committee of the Board of Directors of M&T. Mr. Charles was also elected as a director of M&T Bank, M&T’s principal banking subsidiary. The public announcement was made by means of a news release, which is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

As a non-employee director, Mr. Charles will participate in M&T’s director compensation program as described in M&T’s 2022 proxy statement, which was filed with the Securities and Exchange Commission on March 16, 2022. There are no arrangements or understandings between Mr. Charles and any other person pursuant to which he was selected as a director, and Mr. Charles does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release dated January 18, 2023
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

SIGNATURES

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

M&T BANK CORPORATION

By: /s/ Laura O'Hara

Name: Laura O'Hara

Title: Senior Executive Vice President and Chief
Legal Officer

Date: January 18, 2023



FOR IMMEDIATE RELEASE

M&T Bank Corporation Elects Carlton J. Charles to Board of Directors

BUFFALO, N.Y., January 18, 2023 – M&T Bank Corporation (NYSE: MTB) (“M&T”) announced today the election of Carlton J. Charles, Senior Vice President, Treasury and Risk Management at Hearst, to its Board of Directors, effective January 18, 2023. Upon his election, Mr. Charles was appointed as a member of the Nomination and Governance Committee of M&T’s Board. Mr. Charles was also elected to the Board of Directors of M&T Bank, M&T’s principal banking subsidiary.

Mr. Charles serves as Corporate Treasurer for Hearst, a leading global, diversified information, services, and media company with operations in 40 countries. He oversees the company’s risk management activities as chairman of the Risk Working Group, which he helped establish at Hearst. Mr. Charles also leads insurance operations for the company, serves as Chairman of Level Up Ventures, a venture capital unit within Hearst focused on Black and Latino entrepreneurs, and is currently guiding an effort to further diversify Hearst’s roster of vendor partners. Mr. Charles serves on the Hearst Board of Directors and the Board of Advisors for HearstLab, Hearst’s platform for nurturing the growth of early-stage, women-led companies.

“Carlton’s financial acumen, commitment to innovation, and purpose-driven leadership have strengthened the operations of global enterprises, empowered teams to deliver meaningful results, and uplifted traditionally underrepresented communities,” said René F. Jones, M&T Chairman, and CEO. “His election to the M&T board adds to the valuable and diverse perspectives in our boardroom as we work to ensure our growing company meets the evolving needs of our communities, customers, employees, and shareholders.”

During his tenure at Hearst, Mr. Charles developed an operational risk management program and has focused on the company’s cybersecurity and data privacy needs as chair of the Risk Working Group. Additionally, he launched the Hearst Risk Summit, an annual convening of Chief Financial Officers and Chief Technology Officers from across Hearst’s businesses to discuss the enterprise’s critical risks.

“I’m excited to join M&T’s Board of Directors and help the company continue to deliver on its purpose of making a difference in people’s lives,” Mr. Charles said. “M&T’s robust capabilities and caring, empathetic approach to serving customers and communities have positioned the company for sustained growth.”

Before Hearst, Mr. Charles served as Senior Vice President and Chief Operational Risk Officer at Moody’s Corporation, where he was an early architect of Moody’s Enterprise Risk Management program. His prior career experiences included roles with International Paper and Viacom.

A resident of New York City, Mr. Charles serves on the board of BUILD. This organization helps children in underserved communities develop critical skills such as entrepreneurship to achieve future economic empowerment. He is a member of the Executive Leadership Council and the National Association of Corporate Directors.

Mr. Charles earned his MBA in finance from the University of Chicago and holds a master’s in public policy, and a bachelor’s degree in quantitative economics from the State University of New York at Stony Brook.

About M&T Bank

M&T Bank Corporation is a financial holding company headquartered in Buffalo, New York. M&T's principal banking subsidiary, M&T Bank, provides banking products and services in 12 states across the eastern U.S. from Maine to Virginia and Washington, D.C. Trust-related services are provided in select markets in the U.S. and abroad by M&T's Wilmington Trust-affiliated companies and by M&T Bank.

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