

# **M&T BANK CORP**

Reported by  
**PEARSON KEVIN J**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/03/26 for the Period Ending 01/30/26

|             |  |
|-------------|--|
| Address     | C/O LEGAL<br>ONE M&T PLAZA<br>BUFFALO, NY, 14203 |
| Telephone   | 7165593172                                       |
| CIK         | 0000036270                                       |
| Symbol      | MTB  |
| SIC Code    | 6022 - State Commercial Banks                    |
| Industry    | Banks  |
| Sector      | Financials                                       |
| Fiscal Year | 12/31  |

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person *<br><b>PEARSON KEVIN J</b><br><br>(Last) (First) (Middle)<br><b>ONE LIGHT STREET</b><br><br>(Street)<br><b>BALTIMORE, MD 21202</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>M&amp;T BANK CORP [ MTB ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Vice Chairman</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>1/30/2026</b>  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                    |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |   |   |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |                    | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------------|--------------------|--|--|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D)       | Price              |  |  |  |
| Common Stock                       | 1/30/2026      |                                   | A <sup>(1)</sup>             |   | 6,125  | A <sup>(1)</sup> | \$0 <sup>(2)</sup> | 46,974   | D  |  |
| Common Stock                       | 1/30/2026      |                                   | F <sup>(2)</sup>             |   | 2,253  | D                | \$221.57           | 44,721   | D  |  |
| Common Stock                       |                |                                   |                              |   |  |                  |                    | 3,493  | I  | By 401(k) Plan <sup>(4)</sup>                            |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|----------------|-----------------------------------|------------------------------|---|---|---|-----------------|--|----------------------------|---|---|--|---|
|   |  |                |                                   | Code                         | V |   | Date Exercisable                        | Expiration Date | Title  | Amount or Number of Shares |   |   |  |   |
| Option (right to buy)                       | \$221.57   | 1/30/2026      |                                   | A                            |   | 3,915   | <sup>(2)</sup>                          | 1/30/2036       | Common Stock   | 3,915                      | \$0 <sup>(4)</sup>                            | 3,915   | D  |   |
| Phantom Common Stock Units                  | <sup>(2)</sup>   |                |                                   |                              |   |   | <sup>(2)</sup>                          | <sup>(2)</sup>  | Common Stock   | 3,756                      |   | 3,756   | I  | By Supplemental 401(k) Plan <sup>(4)</sup>                |

Explanation of Responses:

- (1) Shares issued pursuant to vesting of performance-based restricted stock units, which were granted to the reporting person on January 31, 2023, January 31, 2024 and January 31, 2025, under the M&T Bank Corporation 2019 Equity Incentive Compensation Plan (the " Equity Plan") and vested upon achievement of performance goals for the applicable performance periods.
- (2) The performance-based restricted stock units were granted under the Equity Plan, and therefore the reporting person paid no price for the performance-based restricted stock units.
- (3) Shares withheld for taxes upon the settlement in shares of performance-based restricted stock units previously granted to the reporting person.
- (4) The information presented is as of December 31, 2025.
- (5) The option vests ratably on the first, second and third anniversary of the grant date.
- (6) The option was granted under the Equity Plan, and therefore the reporting person paid no price for the option.
- (7) The reported phantom common stock units are held by the reporting person in a plan account maintained by M&T Bank Corporation under the M&T Bank

Corporation Leadership Retirement Savings Plan and represent a like number of shares of M&T Bank Corporation common stock. The phantom common stock units are payable in cash and distributed in accordance with the terms of the plan. The reported phantom common stock units also include units acquired through the dividend reinvestment feature of the plan.

### Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| PEARSON KEVIN J<br>ONE LIGHT STREET<br>BALTIMORE, MD 21202 |               |           | Vice Chairman |       |

### Signatures

By: **Stephen T. Wilson (Attorney-In-Fact)**

**2/3/2026**

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.