

Summary of Changes to Treasury Management Services Product Terms and Conditions Booklet

M&T Bank (“M&T”) has updated its Treasury Management Services Product Terms and Conditions Booklet (“Booklet”). The updated version of the Booklet is effective on and from April 15, 2020.

Set forth below is a brief summary of the key changes made to the June 2019 version of the Booklet in updating it to the new April 15, 2020 version. The information below is a summary and does not identify all the changes made to the Booklet. Upon request, we can send you a “compare” version of the Booklet that shows all of the changes made to the June 2019 version of the Booklet. Please call the M&T Treasury Management Team at 1-800-724-2240, Monday through Friday between the hours of 8:00am and 6:00pm ET to request a copy of such “compare” version.

ACH Origination Service

1. A definition of “Consolidated Payables File” was added to refer to a file submitted via Direct Transmission that may include ACH, wire, automated check payments, Positive Pay/Payee Positive Pay, and commercial card transactions.
2. The definition of “Same Day Entry” was updated to provide that Entries exceeding *an amount established by M&T or Nacha* cannot be Same Day Entries.
3. Section 5(c) was added to notify client that credit given by an RDFI to a Receiver for a Credit Entry is provisional until the RDFI has received final settlement or payment as provided for in Section 4A-403(a) of UCC-4A. If the RDFI does not receive such payment for the Entry, the RDFI is entitled to a refund from the Receiver and client will not be considered to have paid the amount of the Credit Entry to the Receiver.
4. Section 19(b) was revised to reflect that the Payment Order Security Procedures associated with the transmission of Files to M&T through a Website do not include the use of a password, except in the case where a token is not required for Book Transfers.
5. Section 19(c)(ii) was updated to provide that client may send its Files as part of a Consolidated Payables File using the Payment Order Security Procedures associated with Direct Transmission via MFT/FTP.
6. Section 19(d) was updated to indicate that client may now send Control Totals to M&T via Direct Transmission in a separate file and if client chooses to do so, it must format the Control Totals file in accordance with M&T’s specifications and include Control Totals relating to the transmitted Files. This Section was also updated to reflect that client must enter a user name or personal identification number and a password *or token (as applicable)* if client chooses to transmit Controls Totals to M&T via the ACH Monitor for Direct Transmission Service.
7. A number of minor wording changes and deletions were made throughout these T&C.

ACH Fraud Mitigation Service

8. Numerous changes were made to these T&C to reflect that the ACH Monitor Fraud Review and Approval Service now applies to Received *Credit* Entries in addition to Received Debit Entries and allows client to decide whether a Received Credit Entry that does not match the authorizations established by client in the ACH Monitor Website should be honored. A definition of “Received Credit Entry” was added, and several provisions were updated to make them applicable to both Received *Credit* Entries and Received Debit Entries. Section 1(c) was also added to provide that each Received Credit Entry received by M&T for payment to an Account will be returned unless it is authorized based on the information in the Authorization

Database, decided to be accepted, or deemed authorized under these T&C. **NOTE: Since several changes were made throughout these T&C related to Received Credit Entries, you should carefully read these T&C in their entirety in order to gain a full understanding of the terms and conditions applicable to such Entries.**

Automated Check Payments Service

9. A definition of “Consolidated Payables File” was added to refer to a file submitted via Direct Transmission that may include ACH, wire, automated check payments, Positive Pay/Payee Positive Pay, and commercial card transactions.
10. Section 1 was updated to provide that client may transmit its File containing check information as part of a Consolidated Payables File.

Credit Manager Service

11. The title and introduction were updated to reflect that this Service has been re-named the “Loan Service.”
12. Section 7(b) was revised to reflect that the Payment Order Security Procedures associated with the submission of payment or drawdown requests to M&T through a Website do not include the use of a token device.

Invoice and Pay Service

13. The T&C for this new Service have been included for the first time in the Booklet. **NOTE: Since the Invoice and Pay Service T&C are new, you should carefully read these T&C in their entirety in order to gain a full understanding of the terms and conditions applicable to the Service.**

Funds Transfer (Wire) Service

14. A definition of “Consolidated Payables File” was added to refer to a file submitted via Direct Transmission that may include ACH, wire, automated check payments, Positive Pay/Payee Positive Pay, and commercial card transactions.
15. All references to “Standing Payment Orders” were replaced with references to “Standing (Recurring) Payment Orders.”
16. Section 2(b) was revised to reflect that the Payment Order Security Procedures associated with the transmission of Payment Orders to M&T through a Website do not include the use of a password, except in the case where a token is not required for Book Transfers.
17. Section 2(c)(i) was updated to provide that client may send its Files as part of a Consolidated Payables File using the Payment Order Security Procedures associated with Direct Transmission.
18. Section 10 was updated to reflect that a client’s drawdown Payment Order may direct M&T to effect a wire transfer from another client’s account at M&T to client’s Account.
19. A number of minor wording deletions were made throughout these T&C.

Positive Pay Service

20. A definition of “Consolidated Payables File” was added to refer to a file submitted via Direct Transmission that may include ACH, wire, automated check payments, Positive Pay/Payee Positive Pay, and commercial card transactions.
21. Section 1(a) was updated to provide that client may send its Records of checks issued as part of a Consolidated Payables File.
22. Section 3(c) was revised to indicate that if a check is for an amount less than \$250.00, M&T will not review the payee name as part of the Payee Positive Pay feature but will still review the serial number and dollar amount. If such check is paid because there is a match to a serial number and dollar amount in the Record, but it is determined that the check was fraudulent, and it would have been provided to client for decisioning had a review of the payee name been conducted by M&T, M&T will reimburse client for the check amount.
23. Section 8 was revised to add that if client does not provide the Records required for the Service feature selected by client, M&T may terminate the Service; provided, however, that if client does not provide the Records required for the Positive Pay feature or the Payee Positive Pay feature, M&T may change client to the Reverse Positive Pay feature rather than terminating the Service.

Real Time Payments Service

24. The T&C for this new Service have been included for the first time in the Booklet. ***NOTE: Since the Real Time Payments Service T&C are new, you should carefully read these T&C in their entirety in order to gain a full understanding of the terms and conditions applicable to the Service.***