

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
**FORM 10-K**

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

For the fiscal year ended December 31, 2021  
or

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

For the transition period from to  
Commission file number 001-09718

**THE PNC FINANCIAL SERVICES GROUP, INC.**

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation or organization)

25-1435979

(I.R.S. Employer Identification No.)

**The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2401**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code - **(888) 762-2265**

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, par value \$5.00</b>	PNC	New York Stock Exchange
<b>Depository Shares Each Representing a 1/4,000 Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P</b>	PNC P	New York Stock Exchange

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

**\$1.80 Cumulative Convertible Preferred Stock - Series B, par value \$1.00**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>		

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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the registrant's outstanding voting common stock held by nonaffiliates on June 30, 2021, determined using the per share closing price on that date on the New York Stock Exchange of \$190.76, was approximately \$80.8 billion. There is no non-voting common equity of the registrant outstanding.

Number of shares of registrant's common stock outstanding at February 4, 2022: 418,454,799

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement of The PNC Financial Services Group, Inc. to be filed pursuant to Regulation 14A for the 2022 annual meeting of shareholders (Proxy Statement) are incorporated by reference into Part III of this Form 10-K.

THE PNC FINANCIAL SERVICES GROUP, INC.  
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## PART I

*Forward-Looking Statements: From time to time, The PNC Financial Services Group, Inc. has made and may continue to make written or oral forward-looking statements regarding our outlook for financial performance, such as earnings, revenues, expenses, tax rates, capital and liquidity levels and ratios, asset levels, asset quality, financial position and other matters regarding or affecting us and our future business and operations or the impact of legal, regulatory or supervisory matters on our business operations or performance. This Annual Report on Form 10-K (the Report or Form 10-K) also includes forward-looking statements. With respect to all such forward-looking statements, you should review our Risk Factors discussion in Item 1A, our Risk Management, Critical Accounting Estimates and Judgments, and Cautionary Statement Regarding Forward-Looking Information sections included in Item 7, and Note 21 Legal Proceedings in the Notes to Consolidated Financial Statements included in Item 8 of this Report. In this Report, "PNC", "we", "us", "the Company" or "the Corporation" refers to The PNC Financial Services Group, Inc. and its subsidiaries on a consolidated basis (except when referring to PNC as a public company, its common stock or other securities issued by PNC, which just refer to The PNC Financial Services Group, Inc.). References to The PNC Financial Services Group, Inc. or to any of its subsidiaries are specifically made where applicable.*

*See page 191 for a glossary of certain terms and acronyms used in this Report.*

## ITEM 1 – BUSINESS

### **Business Overview**

Headquartered in Pittsburgh, Pennsylvania, we are one of the largest diversified financial institutions in the U.S. We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our retail branch network is located coast-to-coast. We also have strategic international offices in four countries outside the U.S. At December 31, 2021, our consolidated total assets, total deposits and total shareholders' equity were \$557.2 billion, \$457.3 billion and \$55.7 billion, respectively.

We were incorporated under the laws of the Commonwealth of Pennsylvania in 1983 with the consolidation of Pittsburgh National Corporation and Provident National Corporation. Since 1983, we have diversified our geographical presence, business mix and product capabilities through organic growth, strategic bank and non-bank acquisitions and equity investments, and the formation of various non-banking subsidiaries.

### **Acquisition of BBVA USA Bancshares, Inc.**

On June 1, 2021, PNC acquired BBVA USA Bancshares, Inc. (BBVA), a U.S. financial holding company conducting its business operations primarily through its U.S. banking subsidiary, BBVA USA. PNC paid \$11.5 billion in cash as consideration for the acquisition.

On October 8, 2021, BBVA USA merged into PNC Bank. On October 12, 2021, PNC converted approximately 2.6 million customers, 9,000 employees and over 600 branches across seven states. Our results for the twelve months ended December 31, 2021 reflect the benefit of BBVA's acquired business operations for the period since the acquisition closed on June 1, 2021. PNC's balance sheet at December 31, 2021 includes balances from BBVA.

For additional information on the acquisition of BBVA, see Note 2 Acquisition and Divestiture Activity in the Notes to Consolidated Financial Statements included in Item 8 of this Report.

### **Discontinued Operations**

In the second quarter of 2020, PNC divested its entire 22.4% equity investment in BlackRock. Net proceeds from the sale were \$14.2 billion with an after-tax gain on sale of \$4.3 billion. BlackRock's historical results are reported as discontinued operations. For additional details on the divestiture of our equity investment in BlackRock, see Note 2 Acquisition and Divestiture Activity in the Notes to Consolidated Financial Statements in Item 8 of this Report.

### **Subsidiaries**

Our corporate legal structure at December 31, 2021 consisted of one domestic subsidiary bank, including its subsidiaries, and 54 active non-bank subsidiaries, in addition to various affordable housing investments and historic rehabilitation investments. Our bank subsidiary is PNC Bank, a national bank headquartered in Pittsburgh, Pennsylvania. For additional information on certain of our subsidiaries, see Exhibit 21 to this Report.

## **Statistical Disclosure By Bank Holding Companies**

The following statistical information is included on the indicated pages of this Report and is incorporated herein by reference:

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## **Supervision and Regulation**

The PNC Financial Services Group, Inc. is a BHC registered under the BHC Act and a financial holding company under the GLB Act.

We are subject to numerous governmental regulations, some of which are highlighted below. See Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report for additional information regarding our regulatory matters. Applicable laws and regulations restrict our permissible activities and investments, impose conditions and requirements on the products and services we offer and the manner in which they are offered and sold, and require compliance with protections for loan, deposit, brokerage, fiduciary, investment management and other customers, among other things. They also restrict our ability to repurchase stock or pay dividends, or to receive dividends from our bank subsidiary, and impose capital adequacy and liquidity requirements. The consequences of noncompliance with these, or other applicable laws or regulations, can include substantial monetary and nonmonetary sanctions.

In addition, we are subject to comprehensive supervision and examination by, among other regulatory bodies, the Federal Reserve and the OCC. These examinations consider not only compliance with applicable laws, regulations and supervisory policies of the agency, but also capital levels, asset quality, risk management effectiveness, the ability and performance of management and the board of directors, the effectiveness of internal controls and internal audit function, earnings, liquidity and various other factors.

The results of examination activity by any of our federal bank regulators potentially can result in the imposition of significant limitations on our activities and growth. These regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity and take enforcement action, including the imposition of substantial monetary penalties and nonmonetary requirements, against a regulated entity where the relevant agency determines, among other things, that the operations of the regulated entity or any of its subsidiaries fail to comply with applicable law or regulations, are conducted in an unsafe or unsound manner, or represent an unfair or deceptive act or practice. This supervisory framework, including the examination reports and supervisory ratings (which are not publicly available) of the agencies, could materially impact the conduct, growth and profitability of our operations.

The CFPB is responsible for examining us for compliance with most federal consumer financial protection laws, including the laws relating to fair lending and prohibiting unfair, deceptive or abusive acts or practices in connection with the offer, sale or provision of consumer financial products or services, and for enforcing such laws with respect to PNC Bank and its affiliates. The results of the CFPB's examinations (which are not publicly available) also can result in restrictions or limitations on the operations of a regulated entity as well as enforcement actions against a regulated entity, including the imposition of substantial monetary penalties and nonmonetary requirements.

We also are subject to regulation by the SEC by virtue of our status as a public company and by the SEC and the CFTC due to the nature of some of our businesses. Our businesses with operations outside the U.S. also are subject to regulation by appropriate authorities in the foreign jurisdictions in which they do business.

As a regulated financial services firm, our relationships and good standing with regulators are of fundamental importance to the operation and growth of our businesses. The Federal Reserve, OCC, CFPB, SEC, CFTC and other domestic and foreign regulators have broad enforcement powers, and certain of the regulators have the power to approve, deny, or refuse to act upon our applications or notices to conduct new activities, acquire or divest businesses, assets or deposits, expand our operations geographically or reconfigure existing operations.

Among the areas that have been receiving a high level of regulatory focus are compliance with the BSA and anti-money laundering laws, capital and liquidity management (including stress testing), the structure and effectiveness of enterprise risk management frameworks, the management of risks associated with the COVID-19 pandemic, the protection of confidential customer information, cyber security, the oversight of arrangements with third-party vendors and suppliers, and compliance with fair lending and other consumer protection laws and regulations, including those governing retail sales practices, fee disclosures, unfair, deceptive or abusive acts or practices, collection practices, and protections for military service members and individuals in bankruptcy.

New legislation, changes in rules promulgated by federal financial regulators, other federal and state regulatory authorities and self-regulatory organizations, or changes in the interpretation or enforcement of existing laws and rules, may directly affect the operations and profitability of our businesses. We anticipate new legislative and regulatory initiatives over the next several years, focused specifically on banking and other financial services in which we are engaged. Legislative and regulatory developments to date, as well as those that come in the future, have had and are likely to continue to have an impact on the conduct of our business. The more detailed description of the significant regulations to which we are subject included in this Report is based on current laws and regulations and is subject to potentially material change. See also the additional information included as Risk Factors in Item 1A of this Report discussing the impact of financial regulatory initiatives on the regulatory environment for us and the financial services industry.

The profitability of our businesses also is affected by rules and regulations that impact the business and financial sectors in general, including laws governing taxation, antitrust regulation, electronic commerce, data security and privacy.

There are numerous rules governing the regulation of financial services institutions and their holding companies. Accordingly, the following discussion is general in nature and does not purport to be complete or to describe all of the laws, regulations and policies that apply to us. To a substantial extent, the purpose of the regulation and supervision of financial services institutions and their holding companies is not to protect our shareholders and our non-customer creditors, but rather to protect our customers (including depositors), the financial markets and financial system in general.

### **Banking Regulation and Supervision**

***Regulatory Capital Requirements, Stress Testing and Capital Planning.*** PNC and PNC Bank are subject to the regulatory capital requirements established by the Federal Reserve and the OCC, respectively. The foundation of the agencies' regulatory capital rules is the international regulatory capital framework developed by the Basel Committee, the international body responsible for developing global regulatory standards for banking organizations for consideration and adoption by national jurisdictions. The regulatory capital rules establish minimum requirements for the ratio of a banking organization's regulatory capital to its risk-weighted assets, referred to as risk-based capital requirements, as well as for the ratio of its regulatory capital to measures of assets and other exposures, referred to as leverage capital requirements. The agencies' regulatory capital rules have undergone significant change since 2013, when the agencies adopted final rules to implement the Basel Committee's international regulatory capital framework, known as "Basel III", as well as certain provisions of the Dodd-Frank Act.

In 2019, the federal banking agencies adopted rules to better tailor the application of their capital, liquidity and enhanced prudential requirements for banking organizations to the asset size and risk profile (as measured by certain regulatory metrics) of the banking organization (the "2019 Tailoring Rules"). Effective January 1, 2020, the agencies' capital and liquidity rules classify all BHCs with \$100 billion or more in total assets into one of four categories (Category I, Category II, Category III and Category IV), with the most stringent capital and liquidity requirements applying to Category I firms and the least restrictive requirements applying to Category IV firms. The classification of any bank subsidiary of a BHC generally follows that of its parent BHC. PNC and PNC Bank currently are Category III firms because PNC (i) has more than \$250 billion, but less than \$700 billion, in consolidated total assets, (ii) is not designated as a GSIB, and (iii) has less than \$75 billion in cross-jurisdictional activity. PNC and PNC Bank would become a Category I or II institution, and subject to more stringent capital and liquidity standards, if PNC were at some point in the future to have \$700 billion or more in total consolidated assets, be designated as a GSIB, or have \$75 billion or more in cross-jurisdictional activity. As of December 31, 2021, PNC had cross-jurisdictional activities for these purposes of \$21.4 billion.

The regulatory capital rules generally divide regulatory capital into three components: CET1 capital, additional Tier 1 capital (which, together with CET1 capital, comprises Tier 1 capital) and Tier 2 capital. CET1 capital is generally common stock, retained earnings, and qualifying minority interest less required deductions. As permitted, PNC and PNC Bank have elected to exclude AOCI related to both available for sale securities and pension and other post-retirement plans from CET1 capital. Additional Tier 1 capital generally includes, among other things, perpetual preferred stock and qualifying minority interests, less required deductions. Tier 2 capital generally comprises qualifying subordinated debt and, subject to certain quantitative limits, ACL, less any required deductions from Tier 2 capital. The regulatory capital rules limit the extent to which minority interests in consolidated subsidiaries may be included in regulatory capital. Total capital is the sum of Tier 1 capital and Tier 2 capital.

Under the regulatory capital rules, PNC and PNC Bank must deduct investments in unconsolidated financial institutions, MSRs and deferred tax assets (in each case, net of associated deferred tax liabilities) from CET1 capital to the extent such items individually

exceed 25% of the institution's adjusted CET1 capital. As of December 31, 2021, PNC and PNC Bank's investments in unconsolidated financial institutions, MSRs and deferred tax assets did not exceed this threshold.

The agencies' capital rules also permit banking organizations to elect to phase-in, on a straight-line basis over a three-year period, the day-one regulatory capital effects of implementing the Financial Accounting Standards Board's ASU 2016-13 Financial Instruments - Credit Losses (Topic 326), commonly referred to as the CECL standard. PNC implemented the CECL standard effective January 1, 2020, but elected not to implement the phase-in of the day-one regulatory capital effects of the standard. Separately, the federal banking agencies adopted a rule that permits banking organizations that are subject to CECL during 2020 to delay CECL's estimated impact on CET1 capital. CECL's estimated impact on CET1 capital is the change in retained earnings at adoption plus or minus 25% of the change in CECL ACL at the balance sheet date compared to CECL ACL at transition. For institutions electing to utilize this CECL transition rule for regulatory capital, the estimated CECL impact was added to CET1 through December 31, 2021, and will be phased-out over the following three years. PNC and PNC Bank have elected this five-year transition period effective March 31, 2020, which impacts the regulatory capital ratios disclosed in this Report. See Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report for more detail on the CECL standard.

PNC and PNC Bank are required to use the standardized approach for determining a banking organization's risk-weighted assets for purposes of calculating the risk-based capital ratios. The standardized approach for risk-weighted assets takes into account credit and market risk. To calculate risk-weighted assets under the standardized approach for credit risk, the nominal dollar amounts of assets and credit equivalent amounts of off-balance sheet items are generally multiplied by risk weights set forth in the rules, with the risk weights increasing as the perceived credit risk of the relevant asset or exposure increases. For certain types of exposures, such as securitization exposures, the standardized approach establishes one or more methodologies that are to be used to calculate the risk-weighted asset amount for the exposure. High volatility commercial real estate, past due, and equity exposures, as well as MSRs and deferred tax assets that are not deducted from capital, are generally subject to higher risk weights than other types of exposures. Under the market risk capital rule, risk-weighted asset amounts for covered trading positions are determined based on the calculation of VaR (including stressed VaR), specific risk, incremental risk and comprehensive risk amounts, as specified in the capital rules.

We refer to the capital ratios calculated using the definition of capital under the agencies' Basel III capital rules and, for the risk-based ratios, standardized risk-weighted assets, as our Basel III regulatory capital ratios.

The risk-based capital rules establish certain minimum standards for the capital ratios of banking organizations, including PNC and PNC Bank. Banking organizations must maintain a minimum CET1 ratio of 4.5%, a Tier 1 capital ratio of 6.0%, and a Total capital ratio of 8.0%, in each case in relation to risk-weighted assets, to be considered "adequately capitalized." In 2020, the Federal Reserve introduced a CET1 SCB for BHCs subject to the Federal Reserve's CCAR process, such as PNC. The SCB is calculated based on the difference between a firm's starting and minimum CET1 ratio (as projected by the Federal Reserve) in the supervisory severely adverse scenario during the CCAR process, plus four quarters of the organization's planned common stock dividends (expressed as a percentage of risk-weighted assets), subject to a floor of 2.5%. Based on PNC's performance under the Federal Reserve's supervisory stress tests as part of CCAR 2021, PNC's SCB for the period from the fourth quarter of 2021 through the third quarter of 2022 was set at 2.5%. While PNC Bank is not subject to a SCB, PNC Bank is required to maintain a capital conservation buffer in the form of CET1 equal to a fixed 2.5% of risk-weighted assets.

PNC and PNC Bank must maintain risk-based capital above the minimum risk-based capital ratio requirements plus its SCB (in the case of PNC) or capital conservation buffer (in the case of PNC Bank) in order to avoid limitations on capital distributions, including dividends and repurchases of any Tier 1 capital instrument, such as common and qualifying preferred stock and certain discretionary incentive compensation payments. As a result, PNC and PNC Bank must maintain a CET1 capital ratio of at least 7.0%, a Tier 1 capital ratio of at least 8.5%, and a Total capital ratio of at least 10.5% to avoid limitations on capital distributions and certain discretionary incentive compensation payments. Because PNC's SCB is established as part of the CCAR process, and is based on PNC's projected performance (as determined by the Federal Reserve) under the relevant supervisory severely adverse scenario (which can change, potentially materially, from stress test to stress test), PNC's SCB may vary, potentially materially, over time and, thus, PNC may be required to maintain capital above these levels to avoid limitations on capital distributions and certain discretionary incentive compensation payments. In addition, while a firm's SCB is typically determined as part of the Federal Reserve's annual CCAR process, the Federal Reserve has the right to conduct supervisory stress tests, require a firm to submit a revised capital plan and calculate a firm's SCB more frequently. BHCs subject to a SCB, such as PNC, generally may increase their capital distributions without seeking prior Federal Reserve approval, provided the BHC otherwise complies with its SCB and any other applicable capital or capital distribution requirements.

For Category III banking organizations (such as PNC and PNC Bank), the Federal Reserve can supplement these higher SCB or capital conservation buffer levels above the regulatory minimums by a countercyclical capital buffer of up to an additional 2.5% of risk-weighted assets. This buffer, which must be held in the form of CET1 capital, is currently set at zero in the U.S. A Federal Reserve policy statement establishes the framework and factors the Federal Reserve would use in setting and adjusting the amount of

the U.S. countercyclical capital buffer. Covered banking organizations would generally have 12 months after the announcement of any increase in the countercyclical capital buffer to meet the increased buffer requirement, unless the Federal Reserve establishes an earlier effective date.

The regulatory capital rules also require that banking organizations maintain a minimum amount of Tier 1 capital as compared to average consolidated assets, referred to as the leverage ratio, and require Category III banking organizations to maintain a minimum amount of Tier 1 capital as compared to total leverage exposure, referred to as the supplementary leverage ratio. Total leverage exposure takes into account on-balance sheet assets as well as certain off-balance sheet items, including loan commitments and potential future exposure under derivative contracts. Banking organizations are required to maintain a minimum leverage ratio of Tier 1 capital to total assets of 4.0%, and Category III banking organizations must maintain a minimum supplementary leverage ratio of 3.0%. As of December 31, 2021, the leverage and supplementary leverage ratios of PNC and PNC Bank were above the required minimum level.

PNC and PNC Bank are not subject to the additional CET1 capital surcharge, minimum long-term debt requirement, minimum total loss-absorbing capacity or enhanced supplementary leverage ratio requirements that apply to U.S. GSIBs. However, it is possible that the agencies will consider applying one or more of these requirements in the future to a larger subset of BHCs or insured depository institutions like PNC and PNC Bank.

Failure to meet applicable capital requirements could subject a banking organization to a variety of enforcement remedies available to the federal banking agencies, including a limitation on the ability to pay dividends or repurchase shares, the issuance of a capital directive to increase capital and, in severe cases, the termination of deposit insurance by the FDIC and the appointment of a conservator or receiver. In some cases, the extent of these powers depends upon whether the institution in question is considered “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” The thresholds at which an insured depository institution is considered “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized” are based on (i) the institution’s CET1, Tier 1 and total risk-based capital ratios; (ii) the institution’s leverage ratio; and (iii) for the definitions of “adequately capitalized” and “undercapitalized”, the institution’s supplementary leverage ratio (if applicable). Generally, the smaller an institution’s capital base in relation to its risk-weighted or total assets, the greater the scope and severity of the agencies’ powers. Business activities may also be affected by an institution’s capital classification. For example, as a financial holding company, PNC and PNC Bank must remain “well capitalized.”

At December 31, 2021, PNC and PNC Bank exceeded the required ratios for classification as “well capitalized.” For additional discussion of capital adequacy requirements, including the levels of capital required to be considered “well capitalized,” see the Liquidity and Capital Management portion of the Risk Management section of Item 7 of this Report and Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report.

In addition to regulatory capital requirements, we are subject to the Federal Reserve’s capital plan rule, capital stress testing requirements and CCAR process, as well as the DFAST requirements of the Federal Reserve and the OCC.

As part of the CCAR process, the Federal Reserve undertakes a supervisory assessment of the capital planning process of BHCs, including PNC, that have \$100 billion or more in total consolidated assets. For us, this capital planning assessment is based on a review of a comprehensive capital plan submitted to the Federal Reserve that describes the company’s planned capital actions, such as plans to pay or increase common stock dividends, engage in common stock repurchase programs, or issue or redeem preferred stock or other regulatory capital instruments during a nine quarter review period, as well as the results of stress tests conducted by both the company and the Federal Reserve under different hypothetical macroeconomic scenarios, including a supervisory severely adverse scenario provided by the Federal Reserve. The Federal Reserve’s capital plan rule provides that a BHC must resubmit a new capital plan prior to the next annual submission date if, among other things, there has been or will be a material change in the BHC’s risk profile, financial condition or corporate structure since its last capital plan submission.

In evaluating PNC’s capital plan, the Federal Reserve also considers a number of qualitative factors. In assessing a BHC’s capital planning and stress testing processes, the Federal Reserve considers whether the BHC has sound and effective governance to oversee these processes. The Federal Reserve’s evaluation focuses on whether a BHC’s capital planning and stress testing processes are supported by a strong risk management framework to identify, measure and assess material risks and that provides a strong foundation to capital planning. The Federal Reserve also considers the comprehensiveness of a BHC’s control framework and evaluates a BHC’s policy guidelines for capital planning and assessing capital adequacy. A BHC’s stress testing scenario design processes and approaches for estimating the impact of stress on its capital position, including stress testing models and non-model qualitative approaches, are comprehensively reviewed to ensure that projections reflect the impact of appropriately stressful conditions, as well as risks idiosyncratic to the BHC, on its capital position. Significant deficiencies in a BHC’s capital planning and stress testing processes may result in supervisory directives that require the firm to address the identified deficiencies and, potentially, a downgrade in the BHC’s supervisory capital positions and planning rating.

In connection with the 2022 CCAR exercise, we must file our capital plan and stress testing results using financial data as of December 31, 2021, with the Federal Reserve by April 6, 2022. In June 2022, we expect to receive PNC's preliminary SCB for the period from the fourth quarter of 2022 through the third quarter of 2023. The Federal Reserve must provide firms their final SCB for this period by August 31, 2022, which would reflect any changes made to the firm's planned common stock dividends to remain in compliance with the firm's SCB.

As part of the annual CCAR and DFAST processes, the Federal Reserve releases certain revenue, loss and capital results for each participating firm from its supervisory stress testing exercises. As a Category III institution, PNC must conduct a company-run DFAST stress test biennially in even numbered years and release PNC's projections of certain revenue, loss and capital results from the exercise under the agencies' hypothetical supervisory severely adverse macroeconomic scenario and applying the agencies' DFAST capital action assumptions.

Regulatory Liquidity Standards and Liquidity Risk Management Requirements. The Basel Committee's Basel III framework also includes short-term liquidity standards (LCR) and long-term funding standards (NSFR).

The U.S. banking agencies' LCR rules are designed to ensure that covered banking organizations maintain an adequate level of cash and high-quality liquid assets to meet estimated net liquidity needs in a short-term stress scenario using liquidity inflow and outflow assumptions prescribed in the rules (net cash outflow). A company's LCR is the amount of its high-quality liquid assets divided by its net cash outflows, expressed as a percentage, and as calculated under the rules. The regulatory minimum LCR that covered banking organizations are required to maintain is 100%. PNC and PNC Bank are required to calculate the LCR on a daily basis. If either institution's LCR is below the minimum requirement for three consecutive business days, the institution must promptly provide its regulator with a plan for achieving compliance with the minimum LCR requirement. At December 31, 2021, the LCR for PNC and PNC Bank exceeded the required minimum levels.

The NSFR, which became effective on July 1, 2021, is designed to measure the stability of the maturity structure of assets and liabilities of banking organizations over a one-year time horizon. A covered BHC's NSFR is the ratio of its available stable funding to its required stable funding amount (as calculated under the rules) over a one-year horizon. The regulatory minimum ratio for all covered banking organizations (expressed as a percentage) is 100%. PNC and PNC Bank are required to calculate the NSFR on an ongoing basis. If either institution's NSFR falls, or is likely to fall below, the minimum requirement, the institution must provide its regulator with a plan for achieving compliance with the minimum NSFR requirement. At December 31, 2021, the NSFR for PNC and PNC Bank exceeded the required minimum levels.

As Category III institutions with less than \$75 billion in weighted short-term wholesale funding, PNC and PNC Bank are subject to reduced LCR and NSFR requirements, with each company's LCR net outflows and required stable funding (as calculated under the rules) reduced by 15%, thereby reducing the amount of high-quality liquid assets or available stable funding each institution must hold to meet the LCR and NSFR minimum requirements, respectively. As of December 31, 2021, PNC had weighted short-term wholesale funding for these purposes of \$32.5 billion.

The Federal Reserve requires large BHCs, including PNC, to publicly disclose certain quantitative and qualitative measures of their LCR- and NSFR-related liquidity profile. These disclosures include major components used to calculate the LCR and NSFR (e.g., high-quality liquid assets, cash outflows and inflows for the LCR, and available stable funding and required stable funding for the NSFR, at the consolidated parent company), and a qualitative discussion of the BHC's LCR and NSFR results, including, among other things, key drivers of the results, composition of high-quality liquid assets and available stable funding, and concentration of funding sources.

Additionally, as a Category III institution, PNC also is subject to Federal Reserve rules that require PNC to, among other things, conduct internal liquidity stress tests over a range of time horizons, maintain a buffer of highly liquid assets sufficient to meet projected net outflows under the BHC's 30-day liquidity stress test and maintain a contingency funding plan that meets certain requirements.

For additional discussion of regulatory liquidity requirements, refer to the Liquidity and Capital Management portion of the Risk Management section of Item 7 of this Report.

Source of Parent Company Liquidity and Dividends The principal source of our liquidity at the parent company level is dividends from PNC Bank. PNC Bank is subject to various restrictions on its ability to pay dividends to PNC Bancorp, Inc., its direct parent, which is a wholly-owned direct subsidiary of The PNC Financial Services Group, Inc. PNC Bank is also subject to federal laws limiting extensions of credit to its parent holding company and non-bank affiliates as discussed in Note 20 Regulatory Matters in the

Notes to Consolidated Financial Statements in Item 8 of this Report. Further information on bank level liquidity and parent company liquidity is also available in the Liquidity and Capital Management portion of the Risk Management section of Item 7 of this Report.

Federal Reserve rules provide that a BHC is expected to serve as a source of financial strength to its subsidiary banks and to commit resources to support such banks if necessary. Dodd-Frank requires that the Federal Reserve jointly adopt new rules with the OCC and the FDIC to implement this source of strength requirement. These joint rules have not yet been proposed. Consistent with this source of strength policy for subsidiary banks, the Federal Reserve has stated that, as a matter of prudent banking, a BHC generally should not maintain a rate of cash dividends unless its net income available to common shareholders has been sufficient to fully fund the dividends and the prospective rate of earnings retention appears to be consistent with the corporation's capital needs, asset quality and overall financial condition. Further, in providing guidance to the large BHCs participating in the CCAR exercise, such as PNC as discussed above, the Federal Reserve has expected capital plans to reflect conservative dividend payout ratios.

*Enhanced Prudential Requirements.* Under Federal Reserve rules, PNC and other BHCs with total consolidated assets of \$100 billion or more are subject to various enhanced prudential standards related to liquidity risk management and overall risk management. For PNC, these rules, among other things, establish liquidity stress testing requirements (discussed above), limitations on PNC's aggregate net credit exposures to any single, unaffiliated company (referred to as the single counterparty credit limit (SCCL)), and certain oversight and governance responsibilities for PNC's Chief Risk Officer, the Board of Directors, and the Risk Committee of the Board of Directors. Under the Federal Reserve's SCCL rules, PNC's aggregate net credit exposure (including exposure resulting from, among other transactions, extensions of credit, repurchase and reverse repurchase transactions, investments in securities and derivative transactions) to any unaffiliated counterparty may not exceed 25% of PNC's Tier 1 capital.

The Federal Reserve is required to impose a maximum 15-to-1 debt to equity ratio on a BHC if the federal agencies that comprise the FSOC determine that the company poses a grave threat to the financial stability of the U.S. and that the imposition of such a debt-to-equity requirement would mitigate such risk. The Federal Reserve also is required to establish early remediation requirements for BHCs with more than \$250 billion in total assets and continues to work towards finalizing these requirements.

The Federal Reserve may continue to develop the set of enhanced prudential standards that apply to large BHCs in order to further promote the resiliency of such firms and the U.S. financial system. For additional information, see Item 1A Risk Factors of this Report.

*Additional Powers Under the GLB Act.* The GLB Act permits a qualifying BHC, such as PNC, to become a "financial holding company" and thereby engage in, or affiliate with companies engaging in, a broader range of financial activities than would otherwise be permitted for a BHC. Permitted affiliates include securities underwriters and dealers, insurance companies, insurance agents and companies engaged in other activities that are determined by the Federal Reserve, in consultation with the Secretary of the Treasury, to be "financial in nature or incidental thereto" or are determined by the Federal Reserve unilaterally to be "complementary" to financial activities. We became a financial holding company in 2000. A BHC qualifies to become a financial holding company if the BHC and its subsidiary depository institutions are "well capitalized" and "well managed" and its subsidiary depository institutions have a rating under the CRA of Satisfactory or better. Among other activities, we currently rely on our status as a financial holding company to conduct merchant banking activities and securities underwriting and dealing activities. As subsidiaries of a financial holding company under the GLB Act, our non-bank subsidiaries are generally allowed to conduct new financial activities, and we generally are permitted to acquire non-bank financial companies that have less than \$10 billion in assets, with after-the-fact notice to the Federal Reserve.

In addition, the GLB Act permits qualifying national banks to engage in expanded activities through a "financial subsidiary." PNC Bank has filed a financial subsidiary certification with the OCC and currently engages in insurance agency activities through financial subsidiaries. PNC Bank may also generally engage through a financial subsidiary in any activity that is determined to be financial in nature or incidental to a financial activity by the Secretary of the Treasury, in consultation with the Federal Reserve (other than insurance underwriting activities, insurance company investment activities and merchant banking). In order to establish a financial subsidiary, a national bank and each of its depository institution affiliates must be "well capitalized" and "well managed" and the national bank and each of its depository institution affiliates must have a CRA rating of Satisfactory or better.

If a financial holding company or a national bank with a financial subsidiary fails to continue to meet the applicable "well capitalized" or "well managed" criteria, the financial holding company or national bank must enter into an agreement with the Federal Reserve or the OCC, respectively, that, among other things, identifies how the capital or management deficiencies will be corrected. Until such deficiencies are corrected, the relevant agency may impose limits or conditions on the activities of the company or bank, and the company or bank may not engage in, or acquire a company engaged in, the types of expanded activities only permissible for a financial holding company or financial subsidiary without prior approval of the relevant agency.

In addition, a financial holding company generally may not engage in a new financial activity authorized by the GLB Act, or acquire a company engaged in such a new activity, if any of its insured depository institutions receives a CRA rating of less than Satisfactory. A national bank's financial subsidiary generally may not engage in a new financial activity authorized by the GLB Act, or acquire a company engaged in such a new financial activity, if the national bank or any of its insured depository institution affiliates received a CRA rating of less than Satisfactory. At December 31, 2021, PNC Bank had a rating of Outstanding with respect to CRA.

**Volcker Rule.** The Volcker Rule and its implementing regulations prohibit banking entities from engaging in short-term trading as principal and having certain ownership interests in and relationships with hedge funds, private equity funds, and certain other private funds (together, "covered funds"), unless an exemption or exception applies. For example, the exemptions under the Volcker Rule allow banking entities to trade as principal for securities underwriting, market making and risk-mitigating hedging purposes, subject to a variety of conditions. As a result of rule changes adopted in 2019, PNC and PNC Bank are subject to simplified and tailored compliance program requirements because each entity has trading assets and liabilities of less than \$20 billion. To date, the prohibitions under the final Volcker Rule regulations have not had a material effect on our businesses or revenue.

**Other Federal Reserve and OCC Regulation and Supervision.** The federal banking agencies possess broad powers to take corrective action as deemed appropriate based on the actions, operations or risk management programs of a BHC, an insured depository institution or their subsidiaries, and the Federal Reserve and the OCC have the ability to take enforcement action against PNC and PNC Bank, respectively, to prevent and remedy acts and practices that the agencies determine to be unfair or deceptive. A finding that we have engaged in a deceptive act or practice may have collateral consequences on our ability to rely on certain exemptions in, or take advantage of certain provisions of, the securities laws absent a government waiver of such restrictions.

Moreover, less than satisfactory examination ratings, lower capital or liquidity ratios than peer group institutions, or regulatory concerns regarding management, controls, assets, operations or other factors can all potentially result in practical limitations on the ability of a bank or BHC to engage in new activities, grow, acquire new businesses, repurchase its stock or pay dividends or continue to conduct existing activities. Furthermore, the OCC has established certain heightened risk management and governance standards for large banks, including PNC Bank. The guidelines, among other things, establish minimum standards for the design and implementation of a risk governance framework, describe the appropriate risk management roles and responsibilities of front line units, independent risk management, internal audit, and the board of directors, and provide that a covered bank should have a comprehensive written statement that articulates its risk appetite and serves as a basis for the framework. If the OCC determines that a covered national bank is not in compliance with these or other enforceable guidelines (including guidelines relating to information security standards), the OCC may require the bank to submit a corrective action plan and may initiate enforcement action against the bank if an acceptable plan is not submitted or the bank fails to comply with an approved plan.

Sections 23A and 23B of the Federal Reserve Act and the Federal Reserve's implementing regulation, Regulation W, place quantitative and qualitative restrictions on covered transactions between a bank and its affiliates (for example between PNC Bank, on the one hand, and The PNC Financial Services Group, Inc. and its non-bank subsidiaries, on the other hand). In general, Section 23A and Regulation W limit the total amount of covered transactions between a bank and any single affiliate to 10% of the bank's capital stock and surplus, limit the total amount of covered transactions between a bank and all its affiliates to 20% of the bank's capital stock and surplus, prohibit a bank from purchasing low-quality assets from an affiliate and require certain covered transactions to be secured with prescribed amounts of collateral. Covered transactions include, among other things, extensions of credit, guarantees and purchases of assets. Section 23B generally requires that transactions between a bank and its affiliates be on terms that are at least as favorable to the bank as the terms that would apply in comparable transactions between the bank and a third party. Dodd-Frank amended Section 23A of the Federal Reserve Act to include as a covered transaction the credit exposure of a bank to an affiliate arising from a derivative transaction with the affiliate. The Federal Reserve has yet to propose rules to implement these revisions.

The Federal Reserve Act and Federal Reserve regulations also place quantitative limitations and conditions on extensions of credit by a bank to its executive officers, directors, or principal shareholders and their related interests (including any company controlled by such persons). Generally, extensions of credit by a bank to such individuals, companies and related interests must comply with certain individual and aggregate lending limits, as well as procedural and qualitative requirements. As a result of the amount of PNC common stock held by its advised mutual funds and other accounts, the Vanguard Group is considered a principal shareholder of PNC Bank for purposes of these regulations. The federal banking agencies have issued an interagency statement addressing the application of these insider lending restrictions to the other portfolio companies owned or controlled by the advised funds and accounts of a fund complex that could be considered a principal shareholder of a bank, which is effective through the sooner of January 1, 2023, or the effective date of a final Federal Reserve rule that addresses the treatment of extensions of credit by a bank to fund complex-controlled portfolio companies that are considered insiders of the bank. The statement explains that the federal banking agencies will continue to exercise discretion to not take enforcement action against either a fund complex that is a principal shareholder of a bank, or a bank for which a fund complex is a principal shareholder, with respect to extensions of credit by the bank to the related interests of such fund complex that otherwise would violate the insider lending restrictions, subject to certain conditions.

The Federal Reserve and the OCC have provided guidance regarding incentive and other elements of compensation provided to executives and other employees at banking organizations they regulate, both as general industry-wide guidance and guidance specific to select larger companies, including PNC. These guidelines are intended to ensure that the incentive compensation practices of covered banking organizations do not encourage excessive risk-taking. Dodd-Frank requires the Federal Reserve, the OCC, the FDIC, the SEC and two other regulatory agencies to adopt regulations governing incentive compensation provided by regulated financial services companies to their executives and other employees. These agencies jointly proposed regulations in 2011 and again in 2016 to implement these requirements. Final regulations have not been adopted.

The trust, investment advisory and other fiduciary activities conducted by PNC Bank also are subject to the OCC's regulations governing the fiduciary activities of national banks, as well as applicable state fiduciary laws. The OCC's regulations, among other things, set standards for the administration of fiduciary accounts, prohibit or govern potential conflicts of interests and establish recordkeeping requirements for fiduciary accounts.

The Federal Reserve's prior approval is required whenever we propose to acquire all or substantially all of the assets of any bank, to acquire direct or indirect ownership or control of more than 5% of any class of voting securities of any bank or BHC, or to merge or consolidate with any other BHC. In reviewing the merger of BHCs, the acquisition of banks or the acquisition of voting securities of a bank or BHC, the factors the Federal Reserve must consider include (i) the competitive effects of the proposal in the relevant geographic markets; (ii) the financial and managerial resources and future prospects of the companies and banks involved in the transaction; (iii) the effect of the transaction on the financial stability of the U.S.; (iv) the organizations' compliance with anti-money laundering laws and regulations; (v) the convenience and needs of the communities to be served; and (vi) the records of performance under the CRA of the insured depository institutions involved in the transaction. On July 9, 2021, President Biden signed an executive order that, among other things, recommended that the U.S. Department of Justice and federal banking agencies update guidelines on banking mergers to provide more robust scrutiny of mergers.

The Federal Reserve's prior approval also is required, and similar factors are considered, for a BHC to acquire direct or indirect ownership or control of more than 5% of any class of voting securities of a savings association or savings and loan holding company, or to merge or consolidate with a savings and loan holding company. In cases involving interstate bank acquisitions, the Federal Reserve also must consider the concentration of deposits nationwide and in certain individual states. A BHC is generally prohibited from merging or consolidating with, or acquiring, another company or bank if upon consummation the resulting company would control 10% or more of deposits in the U.S. or a state, or if the resulting company's liabilities would exceed 10% of the aggregate liabilities of the U.S. financial sector (including the U.S. liabilities of foreign financial companies). In extraordinary cases, the FSOC, in conjunction with the Federal Reserve, could order the break-up of financial firms that are deemed to present a grave threat to the financial stability of the U.S.

OCC prior approval is required for PNC Bank to acquire another insured bank or savings association by merger or to acquire deposits or substantially all of the assets of such institutions. In deciding whether to approve such a transaction, the OCC is required to consider factors similar to those that must be considered by the Federal Reserve in connection with the acquisition of a bank or BHC. Approval of the OCC and the FDIC is required to merge a non-bank entity into PNC Bank.

In 2020, the Federal Reserve finalized rules governing when a BHC is presumed to "control" another company for purposes of the BHC Act, thereby causing the company to be considered a subsidiary for purposes of the BHC Act. The rules establish a set of presumptions identifying when a BHC would be deemed to control another company, with the nature and scope of relationships a BHC may have with a non-controlled company (e.g., director or officer representatives, scope of business relationships, etc.) declining as the BHC's voting ownership percentage in the company increases.

*FDIC Insurance and Related Matters.* PNC Bank is insured by the FDIC and subject to deposit premium assessments. PNC Bank, as an insured depository institution with over \$50 billion in assets and controlled by a BHC with over \$500 billion in assets, will be reclassified as a "highly complex institution" under the FDIC's methodology for determining premium assessments in the second quarter of 2022. Regulatory matters could increase the cost of FDIC deposit insurance premiums to an insured bank as FDIC deposit insurance premiums are "risk based." Therefore, higher fee percentages would be charged to banks that have lower capital ratios or higher risk profiles. These risk profiles take into account, among other things, weaknesses that are found by the primary federal banking regulator through its examination and supervision of the bank and the bank's holdings of assets or liabilities classified as higher risk by the FDIC, including brokered deposits. A negative evaluation by the FDIC or a bank's primary federal banking regulator could increase the costs to a bank and result in an aggregate cost of deposit funds higher than that of competing banks in a lower risk category.

PNC Bank is subject to certain enhanced deposit insurance recordkeeping requirements adopted by the FDIC, which are designed to assist the FDIC to promptly determine whether, or to what extent, a large bank's deposits are covered by deposit insurance if the bank were to fail.

Federal banking laws and regulations also apply a variety of requirements or restrictions on insured depository institutions with respect to brokered deposits. For instance, only a “well capitalized” insured depository institution may accept brokered deposits without prior regulatory approval. In addition, brokered deposits are generally subject to higher outflow assumptions than other types of deposits for purposes of the LCR. The FDIC has issued rules and guidance for determining whether deposits are considered “brokered.”

**Resolution and Recovery Planning.** BHCs that have \$100 billion or more in assets, such as PNC, are required to periodically submit to the Federal Reserve and the FDIC a resolution plan (including a public summary) that includes, among other things, an analysis of how the company could be resolved in a rapid and orderly fashion if the company were to fail or experience material financial distress. The Federal Reserve and the FDIC may jointly impose restrictions on a covered BHC, including additional capital requirements or limitations on growth, if the agencies jointly determine that the company’s plan is not credible or would not facilitate a rapid and orderly resolution of the company under the U.S. Bankruptcy Code (or other applicable resolution framework), and additionally could require the company to divest assets or take other actions if the company did not submit an acceptable resolution plan within two years after any such restrictions were imposed. PNC generally must file a resolution plan with the Federal Reserve and FDIC at least once each three-year period, with submissions alternating between a full plan and a plan targeted on certain areas or subjects identified by the agencies. The agencies, however, have reserved the ability to alter the scheduled filing date for a covered company, request an interim update before a covered company’s next scheduled filing date and require a covered company to submit a full resolution plan in lieu of a scheduled targeted plan. PNC filed a targeted resolution plan in December 2021.

The FDIC also requires large insured depository institutions, including PNC Bank, to periodically submit a resolution plan (including a public summary) to the FDIC that includes, among other things, an analysis of how the institution could be resolved under the FDI Act in a manner that protects depositors and limits losses or costs to creditors of the bank in accordance with the FDI Act. In January 2021, the FDIC lifted the moratorium that it had instituted on resolution plan filings by insured depository institutions. PNC Bank’s next resolution plan is due in December 2022.

PNC Bank also is subject to OCC guidelines that establish standards for recovery planning. These guidelines require a covered bank to develop and maintain a recovery plan that is evaluated and updated annually that, among other things, identifies a range of options that could be undertaken by the covered bank to restore its financial strength and viability should identified triggering events occur. The recovery plan guidelines are enforceable in the same manner as the other guidelines the OCC has established.

**CFPB Regulation and Supervision.** The CFPB examines PNC and PNC Bank for compliance with a broad range of federal consumer financial laws and regulations, including the laws and regulations that relate to deposit products, credit card, mortgage, automobile, student and other consumer loans, and other consumer financial products and services that we offer. The consumer financial protection laws that are subject to the CFPB’s supervision and enforcement powers include, among others, the Truth in Lending Act, Truth in Savings Act, Home Mortgage Disclosure Act, Fair Credit Reporting Act, Electronic Funds Transfer Act, Real Estate Settlement Procedures Act, Fair Debt Collections Practices Act, Equal Credit Opportunity Act and Fair Housing Act. The CFPB also has authority to take enforcement actions to prevent and remedy acts and practices relating to consumer financial products and services that it deems to be unfair, deceptive or abusive, and to impose new disclosure requirements for any consumer financial product or service.

The CFPB may issue regulations that impact products and services offered by PNC or PNC Bank. The regulations could reduce the fees that we receive, require that we provide additional consumer disclosures, alter the way we provide our products and services, impair our ability to compete with other providers of financial products or services, or expose us to greater risk of private litigation or regulatory enforcement action. The CFPB has engaged in rulemakings that affect, among other things, consumer remittance transfers, the qualified mortgage definition under the Truth in Lending Act, the Home Mortgage Disclosure Act, the Fair Debt Collection Practices Act, and payday, vehicle title, and certain high-cost installment loans and may establish, or modify, rules governing other aspects of consumer financial products or services in the future.

#### **Securities and Derivatives Regulation**

Our registered broker-dealer and investment adviser subsidiaries are subject to the Exchange Act, and the Investment Advisers Act of 1940, respectively, and related rules and regulations promulgated by the SEC. These rules, for example, require that broker-dealers and investment advisers act in a customer’s best interest when making investment recommendations to retail customers, which includes managing conflicts of interest, providing required disclosures and exercising a duty of care in making investment recommendations. FINRA is the primary self-regulatory organization for our registered broker-dealer subsidiaries. Our broker-dealer and investment adviser subsidiaries also are subject to additional regulation by states or local jurisdictions.

The SEC and FINRA have active enforcement functions that oversee broker-dealers and investment advisers and can bring actions that result in fines, restitution, a limitation on permitted activities, disqualification to continue to conduct certain activities and an inability to rely on certain favorable exemptions. Certain types of infractions and violations also can affect our ability to expeditiously issue new securities into the capital markets. In addition, certain changes in the activities of a broker-dealer require approval from FINRA.

and FINRA takes into account a variety of considerations in acting upon applications for such approval, including internal controls, capital levels, management experience and quality, prior enforcement and disciplinary history and supervisory concerns.

The CFTC regulates swap dealers, other than security-based swap dealers, which are regulated by the SEC. PNC Bank is provisionally registered as a swap dealer with the CFTC. Because of the limited volume of our security-based swap dealing activities, PNC Bank has not registered (and currently does not intend to register) with the SEC as a security-based swap dealer.

PNC Bank's derivatives and foreign exchange businesses are subject to the regulations and requirements imposed on CFTC-registered swap dealers, and the CFTC (and for certain delegated responsibilities, the National Futures Association) has a meaningful supervisory role with respect to PNC Bank's derivatives and foreign exchange businesses. The CFTC's regulations are intended to (i) address systemic risk issues, (ii) bring greater transparency to the derivatives and foreign exchange markets, (iii) provide enhanced disclosures and protections to customers and (iv) promote market integrity. Among other things, these regulations (i) require that, absent certain specified exemptions, most standardized swaps be centrally cleared through a regulated clearing house and be traded on a centralized exchange or swap execution facility; (ii) subject PNC Bank to capital requirements in excess of historical practice; (iii) subject PNC Bank to comprehensive recordkeeping, regulatory reporting and real-time public reporting requirements; (iv) subject PNC Bank to various business conduct requirements, including the provision of daily marks to counterparties and disclosing to counterparties (pre-execution) the material risks, material incentives and any conflicts of interest associated with their swap; (v) impose special duties on PNC Bank when transacting a swap with a "special entity" (e.g., governmental agency (federal, state or local) or political subdivision thereof, pension plan or endowment); and (vi) impose margin requirements on certain swaps that are not centrally cleared through a regulated clearing house.

The regulations and requirements applicable to PNC Bank, as a provisionally registered CFTC swap dealer, have imposed and will continue to impose compliance burdens on PNC Bank and introduce additional legal risks (including as a result of applicable anti-fraud and anti-manipulation provisions and private rights of action). In addition, failure to comply with the "pay-to-play" regulations that govern our swap and municipal securities businesses could result in limitations on PNC Bank's ability to conduct swap and municipal securities business with state or local governments and their authorities.

#### **Regulations of Other Agencies**

In addition to regulations issued by the federal banking, securities and derivatives regulators, we also are subject to regulations issued by other federal agencies with respect to certain financial products and services we offer. For example, certain of our fiduciary, brokerage and investment management activities are subject to regulations issued by the Department of Labor under ERISA and related provisions of the Internal Revenue Code and certain of our student lending and servicing activities are subject to regulation by the Department of Education.

#### **Competition**

We are subject to intense competition from other regulated banking organizations, as well as various other types of financial institutions and non-bank entities that can offer a number of similar products and services without being subject to bank regulatory supervision and restrictions.

Our businesses compete for deposits and/or loans with:

- Other commercial banks,
- Savings banks,
- Credit unions,
- Consumer finance companies,
- Leasing companies,
- Other non-bank lenders,
- Financial technology companies,
- Treasury management service companies,
- Insurance companies,
- Issuers of commercial paper and other securities, including mutual funds, and
- Other international money transfer businesses.

In providing asset management services, our businesses compete with:

- Investment management firms,
- Large banks and other financial institutions,
- Brokerage firms,
- Financial technology companies,
- Mutual fund complexes, and
- Insurance companies.

Our various non-bank businesses engaged in investment banking and alternative investment activities compete with:

- Commercial banks,
- Investment banking firms,
- Collateralized loan obligation managers,
- Hedge funds,
- Mutual fund complexes,
- Merchant banks,
- Insurance companies,
- Private equity firms, and
- Other investment vehicles.

Competition is based on a number of factors including pricing, product structure, the range of products and services offered and the quality of customer service. Loan pricing, structure and credit standards are extremely important as we seek to achieve appropriate risk-adjusted returns. Deposit-taking activities are also subject to pricing pressures and to customer migration as a result of intense competition for deposits and investments. Competitors may seek to compete with us through traditional channels such as physical locations or through digital channels such as the internet or mobile applications. We include here by reference the additional information regarding competition and factors affecting our competitive position included in Item 1A Risk Factors of this Report.

### **Human Capital**

We place great importance on having the right people, in the right roles, with the right skills, and doing their best work. By focusing on the growth and development of our talented team members, we believe we are best positioned to deliver results for our customers. We believe when our employees deliver for our customers, they deliver for our communities and shareholders as well.

PNC devotes substantial resources to managing its human capital. Our Board of Directors provides oversight of our human capital management strategies, programs and policies developed by our senior management team and is assisted by our Board's Nominating and Governance and Human Resources Committees. Our Management Level Executive Committee assists and makes recommendations to our Chief Executive Officer and Board of Directors on human capital matters.

The Board of Directors also includes a Special Committee on Equity & Inclusion, which assists the Board in its oversight of management's equity and inclusion efforts. Additionally, under the leadership of the Chief Corporate Responsibility Officer, PNC operates a corporate responsibility department. The Chief Corporate Responsibility Officer is a member of the Executive Committee, reporting directly to the Chief Executive Officer. The Board of Directors provides formal oversight of the company's corporate responsibility strategy and regularly reviews policies, programs and strategies foundational to the work of the corporate responsibility department.

Employees totaled 59,426 at December 31, 2021. This total included 57,668 full-time and 1,758 part-time employees, of which 32,563 full-time and 1,669 part-time employees were employed in our Retail Banking business.

Part of PNC's ability to compete effectively depends on our ability to attract new employees and retain and develop our existing employees. In support of our employees, our strategic human capital goals include:

- Advancing PNC's talent-focused culture by developing strong leaders who exemplify our Leadership Standards, a set of standards designed to hold managers accountable for intentional inclusion, living our corporate values, enabling change, achieving results and developing the best talent and providing them with the tools and insights to effectively manage our people.
- Focusing on the development and retention of diverse, high performing talent and providing employees with opportunities for professional growth, career mobility and health and financial wellness.
- Supporting a strong, ethical culture anchored in our corporate values and doing the right thing for our employees, customers, communities and shareholders.
- Continuing to focus on improving workforce diversity and creating an equitable and inclusive work place.

In managing our employees, we focus on these key factors:

- *Recruiting, developing and retaining talent.* We believe recruiting, developing and retaining talent starts with our leaders, and we measure our managers against our Leadership Standards. Our talent priority is to invest in the development of our internal talent and to provide career advancement opportunities to our employees. We measure how many open requisitions we fill with internal candidates, participation in early career development programs and turnover. At our first-level and above career bands we fill approximately 63% of our open requisitions with internal candidates, which has a direct impact on our ability to retain and develop our people. In addition, we hire approximately 500 interns and 500 full-time development program associates each year from our 11 early career development programs that support each of our lines of business and support areas. In regard to recruiting and retaining talent amid an ever-changing landscape, we have set an objective of making long-

term flexibility a differentiator for PNC. Our flexible workforce model includes personnel in fully remote, fully on-site and hybrid (mix of remote/on-site) positions based on role and job responsibilities. Our approach to flexibility will evolve as we learn and evaluate what works best for our employees and PNC.

- *Diversity, equity and inclusion.* We focus on attracting, developing and retaining a diverse workforce that reflects and is equipped to meet the needs of our diverse customer base. Based on employee self-disclosure, we measure representation of LGBTQ+, people with disabilities, veterans and women, and across all races and certain ethnicities. As of December 31, 2021, approximately 59% of PNC's workforce and 50% of PNC's employees in managerial roles were women. People of color represented approximately 34% of PNC's workforce, including 26% of our employees in managerial roles, as of December 31, 2021. As part of building a pipeline of diverse talent, 77% of the early career development program participants in 2021 were diverse, including LGBTQ+, women, veterans, people of color and those with a disability.
- *Total rewards.* We are committed to providing competitive compensation and benefits programs as part of our overall strategy to retain and recruit diverse talent. We design our compensation and benefits programs to focus on three key aspects of employee well-being: health, money and quality of life. These programs include competitive base salaries and, depending on eligibility, cash incentive and/or stock-based award opportunities, an Employee Stock Purchase Plan, a 401(k) Plan with employer match, a pension plan, healthcare, life insurance and disability benefits, health savings and dependent care flexible spending accounts, paid time off, paid maternity and parental leave, family care resources, flexible work schedules, a robust wellness program with incentives, adoption assistance, employee assistance programs and educational assistance, among others. Additionally, we conduct pay equity analyses to determine if employees are being compensated fairly and consistently across roles.
- *Employee engagement.* Twice a year, PNC conducts employee surveys to measure employee engagement because we believe that engaged employees have lower attrition rates and improved customer outcomes.

PNC continues to recognize the impacts that the COVID-19 pandemic has had and will likely continue to have on our human capital. We are monitoring the status of the pandemic nationally and locally and continue to prioritize the safety and well-being of our employees, while complying with all state and local health mandates and managing in accordance with Center for Disease Control guidelines. Our various strategies and policies in place to promote the health and safety of our employees who need to be on-site to execute their job responsibilities continue to evolve.

### **Climate Change Strategy**

We recognize that environmental issues, such as climate change, could pose significant financial, legal and reputational risk to PNC. PNC's sustainability and climate change strategy is based on a four-pronged approach: (i) maintaining risk management controls that incorporate climate change considerations, (ii) managing our internal operations in a sustainable manner, (iii) helping our clients finance their sustainable operations and (iv) managing capital for our clients in responsible ways. We adapt this approach based on best practices as we learn what works for PNC and our stakeholders.

Our governance of climate issues seeks to ensure an appropriate balancing of financial priorities and environmental considerations as we pursue our purpose of helping all of our stakeholders move forward financially. PNC's Board oversees climate change-related efforts. Specific internal working groups, engaging with relevant stakeholders within PNC, then carry out these efforts. In addition, we have established a risk management framework to identify, assess, monitor and report on environmental and social risks, including those related to climate change. PNC has also developed a carbon intensity score, which is a top-down assessment of the carbon intensity of our loan portfolio. Aligning with qualitative assessments of carbon intensities within industries, the carbon intensity scores are primarily used as a high-level benchmarking and portfolio trend tool.

We assess climate change risks under two distinct categories: transition risks and physical risks. Transition risks are experienced as the world moves toward a low-carbon economy and becomes less reliant upon fossil fuels. They can be reputational in nature or driven by changes in the market, technology and/or policy. Because transition risks are typically experienced to a greater degree in the short- to medium-term, they are dependent upon near-term policy decisions. Physical risks exist due to the increased severity of natural hazards stemming from a changing climate and we believe are realized to a greater degree in the medium-to-long-term. Transition and physical risks each requires a different risk management approach, and we explore a range of possible outcomes to gain insight on how to best manage these risks.

For more information on PNC's climate change-related risks, see Item 1A Risk Factors and the Credit Risk Management Section of Item 7 of this Report.

### **SEC Reports and Corporate Governance Information**

We are subject to the informational requirements of the Exchange Act and, in accordance with the Exchange Act, we file annual, quarterly and current reports, proxy statements, and other information with the SEC. Our SEC File Number is 001-09718.

The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, including exhibits, proxy and information statements, and other information about issuers, like us, who file electronically with the SEC. You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We make our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act available free of charge on our internet website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our corporate internet address is [www.pnc.com](http://www.pnc.com) and you can find this information at [www.pnc.com/secfilings](http://www.pnc.com/secfilings). Shareholders and bondholders may obtain copies of these filings without charge by contacting Shareholder Services at 800-982-7652 or via the online contact form at [www.computershare.com/contactus](http://www.computershare.com/contactus) for copies without exhibits, or via e-mail to [investor.relations@pnc.com](mailto:investor.relations@pnc.com) for copies of exhibits, including financial statement and schedule exhibits where applicable. The interactive data file (XBRL) exhibit is only available electronically.

Information about our Board of Directors and its committees and corporate governance, including our PNC Code of Business Conduct and Ethics (as amended from time to time), is available on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance). In addition, any future waivers from a provision of the PNC Code of Business Conduct and Ethics covering any of our directors or executive officers (including our principal executive officer, principal financial officer, and principal accounting officer or controller) will be posted at this internet address.

Shareholders who would like to request printed copies of the PNC Code of Business Conduct and Ethics or our Corporate Governance Guidelines or the charters of our Board's Audit, Nominating and Governance, Human Resources, or Risk Committees (all of which are posted on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance)) may do so by sending their requests to our Corporate Secretary at corporate headquarters at The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2401. Copies will be provided without charge.

### **Internet Information**

The PNC Financial Services Group, Inc.'s financial reports and information about its products and services are available on the internet at [www.pnc.com](http://www.pnc.com). We provide information for investors on our corporate website under "About Us – Investor Relations." We use our Twitter account, [@pncnews](https://twitter.com/pncnews), as an additional way of disseminating to the public information that may be relevant to investors.

We generally post the following under "About Us – Investor Relations" shortly before or promptly following its first use or release: financially-related press releases, including earnings releases and supplemental financial information, various SEC filings, including annual, quarterly and current reports and proxy statements, presentation materials associated with earnings and other investor conference calls or events, and access to live and recorded audio from earnings and other investor conference calls or events. In some cases, we may post the presentation materials for other investor conference calls or events several days prior to the call or event. For earnings and other conference calls or events, we generally include in our posted materials a cautionary statement regarding forward-looking and non-GAAP financial information, and we provide GAAP reconciliations when we include non-GAAP financial information. Such GAAP reconciliations may be in materials for the applicable presentation, in materials for prior presentations or in our annual, quarterly or current reports.

When warranted, we will also use our website to expedite public access to time-critical information regarding PNC instead of using a press release or a filing with the SEC for first disclosure of the information. In some circumstances, the information may be relevant to investors but directed at customers, in which case it may be accessed directly through the home page rather than "About Us - Investor Relations."

We are required to provide additional public disclosure regarding estimated income, losses and pro forma regulatory capital ratios under supervisory and PNC-developed hypothetical severely adverse economic scenarios, as well as information concerning our capital stress testing processes, pursuant to the stress testing regulations adopted by the Federal Reserve and the OCC. We are also required to make certain additional regulatory capital-related public disclosures about our capital structure, risk exposures, risk assessment processes, risk-weighted assets and overall capital adequacy, including market risk-related disclosures, under the regulatory capital rules adopted by the Federal banking agencies. Similarly, the Federal Reserve's rules require quantitative and qualitative disclosures about our LCR and, beginning in 2023, our NSFR. Under these regulations, we may satisfy these requirements through postings on our website, and we have done so and expect to continue to do so without also providing disclosure of this information through filings with the SEC.

Other information posted on our corporate website that may not be available in our filings with the SEC includes information relating to our corporate governance and annual communications from our chairman to shareholders.

Where we have included internet addresses in this Report, such as our internet address and the internet address of the SEC, we have included those internet addresses as inactive textual references only. Except as specifically incorporated by reference into this Report, information on those websites is not part hereof.

## ITEM 1A – RISK FACTORS

We are subject to a number of risks potentially impacting our business, financial condition, results of operations and cash flows. As a financial services company, certain elements of risk are inherent in what we do and the business decisions we make. Thus, we encounter risk as part of the normal course of our business, and we design risk management processes to help manage these risks.

Our success is dependent on our ability to identify, understand and manage the risks presented by our business activities so that we can appropriately balance risk taking with revenue generation and profitability. We discuss our principal risk management oversight and processes and, in appropriate places, related historical performance and other metrics in the Risk Management section included in Item 7 of this Report.

The following are the material risk factors that affect us of which we are currently aware. Any one or more of these risk factors could have a material adverse impact on our business, financial condition, results of operations or cash flows. In addition, these risks present other possible adverse consequences, including those described below. These risk factors and other risks we face are also discussed further in other sections of this Report. Thus, the risk factors below should not be considered a complete list of potential risks that we may face.

### Summary

The following is a summary of the Risk Factors disclosure in this Item 1A:

- The COVID-19 pandemic has had and is likely to continue to have an adverse effect, possibly materially, on our overall business and financial performance.
- Our business and financial performance are vulnerable to the impact of adverse economic conditions.
- The policies of the Federal Reserve and other governmental agencies and the impact of government legislation, regulation and policy and other political factors on the economy, interest rates, overall financial market performance and banking organizations could have an adverse effect on our business and financial performance and our ability to pay dividends or otherwise return capital to shareholders.
- A downgrade in our credit ratings could significantly impact our liquidity, funding costs and access to the capital markets.
- The scheduled discontinuance of LIBOR presents risks to the financial instruments originated, held or serviced by PNC that use LIBOR as a reference rate.
- Climate change and societal responses to climate change could adversely affect our business and performance, including indirectly through impacts on our customers.
- We are subject to risks related to the use of technology which is critical to our ability to maintain or enhance the competitiveness of our businesses and is dependent on having the right to use the underlying intellectual property. We could also suffer a material adverse impact from interruptions in the effective operation of our information systems and other technology, including as a result of third party breaches of data security either at PNC or at third parties handling PNC information.
- Our business and financial results are subject to risks associated with the creditworthiness of our customers and counterparties, the concentration and mix of our loan portfolio, market interest rates and movements in those rates and changes in the values of financial assets.
- We are subject to risks related to the selection of accounting methods, inaccurate estimates and assumptions and to risks related to poorly designed and implemented models that are extensively used in our business.
- We operate in a highly competitive environment and our success depends on our ability to attract and retain customers and talented employees and we are at risk for an adverse impact on our business due to damage to our reputation.
- We are subject to operational risks as a result of our dependence on the effectiveness and integrity of our employees and on third party vendors, service providers and other counterparties over whom we do not have direct control.
- We are subject to risks related to growing our business by acquiring other financial services business from time to time as these acquisitions, including the acquisition of BBVA, present a number of risks and uncertainties related both to the acquisition transactions themselves and to the integration of the acquired businesses into PNC after closing.

### Risks Related to the COVID-19 Pandemic

*The COVID-19 pandemic has had and is likely to continue to have an adverse effect, possibly materially, on our overall business and financial performance.*

The COVID-19 pandemic has resulted in widespread and continuing impacts on economic and financial conditions, our customers and our employees. While economic conditions have improved since the first half of 2020, the recovery has been inconsistent across different geographic regions, sectors, companies and individuals and subject to setbacks as conditions related to the pandemic fluctuate. There is still a great deal of uncertainty about the length and severity of the pandemic and the strength or reversal of the economic rebound. While many of the impacts have subsided, including as a result of relaxation of responsive measures to manage the pandemic, future developments may lead to reimposed or new responsive measures that otherwise increase the negative economic impacts of the pandemic. Accordingly, the pandemic and its consequences had and are likely to continue to have an adverse effect,

possibly materially, on our overall business and financial performance. The following are examples of the most likely impacts on PNC:

- National macroeconomic indicators, forecasts and performance expectations have all steadily improved, which has had a beneficial impact on our credit risk, but uncertainty remains regarding lifetime losses of certain portions of our commercial and consumer portfolios. For commercial borrowers, there are still lingering concerns around industries that have been affected by COVID-19 related restrictions and market changes. For these industries, where unrestricted commerce has recently returned, the recovery will lag the broader economy. Where restrictions persist or market changes have emerged, the impact and eventual level of recovery are less certain. For consumer borrowers, payment behavior upon expiration of government stimulus, including recently expired enhanced unemployment benefits, is still difficult to predict. As a result, there is a likelihood that certain of our commercial and consumer customers or counterparties will become delinquent on their loans or other obligations to us, which, in turn, will result in a higher level of non-performing loans and net charge-offs. In addition, given the uncertainty about the length and severity of the pandemic and the strength or reversal of the economic rebound, our provision for credit losses may be more volatile period-to-period with a corresponding increase in period-to-period volatility in our net income.
- There has been and there is likely to continue to be a decrease in the demand for certain of our products and services which could be further exacerbated if customers lose confidence due to concerns regarding the economy, including as a result of inflationary pressures or supply chain disruptions.
- While customer deposits have grown, aiding our liquidity, future changes in behavior resulting in declining deposit balances would likely increase our funding costs and reduce our net interest income and liquidity resources.
- Some of the legislation responsive to the outbreak, including the CARES Act and the Consolidated Appropriations Act, provides for certain commercial and consumer protections which have altered and may continue to alter the profitability of the transactions in which we engage. These laws may be extended or increased in scope, and other laws may be enacted in response to the pandemic that have similar or broader effects on us.
- Other laws related to employee benefits and the treatment of employees have negatively impacted and may continue to negatively impact us by increasing administrative, compensation and benefits costs by, for example, mandating coverage of certain COVID-19 related testing without cost sharing or mandating additional paid or unpaid leave. Further governmental action that is taken to mitigate the economic effects of the pandemic, as well as additional compensation or benefit actions taken by PNC, could adversely affect our financial condition and results of operations, possibly materially, in other ways that are not known now.
- We rely on our employees, third party vendors and service providers and other counterparties, both domestically and abroad, to support many aspects of our business. Reduced workforces which may be caused by, among other things, illness, quarantine, stay at home or other government mandates, decisions regarding mandatory vaccination, proof of vaccination or face covering requirements, difficulties transitioning back to an in-office environment or substantial changes in the labor market (including labor availability and wage inflation) could result in an adverse impact to our operations and financial performance. These risks are also faced by many of our customers which could adversely affect their operations and financial performance and increase our credit risk or decrease the demand for our products and services. Many of these risks are likely to persist after the pandemic as a result of permanent changes to the labor market.
- In support of our employees, customers and communities, we have taken and may continue to take steps beyond or in addition to those required by governmental or regulatory minimums which may further adversely impact our profitability. For example, we have provided and may continue to provide additional relief or forbearance to customers, health and wellness benefits to employees (including significant company approved leave) or financial support for community initiatives to assist those in need because of the outbreak. The actual or perceived failure to provide sufficient services, support or relief to those businesses or individuals in need or properly implement legislation responsive to the outbreak or our voluntary commitments could negatively impact our reputation with adverse consequences to our business. In addition, such actual or perceived failure, or operational and other issues that arise in connection with the implementation of government-mandated or other financial assistance or relief programs present elevated levels of financial, legal and reputational risk, including fraud, governmental and regulatory inquiries, investigations and enforcement actions, as well as private lawsuits. Participation by PNC in governmental programs, such as the CARES Act and the Consolidated Appropriations Act, including the PPP, also have exposed and may continue to expose us to governmental investigation and action or public scrutiny and criticism.

Refer to our other Risk Factors in this Item 1A for information regarding other factors that have and are likely to continue to affect our business and financial performance as a result of the pandemic.

#### **Risks Related to the Economy and Other External Factors, Including Regulation**

*Our business and financial performance are vulnerable to the impact of adverse economic conditions.*

As a financial services company, our business and overall financial performance are affected to a significant extent by economic conditions, primarily in the U.S.

Declining or adverse economic conditions and adverse changes in investor, consumer and business sentiment generally result in reduced business activity, which may decrease the demand for our products and services or reduce the number of creditworthy borrowers. The ability of borrowers to repay loans is often weakened as a result of economic downturns and higher inflation and unemployment. In addition, periods of inflation may affect certain of our costs or expenses (including increasing our cost of capital and labor), erode consumer and customer purchasing power, confidence and spending and may also reduce our tolerance for extending credit. Increases in costs or expenses impacting our customers' operations and financial performance, such as the interest rate payable on their debt obligations, could increase our credit risk or decrease the demand for our products and services. Recently, there has been

inflation at higher levels than seen in many decades, and significant supply chain constraints have increased costs and impacted operations for us and many of our customers. These conditions may not abate in the near term and their continuation could materially adversely affect our operations and financial performance. Such economic conditions also may lead to turmoil and volatility in financial markets, often with at least some financial asset categories losing value. Any of these effects would likely have an adverse impact on our earnings, with the significance of the impact generally depending on the nature and severity of the adverse economic conditions.

Even when economic conditions are relatively good or stable, specific economic factors can negatively affect our business and performance. This can be especially true when the factors relate to particular segments of the economy. For example, shifting consumer behavior with respect to retail purchases being made over the internet rather than in physical stores has negatively impacted performance by some retailers. This likely decreases demand for financial services in that sector, possibly harming the creditworthiness of some shopping mall operators, retail companies and others with whom we do business. As another example, declines in leisure recreation and travel because of the COVID-19 pandemic have adversely affected and may continue to adversely affect restaurants, casinos, hotels, convention centers, cruise lines, airlines and other travel/transportation companies. In addition, remote work has adversely affected and may continue to adversely affect commercial real estate, as well as businesses whose customers have historically been office workers. Affected companies have experienced and may continue to experience lower levels of business and possible declining creditworthiness.

Given the geographic scope of our business and operations, we are most exposed to issues within the U.S. economy and financial markets. Our foreign business activities continue to be a relatively small part of our overall business. As a result, the direct impact on our business and performance from economic conditions outside the U.S. is not likely to be significant, although the impact would increase if we expand our foreign business more than nominally. We are, however, susceptible to the risk that such economic conditions could negatively affect our business and financial performance. Primarily, this risk results from the possibility that poor economic conditions or financial market disruptions affecting other major economies would also affect the U.S.

Throughout the remainder of this Risk Factors section, we address specific ways in which economic issues could create risk for us and result in adverse impacts on our business and financial performance. In particular, the COVID-19 pandemic has led to economic issues of the types described here and presents the risk of further such impacts. See the immediately preceding Risk Factor for a discussion of risks associated with the COVID-19 pandemic.

***The impact of government legislation, regulation and policy and other political factors on the economy could have an adverse effect on our business and financial performance.***

Changes in law or governmental policy affecting the economy, business activity, or personal spending, investing or saving activities may cause consumers and businesses to alter behavior in ways that impact demand for our products and services. Such changes may also alter the profitability of the transactions in which we engage or result in increased regulatory burden and associated costs. PNC may alter the types or terms of the products and services we offer to reflect such changes. Uncertainty regarding future law or policy may have similar impacts. Changes in the U.S. presidential administration and Congress have led and will likely continue to lead to changes in law or policy, including the level of regulation and supervision of financial institutions. For example, it is possible that Congress amends or repeals all or certain aspects of the Tax Cuts and Jobs Act of 2017 which could adversely affect us, including through a complete or partial repeal of the reduction in the statutory corporate income tax rate. In addition, changes in key personnel at the agencies that regulate us, including the federal banking regulators, may result in differing interpretations of existing rules and guidelines and potentially more stringent enforcement and severe penalties. Moreover, a change in regulatory practices that increases the time frames to obtain regulatory approvals for acquisitions and other activities or makes them more difficult to obtain could affect our ability to make acquisitions or introduce new products and services.

Concern regarding the ability of Congress and the President collectively to reach agreement on federal budgetary matters (including the debt ceiling), or prolonged stalemates leading to total or partial governmental shutdowns, also can have adverse economic consequences and create the risk of economic instability or market volatility, with potential adverse consequences to our business and financial performance.

***The policies of the Federal Reserve and other governmental agencies have a significant impact on interest rates and overall financial market performance, which are important to our business and financial performance.***

The monetary policies of the Federal Reserve have a significant impact on interest rates, the value of financial instruments and other assets and liabilities, and overall financial market performance. These policies can thus affect the activities and results of operations of financial companies such as PNC. An important function of the Federal Reserve is to monitor the national supply of bank credit and set certain interest rates. The actions of the Federal Reserve influence the rates of interest that we charge on loans and that we pay on borrowings and interest-bearing deposits. Rates of interest can also affect the value of our on-balance sheet and off-balance sheet financial instruments. Although we may not accurately predict the nature or timing of future changes in monetary policies or the precise effects that they may have on our activities and financial results, we anticipate that the FOMC will raise the federal funds rate by 0.25 percentage points five times in 2022 to reach a range of 1.25% to 1.50% by the end of the year, and then further increase the federal funds rate in 2023.

In addition, monetary policy actions by governmental authorities in the European Union or other countries could have an impact on global interest rates, which could affect rates in the U.S. as well as rates on instruments denominated in currencies other than the U.S. dollar, any of which could have one or more of the potential effects on us described above.

Some of the potential impacts on our business and results of governmental monetary policy are described in Risk Factors under the heading “Risks Related to the Business of Banking.” The Federal Reserve has lowered its benchmark rates to historically low levels as a result of the COVID-19 pandemic. See the Risk Factor headed “The COVID-19 pandemic has had and is likely to continue to have an adverse effect, possibly materially, on our overall business and financial performance.”

***As a regulated financial services firm, we are subject to numerous governmental regulations and comprehensive oversight by a variety of regulatory agencies and enforcement authorities. These regulations and the way they are implemented can have a significant impact on our businesses and operations and our ability to grow and expand.***

The PNC Financial Services Group, Inc. is a BHC and a financial holding company, with the Federal Reserve as its primary regulator. PNC Bank is a federally chartered bank, with the OCC as its primary regulator. In addition, our businesses are subject to regulation by multiple other banking, consumer protection, securities and derivatives regulatory bodies. We are also subject to the jurisdiction of criminal and civil enforcement authorities.

As a result, we are subject to numerous laws and regulations involving both our business and organization, with multiple regulators or agencies having supervisory or enforcement oversight over aspects of our business. These laws, regulations and supervisory activities are intended to promote the safety and soundness of financial institutions, financial market stability, the transparency and liquidity of financial markets, and consumer and investor protection and prevent money laundering and terrorist financing and are not primarily intended to protect PNC security holders. In addition to regulation in the U.S., we are also subject to foreign regulation to a limited extent as a result of our business activities outside the U.S.

Applicable laws and regulations restrict our permissible activities and investments and require compliance with provisions designed to protect loan, deposit, brokerage, fiduciary, and other customers, and for the protection of customer information, among other things. We also are subject to laws and regulations designed to combat money laundering, terrorist financing, and transactions with persons, companies or foreign governments designated by U.S. authorities. Over time, the scope of the laws and regulations affecting our businesses, as well as the number of requirements or limitations imposed by legislative or regulatory actions, has increased, and we expect to continue to face substantial regulatory oversight and new or revised regulatory requirements or initiatives. Legislative or regulatory actions can result in increased compliance costs, reduced business opportunities, or new requirements and limitations on how we conduct our business. In particular, the financial services industry continues to face heightened scrutiny, particularly with respect to BSA and AML compliance requirements and consumer compliance and protection matters.

The Federal Reserve requires a BHC to act as a source of financial and managerial strength for its subsidiary banks. The Federal Reserve could require PNC to commit resources to PNC Bank when doing so is not otherwise in the interests of PNC or its shareholders or creditors.

Federal law grants substantial supervisory and enforcement powers to federal banking regulators. The results of routine and non-routine supervisory or examination activities by our regulators, including actual or perceived compliance failures, could result in limitations on our ability to enter into certain transactions, engage in new activities, expand geographically, make acquisitions or obtain necessary regulatory approvals in connection therewith. These activities also could result in significant fines, penalties or required corrective actions, some of which could be expensive and difficult to implement. In addition, another financial institution’s violation of law or regulation may give rise to an investigation of the same or similar activities of PNC.

As we expand our product and service offerings into additional markets, domestic or foreign, either through organic growth or acquisition, we have faced and will continue to face increases in state or foreign regulation affecting our operations. Different approaches to regulation by different jurisdictions could materially increase our compliance costs or risks of non-compliance.

A failure to comply, or to have adequate policies and procedures designed to comply, with regulatory requirements and expectations exposes us to the risk of damages, fines and regulatory penalties and other regulatory or enforcement actions or consequences, such as limitations on activities otherwise permissible for us or additional requirements for engaging in new activities and could also injure our reputation with customers and others with whom we do business. We also rely on third parties who may expose us to compliance risk. A failure to comply with regulatory requirements or deficiencies in risk management practices could be incorporated in our confidential supervisory ratings which could limit PNC’s ability to expand or require additional approvals before engaging in certain business activities.

See the immediately following Risk Factor for a discussion of risks associated with capital and liquidity regulation. Also see Supervision and Regulation in Item 1 of this Report for more information concerning the regulation of PNC, including those areas that have been receiving a high level of regulatory focus. Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report also discusses some of the regulation applicable to us.

***We are subject to regulatory capital and liquidity standards that affect our business, operations and ability to pay dividends or otherwise return capital to shareholders.***

PNC and PNC Bank are subject to regulatory capital and liquidity requirements established by the Federal Reserve and the OCC, respectively. These regulatory capital and liquidity requirements are typically developed at an international level by the Basel Committee and then applied, with adjustments, in each country by the appropriate domestic regulatory bodies. Domestic regulatory agencies can apply stricter capital and liquidity standards than those developed by the Basel Committee. In several instances, the U.S. banking agencies have done so with respect to U.S. banking organizations.

Requirements to maintain specified levels of capital and liquidity, and regulatory expectations as to the quality of our capital and liquidity, impact our business activities and may prevent us from taking advantage of opportunities in the best interest of shareholders or force us to take actions contrary to their interests. For example, PNC's ability to pay or increase dividends or otherwise return capital to shareholders is subject to PNC's compliance with its SCB, which is determined at least annually through the Federal Reserve's CCAR process. The Federal Reserve can also impose additional limitations on capital distributions, such as the limitations on distributions imposed in response to the COVID-19 pandemic. In addition, dividends from PNC Bank and, to a lesser extent, non-bank subsidiaries are PNC's principal source of funds to, among other things, pay dividends on and make repurchases of its capital stock. Many of our subsidiaries are subject to laws that restrict dividend payments or authorize regulatory bodies to prohibit or limit dividends to PNC. Limitations on PNC's ability to receive dividends from its subsidiaries, including PNC Bank, could have a material adverse effect on its liquidity and ability to pay dividends on and make repurchases of its capital stock.

Capital and liquidity requirements may also impact the amount and type of loans we make. We may be constrained in our ability to expand, either organically or through acquisitions. We may be forced to sell or refrain from acquiring assets where the capital requirements appear inconsistent with the assets' underlying risks. In addition, liquidity standards require us to maintain holdings of highly liquid short-term investments, thereby reducing our ability to invest in longer-term or less liquid assets, even if more desirable from an earnings, balance sheet or interest rate risk management perspective.

The Basel Committee continues to engage in capital- and liquidity-related initiatives. See the Supervision and Regulation section included in Item 1 of this Report. As it is unclear, at this time, whether or how these initiatives will be implemented in the U.S., we are unable to estimate what potential impact such initiatives may have on us.

Regulatory capital and liquidity requirements are subject to regular review and revision by the Basel Committee and the U.S. banking agencies. For example, under the 2019 Tailoring Rules, certain BHCs are classified as Category I, Category II, Category III or Category IV firms. While PNC and PNC Bank currently are Category III firms, if PNC or PNC Bank would become a Category I or II institution, we would be subject to more stringent capital and liquidity standards which would likely increase some of the potential adverse effects described above. Future changes to the capital and liquidity rules to require PNC or PNC Bank to maintain more or higher quality capital or greater liquidity would also likely increase some of the potential adverse effects described above.

The regulatory capital and liquidity frameworks as well as certain other prudential requirements and standards that are applicable to PNC are discussed in the Supervision and Regulation section included in Item 1 of this Report and the Liquidity and Capital Management portion of the Risk Management section of Item 7 of this Report.

***A downgrade in our credit ratings could significantly impact our liquidity, funding costs and access to the capital markets.***

Our credit ratings are based on a number of factors, including the financial strength of PNC and PNC Bank, and factors outside of our control, such as conditions affecting the financial services industry generally. Reductions in one or more of our credit ratings could adversely affect our ability to borrow funds and increase our cost of capital and limit the number of investors or counterparties willing to do business with or lend to us. For example, downgrades could negatively impact our right to continue to service mortgages. Downgrades could also adversely affect our ability to attract or retain customers, including deposits. In addition, a downgrade in our credit ratings could trigger obligations to make cash or collateral payments under derivative contracts with certain counterparties. There can be no assurance that we will maintain our current ratings and outlooks. For information on our credit ratings, see the Liquidity and Capital Management portion of the Risk Management section of Item 7 of this Report.

***The scheduled discontinuance of LIBOR presents risks to the financial instruments originated, held or serviced by PNC that use LIBOR as a reference rate.***

As a large financial institution, a significant portion of our transactions involve variable or adjusting interest rates that are calculated by adding a contractually defined credit spread to a base or reference rate. For many years, LIBOR has been used as a reference rate for a substantial majority of our transactions involving variable or adjustable interest, including those in which we lend money, issue securities, or purchase and sell securities issued by others, as well as many derivative transactions that we enter into to manage our or our customers' risk. We also service financial instruments entered into by others that use LIBOR as the reference rate.

As announced by ICE Benchmark Administration Limited and the U.K. Financial Conduct Authority, non-USD LIBOR ceased to be available at year end 2021 and we currently anticipate that the most widely used USD LIBOR tenor settings will cease after June 30, 2023. Accordingly, we are preparing for LIBOR cessation and, based upon guidance communicated by the Federal Reserve and other official sector representatives, PNC stopped entering into new USD LIBOR contracts as of December 31, 2021, subject to certain limited exceptions.

Currently, SOFR is the alternative reference rate replacing LIBOR for most types of transactions. SOFR is viewed as a “riskless rate” as it is derived from rates on overnight U.S. Treasury repurchase transactions, which are essentially overnight loans secured by U.S. Treasury securities, and are largely viewed as not presenting credit risk. The BSBY is another alternative reference rate that is in use primarily in the loan market. BSBY is intended to reflect large banks’ marginal wholesale cost of funds and is a credit-sensitive rate with a forward-looking term structure.

Changing to SOFR or another riskless rate could result in a value transfer between contracting parties to instruments originally based on LIBOR. Historically, in periods of economic or financial industry stress, riskless rates that are analogous to SOFR have been relatively stable. In contrast, LIBOR, which is designed to reflect the credit risk of banks, has widened relative to riskless rates, reflecting increased uncertainty regarding the creditworthiness of banks. Accordingly, if SOFR behaves like its historical analogs, an instrument that transitions from LIBOR to SOFR may not yield identical economic outcomes for each contracting party to an instrument had the instrument continued to reference LIBOR. Similarly, SOFR, because it is riskless, tends to be a lower rate than LIBOR. To address these differences between LIBOR and SOFR, certain industry-recommended LIBOR fallback provisions include a concept of an adjustment spread that is applied when a LIBOR-based contract falls back to SOFR and that is calculated based on a five-year median look-back of the historical spot difference between the applicable LIBOR tenor and the applicable SOFR tenor. However, because any such adjustment spread is and will be based on a historical median, such adjustment spreads have not, and are likely in the future to not, reflect the spot difference between LIBOR and SOFR at certain points in time and there may be a value transfer between the contracting parties over the life of the instrument because the all-in rate applied to a contract, even taking into account the spread adjustment, might have behaved differently over the life of the instrument in the absence of LIBOR cessation.

Any value transfer could be financially adverse or beneficial to us or to our other contracting parties to that instrument (such as a borrower, derivative counterparty or bond holder). Impacts from a change in reference rate would likely include changes to the yield on, and value of, loans or securities held by us, amounts paid on securities we have issued, amounts received and paid on derivative instruments we have entered into and the trading market for LIBOR-based securities. Any theoretical benefit to us could result in counterparty dissatisfaction, which, in turn could lead to litigation, potentially as class actions, or other adverse consequences, including dissatisfied customers or impaired relationships with financial institution counterparties resulting in loss of business. As a result, over the life of a transaction that transitions from LIBOR to a new reference rate, our monetary obligations to our counterparty (or their obligations to us) and the yield we receive (or pay) from the transaction with that counterparty may change from that which would have resulted from a continuation of LIBOR.

Changing from LIBOR to BSBY substantially reduces the value transfer risks, and we use, and intend to continue to use, BSBY as a reference rate for a portion of our loan portfolio. Our ability to use BSBY more broadly is limited by the current and anticipated widespread use of SOFR in capital and derivatives markets and because SOFR is the preferred rate among certain domestic and global official sector entities.

Another set of risks associated with LIBOR cessation relates to how the transition from LIBOR to another rate will be effected. For some instruments, the method of transitioning to a new reference rate may be challenging, especially where the contract does not provide for a transition upon LIBOR cessation or the relevant contractual language relating to a potential transition is ambiguous or inadequate under the circumstances.

For example, most LIBOR-based interest rate derivative contracts executed prior to January 25, 2021, do not include adequate fallbacks for LIBOR cessation. In response, ISDA published a protocol pursuant to which industry participants can agree with any other industry participant that adheres to the protocol to include ISDA’s new LIBOR fallback provisions into legacy derivative contracts. Although we have adhered to the ISDA protocol, we believe many “end users” of swaps (i.e., our borrowers who have hedged their interest rate payment obligations) will not adhere. In addition, there are differences between the new ISDA fallback provisions and the fallback provisions that have been proposed for loans, which differences could result in a mismatch between the reference rate or other economics in our borrowers’ legacy derivative contracts and their loans for which such derivative contracts are intended as a hedge. For these end-user counterparties, one-on-one negotiation with each counterparty will be necessary to amend legacy swaps to adequately address LIBOR cessation. If we are unable to agree to appropriate LIBOR cessation provisions with these swaps’ counterparties, recently enacted New York State legislation will incorporate fallback provisions into these derivative contracts. However, these statutory fallback provisions may not align with fallback provisions in a loan for which one of these derivative contracts is intended as a hedge. As a result, addressing transition under these circumstances may be challenging or ineffective, could result in litigation, and in some cases may involve concession on our part that has the effect of reducing the value of the instrument to us.

We have other contracts that do contemplate LIBOR cessation but do so in a manner that may create other risks. For example, some contracts provide for selecting replacement rates in a manner that presents significant challenges (such as by assuming that there would be a rate calculated substantially in the same manner as LIBOR is) or that gives us or another party absolute discretion to select a rate. Some provide for determination of a reference rate without providing for adjustment of the credit spread. In these types of cases, there will likely be uncertainty surrounding transition, with all of the risks described in this Risk Factor.

Transitioning from LIBOR to alternative rates also may result in operational errors during the transition such that the replacement rate is not applied in a timely manner or is incorrectly applied. This is particularly true given the volume of contracts that will require transition and the diversity of potential approaches to transition and given the possibility that the period during which the transition will need to take place may have a short duration. Similarly, our failure to successfully implement transition from LIBOR to alternative rates could result in regulatory scrutiny and actions by our regulators including fines and other supervisory sanctions. It is

also possible that LIBOR quotes will become unavailable prior to the currently anticipated cessation dates. In that case, the risks associated with the transition to an alternative reference rate will be accelerated and magnified. These risks may also be increased due to the shorter time for preparing for the transition.

Transitioning from LIBOR to alternative rates also impacts certain of our hedge accounting strategies. Uncertainty about the application of ASC 848 *Reference Rate Reform* to pooled cash flow hedge strategies introduces accounting risk that could affect the extent to which we are able to apply this accounting in the future. See Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report for more information about reference rate reform accounting standards impacts.

To address LIBOR cessation and the associated risks, we have established an enterprise LIBOR transition program, described in the Market Risk Management portion of the Risk Management section in Item 7 of this Report. Any failure of this program to appropriately assess and mitigate risk and deliver in a timely manner on operationalizing our ability to transition from LIBOR could magnify the risks previously outlined.

***New customer privacy initiatives will impose additional operational burdens on PNC, may limit our ability to pursue desirable business initiatives and increase the risks associated with any future use of customer data.***

Recently there has been an increase in legislative and regulatory efforts to protect the privacy of consumer data. These initiatives, among other things, limit how companies can use customer data and impose obligations on companies in their management of such data. Financial services companies such as PNC necessarily gather, maintain and use a significant amount of customer data. These types of initiatives increase compliance complexity and related costs, result in significant financial penalties for compliance failures, and limit our ability to develop new products or respond to technological changes. Such legal requirements also could heighten the reputational impact of perceived misuses of customer data by us, our vendors or others who gain unauthorized access to our customer data. Other jurisdictions may adopt similar requirements that impose different and potentially inconsistent compliance burdens. The impacts will be greater to the extent requirements vary across jurisdictions.

***Climate change and societal responses to climate change could adversely affect our business and performance, including indirectly through impacts on our customers.***

There continues to be significant concern on the part of scientists, public leadership and many individuals regarding climate change and its impacts on virtually all aspects of life over the short- and long-term. These concerns over the current or anticipated impacts of climate change have led and will continue to lead to governmental efforts around the world to mitigate those impacts. Consumers and businesses also are changing their behavior as a result of these concerns. Climate change concerns also create transition risk for PNC arising from the process of adjusting to these concerns, including transitioning to a low-carbon economy. PNC and its customers will need to respond to new laws and regulations as well as consumer and business preferences as a result. We and our customers may face cost increases, asset value reductions, operating process changes and the like, as a result of climate change and governmental actions or societal responses to climate change. The impact on our customers will likely vary depending on their specific attributes, including their reliance on or role in carbon intensive activities as well as their exposure to the effects of climate change. Among the impacts to PNC could be a drop in demand for our products and services, particularly in certain sectors, or increased losses due to the impact of climate change (such as severe weather events) on PNC's operations or the collateral that secures customer borrowings. In addition, we could face reductions in creditworthiness on the part of some customers or in the value of assets securing loans, pressure from individuals or groups to cease doing business with certain companies or sectors, or additional regulatory restrictions or costs associated with providing products or services to certain companies or sectors. Environmental regulations or changes in the supply, demand or available sources of energy or other resources may affect the availability or cost of goods and services necessary to run our business. The Risk Factor headed "We are at risk for an adverse impact on our business due to damage to our reputation" has further discussion of risks associated with activist pressure. Our efforts to take these risks into account in making lending and other decisions, including by increasing our business with climate-friendly companies, may not be effective in protecting us from the negative impact of new laws and regulations or changes in consumer or business behavior, including those resulting from activist pressure. Our risk management may not be effective in identifying, measuring, monitoring and controlling climate risk exposure particularly given that the timing, nature and severity of the impacts of climate change may not be predictable.

## **Risks Related to the Use of Technology**

***The use of technology is critical to our ability to maintain or enhance the competitiveness of our businesses.***

As a large financial services company, we handle a substantial volume of customer and other financial transactions. As a result, we rely heavily on information systems to conduct our business and to process, record and monitor our transactions and those of our customers. Over time, we have seen more customer usage of technological solutions for financial needs as well as higher expectations of customers and regulators regarding effective and safe systems operation. In many cases, the effective use of technology increases efficiency and enables financial institutions to better serve customers. As a result of these factors, the financial services industry is undergoing rapid technological change with frequent introductions of new technology-driven products and services. Examples include expanded use of cloud computing, artificial intelligence and machine learning, virtual and augmented reality, biometric authentication, voice and natural language, data protection enhancements and increased online and mobile device interaction with customers, including innovative ways that customers can make payments or manage their accounts. The emergence of many of these technologies

was accelerated as a result of the COVID-19 pandemic and the shift to increased digital activity. We expect these trends to continue for the foreseeable future.

In response to actual and anticipated customer behavior and expectations, as well as competitive pressures, we have been investing in technology and connectivity. We are seeking to automate functions previously performed manually, facilitate the ability of customers to engage in financial transactions and otherwise enhance the customer experience with respect to our products and services. This effort has involved the expenditure of considerable amounts of funds and other resources. A failure to maintain or enhance our competitive position with respect to technology, whether because we fail to anticipate customer expectations or because our technological developments fail to perform as desired or are not rolled out in a timely manner or because we fail to keep pace with our competitors, would likely cause us to lose market share or incur additional expense. Our ability to maintain or enhance our relative technological position is in part dependent on our ability to attract and retain talented employees in these fields, which, due to overall demand, is increasingly difficult.

***Our use of technology is dependent on having the right to use the underlying intellectual property.***

In some cases, we develop internally the intellectual property embedded in the technology we use. In others, we or our vendors license it from others. Regardless of the source of the intellectual property, if another person or entity were deemed to own intellectual property rights infringed by our activities, we could be responsible for significant damages covering past activities and substantial fees to continue to engage in these types of activities. It also is possible that we could be prevented from using technology important to our business for at least a period of time. In such a circumstance, there may be no alternative technology for us to use or an appropriate alternative technology might be expensive to obtain. Protections offered by those from whom we license technology against these risks may be inadequate to cover fully any losses. Over time, there have been instances where technology used by PNC and other financial institutions has been alleged to have infringed patents held by others, and in some cases we, as well as other financial institutions, have suffered related losses.

***We could suffer a material adverse impact from interruptions in the effective operation of our information systems and other technology.***

The need to ensure proper functioning and resiliency of our information systems and other technology has become more important and more challenging, and the costs involved in that effort continue to be high. Effective management of our current expanded remote work environment heightens our need for secure, reliable and adequate information systems and technology. The risks of operational failures in the use of these systems result from a variety of factors. We are vulnerable to the impact of failures of our systems to operate as needed or intended. Failures leading to materially adverse impacts could include those resulting from human error, unexpected transaction volumes, or overall design or performance issues. In addition, our ability to use our technology effectively could be impacted due to electrical or telecommunications outages, bad weather, disasters, bad actors, terrorism and the like. Such events could affect our systems directly or limit our ability to use our technology due to effects on key underlying infrastructure. In some cases, the risk results from the potential for bad acts on the part of others, discussed in more detail in the Risk Factor headed “We are vulnerable to the risk of third party breaches of data security affecting the functioning of systems or the confidentiality of information, either at PNC or at third parties handling PNC information.”

We also rely on information systems maintained by other companies. We use other companies both to provide products and services directly to us and to assist in providing products and services to our customers. Others provide the infrastructure that supports, for example, communications, payment, clearing and settlement systems, or information processing and storage. These companies range from those providing highly sophisticated information processing to those that provide fundamental services, such as electric power and telecommunications. In some cases, these other companies themselves utilize third parties to support their delivery of products and services to us and our customers. Systems maintained by or for these other companies are generally subject to many of the same risks we face with respect to our systems and thus their issues could have a negative impact on PNC. We necessarily have less ability to provide oversight over other companies’ information systems.

A number of our customers choose to use financial applications (apps) that allow them to view banking and other financial account information, often held at different financial institutions, on a single platform, to monitor the performance of their investments, to compare financial and investment products, to make payments or transfer funds, and otherwise to help manage their finances and investments. Financial apps often ask users to provide their secure banking log-in information and credentials (username and password) so the apps can link to users’ accounts at financial institutions. Companies offering these apps frequently use third-party data aggregators, which are behind-the-scenes technology companies that serve as a data-gathering service provider, to deliver customer financial data that is used by the financial apps. To do this, data aggregators are provided with customers’ log-in information and credentials, which allows the aggregators to access the customers’ online account and “scrape” the customers’ data, often on a daily or even more frequent basis. That same information has the potential to facilitate fraud if it is not properly protected. In fact, a Director of the FinCEN stated that FinCEN had seen high incidences of fraud, including automated clearing house fraud, credit card fraud, and wire fraud, enabled through the use of synthetic identities and through account takeovers via these platforms. In some cases, cybercriminals appear to be using such data aggregators and integrators to facilitate account takeovers and fraudulent wires. PNC has and may continue to face increased financial exposure due to fraudulent activity associated with the increased use of these apps and data aggregators. Even where PNC does not have responsibility for fraud losses associated with these apps and data aggregators, PNC could suffer increased reputational harm when such losses occur.

Although we regularly update and replace systems that we depend on as our needs evolve and technology improves, we continue to utilize some older systems that may not be as reliable as newer ones. In addition, the implementation of and transition to new or updated systems creates risks related to associated timing and costs, disruptions in functionality for customers and longer-term failures to achieve desired improvements.

The occurrence of any failure, interruption or security breach of any of our information or communications systems, or the systems of other companies on which we rely, could result in a wide variety of adverse consequences to us. This risk is greater if the issue is widespread, extends for a significant period of time, or results in financial losses to our customers. The consequences of failures to operate systems properly can result in disruptions to our critical business operations, including our ability to use our accounting, deposit, loan, payment and other systems. Such events could also cause errors in transactions or impair system functionality with customers, vendors or other parties. Possible adverse consequences also include damage to our reputation or a loss of customer business, which could occur even if the negative impact on customers was de minimis. We also could face litigation or additional regulatory scrutiny. This in turn could lead to liability or other sanctions, including fines and penalties or reimbursement of adversely affected customers. Even if we do not suffer any material adverse consequences as a result of events affecting us directly, information systems issues at other financial institutions could lead to a general loss of customer confidence in financial institutions, including us. Also, system problems, including those resulting from third party attacks, whether at PNC or at our competitors, would likely broadly increase legislative, regulatory and customer concerns regarding the functioning, safety and security of such systems. In that case, we would expect to incur even higher levels of costs with respect to prevention and mitigation of these risks.

***We are vulnerable to the risk of third party breaches of data security affecting the functioning of systems or the confidentiality of information, either at PNC or at third parties handling PNC information.***

We are faced with ongoing, bordering on continual, efforts by others to breach data security at financial institutions or with respect to financial transactions. Some of these involve efforts to enter our systems directly by going through or around our security protections. Others involve the use of social engineering schemes to gain access to confidential information from our employees, customers or vendors. Our risk and exposure to data security breaches is heightened as a result of our remote work environment, which results in more access points to our network. Most corporate and commercial transactions are now handled electronically, and our retail customers increasingly use online access and mobile devices to bank with us. The ability to conduct business with us in this manner depends on the transmission and storage of confidential information in electronic form. As a result, efforts by bad actors to engage in various types of cyber attacks pose serious risks to our business and reputation. The same risks are presented by attacks potentially affecting information held by third parties on our behalf or accessed by third parties, including those offering financial apps, on behalf of our customers. These risks also arise to the extent that third parties with whom we do business are subject themselves to breaches and attacks which may impact our systems.

In the ordinary course of business, we maintain and process vast amounts of information about us, our customers and our employees. This information tends to be confidential or proprietary and much of it is highly sensitive. The highly sensitive information includes information sufficient to support identity theft and personal health information, as well as information regarding business plans and financial performance that has not been made public. One way in which bad actors attempt to harm us is by seeking access to some of this confidential or proprietary information, often with the intent of stealing from or defrauding us or our customers. In other cases, they seek to disrupt our ability to conduct our business, including by destroying or impairing our access to information maintained by us.

Our customers often use their own devices, such as computers, smartphones and tablets, to do business with us and may provide their PNC customer information (including passwords) to a third party in connection with obtaining services from the third party, including those offering financial apps. Although we take steps to provide safety and security for our customers' transactions with us and their customer information to the extent they are utilizing their own devices or providing third parties access to their accounts, our ability to assure such safety and security is necessarily limited.

As our customers regularly use PNC-issued credit and debit cards to pay for transactions with retailers and other businesses, there is also the risk of data security breaches at those other businesses covering PNC account information. When our customers use PNC issued cards to make purchases from those businesses, card account information often is provided to the business. If the business's systems that process or store card account information are subject to a data security breach, holders of our cards who have made purchases from that business may experience fraud on their card accounts. We can be responsible for reimbursing our customers for such fraudulent transactions on customers' card accounts, as well as for other costs related to data security compromise events, such as replacing cards associated with compromised card accounts. In addition, we provide card transaction processing services to some merchant customers under agreements we have with payment networks such as Visa and Mastercard. Under these agreements, we may be responsible for certain losses and penalties if one of our merchant customers suffers a data security breach. Over the last few years, several large companies disclosed that they had suffered substantial data security breaches compromising millions of user accounts and credentials. Moreover, to the extent more consumer confidential information becomes available to bad actors through the cumulative effect of data breaches at companies generally, bad actors may find it easier to use such information to gain access to our customer accounts.

Other cyber attacks are not focused on gaining access to credit card or user credential information, but instead seek access to a range of other types of confidential information, such as internal emails and other forms of customer financial information. Ransomware

attacks have sought to deny access to data and possibly shut down systems and devices maintained by target companies. In a ransomware attack, system data is encrypted or access is otherwise denied, accompanied by a demand for ransom to restore access to the data.

A number of companies have fallen victim to BEC scams in recent years. BEC scams involve using social engineering to cause employees to wire funds to the perpetrators in the mistaken belief that the requests were made by a company executive or established vendor. Attacks on our customers may put these relationships at risk, particularly if customers' ability to continue operations is impaired due to the losses suffered.

Other attacks in recent years have included distributed denial of service cyber attacks, in which individuals or organizations flood commercial websites with extraordinarily high volumes of traffic with the goal of disrupting the ability of commercial enterprises to process transactions and possibly making their websites unavailable to customers for extended periods of time. We (as well as other financial services companies) have been subject to such attacks.

The techniques used in cyber attacks change rapidly and frequently and are increasingly sophisticated and we may not be able to anticipate cyber attacks or information or data security breaches.

In addition to threats from external sources, insider threats represent a significant risk to us. Insiders, including those having legitimate access to our systems and the information contained in them, have the easiest opportunity to make inappropriate use of the systems and information. Addressing that risk requires understanding not only how to protect us from unauthorized use and disclosure of data, but also how to engage behavioral analytics and other tools to identify potential internal threats before any damage is done.

To date, while some of these types of attacks have succeeded against us to some extent, none of these types of attacks have had a material impact on us. Nonetheless, we cannot entirely block efforts by bad actors to harm us. And our efforts to prevent significant harm from attacks may be insufficient. While we maintain insurance coverage that may cover certain aspects of cyber risks, such insurance coverage may be insufficient to cover all losses. As a result, we could suffer material financial and reputational losses in the future from any of these or other types of attacks or the public perception that such an attack on our systems has been successful, whether or not this perception is correct. Attacks on others, some of which have led to serious adverse consequences, demonstrate the risks posed by new and evolving types of cyber attacks. Our ability to protect confidential or proprietary information is even more limited with respect to information held by third parties. We may suffer reputational damage or legal liability for unauthorized access to customer information held by third parties, even if we were in fact not responsible for preventing such access and had no reasonable way of preventing it.

***We need effective programs to limit the risk of failures or breaches occurring in our information systems and to mitigate the impact when they do.***

We have policies, procedures and systems (including cyber security and business continuity programs) designed to prevent or limit the effect of possible failures, interruptions or breaches in security of information systems. In recent years, we have devoted significant resources towards improving the reliability of our systems and their security against external and internal threats and expect to continue to do so in the future. We design our business continuity and other information and technology risk management programs to manage our capabilities to provide services in the case of an event resulting in material disruptions of business activities affecting our employees, facilities, technology or suppliers. We cannot guarantee the effectiveness of our policies, procedures and systems to protect us in any future situation, nor the effectiveness of our oversight of risk at third parties. Our ability to implement policies, procedures and systems designed to prevent or limit the effect of possible failures, interruptions or breaches in security of information systems with respect to third party systems and the financial services industry infrastructure is necessarily limited. Should an adverse event affecting another company's systems occur, we may not have financial protection from the other company sufficient to compensate us or otherwise protect us from the consequences.

Methods used by others to attack information systems change frequently (with generally increasing sophistication). A new method of attack often is not recognized until launched against a target. Attacks in some cases appear to be supported by foreign governments or other well-financed entities and often originate from less regulated and remote areas around the world. As a result, we may be unable to implement adequate preventive measures to address these methods in advance of attacks.

Even with our proactive and defensive measures in place, adverse events are likely to occur, and there remains the risk that one or more such events would be material to PNC. Our ability to mitigate the adverse consequences of such occurrences is in part dependent on the quality of our business continuity planning, our ability to understand threats to us from a holistic perspective, and our ability to anticipate the timing and nature of any such event that occurs, with novel or unusual events posing a greater risk. It is also the case that an adverse event can go undetected for a period of time, with the adverse consequences likely greater the longer it takes to discover the problem. In many cases, it also depends on the preparedness and responses of national or regional governments, including emergency responders, or on the part of other organizations and businesses with which we deal.

## Risks Related to the Business of Banking

*Our business and financial results are subject to risks associated with the creditworthiness of our customers and counterparties.*

Credit risk is inherent in the financial services business. It results from, among other things, extending credit to customers, purchasing securities, and entering into financial derivative transactions and certain guarantee contracts. Credit risk is one of our most significant risks, particularly given the high percentage of our assets represented directly or indirectly by loans and securities and the importance of lending activity to our overall business. We manage credit risk by assessing and monitoring the creditworthiness of our customers and counterparties, by diversifying our loan portfolio, by obtaining and monitoring collateral for certain exposures and by investing primarily in high quality securities.

A borrower's ability to repay a loan can be adversely affected by many factors. Individual borrowers can be affected, for example, by declines in income, job losses, health issues or family issues. Commercial borrowers can be affected, for example, by poor business performance, changes in customer behavior or catastrophic losses. Weakness in the economy or in financial markets would typically adversely impact the ability of our borrowers to repay outstanding loans. We are exposed to increased credit risk if we fail to evaluate properly at origination the likely ability of a borrower to repay a loan. Properly estimating the current and potential value of any collateral pledged to support the loan also is critical to effectively managing credit risk. A failure to identify declining creditworthiness of a borrower or declining collateral value at a time when remedial actions could reduce our exposure also increases credit risk. Any decrease in our borrowers' ability to repay loans would result in higher levels of nonperforming loans, net charge-offs, provision for credit losses and valuation adjustments on loans held for sale. Managing credit risk effectively also relies on forecasts of future overall economic conditions, which are inherently imperfect.

In addition to credit risk associated with our lending activities, we have credit risk arising from many other types of business relationships. Routine transactions give us credit exposure to brokers and dealers, commercial banks, investment banks, mutual and hedge funds, other institutional clients, as well as vendors and other non-financial entities.

Our credit risk may be exacerbated when the value of collateral held by us to secure obligations to us cannot be realized, including because of legal or regulatory changes, or is liquidated at prices that are not sufficient to recover the full amount of the loan or derivative exposure due to us. In addition, credit risk may be exacerbated when counterparties are unable to post collateral, whether for operational or other reasons.

We reserve for credit losses on our loan and lease portfolio through our ACL estimated under CECL. Under CECL, the ACL reflects expected lifetime losses, which could lead to volatility in the allowance and the provision for credit losses as economic forecasts, actual credit performance and other factors used in the loss estimating process change. We also have reserves for unfunded loan commitments and letters of credit. Changes to expected losses are reflected in net income through provision for credit losses. An increase in credit risk would likely lead to an increase in provision for credit losses with a resulting reduction in our net income and would increase our allowance. An improvement of economic conditions or our economic outlook, particularly following a period of poor economic conditions, has and could continue to result in a recapture of provision for credit losses for a period of time with a resulting increase in our net income and decrease in our allowance that is not likely to be sustained and that may obscure actual current operations and financial performance.

For a discussion of the increased credit risk arising from the pandemic and its impact to our estimation of credit losses, see the Risk Factor headed "The COVID-19 pandemic has had and is likely to continue to have an adverse effect, possibly materially, on our overall business and financial performance."

*The concentration and mix of our loan portfolio could increase the potential for significant losses.*

In the ordinary course of business, we often have heightened credit exposure to a particular industry, region or financial market. As an example, loans secured by commercial and residential real estate typically represent a significant percentage of our overall credit portfolio. They also represent a portion of the assets underlying our investment securities. Although there are limitations on the extent of total exposure to an individual consumer or business borrower, events adversely affecting specific customers or counterparties, industries, regions or financial markets, including a decline in their creditworthiness or a worsening overall risk profile, could materially and adversely affect us. Declining economic conditions also may impact commercial borrowers more than consumer borrowers, or vice versa. Thus, the concentration and mix of our loan portfolio may affect the severity of the impact of a recession on us.

***Our business and financial performance are impacted significantly by market interest rates and movements in those rates.***

As a result of the high percentage of our assets and liabilities that are in the form of interest-bearing or interest-related instruments, changes in interest rates, in the shape of the yield curve, or in spreads between different market interest rates can have a material effect on our business, our profitability and the value of our financial assets and liabilities. For example:

- Changes in interest rates or interest rate spreads affect the difference between the interest that we earn on assets such as loans and investment securities and the interest that we pay on liabilities such as deposits and borrowings, which impacts our overall net interest income and margin as well as our profitability.
- Such changes can affect the ability of borrowers to meet obligations under variable or adjustable rate loans and other debt instruments, and can, in turn, increase our credit losses on those assets.
- Such changes can decrease the demand for interest rate-based products and services, including loans and deposit accounts.
- Such changes affect our hedging of various forms of market and interest rate risk and may decrease the effectiveness of those hedges in helping to manage such risks.
- Movements in interest rates also affect loan prepayment speeds and could result in impairments of mortgage servicing assets or otherwise affect the profitability of such assets.
- Increases in interest rates likely lower the price we would receive on fixed-rate customer obligations if we were to sell them.

The rates on some interest-bearing instruments adjust promptly in accordance with changes in market rates, while others adjust only periodically or are fixed throughout a defined term. As a result, the impact of changes in interest rates can be either increased or diluted due to differences in the relative variability of the rates paid on our liabilities in relation to the rates received on our assets. The extent to which we have elected to hedge interest rate risk through interest rate swaps also affects the impact of rate changes. We attempt to manage the balance sheet to increase our benefit or reduce negative impacts from future movements in interest rates, but failures to anticipate actual movements may have the opposite result. In addition, we do not generally hedge all of our risk and the fact that we attempt to hedge any risk does not mean we will be successful.

While higher interest rates generally enhance our ability to grow our net interest income, there are risks associated with a rising interest rate environment. As a general matter, increasing rates tend to decrease the value of fixed-rate financial instruments held on our balance sheet, as discussed in the Risk Factor headed “Our business and financial performance are vulnerable to the impact of changes in the values of financial assets.” Also, customers may be less willing overall to borrow at higher rates. Higher interest rates may indirectly affect the value of asset classes such as real estate typically financed through secured loans, with a resulting negative effect on collateral securing such loans. As another example, there may be increased competitive pressures as rates on deposit products rise. The benefits of higher interest rates are best achieved if we can increase the rates on loans and other assets faster than the rates on deposits and other liabilities increase. We may not be able to achieve this result in a rising rate environment.

On the other hand, lower interest rates tend to have a negative impact on our net interest margin, and, unless offset by higher earning assets, on our net interest income. Moreover, a negative interest rate environment, in which interest rates drop below zero either broadly or for some types of instruments, could reduce our net interest margin and net interest income due to a likely decline in the interest we could earn on loans and other earning assets, while also likely requiring us to pay to maintain our deposits with the Federal Reserve Bank. In addition, our systems may not be able to handle adequately a negative interest rate environment and not all variable rate instruments are designed for such a circumstance.

We discuss the impact of governmental monetary policy on interest rates in the Risk Factor headed “The policies of the Federal Reserve and other governmental agencies have a significant impact on interest rates and overall financial market performance, which are important to our business and financial performance.”

***Our business and financial performance are vulnerable to the impact of changes in the values of financial assets.***

As a financial institution, a substantial majority of our assets and liabilities are financial in nature. Examples include loans, securities, servicing rights, deposits and borrowings. Such assets and liabilities will fluctuate in value, often significantly, due to movements in the financial markets or market volatility as well as developments specific to the asset or liability in question. The underlying value of assets under lease or securing an obligation generally decreases due to increases in supply or decreases in demand for the asset or deterioration in the condition of the asset. This could negatively impact the ability to collect fully on the secured obligation. Credit-based assets and liabilities will fluctuate in value due to changes in the perceived creditworthiness of borrowers or other counterparties and due to changes in market interest rates.

In many cases, we mark our assets and liabilities to market and recognize such changes either through net income or OCI. Thus, gains or losses on these assets and liabilities can have a direct impact on our results of operations, unless we have effectively hedged our exposures. We may need to record losses in the value of financial assets even where our expectation of realizing the face value of the underlying instrument has not changed. Other assets and liabilities are not marked to market. As a result, our balance sheet does not precisely represent the fair market value of our financial assets and liabilities.

In addition, asset management revenue is earned primarily based on a percentage of the value of the assets being managed and thus is impacted by general changes in market valuations. Thus, although we are not directly impacted by changes in the value of such assets, decreases in the value of those assets would affect related noninterest income.

## **Risks Related to Estimates and Assumptions**

***Our asset and liability valuations and the determination of the amount of loss allowances and impairments taken on our assets are highly subjective. Inaccurate estimates could materially impact our results of operations or financial position.***

Our accounting policies are key to how we report our financial condition and results of operations. We must exercise judgment in selecting and applying many of these policies and methods to comply with GAAP and reflect management's judgment regarding the most appropriate manner to report PNC's financial condition and results of operations. Management's selection of the accounting policy to apply, while reasonable and appropriate, could result in PNC reporting different results than would have been reported under a different alternative. In addition, the Financial Accounting Standards Board, SEC and other regulatory agencies may issue new or amend existing accounting and reporting standards or change existing interpretations of those standards that could materially affect our financial statements. In some cases, PNC may be required to retrospectively apply a new or amended standard resulting in changes to previously reported financial results.

Certain accounting policies require that we use estimates, assumptions and judgments in preparing our financial statements, including in determining credit loss reserves, reserves related to legal proceedings and the fair value of certain assets and liabilities, among other items. These policies require management to make difficult, subjective and complex judgments about matters that are inherently uncertain and different amounts could be reported under different conditions or using different assumptions. For example, CECL requires us to make difficult, subjective and complex judgments about economic and market conditions in determining the ACL.

Some of our financial instruments, including certain derivatives, debt securities, loans, MSRs and private equity investments, among other items, require a determination of their fair value for our financial statements. Assets and liabilities carried at fair value inherently result in a higher degree of financial statement volatility. Changes in underlying factors or assumptions in any of the areas underlying our estimates could materially impact our future financial condition and results of operations. During periods of market disruption, it would be difficult to value certain assets if trading becomes less frequent and/or market data becomes less observable. There may be certain asset classes that were historically traded in active markets with significant observable data that rapidly become illiquid due to market volatility, a loss in market confidence or other factors. In addition, we have assets and liabilities carried at fair value that are estimated using unobservable inputs that are significant to the fair value of the assets or liabilities. The valuation of any asset or liability substantially based on unobservable inputs is necessarily less reliable than those based on active trading markets. Further, rapidly changing and unprecedented market conditions could materially impact the valuation of assets as reported within our consolidated financial statements. Our ability to hedge exposure is in part dependent on our ability to value the related assets or liabilities.

The determination of the amount of loss allowances and asset impairments varies by asset type and is based upon our periodic evaluation and assessment of known and inherent risks associated with the respective asset class. Management updates its evaluations regularly and reflects changes in allowances and impairments in operations as such evaluations are revised. Although we have policies and procedures in place to determine loss allowance and asset impairments, due to the subjective nature of this area, the level of impairments taken, and allowances reflected in our financial statements may not accurately reflect the actual level of risk and the amount of future losses.

***There are risks resulting from the extensive use of models in our business.***

We rely on models to measure risks and to estimate many financial values. We use models throughout much of our business, relying on them for much of our decision making. Examples of areas we use models include determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, predicting or estimating losses, assessing capital adequacy, and calculating economic and regulatory capital levels. We also use models to estimate the value of financial instruments and balance sheet items. In particular, we depend significantly on models for credit loss accounting under CECL.

Models generally evaluate the performance of various factors under anticipated future conditions, relying on historical data to help build the model and in part on assumptions as to the future, often with respect to macroeconomic conditions, to generate the output. Poorly designed or implemented models, including in the choice of relevant historical data or future-looking assumptions, present the risk that our business decisions based on information incorporating model output will be adversely affected due to the inadequacy of that information. For example, our models may not be effective if historical data does not accurately predict future events or if our models rely on erroneous data, formulas, algorithms or assumptions and our review processes fail to detect these flaws.

Information we provide to the public or to our regulators based on poorly designed or implemented models could be inaccurate or misleading. Some of the decisions that our regulators make, including those related to capital distribution to our shareholders, would likely be affected adversely if they perceive that the quality of the relevant models used is insufficient.

## **Risks Related to Our Need for Customers**

### ***Our success depends on our ability to attract and retain customers for our products and services.***

Our performance is subject to risks associated with declines in customer demand for our products and services. As a result of the nature of those products and services, we are particularly at risk for losses of economic confidence or customer trust in us.

Economic and market developments may affect consumer and business confidence levels. If customers lose confidence due to concerns regarding the economy, the demand for our products and services could suffer. If we fail to attract and retain customers, demand for our loans and other financial products and services could decrease and we could experience adverse changes in payment patterns. We could lose interest income from a decline in credit usage and noninterest income from a decline in product sales, investments and other transactions.

Our ability to attract and retain customer deposits is impacted by the levels of interest rates, as customers balance the benefits of bank accounts such as deposit insurance and some of the convenience associated with more traditional banking products against the possibility of higher yields from other investments. In general, if the spread between the rates we offer and those offered by alternatives to bank accounts widens, customers are often willing to forego the benefits of bank accounts (such as FDIC insurance) for higher returns elsewhere. Our customers could remove money from checking, savings or other types of deposit accounts with us in favor of other banks or other types of cash management products. In such circumstances, we would need either to increase rates to levels that are seen as competitive or lose customers, in either case with a negative impact to net interest income. In addition, deposits are a low-cost source of funds for us. Therefore, losing deposits could increase our funding costs and reduce our net interest income. Loss of customers could also harm noninterest income by decreasing fee-bearing transaction volume. In addition, when rates are higher, customers tend to shift deposits from noninterest-bearing accounts to interest-bearing ones, thereby negatively impacting net interest income.

Our customers increasingly use third party financial applications that are expected to interface with their PNC accounts. This use leads to the risk that issues with respect to the effective functioning of that interface, regardless of cause, could result in a loss of customers as they seek banking relationships that work better with these other applications.

News or other publicity that harms our reputation, or harms the reputation of our industry generally, also could cause a loss of customers or a reduction in the extent to which customers do business with us. This is described further in the Risk Factor headed “We are at risk for an adverse impact on our business due to damage to our reputation.”

In our asset management business, investment performance is an important factor influencing the level of assets that we manage. Poor investment advice or performance could hurt revenue and growth as existing clients might withdraw funds in favor of better performing products. Additionally, the ability to attract funds from existing and new clients might diminish. Overall economic conditions may limit the amount that customers are able or willing to invest as well as the value of the assets they do invest. The failure or negative performance of products of other financial institutions could lead to a loss of confidence in similar products offered by us without regard to the performance of our products. Such a negative contagion could lead to withdrawals, redemptions and liquidity issues in such products and have an adverse impact on our assets under management and asset management revenues and earnings.

### ***We are at risk for an adverse impact on our business due to damage to our reputation.***

Our ability to compete effectively, to attract and retain customers and employees, and to grow our business is dependent on maintaining our reputation and having the trust of our customers and employees. Many types of developments, if publicized, can negatively impact a company’s reputation with adverse consequences to its business.

Financial services companies are highly vulnerable to reputational damage when they are found to have harmed customers, particularly retail customers, through conduct that is seen as illegal, unfair, deceptive, abusive, manipulative or otherwise wrongful. There also may be reputational damage from human error or systems failures viewed as having harmed customers but not involving misconduct, including service disruptions or negative perceptions regarding our ability to maintain the security of our technology systems and protect client data. Our reputation may also be harmed by failing to deliver products and services of the quality expected by our customers. The reputational impact is likely greater to the extent that the bad conduct, error or failure are pervasive, long-standing or affect a significant number of customers, particularly retail consumers. The negative impact of such reputational damage on our business may be disproportionate to the actual harm caused to customers. It may be severe even if we fully remediate any harm suffered by our customers. Furthermore, because we conduct most of our businesses under the “PNC” brand, negative public opinion about one business could also affect our other businesses. In addition, we could suffer reputational harm and a loss of customer trust as a result of conduct of others in the industry even where we have not engaged in the conduct. We use third parties to help in many aspects of our business, with the risk that their conduct can affect our reputation regardless of the degree to which we are responsible for it.

To an increasing extent, financial services companies, including PNC, are facing criticism from social and environmental activists, with accompanying reputational risk. Activists target companies in our industry, including PNC, for engaging in business with specific customers or with customers in particular industries, where the customers' activities, even if legal, are perceived as having harmful impacts on matters such as environment, consumer health and safety, or society at large. In addition, other activists target companies in our industry, including PNC, seeking increased transparency and action with respect to environmental, social and governance activities, political activities and activities that are or may be perceived to be politically partisan in nature. Activist criticism has come in many forms, including protests at PNC facilities. PNC, together with many other financial services companies, have in recent years been criticized for financing companies engaged in, for example, extraction and distribution of fossil fuels, manufacture of nuclear and other weapons (including personal firearms), private prisons and border control activities. In contrast, recently state laws affecting our industry have been proposed and in some cases enacted reflecting the opposite approach. For example, to conduct most business with a municipality in Texas, PNC must certify, among other things, that it does not discriminate against the firearms industry or the fossil fuel industry. Many of these issues are divisive without broad agreement as to the appropriate steps a company such as PNC should take and often with strong feelings on both sides. As a result, however we respond to such criticism, we expose ourselves to the risks that current or potential customers decline to do business with us or current or potential employees refuse to work for us. This can be true regardless of whether we are perceived by some as not having done enough to address activist concerns or by others as having inappropriately yielded to activist pressures. Activist pressure can also be a factor in decisions as to which business opportunities and customers we pursue, potentially resulting in foregone profit opportunities.

We may also face criticism, with accompanying reputational risk, from investors who are increasingly focused on environmental, social and governance matters and the adequacy of companies' responses to these matters when making investment decisions.

The speed with which information now moves through social media and other news sources on the internet means that negative information about PNC can rapidly have a broadly adverse impact on our reputation. This is true whether or not the information is accurate. Once information has gone viral, it can be hard to counter it effectively, either by correcting inaccuracies or communicating remedial steps taken for actual issues. The potential impact of negative information going viral means that material reputational harm can result from a single discrete or isolated incident.

We are also subject to the risk of reputational harm resulting from conduct of persons identified as our employees but acting outside of the scope of their employment, including through their activities on personal social media.

***We operate in a highly competitive environment in terms of the products and services we offer and the geographic markets in which we conduct business.***

We are subject to intense competition both from other financial institutions and from non-bank entities, including financial technology companies (often referred to as FinTech). In many cases, non-bank entities can engage in many activities similar to ours or offer products and services desirable to our customers without being subject to the same types of regulation, supervision and restrictions as are applicable to banks, which could place us at a competitive disadvantage. Emerging financial technologies, including with respect to payment services, lending and digital and crypto currencies, may affect our customers' needs and expectations for products and services. We may fail to attract or retain customers if we are unable to develop and market products and services that meet evolving customer needs or demands or if we are unable to deliver them effectively and securely to our customers. This is particularly true to the extent that our competitors are better able to do so. We may also fail to attract or retain customers if we are unwilling to provide products or services that we deem to be speculative or risky. The competition we face is described in Item 1 of this Report under "Competition."

Consolidation in our industry, including among smaller banks combining to form more competitive larger ones and between banks and non-bank entities, could result in PNC facing more intense competition, particularly in impacted regions or with respect to particular products. As we expand into new markets, we may face competitors with more experience and established relationships in these markets, which could adversely affect our ability to compete.

A failure to adequately address the competitive pressures we face could make it harder for us to attract and retain customers across our businesses. On the other hand, meeting these competitive pressures could require us to incur significant additional expense or to accept risk beyond what we would otherwise view as desirable under the circumstances. In addition, in our interest rate sensitive businesses, competitive pressures to increase rates on deposits or decrease rates on loans could reduce our net interest margin, negatively impacting our net interest income.

***We depend on skilled labor, and employee attrition, competition for talented employees and labor shortages may have a material adverse effect on our business and operations.***

Our performance is dependent on attracting and retaining talented and diverse employees. We face significant competition for these employees across many of our businesses and support areas. This presents greater risk as we expand into new markets, develop new product lines, or enhance staffing in certain areas, particularly technology. This competition leads to increased expenses in affected business areas. In addition, changes to the labor market as a result of the COVID-19 pandemic (including elevated employee attrition,

labor availability and wage inflation) have exacerbated and may continue to exacerbate the challenges of attracting and retaining talented and diverse employees. Limitations on the way regulated financial institutions can compensate their officers and employees, including those contained in pending rule proposals implementing requirements of Dodd-Frank, may make it more difficult for regulated financial institutions, including PNC, to compete with unregulated companies for talent.

## **Risks Related to Other Operational Issues**

***We depend on the effectiveness and integrity of employees, and the systems and controls for which they are responsible, to manage operational risks.***

We are a large company that offers a wide variety of products and services to a broad and diverse group of customers. We rely on our employees to design, manage, and operate our systems and controls to assure that we properly enter into, record and manage processes, transactions and other relationships with customers, suppliers and other parties with whom we do business. In some cases, we rely on employees of third parties to perform these tasks. We also depend on employees and the systems and controls for which they are responsible to assure that we identify and mitigate the risks that are inherent in our relationships and activities. These concerns are increased when we change processes or procedures, introduce new products or services, or implement new technologies, as we may fail to adequately identify or manage operational risks resulting from such changes. These concerns may be further exacerbated by employee turnover and labor shortages.

As a result of our necessary reliance on employees, whether ours or those of third parties, to perform these tasks and manage resulting risks, we are thus subject to human vulnerabilities. These range from innocent human error to misconduct or malfeasance, potentially leading to operational breakdowns or other failures. Our controls may not be adequate to prevent problems resulting from human involvement in our business, including risks associated with the design, operation and monitoring of automated systems. We may also fail to adequately develop a culture of risk management among our employees.

Errors by our employees or others responsible for systems and controls on which we depend and any resulting failures of those systems and controls could result in significant harm to PNC. This could include customer remediation costs, regulatory fines or penalties, litigation or enforcement actions or limitations on our business activities. We could also suffer damage to our reputation, as described under “We are at risk for an adverse impact on our business due to damage to our reputation.”

We use automation, machine learning, artificial intelligence and robotic process automation tools to help reduce some risks of human error. Nonetheless, we continue to rely on many manual processes to conduct our business and manage our risks. In addition, use of automation tools does not eliminate the need for effective design and monitoring of their operation to make sure they operate as intended. Enhanced use of automation may present its own risks. Automated systems may themselves experience outages or problems. Some tools are dependent on the quality of the data used by the tool to learn and enhance the process for which it is responsible. Not only bad or missing data but also anomalous data can adversely affect the functioning of such tools. It is possible that humans in some cases are better able than highly automated tools to identify that anomalous data is being used or that results are themselves anomalous.

***We rely on third party vendors, service providers and other counterparties to help support many aspects of our business. When we do so, our direct control of activities related to our business is reduced, which could introduce risk.***

Our use of third parties to support our business needs typically means that we do not directly control the activities we are having them perform. Any disruption in services provided by these third parties could adversely affect our ability to conduct our business. Replacing third parties could also entail significant delay and expense. Risks can arise through inadequate performance by the third party (including by their downstream service providers), specifically where that performance could affect us or our customers, and even when the result of factors or events are beyond such third party’s control. Many of the kinds of risks presented by activities performed by third parties are described elsewhere in these Risk Factors. For example, we use outside companies to assist us in processing some confidential customer or employee information. In such a case, a cyber attack on such a company may result in access to our customers’ or employees’ information. We are also vulnerable, including to regulatory penalties, where an outside company fails to comply with legal requirements relevant to its work on our behalf. We may in any such circumstance suffer financial losses, legal consequences and injury to our reputation. Even if the other company makes us whole for financial losses, which is not necessarily the case, it is unlikely that it would be able to restore any injury to our reputation. As a result, the use of third parties to assist in our business activities heightens the risks to us inherent in those activities.

## **Other Key Risks**

***We are at risk for the impact of adverse results in legal proceedings.***

Many aspects of our business involve substantial risk of legal liability. We have been named or threatened to be named as defendants in various lawsuits arising from our business activities. In addition, we are regularly the subject of governmental investigations and other forms of regulatory inquiry. We also are at risk when we have agreed to indemnify others for losses related to legal proceedings

they face, such as in connection with the sale of a business or assets by us. The results of these legal proceedings could lead to significant monetary damages or penalties, restrictions on the way in which we conduct our business or reputational harm.

Although we establish accruals for legal proceedings when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated, we do not have accruals for all legal proceedings where we face a risk of loss. In addition, due to the inherent subjectivity of the assessments and unpredictability of the outcome of legal proceedings, amounts accrued often do not represent the ultimate loss to us from the legal proceedings in question. Thus, our ultimate future losses may be higher, and possibly significantly so, than the amounts accrued for legal loss contingencies. We discuss further the unpredictability of legal proceedings and describe certain of our pending legal proceedings in Note 21 Legal Proceedings in the Notes to Consolidated Financial Statements in Item 8 of this Report.

***We grow our business in part by acquiring other financial services businesses from time to time. Sometimes these are businesses with technologies or other assets valuable to us even if they do not themselves provide financial services to customers. These acquisitions present a number of risks and uncertainties related both to the acquisition transactions themselves and to the integration of the acquired businesses into PNC after closing.***

Acquisitions of other companies or of financial assets and deposits and other liabilities present risks and uncertainties to us in addition to those presented by the nature of the business acquired. These risks and uncertainties are found in the acquisition of BBVA, including its U.S. banking subsidiary, BBVA USA, and its integration into PNC. Many of the same risks arise when we engage in strategic partnerships.

Specific factors that can affect the ultimate results from acquisitions include, depending on the nature of the business acquired, the following:

- **Diligence Risk:** Our ability to analyze the risks presented by prospective acquisitions, as well as our ability to prepare in advance of closing for integration, depends, in part, on the information we can gather with respect to the business we are acquiring. We may not have access to all of the information that would be desirable. Our pre-acquisition review of the business also impacts our ability to prepare for and execute on the integration of an acquired business.
- **Accuracy of Assumptions:** We make certain assumptions related to an acquisition that may prove to be inaccurate. Anticipated benefits (such as cost savings from synergies or strategic gains from being able to offer enhanced product sets) may take longer or require greater resources to achieve or may not be achieved in their entirety. Acquisitions also may be substantially more expensive or take longer to complete than anticipated. We may also incur unanticipated costs in connection with the integration of an acquired business.
- **Regulatory Approval:** Completing attractive acquisition opportunities generally requires various governmental and regulatory approvals and consents prior to closing. These authorities have broad discretion, and regulatory approvals could be delayed, restrictively conditioned or denied, including due to regulatory issues we (or the target company) have, or may have, under any of the numerous governmental regulations to which we (or they) are subject. Moreover, as a condition to approval, governmental authorities may impose requirements, require divestitures or place restrictions on the conduct of the business of the combined company, which could limit the benefits of the acquisition or result in delay or the failure to close the acquisition. Significant acquisitions by large banks also often attract public scrutiny, which may result in negative publicity that adversely affects our reputation. Our ability to make large acquisitions may be negatively impacted as well by changes in leadership at the regulatory agencies responsible for reviewing or approving the transaction, changes in regulatory rules or standards or the application of those rules or standards, or future regulatory initiatives designed to limit systemic risk and the potential for a financial institution to become “too big to fail.”
- **Pre-closing Risk:** Prospective acquisition targets are also subject to their own risks that we cannot manage or control prior to closing. As a result, our business, financial condition, results of operations and cash flows could be adversely affected after closing to the extent that any such risks result in non-indemnified losses for which we are responsible.
- **Target-specific Risk:** Acquisition targets have their own risks specific to their businesses that could impact the success of a transaction.
  - If a significant aspect of the value of transaction is intellectual property, the extent to which the intellectual property may be utilized or protected and commercialized by PNC.
  - If the acquisition includes loan portfolios, the extent of actual credit losses and the required allowance for credit losses following completion of the acquisition.
  - If the acquisition involves entering into new businesses or geographic or other markets, potential limitations on our ability to take advantage of these opportunities because of our inexperience with respect to them.
  - The results of litigation and governmental investigations that may be pending at the time of the acquisition or be filed or commenced thereafter, because of an acquisition or otherwise. It is often hard to predict the results of such legal proceedings. It may also be hard to anticipate what legal proceedings may be started following an acquisition based on the prior activities of the acquired company (and its predecessors).
  - If the acquired company depends on models for, among other things, capital planning and credit loss accounting, we may have to rely on the acquired company’s models post-closing prior to integrating the acquired company’s data into PNC’s models. These models may be designed or implemented in a manner different than the models used by PNC. As a result, incorporation of the acquired company’s data into our models could materially impact our results of operations or financial position to the extent that our estimates based on the acquired company’s models prove to be inaccurate.
  - The acquired company may operate under enterprise risk management systems, policies and procedures that are different and less mature than those of PNC, and we may need to rely on the acquired company’s enterprise risk

management systems, policies and procedures for a period of time after acquisition, which might limit PNC's ability to identify, monitor, manage and report risks. The acquired company may also implement its policies and procedures in a different manner than PNC would, which may result in heightened regulatory, legal, operational or reputational risk.

- Retention Risk: The success of an acquisition generally is at least partially dependent on our ability to retain and expand upon the acquired company's customer base. It is also frequently subject to risks related to human capital, including, to the extent being retained, the quality of leadership of the acquired company.
- Integration Risk: Successful integration of an acquired company may present challenges due to differences in policies, procedures and systems, the level of details or comprehensiveness of an acquired company's financial and business information and data, and corporate culture. Integration challenges could also result in damage to our reputation, as described under "We are at risk for an adverse impact on our business due to damage to our reputation."

***Our business and financial performance could be adversely affected, directly or indirectly, by disasters, natural or otherwise, by terrorist activities, by international hostilities or by domestic civil unrest.***

Neither the occurrence nor the potential impact of disasters (whether caused naturally or by human conduct), pandemics, terrorist activities, international hostilities and domestic civil unrest can be predicted. However, these occurrences could adversely impact us, for example, by causing significant damage to our facilities or preventing us from conducting our business in the ordinary course. Also, their impact on our borrowers, depositors, other customers, suppliers or other counterparties could result in indirect adverse effects on us. Other indirect adverse consequences from disasters, pandemics, terrorist activities, international hostilities or domestic civil unrest could result from impacts to the financial markets, the economy in general or in any region, or key parts of the infrastructure (such as the power grid) on which we and our customers rely. These types of indirect effects, whether specific to our counterparties or more generally applicable, could lead, for example, to an increase in delinquencies, bankruptcies or defaults that could result in PNC experiencing higher levels of nonperforming assets, net charge-offs and provisions for credit losses. They could also cause a reduction in demand for lending or other services that we provide. To the extent that climate change increases the frequency or severity of adverse weather conditions, the impact from these types of natural disasters on us or our customers would be worse. The specific risks associated with the COVID-19 pandemic are discussed in the Risk Factor headed "The COVID-19 pandemic has had and is likely to continue to have an adverse effect, possibly materially, on our overall business and financial performance."

Our ability to mitigate the adverse consequences of such occurrences is in part dependent on the quality of our resiliency planning. This includes our ability to anticipate the nature of any such event that might occur. The adverse impact of disasters, pandemics, terrorist activities, international hostilities or domestic civil unrest also could be increased to the extent that there is a lack of preparedness on the part of national or regional emergency responders or on the part of other organizations and businesses that we deal with, many of which we depend on but have limited or no control over.

#### **ITEM 1B – UNRESOLVED STAFF COMMENTS**

There are no SEC staff comments regarding PNC's periodic or current reports under the Exchange Act that are pending resolution.

#### **ITEM 2 – PROPERTIES**

Our executive and primary administrative offices are currently located at The Tower at PNC Plaza, Pittsburgh, Pennsylvania. The 33-story structure is owned by PNC Bank, National Association.

We own or lease numerous other premises for use in conducting business activities, including operations centers, offices, and branches and other facilities. We consider the facilities owned or occupied under lease by our subsidiaries to be adequate for the purposes of our business operations. We include here by reference the additional information regarding our properties in Note 7 Leases and Note 8 Premises, Equipment and Leasehold Improvements in the Notes to Consolidated Financial Statements in Item 8 of this Report.

#### **ITEM 3 – LEGAL PROCEEDINGS**

See the information set forth in Note 21 Legal Proceedings in the Notes to Consolidated Financial Statements in Item 8 of this Report, which is incorporated here by reference.

#### **ITEM 4 – MINE SAFETY DISCLOSURES**

Not applicable.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Information regarding each of our executive officers as of February 18, 2022 is set forth below. Executive officers do not have a stated term of office. Each executive officer has held the position or positions indicated or another executive position with the same entity or one of its affiliates for the past five years unless otherwise indicated below.

Name	Age	Position with PNC	Year Employed (a)
Carole L. Brown	57	Executive Vice President and Head of Asset Management Group	2019
Richard K. Bynum	51	Executive Vice President and Chief Corporate Responsibility Officer	2005
William S. Demchak	59	Chairman, President and Chief Executive Officer (b)	2002
Kieran J. Fallon	55	Executive Vice President and Chief Risk Officer	2011
Deborah Guild	53	Executive Vice President, Chief Information Security Officer and Head of Enterprise Technology	2013
Michael J. Hannon	65	Executive Vice President and Chief Credit Officer	1982
Vicki C. Henn	53	Executive Vice President and Chief Human Resources Officer	1994
Gregory B. Jordan	62	Executive Vice President, General Counsel, Chief Administrative Officer and Head of Regulatory and Government Affairs	2013
Stacy M. Juchno	46	Executive Vice President and General Auditor	2009
Ganesh Krishnan	46	Executive Vice President and Enterprise Chief Information Officer	2008
Karen L. Larrimer	59	Executive Vice President, Chief Customer Officer and Head of Retail Banking	1995
Michael P. Lyons	51	Executive Vice President and Head of Corporate & Institutional Banking	2011
E William Parsley, III	56	Executive Vice President and Chief Operating Officer	2003
Robert Q. Reilly	57	Executive Vice President and Chief Financial Officer	1987
Gregory H. Kozich	58	Senior Vice President and Controller	2010

(a) Where applicable, refers to year employed by predecessor company.

(b) Mr. Demchak also serves as a director. Biographical information for Mr. Demchak is included in “Election of Directors (Item 1)” in our proxy statement to be filed for the 2022 annual meeting of shareholders. See Item 10 of this Report.

Carole L. Brown was appointed Executive Vice President and Head of Asset Management Group in July 2020. Previously, she was the chief change and risk officer for PNC’s Asset Management Group and Corporate & Institutional Banking businesses. Prior to joining PNC in 2019, she served as chief financial officer for the City of Chicago from May 2015 to May 2019. Prior to her work for the City of Chicago, Ms. Brown had a more than 25-year career as one of the leading municipal finance investment bankers in the country.

Richard K. Bynum was appointed Executive Vice President and Chief Corporate Responsibility Officer in July 2020. Prior to his appointment, he served as regional president for PNC’s Greater Washington market from 2017 to 2020. He previously served as a member of PNC’s retail executive leadership team, where he led the Business Banking division. Prior to that, he served as the Greater Washington retail market executive from 2010 to 2014.

Kieran J. Fallon was appointed Executive Vice President and Chief Risk Officer in February 2021. Prior to his appointment, he served as PNC’s Senior Deputy General Counsel with legal oversight responsibility for PNC’s government, regulatory affairs and enterprise risk, and as PNC’s primary liaison with PNC’s regulatory bodies. Previously, he served as PNC’s chief counsel of Regulatory Affairs and briefly as acting general counsel. Prior to joining PNC in 2011, Mr. Fallon served as associate general counsel for legislation and special projects with the Board of Governors of the Federal Reserve System in Washington, D.C.

Deborah Guild was appointed Executive Vice President, Chief Information Security Officer and Head of Enterprise Technology in November 2020. Prior to her appointment, she was PNC’s Chief Security Officer, and previously served as PNC’s Chief Technology Officer. Prior to joining PNC in October 2013, Ms. Guild spent 21 years at Bank of America where she most recently served as Chief Technology Officer of Enterprise Functions and End User Computing.

Michael J. Hannon has served as Executive Vice President since 2009, prior to which he was a Senior Vice President. He has served as Chief Credit Officer since 2001 and was Interim Chief Risk Officer from December 2011 to February 2012.

Vicki C. Henn has served as Executive Vice President and Chief Human Resources Officer of PNC since July 2014. Ms. Henn joined PNC in 1994 and has held numerous management positions. Prior to being named to her current position, Ms. Henn was a Senior Vice President, responsible for Human Resources for Retail Banking.

Gregory B. Jordan joined PNC in 2013 as Executive Vice President, General Counsel and Head of Regulatory and Government Affairs. In February 2016, Mr. Jordan was also appointed Chief Administrative Officer. Prior to joining PNC, he served as the Global Managing Partner for the last 13 years of his 29 year tenure at Reed Smith LLP.

Stacy M. Juchno has served as Executive Vice President and General Auditor of PNC since April 2014 and previously served as Senior Vice President and Finance Governance and Oversight Director.

Ganesh Krishnan was appointed Executive Vice President and Enterprise Chief Information Officer in November 2020. Prior to being named to his current role, he served as Chief Information Officer for PNC's Corporate & Institutional Banking business and Staff Service Technology starting in 2017. Mr. Krishnan joined PNC in 2008 as a Technology Infrastructure Services manager and has held a variety of technology leadership roles with PNC.

Karen L. Larrimer was appointed Executive Vice President in 2013 and became head of Retail Banking in 2016. She has also served as Chief Customer Officer since April 2014, prior to which she served as Chief Marketing Officer.

Michael P. Lyons has been an Executive Vice President since 2011 and is head of Corporate & Institutional Banking. Prior to joining PNC in October 2011, from May 2010 until October 2011, Mr. Lyons was head of corporate development and strategic planning for Bank of America.

E William Parsley, III has served as Executive Vice President since 2009 and was appointed Chief Operating Officer in February 2018. Previously, he served as Treasurer and Chief Investment Officer starting in 2004 and head of Consumer Lending starting in the spring of 2016.

Robert Q. Reilly was appointed Chief Financial Officer in 2013. He served as the head of PNC's Asset Management Group from 2005 until April 2013. Previously, he held numerous management roles in both Corporate Banking and Asset Management. He was appointed Executive Vice President in 2009.

Gregory H. Kozich has served as Controller of PNC since 2011. He was appointed as Senior Vice President in 2010. Prior to joining PNC in 2010, Mr. Kozich was with the Federal National Mortgage Association from 2005 until late 2010, most recently serving as its corporate controller.

## **PART II**

### **ITEM 5 – MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange and is traded under the symbol "PNC." At the close of business on February 11, 2022, there were 46,767 common shareholders of record.

Holders of PNC common stock are entitled to receive dividends when declared by our Board of Directors out of funds legally available for this purpose. Our Board of Directors may not pay or set apart dividends on the common stock until dividends for all past dividend periods on any series of outstanding preferred stock and certain outstanding capital securities issued by the parent company have been paid or declared and set apart for payment. The Board of Directors presently intends to continue the policy of paying quarterly cash dividends. The amount of any future dividends will depend on economic and market conditions, our financial condition and operating results, and other factors, including contractual restrictions and applicable government regulations and policies (such as those relating to the ability of bank and non-bank subsidiaries to pay dividends to the parent company and regulatory capital limitations). PNC's ability to pay or increase dividends or otherwise return capital to shareholders is subject to PNC's compliance with its SCB, which is determined at least annually through the Federal Reserve's CCAR process as described in the Supervision and Regulation section in Item 1 of this Report. In the first quarter of 2021, the Federal Reserve extended the special limitations on dividends and share repurchases by CCAR-participating BHCs that were put in place in 2020 as a result of ongoing economic uncertainty from COVID-19. While these restrictions permitted share repurchases based on income, we refrained from repurchasing shares until the close of the BBVA transaction. These restrictions ended on June 30, 2021 for firms with capital levels above those required by the 2021 stress-tests. In June 2021, we announced the reinstatement of share repurchase programs with repurchases of up to \$2.9 billion for the four-quarter period beginning in the third quarter of 2021.

For further information concerning dividend restrictions and other factors that could limit our ability to pay dividends, as well as restrictions on loans, dividends or advances from bank subsidiaries to the parent company, see the Supervision and Regulation section in Item 1, Item 1A Risk Factors, the Liquidity and Capital Management portion of the Risk Management section in Item 7, and Note 10 Borrowed Funds, Note 12 Equity and Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report, which we include here by reference.

We include here by reference the information regarding our compensation plans under which PNC equity securities are authorized for issuance as of December 31, 2021 in the table (with introductory paragraph and notes) in Item 12 of this Report.

Our stock transfer agent and registrar is:

Computershare  
462 South 4th Street, Suite 1600  
Louisville, KY 40202  
800-982-7652  
Hearing impaired: 800-952-9245  
www.computershare.com/pnc

Registered shareholders may contact Computershare regarding dividends and other shareholder services.

We include here by reference the information that appears under the Common Stock Performance Graph caption at the end of this Item 5.

### **Unregistered Sales of Equity Securities**

None.

### **Equity Security Repurchases**

Details of our repurchases of PNC common stock during the fourth quarter of 2021 are included in the following table:

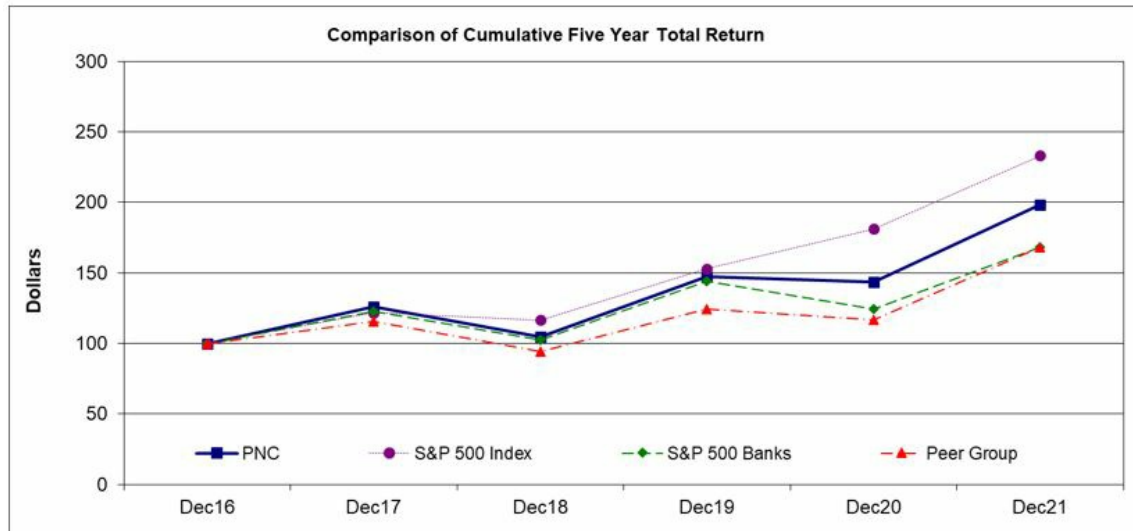
In thousands, except per share data

2021 period	Total shares purchased (a)	Average price paid per share	Total shares purchased as part of publicly announced programs (b)	Maximum number of shares that may yet be purchased under the programs (b)
October 1 – 31	671	\$ 205.37	658	72,390
November 1 – 30	650	\$ 204.98	650	71,740
December 1 – 31	1,612	\$ 200.59	1,612	70,128
Total	2,933	\$ 202.66		

- (a) Includes PNC common stock purchased in connection with our various employee benefit plans generally related to forfeitures of unvested restricted stock awards and shares used to cover employee payroll tax withholding requirements. Note 17 Employee Benefit Plans and Note 18 Stock Based Compensation Plans in the Notes to Consolidated Financial Statements in Item 8 of this Report include additional information regarding our employee benefit and equity compensation plans that use PNC common stock.
- (b) On April 4, 2019, our Board of Directors approved the establishment of a new stock repurchase program authorization in the amount of 100 million shares of PNC common stock, effective July 1, 2019. Under this authorization, repurchases may be made in open market or privately negotiated transactions, with the timing and exact amount of common stock repurchases depending on a number of factors including, among others, market and general economic conditions, regulatory capital considerations, alternative uses of capital, the potential impact on our credit ratings, and contractual and regulatory limitations, including the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Federal Reserve as part of the CCAR process. In the first quarter of 2021, the Federal Reserve extended the special limitations on dividends and share repurchases by CCAR-participating BHCs that were put in place in 2020 as a result of ongoing economic uncertainty from COVID-19. While these restrictions permitted share repurchases based on income, we refrained from repurchasing shares until the close of the BBVA transaction. These restrictions ended on June 30, 2021 for firms with capital levels above those required by the 2021 stress tests. In June 2021, we announced the reinstatement of share repurchase programs with repurchases of up to \$2.9 billion for the four-quarter period beginning in the third quarter of 2021. Under these programs we repurchased 5.0 million shares in 2021 and 11.0 million shares in 2020. A maximum amount of 70.1 million shares remained available for repurchase under the new stock program authorization at December 31, 2021.

### Common Stock Performance Graph

This graph shows the cumulative total shareholder return (*i.e.*, price change plus reinvestment of dividends) on our common stock during the five-year period ended December 31, 2021, as compared with: (i) a selected peer group as set forth below and referred to as the “Peer Group;” (ii) an overall stock market index, the S&P 500 Index; and (iii) a published industry index, the S&P 500 Banks. The yearly points marked on the horizontal axis of the graph correspond to December 31 of each year. The stock performance graph assumes that \$100 was invested at market close on December 31, 2016 for the five-year period and that dividends were reinvested. The table below the graph shows the resultant compound annual growth rate for the performance period.



	Assumes \$100 investment at Close of Market on December 31, 2016 Total Return = Price change plus reinvestment of dividends							5-Year Compound Growth Rate
	Base Period Dec. 2016	Dec. 2017	Dec. 2018	Dec. 2019	Dec. 2020	Dec. 2021		
PNC	\$ 100	\$ 125.96	\$ 104.57	\$ 147.34	\$ 143.31	\$ 198.08		14.65 %
S&P 500 Index	\$ 100	\$ 121.82	\$ 116.47	\$ 153.13	\$ 181.29	\$ 233.28		18.46 %
S&P 500 Banks	\$ 100	\$ 122.55	\$ 102.41	\$ 144.02	\$ 124.21	\$ 168.23		10.96 %
Peer Group	\$ 100	\$ 115.66	\$ 94.27	\$ 124.67	\$ 116.93	\$ 168.10		10.95 %

The Peer Group for the preceding chart and table above consists of the following companies: Bank of America Corporation; Capital One Financial Corporation; Citizens Financial Group, Inc.; Fifth Third Bancorp; JPMorgan Chase & Co.; KeyCorp; M&T Bank Corporation; Regions Financial Corporation; The PNC Financial Services Group, Inc.; Truist Financial Corporation; U.S. Bancorp; and Wells Fargo & Company. For Truist Financial Corporation, the preceding chart and table reflects historical BB&T Corporation data from December 2016 to December 2018. Historical data for SunTrust Banks, Inc. is not included as a part of Truist Financial Corporation in the preceding chart and table. This Peer Group was approved for 2021 by the Board of Directors’ Human Resources Committee, and the Committee has approved the same peer group for 2022.

Each yearly point for the Peer Group is determined by calculating the cumulative total shareholder return for each company in the Peer Group from December 31, 2016 to December 31 of that year, or the last business day of that year (End of Month Dividend Reinvestment Assumed) and then using the median of these returns as the yearly plot point.

In accordance with the rules of the SEC, this section, captioned “Common Stock Performance Graph,” is not incorporated by reference into any of our future filings made under the Securities Exchange Act of 1934 or the Securities Act of 1933. The Common Stock Performance Graph, including its accompanying table and footnotes, is not deemed to be soliciting material or to be filed under the Exchange Act or the Securities Act.

## ITEM 6 – SELECTED FINANCIAL DATA

This Selected Financial Data should be reviewed in conjunction with the Consolidated Financial Statements and Notes included in Item 8 of this Report as well as the other disclosures in this Report concerning our historical financial performance, our future prospects and the risks associated with our business and financial performance.

Dollars in millions, except per share data	Year ended December 31		
	2021	2020	2019
<b>Summary of Operations</b>			
Net interest income	\$ 10,647	\$ 9,946	\$ 9,965
Noninterest income	8,564	6,955	6,874
Total revenue	19,211	16,901	16,839
Provision for (recapture of) credit losses	(779)	3,175	773
Noninterest expense	13,002	10,297	10,574
Income from continuing operations before income taxes and noncontrolling interests	6,988	3,429	5,492
Income taxes from continuing operations	1,263	426	901
Net income from continuing operations	5,725	3,003	4,591
Income from discontinued operations before taxes		5,777	988
Income taxes from discontinued operations		1,222	161
Net income from discontinued operations		4,555	827
Net income	\$ 5,725	\$ 7,558	\$ 5,418
Net income attributable to common shareholders	\$ 5,436	\$ 7,284	\$ 5,129
<b>Per Common Share</b>			
Diluted earnings from continuing operations	\$ 12.70	\$ 6.36	\$ 9.57
Diluted earnings from discontinued operations		\$ 10.60	\$ 1.82
Total diluted earnings	\$ 12.70	\$ 16.96	\$ 11.39
Book value per common share	\$ 120.61	\$ 119.11	\$ 104.59
Tangible book value per common share (a)	\$ 94.11	\$ 97.43	\$ 83.30
<b>Performance Ratios</b>			
Net interest margin (b)	2.29 %	2.53 %	2.89 %
Noninterest income to total revenue	45 %	41 %	41 %
Efficiency	68 %	61 %	63 %
<b>Return on:</b>			
Average common shareholders' equity	10.78 %	15.21 %	11.50 %
Average assets	1.09 %	1.68 %	1.35 %

(a) See explanation and reconciliation of this non-GAAP measure in Reconciliation of Tangible Book Value Per Common Share (Non-GAAP) Statistical Information (Unaudited) section in Item 8 of this Report.

(b) See explanation and reconciliation of this non-GAAP measure in Average Consolidated Balance Sheet and Net Interest Analysis and Reconciliation of Taxable-Equivalent Net Interest Income (Non-GAAP) Statistical Information (Unaudited) section in Item 8 of this Report.

Dollars in millions, except as noted	Year ended December 31	
	2021	2020
<b>Balance Sheet Highlights</b>		
Assets	\$ 557,191	\$ 466,679
Loans	\$ 288,372	\$ 241,928
Allowance for loan and lease losses	\$ 4,868	\$ 5,361
Interest-earning deposits with banks	\$ 74,250	\$ 85,173
Investment securities	\$ 132,962	\$ 88,799
Total deposits	\$ 457,278	\$ 365,345
Borrowed funds	\$ 30,784	\$ 37,195
Total shareholders' equity	\$ 55,695	\$ 54,010
Common shareholders' equity	\$ 50,685	\$ 50,493
<b>Other Selected Ratios</b>		
Common equity Tier 1	10.3 %	12.2 %
Dividend payout	37.8 %	27.2 %
Loans to deposits	63 %	66 %
Common shareholders' equity to total assets	9.1 %	10.8 %
Average common shareholders' equity to average assets	9.6 %	10.7 %

## ITEM 7 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)

### EXECUTIVE SUMMARY

#### Key Strategic Goals

At PNC we manage our company for the long term. We are focused on the fundamentals of growing customers, loans, deposits and revenue and improving profitability, while investing for the future and managing risk, expenses and capital. We continue to invest in our products, markets and brand, and embrace our commitments to our customers, shareholders, employees and the communities where we do business.

We strive to serve our customers and expand and deepen relationships by offering a broad range of deposit, credit and fee-based products and services. We are focused on delivering those products and services to our customers with the goal of addressing their financial objectives and needs. Our business model is built on customer loyalty and engagement, understanding our customers’ financial goals and offering our diverse products and services to help them achieve financial well-being. Our approach is concentrated on organically growing and deepening client relationships across our businesses that meet our risk/return measures.

We are focused on our strategic priorities, which are designed to enhance value over the long term, and consist of:

- Expanding our leading banking franchise to new markets and digital platforms,
- Deepening customer relationships by delivering a superior banking experience and financial solutions, and
- Leveraging technology to innovate and enhance products, services, security and processes.

Our capital and liquidity priorities are to support customers, fund business investments and return excess capital to shareholders, while maintaining appropriate capital in light of economic conditions, the Basel III framework and other regulatory expectations. For more detail, see the Supervision and Regulation section in Item 1 Business, the Capital Highlights portion of this Executive Summary and the Liquidity and Capital Management portion of the Risk Management section in this Item 7.

#### Key Factors Affecting Financial Performance

We face a variety of risks that may impact various aspects of our risk profile from time to time. The extent of such impacts may vary depending on factors such as the current business and economic conditions, political and regulatory environment and operational challenges. Many of these risks and our risk management strategies are described in more detail elsewhere in this Report.

Our success will depend upon, among other things, the following factors that we manage or control:

- Effectively managing capital and liquidity including:
  - Continuing to maintain and grow our deposit base as a low-cost stable funding source,
  - Prudent liquidity and capital management to meet evolving regulatory capital, capital planning, stress testing and liquidity standards, and
  - Actions we take within the capital and other financial markets.
- Execution of our strategic priorities,
- Management of credit risk in our portfolio,
- Our ability to manage and implement strategic business objectives within the changing regulatory environment,
- The impact of legal and regulatory-related contingencies,
- The appropriateness of reserves needed for critical accounting estimates and related contingencies, and
- The integration of BBVA's businesses into PNC and PNC Bank.

Our financial performance is also substantially affected by a number of external factors outside of our control, including the following:

- Global and domestic economic conditions, including the length and extent of the economic impacts of the pandemic,
- The actions by the Federal Reserve, U.S. Treasury and other government agencies, including those that impact money supply and market interest rates and inflation,
- The level of, and direction, timing and magnitude of movement in, interest rates and the shape of the interest rate yield curve,
- The functioning and other performance of, and availability of liquidity in, U.S. and global financial markets, including capital markets,
- The impact of tariffs and other trade policies of the U.S. and its global trading partners,

- Changes in the competitive landscape,
- Impacts of changes in federal, state and local governmental policy, including on the regulatory landscape, capital markets, taxes, infrastructure spending and social programs,
- The impact of market credit spreads on asset valuations,
- The ability of customers, counterparties and issuers to perform in accordance with contractual terms, and the resulting impact on our asset quality,
- Loan demand, utilization of credit commitments and standby letters of credit, and
- The impact on customers and changes in customer behavior due to changing business and economic conditions or regulatory or legislative initiatives.

For additional information on the risks we face, see the Cautionary Statement Regarding Forward-Looking Information section in this Item 7 and Item 1A Risk Factors in this Report.

#### **Acquisition of BBVA USA Bancshares, Inc.**

On June 1, 2021, PNC acquired BBVA, a U.S. financial holding company conducting its business operations primarily through its U.S. banking subsidiary, BBVA USA. PNC paid \$11.5 billion in cash as consideration for the acquisition.

On October 8, 2021, BBVA USA merged into PNC Bank. On October 12, 2021, PNC converted approximately 2.6 million customers, 9,000 employees and over 600 branches across seven states. Our results for the twelve months ended December 31, 2021 reflect the impact of BBVA's acquired business operations for the period since the acquisition closed on June 1, 2021. PNC's balance sheet at December 31, 2021 includes balances from BBVA.

For additional information on the acquisition of BBVA, see Note 2 Acquisition and Divestiture Activity in the Notes to Consolidated Financial Statements included in Item 8 of this Report.

#### **Discontinued Operations**

In the second quarter of 2020, PNC divested its entire 22.4% equity investment in BlackRock. Net proceeds from the sale were \$14.2 billion with an after-tax gain on sale of \$4.3 billion. BlackRock's historical results are reported as discontinued operations. For additional details on the divestiture of our equity investment in BlackRock, see Note 2 Acquisition and Divestiture Activity in the Notes to Consolidated Financial Statements in Item 8 of this Report.

#### **Income Statement Highlights**

Net income from continuing operations for 2021 was \$5.7 billion, or \$12.70 per diluted common share, an increase of \$2.7 billion compared to net income from continuing operations of \$3.0 billion, or \$6.36 per diluted common share, for 2020. The increase was primarily driven by lower provision for credit losses in 2021 and higher noninterest income, including the benefit of BBVA, partially offset by expenses related to the BBVA acquisition and increased business activity.

- Total revenue increased \$2.3 billion to \$19.2 billion.
  - Net interest income increased \$0.7 billion, or 7%, to \$10.6 billion, including the benefit of BBVA.
    - Net interest margin decreased to 2.29% for 2021 compared to 2.53% for 2020.
  - Noninterest income increased \$1.6 billion, or 23%, to \$8.6 billion, primarily due to the benefit of BBVA and higher merger and acquisition advisory fees.
  - Provision recapture was \$0.8 billion in 2021, driven by portfolio changes, including improved credit quality and changes in portfolio composition, along with the impact from an improved economic environment, partially offset by the additional provision for credit losses related to the BBVA acquisition. Provision for credit losses was \$3.2 billion for 2020.
- Noninterest expense increased \$2.7 billion, or 26%, to \$13.0 billion, reflecting expenses related to the BBVA acquisition and increased business activity.

For additional detail, see the Consolidated Income Statement Review section of this Item 7.

## **Balance Sheet Highlights**

Our balance sheet was strong and well positioned at December 31, 2021 and 2020. In comparison to December 31, 2020, changes in our balance sheet were primarily driven by the BBVA acquisition.

- Total assets increased \$90.5 billion, or 19%, to \$557.2 billion.
- Total loans increased \$46.4 billion, or 19%, to \$288.4 billion.
  - Total commercial loans grew \$25.9 billion, or 15%, to \$193.1 billion, driven by BBVA loans and organic growth in PNC's corporate banking and business credit businesses, partially offset by PPP loan forgiveness.
    - PNC had \$3.4 billion of PPP loans outstanding at December 31, 2021, compared to \$12.0 billion at December 31, 2020.
  - Total consumer loans increased \$20.5 billion, or 28%, to \$95.3 billion, primarily due to the addition of BBVA loans and increased originations of residential mortgages, partially offset by declines in the remaining PNC legacy portfolios as paydowns outpaced new originations.
- Investment securities increased \$44.2 billion, or 50%, to \$133.0 billion due to increased purchase activity and securities from BBVA.
- Interest earning deposits with banks, primarily with the Federal Reserve Bank, decreased \$10.9 billion to \$74.3 billion primarily due to increased securities purchases.
- Total deposits increased \$91.9 billion, or 25%, to \$457.3 billion, reflecting deposits from BBVA and growth in consumer and commercial liquidity.
- Borrowed funds of \$30.8 billion decreased \$6.4 billion, or 17%, due to lower bank notes and senior debt and lower FHLB borrowings, reflecting the use of liquidity from deposit growth, which more than offset borrowed funds from BBVA.

For additional detail, see the Consolidated Balance Sheet Review section of this Item 7.

## **Credit Quality Highlights**

We maintained solid credit quality metrics in 2021.

- At December 31, 2021 compared to December 31, 2020:
  - Nonperforming assets of \$2.5 billion increased \$169 million, or 7%, due to nonperforming assets from BBVA, partially offset by lower PNC legacy nonperforming assets reflecting improved credit performance.
  - Overall loan delinquencies of \$2.0 billion increased \$622 million, or 46%, as lower delinquencies in the PNC legacy portfolio were more than offset by delinquencies attributable to BBVA, including increases from BBVA conversion-related administrative and operational delays.
  - The ACL related to loans, which consists of the ALLL and the allowance for unfunded lending related commitments, decreased to \$5.5 billion, or 1.92% of total loans at December 31, 2021, compared to \$5.9 billion, or 2.46% of total loans at December 31, 2020. The decrease was primarily driven by impacts from portfolio changes and an improved economic environment, partially offset by the addition of reserves related to the BBVA acquisition.
- Net charge-offs of \$657 million or 0.24% of average loans in 2021 decreased 21% compared to net charge-offs of \$832 million or 0.33% of average loans, for 2020. Commercial loan net charge-offs increased \$15 million and consumer loan net charge-offs decreased \$190 million compared to 2020.

For additional detail, see the Credit Risk Management portion of the Risk Management section of this Item 7.

## **Capital Highlights**

We maintained a strong capital position during 2021.

- The Basel III CET1 capital ratio decreased to 10.3% at December 31, 2021 from 12.2% at December 31, 2020, primarily due to the BBVA acquisition.
  - Capital was impacted by our election of a five-year transition period for CECL's estimated impact on CET1 capital. CECL's estimated impact on CET1 capital is defined as the change in retained earnings at adoption plus or minus 25% of the change in CECL ACL at the balance sheet date, excluding the initial allowance for PCD loans from BBVA, compared to CECL ACL at transition. The estimated CECL impact was added to CET1 capital through December 31, 2021 and will be phased-out over the following three years.
- Common shareholders' equity increased to \$50.7 billion at December 31, 2021, compared to \$50.5 billion at December 31, 2020.
- In 2021, we returned \$3.0 billion of capital to shareholders through dividends on common shares of \$2.0 billion and repurchases of 5 million common shares for \$1.0 billion.
- In June 2021, we announced the reinstatement of share repurchase programs with repurchases of up to \$2.9 billion for the four-quarter period beginning in the third quarter of 2021.
- On January 5, 2022, the PNC Board of Directors declared a quarterly cash dividend on common stock of \$1.25 per share paid on February 5, 2022.

PNC's ability to take certain capital actions, including returning capital to shareholders, is subject to PNC meeting or exceeding a SCB established by the Federal Reserve Board in connection with the Federal Reserve Board's CCAR process. See additional discussion of the CCAR process in the Supervision and Regulation section of Item 1 Business and Item 1A Risk Factors of this Report.

See the Liquidity and Capital Management portion of the Risk Management section of this Item 7 for more detail on our 2021 capital and liquidity actions as well as our capital ratios.

### **Business Outlook**

Statements regarding our business outlook are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our view that:

- The U.S. economy continues to recover from the pandemic-caused recession in the first half of 2020. Growth is likely to be softer in the first quarter of 2022 due to the omicron variant, and then pick up in the spring, remaining above the economy's long-run average throughout this year. Consumer spending growth will remain solid in 2022 due to good underlying fundamentals.
- Supply-chain difficulties, which weighed on growth in the second half of 2021, will gradually ease over the course of 2022. Labor shortages will remain a constraint this year, although strong wage growth will support consumer spending.
- Inflation accelerated in the second half of 2021 to its fastest pace in decades due to strong demand but limited supplies coming out of the pandemic for some goods and services. Inflation will slow in 2022 as supply and demand for these goods and services normalize, but also broaden throughout the economy due to wage growth. Inflation will end 2022 above the Federal Reserve's long-run objective of 2%.
- PNC expects the FOMC to raise the federal funds rate by 0.25 percentage points five times in 2022 to reach a range of 1.25% to 1.50% by the end of the year, and then further increase the federal funds rate in 2023. The Federal Reserve will also end its purchases of long-term Treasuries and mortgage-backed securities in March 2022, and then start to reduce its balance sheet in mid-2022.

See the Cautionary Statement Regarding Forward-Looking Information section in this Item 7 and Item 1A Risk Factors in this Report for other factors that could cause future events to differ, perhaps materially, from those anticipated in these forward-looking statements.

Full year guidance for 2022 includes the impact of twelve months of BBVA operations compared to seven months in 2021.

For the full year 2022, compared to full year 2021, we expect:

- Average loan growth of approximately 10%,
- Period-end loans to be up approximately 5%,
- Revenue growth to be 8% to 10% (we now expect revenue growth to be on the higher end of this range based on our revised projection of the number of increases to the federal funds rate in 2022),
- Expenses, excluding integration expense, to be up 4% to 6%,
- The effective tax rate to be approximately 18%, and
- To generate positive operating leverage.

For the first quarter of 2022, compared to the fourth quarter of 2021, we expect:

- Average loans, excluding PPP, to be up approximately 1% to 2%,
- Net interest income to be down approximately 1% to 2%,
- Fee income to be down 4% to 6%,
- Other noninterest income, excluding integration costs, net securities and Visa activity, to be between \$375 million and \$425 million,
- Total revenue to decline approximately 3% to 5%,
- Noninterest expense, excluding approximately \$30 million of integration expense, to be down approximately 4% to 6%, and
- Net loan charge-offs to be between \$100 million and \$150 million.

Additionally, as of year-end 2021, actions that will drive our \$900 million of anticipated savings related to the BBVA acquisition have been substantially completed, and we expect the savings to be fully realized in 2022. Since the announcement of the acquisition, we have incurred approximately 95% of the total \$980 million expected integration costs, which include \$120 million of write-offs for capitalized items.

## CONSOLIDATED INCOME STATEMENT REVIEW

Our Consolidated Income Statement is presented in Item 8 of this Report. For the comparison of 2020 over 2019, see the Consolidated Income Statement Review section in our 2020 Form 10-K.

Net income from continuing operations for 2021 was \$5.7 billion, or \$12.70 per diluted common share, an increase of \$2.7 billion compared to net income from continuing operations of \$3.0 billion, or \$6.36 per diluted common share, for 2020. The increase was primarily driven by lower provision for credit losses in 2021 and higher noninterest income, including the benefit of BBVA, partially offset by expenses related to the BBVA acquisition and increased business activity.

### Net Interest Income

*Table 1: Summarized Average Balances and Net Interest Income (a)*

Year ended December 31 Dollars in millions	2021			2020		
	Average Balances	Average Yields/ Rates	Interest Income/ Expense	Average Balances	Average Yields/ Rates	Interest Income/ Expense
<b>Assets</b>						
Interest-earning assets						
Investment securities	\$ 110,974	1.67 %	\$ 1,855	\$ 87,279	2.36 %	\$ 2,064
Loans	268,696	3.37 %	9,060	252,633	3.55 %	8,979
Interest-earning deposits with banks	79,869	0.13 %	103	47,333	0.21 %	100
Other	8,539	2.23 %	190	9,553	2.50 %	239
Total interest-earning assets/interest income	\$ 468,078	2.39 %	11,208	\$ 396,798	2.87 %	11,382
<b>Liabilities</b>						
Interest-bearing liabilities						
Interest-bearing deposits	\$ 279,228	0.05 %	126	\$ 238,771	0.27 %	643
Borrowed funds	34,508	1.05 %	361	47,938	1.50 %	718
Total interest-bearing liabilities/interest expense	\$ 313,736	0.16 %	487	\$ 286,709	0.47 %	1,361
Net interest margin/income (Non-GAAP)		2.29 %	10,721		2.53 %	10,021
Taxable-equivalent adjustments			(74)			(75)
Net interest income (GAAP)			\$ 10,647			\$ 9,946

(a) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income and yields for all interest-earning assets, as well as net interest margins, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margins by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP on the Consolidated Income Statement. For more information, see Reconciliation of Taxable-Equivalent Net Interest Income (Non-GAAP) in the Statistical Information (Unaudited) section in Item 8 of this Report.

Changes in net interest income and margin result from the interaction of the volume and composition of interest-earning assets and related yields, interest-bearing liabilities and related rates paid, and noninterest-bearing sources of funding. See the Statistical Information (Unaudited) – Average Consolidated Balance Sheet And Net Interest Analysis and Analysis Of Year-To-Year Changes In Net Interest Income in Item 8 of this Report.

Net interest income increased \$701 million, or 7% in 2021 compared with 2020. The increase was primarily due to the benefit of BBVA interest-earning asset balances and lower deposit rates, partially offset by lower yields on securities. Net interest margin decreased 24 basis points, largely due to lower yields on interest-earning assets as well as higher balances held at the Federal Reserve Bank, partially offset by lower rates paid on deposits and borrowings.

Average investment securities grew \$23.7 billion, or 27%, primarily as a result of increased purchase activity and the BBVA acquisition. Average investment securities represented 24% of average interest-earning assets in 2021, compared to 22% in 2020.

Average loans increased \$16.1 billion, or 6%, primarily as a result of the BBVA acquisition, partially offset by lower utilization of loan commitments by commercial customers and declines in home equity, credit card and auto loans as paydowns outpaced new originations. Average loans represented 57% of average interest-earning assets in 2021 compared to 64% in 2020.

Average interest-earning deposits with banks grew \$32.5 billion as average balances held with the Federal Reserve Bank increased primarily due to higher liquidity from deposit growth.

Average interest-bearing deposits grew \$40.5 billion, or 17%, due to overall growth in commercial and consumer liquidity, including deposits from BBVA. In total, average interest-bearing deposits represented 89% of average interest-bearing liabilities in 2021 compared to 83% in 2020.

Average borrowed funds decreased \$13.4 billion, or 28%, primarily due to a decline in FHLB borrowings reflecting the use of liquidity from deposit growth.

Further details regarding average loans and deposits are included in the Business Segments Review section of this Item 7.

## **Noninterest Income**

**Table 2: Noninterest Income**

Year ended December 31 Dollars in millions			Change	
	2021	2020	\$	%
<b>Noninterest income</b>				
Asset management	\$ 964	\$ 836	\$ 128	15 %
Consumer services	1,845	1,484	361	24 %
Corporate services	2,924	2,167	757	35 %
Residential mortgage	456	604	(148)	(25) %
Service charges on deposits	535	500	35	7 %
Other	1,840	1,364	476	35 %
<b>Total noninterest income</b>	<b>\$ 8,564</b>	<b>\$ 6,955</b>	<b>\$ 1,609</b>	<b>23 %</b>

Noninterest income as a percentage of total revenue was 45% for 2021 and 41% for 2020.

Asset management revenue increased due to the impact of higher average equity markets and the benefit of the BBVA acquisition. PNC's discretionary client assets under management increased to \$192 billion at December 31, 2021, compared with \$170 billion at December 31, 2020, primarily attributable to higher equity markets and the impact of the BBVA acquisition.

Consumer services revenue increased reflecting the addition of BBVA customers and the impacts of higher consumer spending on debit cards, merchant services revenue, credit card fees, and growth in brokerage fees primarily due to higher average equity markets.

Growth in corporate services revenue was driven by higher capital markets-related revenue, primarily from increased merger and acquisition advisory fees. The increase was also attributable to the addition of BBVA, higher treasury management product revenue and higher revenue from commercial mortgage banking activities.

Residential mortgage revenue declined as higher loan sales were more than offset by lower servicing fees and lower mortgage servicing rights valuation, net of economic hedge.

Service charges on deposits increased primarily due to the addition of BBVA customers, partially offset by lower transaction volumes including the impact of Low Cash Mode® on overdraft revenue. For additional information on Low Cash Mode®, see the Business Segments Review section of this Item 7.

Other noninterest income increased primarily due to higher private equity revenue, partially offset by lower net securities gains. Other noninterest income typically fluctuates from period to period depending on the nature and magnitude of transactions completed. Further details regarding our customer-related trading activities are included in the Market Risk Management – Customer-Related Trading Risk portion of the Risk Management section of this Item 7. Further details regarding private and other equity investments are included in the Market Risk Management – Equity and Other Investment Risk section.

## **Noninterest Expense**

**Table 3: Noninterest Expense**

Year ended December 31 Dollars in millions			Change	
	2021	2020	\$	%
<b>Noninterest expense</b>				
Personnel	\$ 7,141	\$ 5,673	\$ 1,468	26 %
Occupancy	940	826	114	14 %
Equipment	1,411	1,176	235	20 %
Marketing	319	236	83	35 %
Other	3,191	2,386	805	34 %
<b>Total noninterest expense</b>	<b>\$ 13,002</b>	<b>\$ 10,297</b>	<b>\$ 2,705</b>	<b>26 %</b>

The increase in noninterest expense reflected BBVA operating and integration expenses as well as increased business activity.

We achieved our 2021 continuous improvement program savings goal of \$300 million. In 2022, our goal will once again be \$300 million in cost savings. As of year-end 2021, actions that will drive our \$900 million of anticipated savings related to the BBVA acquisition have been substantially completed, and we expect the savings to be fully realized in 2022.

### **Effective Income Tax Rate**

The effective income tax rate from continuing operations was 18.1% for 2021 compared with 12.4% for 2020. The increase was primarily due to overall higher pre-tax income in 2021 and the favorable resolution of certain tax matters in 2020.

The effective tax rate is generally lower than the statutory rate primarily due to tax credits we receive from our investments in low income housing and new markets investments, as well as earnings on other tax exempt investments. Additional information regarding our effective tax rate is included in the Reconciliation of Statutory and Effective Tax Rates table in Note 19 Income Taxes in Item 8 of this Report.

### **Provision for Credit Losses**

**Table 4: Provision for (Recapture of) Credit Losses**

Year ended December 31

Dollars in millions

	2021	2020
Provision for (recapture of) credit losses		
Loans and leases	\$ (887)	\$ 2,985
Unfunded lending related commitments	32	87
Investment securities	51	80
Other financial assets	25	23
Total provision for (recapture of) credit losses	\$ (779)	\$ 3,175

Provision recapture was \$0.8 billion in 2021, driven by portfolio changes, including improved credit quality and changes in portfolio composition, along with the impact from an improved economic environment, partially offset by the additional provision for credit losses related to the BBVA acquisition.

Net interest income less the provision for credit losses was \$11.4 billion, \$6.8 billion and \$9.2 billion for 2021, 2020 and 2019, respectively.

### **Net Income from Discontinued Operations**

For additional details on the divestiture of our equity investment in BlackRock, see Note 2 Acquisition and Divestiture Activity in the Notes to Consolidated Financial Statements in Item 8 of this Report.

## CONSOLIDATED BALANCE SHEET REVIEW

The summarized balance sheet data in Table 5 is based upon our Consolidated Balance Sheet in Item 8 of this Report. For additional detail of the comparison of 2020 over 2019, see the Consolidated Balance Sheet Review section in our 2020 Form 10-K.

**Table 5: Summarized Balance Sheet Data**

Dollars in millions	December 31		December 31		Change	
	2021		2020		\$	%
<b>Assets</b>						
Interest-earning deposits with banks	\$	74,250	\$	85,173	\$ (10,923)	(13)%
Loans held for sale		2,231		1,597	634	40 %
Investment securities		132,962		88,799	44,163	50 %
Loans		288,372		241,928	46,444	19 %
Allowance for loan and lease losses		(4,868)		(5,361)	493	9 %
Mortgage servicing rights		1,818		1,242	576	46 %
Goodwill		10,916		9,233	1,683	18 %
Other, net		51,510		44,068	7,442	17 %
Total assets	\$	557,191	\$	466,679	\$ 90,512	19 %
<b>Liabilities</b>						
Deposits	\$	457,278	\$	365,345	\$ 91,933	25 %
Borrowed funds		30,784		37,195	(6,411)	(17)%
Allowance for unfunded lending related commitments		662		584	78	13 %
Other		12,741		9,514	3,227	34 %
Total liabilities		501,465		412,638	88,827	22 %
<b>Equity</b>						
Total shareholders' equity		55,695		54,010	1,685	3 %
Noncontrolling interests		31		31	—	—
Total equity		55,726		54,041	1,685	3 %
Total liabilities and equity	\$	557,191	\$	466,679	\$ 90,512	19 %

Our balance sheet was strong and well-positioned at December 31, 2021 and December 31, 2020.

- Total asset growth reflected the addition of assets from the BBVA acquisition and increased securities purchases, partially offset by a decrease in interest-earning deposits with banks and PPP loan forgiveness.
- Total liabilities increased primarily due to deposit growth reflecting higher consumer and commercial deposits driven by the acquisition of BBVA, partially offset by lower borrowed funds.
- Total equity increased as net income and the issuance of preferred stock was partially offset by lower AOCI, dividends paid on common and preferred stock and share repurchases.

The ACL related to loans totaled \$5.5 billion at December 31, 2021, a decrease of \$415 million since December 31, 2020. The decrease was primarily driven by impacts from portfolio changes and an improved economic environment, partially offset by the addition of reserves related to the BBVA acquisition. See the following for additional information regarding our ACL related to loans:

- Allowance for Credit Losses in the Credit Risk Management section of this Item 7,
- Critical Accounting Estimates and Judgements section of this Item 7, and
- Note 1 Accounting Policies and Note 4 Loans and Related Allowance for Credit Losses in the Notes to Consolidated

Financial Statements included in Item 8 of this Report.

The following discussion provides additional information about the major components of our balance sheet. Information regarding our capital and regulatory compliance is included in the Liquidity and Capital Management portion of the Risk Management section of this Item 7 and in Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report.

## Loans

Table 6: Loans

Dollars in millions	December 31		December 31		Change	
	2021		2020		\$	%
<b>Commercial</b>						
Commercial and industrial	\$	152,933	\$	132,073	\$ 20,860	16 %
Commercial real estate		34,015		28,716	5,299	18 %
Equipment lease financing		6,130		6,414	(284)	(4)%
Total commercial		193,078		167,203	25,875	15 %
<b>Consumer</b>						
Residential real estate		39,712		22,560	17,152	76 %
Home equity		24,061		24,088	(27)	—
Automobile		16,635		14,218	2,417	17 %
Credit card		6,626		6,215	411	7 %
Education		2,533		2,946	(413)	(14)%
Other consumer		5,727		4,698	1,029	22 %
Total consumer		95,294		74,725	20,569	28 %
Total loans	\$	288,372	\$	241,928	\$ 46,444	19 %

Commercial loans increased primarily due to the impact of the BBVA acquisition and organic growth in PNC's corporate banking and business credit businesses, partially offset by PPP loan forgiveness. PNC had \$3.4 billion of PPP loans outstanding at December 31, 2021, compared to \$12.0 billion at December 31, 2020.

For commercial and industrial loans by industry and commercial real estate loans by geography and property type, see Loan Portfolio Characteristics and Analysis in the Credit Risk Management portion of the Risk Management section in this Item 7.

Consumer loans increased primarily due to the addition of BBVA loans and increased originations of residential mortgages, partially offset by declines in the remaining PNC legacy portfolios as paydowns outpaced new originations.

For information on home equity and residential real estate portfolios, including loans by geography, and our auto loan portfolio, see Loan Portfolio Characteristics and Analysis in the Credit Risk Management portion of the Risk Management section in this Item 7.

For additional information regarding our loan portfolio, see the Credit Risk Management portion of the Risk Management section in this Item 7 and Note 1 Accounting Policies, Note 4 Loans and Related Allowance for Credit Losses in our Notes to Consolidated Financial Statements included in Item 8 of this Report.

## Investment Securities

Investment securities of \$133.0 billion at December 31, 2021 increased \$44.2 billion, or 50%, compared to December 31, 2020, due primarily to net purchases of agency residential mortgage-backed securities and U.S. Treasury and government agency securities, including the impact of the BBVA acquisition.

The level and composition of the investment securities portfolio fluctuates over time based on many factors including market conditions, loan and deposit growth, and balance sheet management activities. We manage our investment securities portfolio to optimize returns, while providing a reliable source of liquidity for our banking and other activities, considering the LCR, NSFR and other internal and external guidelines and constraints.

**Table 7: Investment Securities**

Dollars in millions	December 31, 2021		December 31, 2020		Ratings as of December 31, 2021 (a)				
	Amortized Cost (b)	Fair Value	Amortized Cost (b)	Fair Value	AAA/AA	A	BBB	BB and Lower	No Rating
U.S. Treasury and government agencies	\$ 47,024	\$ 47,054	\$ 20,616	\$ 21,631	100 %				
Agency residential mortgage-backed	67,326	67,632	47,355	48,911	100 %				
Non-agency residential mortgage-backed	927	1,158	1,272	1,501	6 %	1 %	2 %	48 %	43 %
Agency commercial mortgage-backed	1,740	1,773	2,571	2,688	100 %				
Non-agency commercial mortgage-backed (c)	3,423	3,436	3,678	3,689	85 %	1 %	2 %		12 %
Asset-backed (d)	6,380	6,409	5,060	5,150	95 %	1 %		4 %	
Other debt (e)	5,404	5,596	5,061	5,393	52 %	27 %	17 %		4 %
Total investment securities (f)	\$ 132,224	\$ 133,058	\$ 85,613	\$ 88,963	96 %	1 %	1 %	1 %	1 %

(a) Ratings percentages allocated based on amortized cost, net of allowance for investment securities.

(b) Amortized cost is presented net of the allowance for investment securities, which totaled \$133 million at December 31, 2021 and primarily related to non-agency commercial mortgage-backed securities. The comparable amount at December 31, 2020 was \$82 million.

(c) Collateralized primarily by office buildings, multifamily housing, retail properties, lodging properties and industrial properties.

(d) Collateralized primarily by corporate debt, government guaranteed education loans and other consumer credit products.

(e) Includes state and municipal securities.

(f) Includes available for sale and held to maturity securities, which are recorded on our balance sheet at fair value and amortized cost, respectively.

Table 7 presents the distribution of our investment securities portfolio by amortized cost and fair value, as well as by credit rating. We have included credit ratings information because we believe that the information is an indicator of the degree of credit risk to which we are exposed. Changes in credit ratings classifications could indicate increased or decreased credit risk and could be accompanied by a reduction or increase in the fair value of our investment securities portfolio. We continually monitor the credit risk in our portfolio and maintain the allowance for investment securities at an appropriate level to absorb expected credit losses on our investment securities portfolio for the remaining contractual term of the securities adjusted for expected prepayments. See Note 1 Accounting Policies and Note 3 Investment Securities in the Notes to Consolidated Financial Statements included in Item 8 of this Report for additional details regarding the methodology for determining the allowance and the amount of the allowance for investment securities, respectively.

The duration of investment securities was 3.7 years at December 31, 2021. We estimate that at December 31, 2021 the effective duration of investment securities was 3.8 years for an immediate 50 basis points parallel increase in interest rates and 3.5 years for an immediate 50 basis points parallel decrease in interest rates. Comparable amounts at December 31, 2020 for the effective duration of investment securities were 3.1 years and 2.0 years, respectively.

Based on expected prepayment speeds, the weighted-average expected maturity of the investment securities portfolio was 4.4 years at December 31, 2021 compared to 3.4 years at December 31, 2020.

**Table 8: Weighted-Average Expected Maturities of Mortgage and Asset-Backed Debt Securities**

December 31, 2021	Years
Agency residential mortgage-backed	4.6
Non-agency residential mortgage-backed	6.8
Agency commercial mortgage-backed	4.5
Non-agency commercial mortgage-backed	1.8
Asset-backed	3.2

Additional information regarding our investment securities portfolio is included in Note 3 Investment Securities and Note 15 Fair Value in the Notes to Consolidated Financial Statements included in Item 8 of this Report.

## Funding Sources

Table 9: Details of Funding Sources

Dollars in millions	December 31		December 31		Change	
	2021		2020		\$	%
<b>Deposits</b>						
Noninterest-bearing	\$ 155,175	\$	112,637	\$	42,538	38 %
Interest-bearing						
Money market	61,229		59,737		1,492	2 %
Demand	115,910		92,294		23,616	26 %
Savings	107,598		80,985		26,613	33 %
Time deposits	17,366		19,692		(2,326)	(12)%
Total interest-bearing deposits	302,103		252,708		49,395	20 %
<b>Total deposits</b>	<b>457,278</b>		<b>365,345</b>		<b>91,933</b>	<b>25 %</b>
<b>Borrowed funds</b>						
Federal Home Loan Bank borrowings			3,500		(3,500)	(100)%
Bank notes and senior debt	20,661		24,271		(3,610)	(15)%
Subordinated debt	6,996		6,403		593	9 %
Other	3,127		3,021		106	4 %
Total borrowed funds	30,784		37,195		(6,411)	(17)%
<b>Total funding sources</b>	<b>\$ 488,062</b>	<b>\$</b>	<b>402,540</b>	<b>\$</b>	<b>85,522</b>	<b>21 %</b>

Total deposits increased reflecting deposits from BBVA and growth in consumer and commercial liquidity.

Borrowed funds decreased due to lower bank notes and senior debt and lower FHLB borrowings, reflecting the use of liquidity from deposit growth, which more than offset borrowed funds from BBVA.

The level and composition of borrowed funds fluctuates over time based on many factors including market conditions, loan, investment securities and deposit growth and capital considerations. We manage our borrowed funds to provide a reliable source of liquidity for our banking and other activities, considering our LCR and NSFR requirements and other internal and external guidelines and constraints.

See the Liquidity and Capital Management portion of the Risk Management section of this Item 7 for additional information regarding our 2021 liquidity and capital activities. See Note 10 Borrowed Funds in the Notes to Consolidated Financial Statements in Item 8 of this Report for additional information related to our borrowings.

## Shareholders' Equity

Total shareholders' equity was \$55.7 billion at December 31, 2021, an increase of \$1.7 billion, compared to December 31, 2020. The increase resulted primarily from net income of \$5.7 billion and a preferred stock issuance of \$1.5 billion, partially offset by lower AOCI of \$2.4 billion reflecting the impact of higher rates on net unrealized securities gains, common and preferred stock dividends of \$2.3 billion and common share repurchases of \$1.0 billion.

## BUSINESS SEGMENTS REVIEW

We have three reportable business segments:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group

Business segment results and a description of each business are included in Note 23 Segment Reporting in the Notes to Consolidated Financial Statements included in Item 8 of this Report. Certain amounts included in this Business Segments Review differ from those amounts shown in Note 23, primarily due to the presentation in this Item 7 of business net interest income on a taxable-equivalent basis. Note 23 presents results of businesses for 2021, 2020 and 2019.

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors.

Total business segment financial results differ from total consolidated net income. The impact of these differences is reflected in the “Other” category as shown in Table 119 in Note 23 Segment Reporting in the Notes to Consolidated Financial Statements included in Item 8 of this Report. “Other” includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as asset and liability management activities including net securities gains or losses, ACL for investment securities, certain trading activities, certain runoff consumer loan portfolios, private equity investments, intercompany eliminations, certain corporate overhead, tax adjustments that are not allocated to business segments, exited businesses, and differences between business segment performance reporting and financial statement reporting (GAAP).

## Retail Banking

Retail Banking's core strategy is to help all of our consumer and small business customers move financially forward. We aim to grow our primary checking and transaction relationships through strong customer acquisition and retention. We seek to deepen relationships by meeting the broad range of our customers' financial needs with savings, liquidity, lending, investment and retirement solutions. A strategic priority for us is to differentiate the customer experience, leveraging technology to make banking easier for our customers. A key element of our strategy is to expand the use of lower-cost alternative distribution channels, with an emphasis on digital capabilities, while continuing to optimize the traditional branch network. In addition, we are focused on consistently engaging both our employees and customers, which is a strong driver of customer growth, retention and relationship expansion.

**Table 10: Retail Banking Table**

(Unaudited)					
Year ended December 31					
Dollars in millions, except as noted	2021	2020	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 6,206	\$ 5,609	\$ 597	11 %	
Noninterest income	2,796	2,519	277	11 %	
Total revenue	9,002	8,128	874	11 %	
Provision for (recapture of) credit losses	(101)	968	(1,069)	*	
Noninterest expense	6,916	6,019	897	15 %	
Pretax earnings	2,187	1,141	1,046	92 %	
Income taxes	508	266	242	91 %	
Noncontrolling interests	31	31	—	—	
Earnings	\$ 1,648	\$ 844	\$ 804	95 %	
<b>Average Balance Sheet</b>					
Loans held for sale	\$ 1,328	\$ 745	\$ 583	78 %	
<b>Loans</b>					
Consumer					
Residential real estate	\$ 25,230	\$ 18,171	\$ 7,059	39 %	
Home equity	22,387	22,633	(246)	(1)%	
Automobile	15,787	15,968	(181)	(1)%	
Credit card	6,182	6,629	(447)	(7)%	
Education	2,770	3,176	(406)	(13)%	
Other consumer	2,397	2,334	63	3 %	
Total consumer	74,753	68,911	5,842	8 %	
Commercial	14,321	12,573	1,748	14 %	
Total loans	\$ 89,074	\$ 81,484	\$ 7,590	9 %	
Total assets	\$ 106,331	\$ 97,643	\$ 8,688	9 %	
<b>Deposits</b>					
Noninterest-bearing	\$ 57,729	\$ 39,754	\$ 17,975	45 %	
Interest-bearing	184,040	150,482	33,558	22 %	
Total deposits	\$ 241,769	\$ 190,236	\$ 51,533	27 %	
<b>Performance Ratios</b>					
Return on average assets	1.55 %	0.86 %			
Noninterest income to total revenue	31 %	31 %			
Efficiency	77 %	74 %			

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## Year ended December 31

Dollars in millions, except as noted

Continued from previous page)

Year ended December 31				Change	
Dollars in millions, except as noted	2021	2020		\$	%
<b>Supplemental Noninterest Income Information</b>					
Consumer services	\$ 1,752	\$ 1,427	\$ 325		23 %
Residential mortgage	\$ 456	\$ 604	\$ (148)		(25)%
Service charges on deposits	\$ 542	\$ 497	\$ 45		9 %
<b>Residential Mortgage Information</b>					
<u>Residential mortgage servicing statistics (in billions, except as noted) (a)</u>					
Serviced portfolio balance (b)	\$ 133	\$ 121	\$ 12		10 %
Serviced portfolio acquisitions	\$ 44	\$ 33	\$ 11		33 %
MSR asset value (b)	\$ 1.1	\$ 0.7	\$ 0.4		57 %
MSR capitalization value (in basis points) (b)	81	56	25		45 %
Servicing income: (in millions)					
Servicing fees, net (c)	\$ 34	\$ 118	\$ (84)		(71)%
Mortgage servicing rights valuation, net of economic hedge	\$ 64	\$ 137	\$ (73)		(53)%
<u>Residential mortgage loan statistics</u>					
Loan origination volume (in billions)	\$ 24.8	\$ 15.1	\$ 9.7		64 %
Loan sale margin percentage	2.84 %	3.57 %			
Percentage of originations represented by:					
Purchase volume (d)	43 %	40 %			
Refinance volume	57 %	60 %			
<b>Other Information (b)</b>					
<u>Customer-related statistics (average) (e)</u>					
Non-teller deposit transactions (f)	65 %	64 %			
Digital consumer customers (g)	79 %	74 %			
<u>Credit-related statistics</u>					
Nonperforming assets	\$ 1,220	\$ 1,211	\$ 9		1 %
Net charge-offs - loans and leases	\$ 393	\$ 569	\$ (176)		(31)%
<u>Other statistics</u>					
ATMs	9,523	8,900	623		7 %
Branches (h)	2,629	2,162	467		22 %
Brokerage account client assets (in billions) (i)	\$ 78	\$ 59	\$ 19		32 %

\* - Not Meaningful

(a) Represents mortgage loan servicing balances for third parties and the related income.

(b) Presented as of period end, except for average customer-related statistics and net charge-offs, which are both shown for the year ended, respectively.

(c) Servicing fees net of impact of decrease in MSR value due to passage of time, including the impact from both regularly scheduled loan payments, prepayments, and loans that were paid down or paid off during the period.

(d) Mortgages with borrowers as part of residential real estate purchase transactions.

(e) Statistics for 2021 include BBVA activity subsequent to the conversion on October 12, 2021.

(f) Percentage of total consumer and business banking deposit transactions processed at an ATM or through our mobile banking application.

(g) Represents consumer checking relationships that process the majority of their transactions through non-teller channels.

(h) Excludes stand-alone mortgage offices and satellite offices (e.g., drive-ups, electronic branches and retirement centers) that provide limited products and/or services.

(i) Includes cash and money market balances.

Retail Banking earnings increased \$804 million in 2021 compared with the same period in 2020. The increase in earnings was attributable to a provision recapture, higher net interest income and higher noninterest income, partially offset by higher noninterest expense. The 2021 amounts reflect the benefit of BBVA's business operations since the acquisition closed on June 1, 2021.

Net interest income increased primarily due to growth in average deposits and loan balances, reflecting the BBVA acquisition, along with wider interest rate spreads on the value of loans, partially offset by narrower interest rate spreads on the value of deposits.

Noninterest income increased due to higher consumer services revenue driven by debit card and brokerage fees and higher service charges on deposits which benefited from the addition of BBVA customers and higher business activity. The increase in noninterest income was partially offset by declines in residential mortgage revenue, driven by lower net servicing fees primarily due to higher payoffs and lower revenue from residential mortgage servicing rights valuation, net of economic hedge.

Provision recapture in 2021 was driven by portfolio changes, including improved credit quality and changes in portfolio composition, along with the impact from an improved economic environment, partially offset by the additional provision for credit losses related to the BBVA acquisition.

Noninterest expense increased, primarily as a result of the impact of BBVA operating expenses, increased marketing activity and additions to litigation reserves.

The deposit strategy of Retail Banking is to remain disciplined on pricing and focused on growing and retaining relationship-based balances, executing on market-specific deposit growth strategies and providing a source of low-cost funding and liquidity to PNC. In 2021, average total deposits increased compared to the same period in 2020 primarily driven by growth in demand and savings deposits which benefited from the impact of the BBVA acquisition and continued government stimulus payments.

Retail Banking average total loans increased in 2021 compared with the same period in 2020 due to the impact of the BBVA acquisition on all loan classes except education loans, which BBVA did not have in their loan portfolio. The below outlines portfolio drivers excluding the impact of BBVA.

- Average residential real estate loans increased primarily due to originations outpacing paydowns.
- Average commercial loans increased primarily due to PPP loans.
- Average other consumer loans decreased due to liquidations outpacing new volumes.
- Average credit card balances decreased due to changes in customer behavior resulting in higher balance paydowns driven by government stimulus combined with credit tightening actions taken as a result of the pandemic.
- Average education loans decreased driven by a decline in the runoff portfolio of government guaranteed education loans.
- Average home equity loans decreased as paydowns and payoffs exceeded new originated volume.
- Average auto loan balances decreased due to the impacts of the pandemic on the auto industry and proactive credit tightening.

Our national expansion strategy is designed to grow customers with digitally-led banking and a thin branch network as we expand into new markets. In 2018, we began offering our digital high yield savings deposit product and opened our first solution center in Kansas City. Solution centers are an emerging branch operating model with a distinctive layout, where routine transactions are supported through a combination of technology and skilled banker assistance to create personalized experiences. The primary focus of the solution center is to bring a community element to our digital banking capabilities. The solution center provides a collaborative environment that connects our customers with our digital solutions and services, beyond deposits and withdrawals. In 2021, we opened 13 new solution centers, including in three new markets, Denver, Minneapolis and Phoenix. In total, we have 33 open solution centers within the markets of Boston, Dallas/Fort Worth, Denver, Houston, Kansas City, Minneapolis, Nashville and Phoenix. We also offer digital unsecured installment and small business loans in the expansion markets. As a result of the BBVA acquisition, we have become a coast-to-coast Retail Bank and added over 600 branches across seven states to our network.

Retail Banking continues to enhance the customer experience with refinements to product and service offerings that drive value for consumers and small businesses. We are focused on meeting the financial needs of our customers by providing a broad range of liquidity, banking and investment products. In April 2021, we announced our Low Cash Mode® Virtual Wallet® feature which gives all Virtual Wallet® customers the ability to avoid unnecessary overdraft fees through real-time intelligent alerts, extra time to prevent or address overdrafts, and controls to choose whether to return certain debits rather than the bank making the decision. Through the end of December, we have successfully rolled out Low Cash Mode® to all Virtual Wallet® customers. Upon conversion, BBVA customers became eligible for the full suite of PNC products and services, including Low Cash Mode®.

Retail Banking continued to execute on its strategy of transforming the customer experience through transaction channel migration, branch network and home lending process transformations and multi-channel engagement and service strategies. We are also continually assessing our current branch network for optimization opportunities as usage of alternative channels has increased and as a result closed 196 branches, consistent with our plan. These branch closures included two solution centers due to their proximity to pre-existing BBVA USA branch locations.

## Corporate & Institutional Banking

Corporate & Institutional Banking's strategy is to be the leading relationship-based provider of traditional banking products and services to its customers through the economic cycles. We aim to grow our market share and drive higher returns by delivering value-added solutions that help our clients better run their organizations, all while maintaining prudent risk and expense management. We continue to focus on building client relationships where the risk-return profile is attractive.

**Table 11: Corporate & Institutional Banking Table**

(Unaudited)					
Year ended December 31					
Dollars in millions					
	2021	2020	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 4,571	\$ 4,049	\$ 522	13 %	
Noninterest income	3,783	3,062	721	24 %	
Total revenue	8,354	7,111	1,243	17 %	
Provision for (recapture of) credit losses	(646)	2,088	(2,734)	*	
Noninterest expense	3,479	2,856	623	22 %	
Pretax earnings	5,521	2,167	3,354	155 %	
Income taxes	1,183	483	700	145 %	
Noncontrolling interests	14	10	4	40 %	
Earnings	\$ 4,324	\$ 1,674	\$ 2,650	158 %	
<b>Average Balance Sheet</b>					
Loans held for sale	\$ 583	\$ 762	\$ (179)	(23)%	
<b>Loans</b>					
Commercial					
Commercial and industrial	\$ 126,928	\$ 125,426	\$ 1,502	1 %	
Commercial real estate	31,584	27,180	4,404	16 %	
Equipment lease financing	6,286	6,813	(527)	(8)%	
Total commercial	164,798	159,419	5,379	3 %	
Consumer	13	10	3	30 %	
Total loans	\$ 164,811	\$ 159,429	\$ 5,382	3 %	
Total assets	\$ 188,470	\$ 183,189	\$ 5,281	3 %	
<b>Deposits</b>					
Noninterest-bearing demand	\$ 79,109	\$ 53,681	\$ 25,428	47 %	
Interest-bearing demand	72,210	70,622	1,588	2 %	
Total deposits	\$ 151,319	\$ 124,303	\$ 27,016	22 %	
<b>Performance Ratios</b>					
Return on average assets	2.29 %	0.91 %			
Noninterest income to total revenue	45 %	43 %			
Efficiency	42 %	40 %			
<b>Other Information</b>					
Consolidated revenue from: (a)					
Treasury Management (b)	\$ 2,169	\$ 1,884	\$ 285	15 %	
Capital Markets (b)	\$ 1,983	\$ 1,607	\$ 376	23 %	
Commercial mortgage banking activities:					
Commercial mortgage loans held for sale (c)	\$ 145	\$ 162	\$ (17)	(10)%	
Commercial mortgage loan servicing income (d)	334	294	40	14 %	
Commercial mortgage servicing rights valuation, net of economic hedge (e)	80	72	8	11 %	
Total	\$ 559	\$ 528	\$ 31	6 %	
MSR asset value (f)	\$ 740	\$ 569	\$ 171	30 %	
Average Loans by C&IB business					
Corporate Banking	\$ 81,069	\$ 81,977	\$ (908)	(1)%	
Real Estate	42,936	40,381	2,555	6 %	
Business Credit	24,047	22,589	1,458	6 %	
Commercial Banking	12,054	10,415	1,639	16 %	
Other	4,705	4,067	638	16 %	
Total average loans	\$ 164,811	\$ 159,429	\$ 5,382	3 %	
<b>Credit-related statistics</b>					
Nonperforming assets (f)	\$ 1,007	\$ 827	\$ 180	22 %	
Net charge-offs - loans and leases	\$ 289	\$ 280	\$ 9	3 %	

\* - Not Meaningful

- (a) See the additional revenue discussion regarding treasury management, capital markets-related products and services, and commercial mortgage banking activities in the Product Revenue section of this Corporate & Institutional Banking section.
- (b) Amounts are reported in net interest income and noninterest income.
- (c) Represents other noninterest income for valuations on commercial mortgage loans held for sale and related commitments, derivative valuations, originations fees, gains on sale of loans held for sale and net interest income on loans held for sale.
- (d) Represents net interest income and noninterest income (primarily in corporate service fees) from loan servicing net of reduction in commercial mortgage servicing rights due to amortization expense and payoffs. Commercial mortgage servicing rights valuation, net of economic hedge is shown separately.

(e) Amounts are reported in corporate service fees.

(f) As of December 31.

Corporate & Institutional Banking earnings increased \$2.7 billion in 2021 compared with the same period in 2020, driven by a provision recapture and higher total revenue, partially offset by higher noninterest expense. Results for 2021 reflect the benefit of BBVA's business operations since the acquisition closed on June 1, 2021.

Net interest income increased in the comparison primarily due to higher average deposit and loan balances reflecting the BBVA acquisition and wider interest rate spreads on the value of loans, partially offset by narrower interest rate spreads on the value of deposits.

Growth in noninterest income in the comparison reflected broad-based increases, including the benefit from BBVA, in capital markets-related revenue, treasury management product revenue and revenue from commercial mortgage banking activities.

Provision recapture in 2021 was driven by portfolio changes, including improved credit quality and changes in portfolio composition, along with the impact from an improved economic environment, partially offset by the additional provision for credit losses related to the BBVA acquisition.

Noninterest expense increased in the comparison largely due to higher variable costs associated with increased business activity and the BBVA acquisition.

Average loans increased compared with 2020 due to increases in Real Estate, Commercial Banking and Business Credit, partially offset by a decline in Corporate Banking:

- Real Estate provides banking, financing, and servicing solutions for commercial real estate clients across the country. Average loans for this business increased reflecting loans from BBVA, partially offset by lower commercial mortgage and multifamily agency warehouse lending.
- Commercial Banking provides lending, treasury management and capital markets-related products and services to smaller corporations and businesses. Average loans for this business increased primarily driven by loans from BBVA, partially offset by lower average utilization of loan commitments.
- Business Credit provides asset-based lending and equipment financing solutions. The loan and lease portfolio is relatively high yielding, with acceptable risk as the loans are mainly secured by business assets. Average loans for this business increased primarily driven by new production and loans from BBVA, partially offset by lower average utilization of loan commitments.
- Corporate Banking provides lending, equipment finance, treasury management and capital markets-related products and services to mid-sized and large corporations and government, and not-for-profit entities. Average loans for this business declined slightly reflecting lower average utilization of loan commitments, mostly offset by loans from BBVA and new production.

The deposit strategy of Corporate & Institutional Banking is to remain disciplined on pricing and focused on growing and retaining relationship-based balances over time, executing on customer and segment-specific deposit growth strategies and continuing to provide funding and liquidity to PNC. Average total deposits increased in the comparison reflecting deposits from BBVA and customers maintaining liquidity due to the economic impacts of the pandemic. We continue to actively monitor the interest rate environment and make adjustments in response to evolving market conditions, bank funding needs and client relationship dynamics.

Corporate & Institutional Banking continues to expand its Corporate Banking business, focused on the middle market and larger sectors. We executed on our expansion plans into the Seattle and Portland markets in 2020, and in 2021, the BBVA acquisition accelerated our expansion efforts across the Southwest; however, this has not changed our strategy regarding our de novo expansion efforts. This follows offices opened in Boston and Phoenix in 2019, Denver, Houston and Nashville in 2018, and Dallas, Kansas City and Minneapolis in 2017. These locations complement Corporate & Institutional Banking national businesses with a significant presence in these cities, and build on past successes in the markets where PNC's retail banking presence was limited, such as in the Southeast. Our full suite of commercial products and services is offered in these locations.

#### **Product Revenue**

In addition to credit and deposit products for commercial customers, Corporate & Institutional Banking offers other services, including treasury management, capital markets-related products and services, and commercial mortgage banking activities, for customers of all business segments. On a consolidated basis, the revenue from these other services is included in net interest income, corporate service fees and other noninterest income. From a business perspective, the majority of the revenue and expense related to these services is reflected in the Corporate & Institutional Banking segment results and the remainder is reflected in the results of other businesses. The Other Information section in Table 11 includes the consolidated revenue to PNC for these services. A discussion of the consolidated revenue from these services follows.

The Treasury Management business provides corporations with cash and investment management services, receivables and disbursement management services, funds transfer services, international payment services and access to online/mobile information management and reporting services. Within Treasury Management, PNC Global Transfers (formerly BBVA Transfer Services, Inc.) provides wholesale money transfer processing capabilities between the U.S. and Mexico and other countries primarily in Central and South America. Treasury management revenue is reported in noninterest income and net interest income. Noninterest income includes treasury management product revenue less earnings credits provided to customers on compensating deposit balances used to pay for products and services. Net interest income primarily includes revenue from all treasury management customer deposit balances. Compared with 2020, treasury management revenue increased primarily due to higher noninterest income and higher deposit balances including the impact of the BBVA acquisition, partially offset by narrower interest rate spreads on the value of deposits.

Capital markets-related products and services include foreign exchange, derivatives, fixed income, securities underwriting, loan syndications, mergers and acquisitions advisory and equity capital markets advisory related services. The increase in capital markets-related revenue in the comparison was mostly driven by higher merger and acquisition fees, higher loan syndications and higher equity capital market advisory fees. These increases were partially offset by lower fees and credit valuations on customer-related derivative activities.

Commercial mortgage banking activities include revenue derived from commercial mortgage servicing (both net interest income and noninterest income) and revenue derived from commercial mortgage loans held for sale and related hedges. Total revenue from commercial mortgage banking activities increased in the comparison primarily due to higher commercial mortgage loan servicing income, partially offset by lower revenue from commercial mortgage loans held for sale.

## Asset Management Group

The Asset Management Group strives to be the leading relationship-based provider of investment, planning, credit and cash management solutions and fiduciary services to wealthy individuals and institutions by endeavoring to proactively deliver value-added ideas, solutions and exceptional service. Asset Management Group's priorities are to serve our clients' financial objectives, grow and deepen customer relationships and deliver solid financial performance with prudent risk and expense management.

**Table 12: Asset Management Group Table**

(Unaudited)					
Year ended December 31					
Dollars in millions, except as noted					
	2021	2020	Change		
			\$	%	
<b>Income Statement</b>					
Net interest income	\$ 476	\$ 357	\$ 119	33 %	
Noninterest income	987	854	133	16 %	
Total revenue	1,463	1,211	252	21 %	
Provision for (recapture of) credit losses	(7)	21	(28)	*	
Noninterest expense	941	858	83	10 %	
Pretax earnings	529	332	197	59 %	
Income taxes	123	77	46	60 %	
Earnings	\$ 406	\$ 255	\$ 151	59 %	
<b>Average Balance Sheet</b>					
<b>Loans</b>					
Consumer					
Residential real estate	\$ 5,033	\$ 2,832	\$ 2,201	78 %	
Other consumer	4,321	4,042	279	7 %	
Total consumer	9,354	6,874	2,480	36 %	
Commercial	1,746	831	915	110 %	
Total loans	\$ 11,100	\$ 7,705	\$ 3,395	44 %	
Total assets	\$ 11,677	\$ 8,186	\$ 3,491	43 %	
<b>Deposits</b>					
Noninterest-bearing demand	\$ 2,919	\$ 1,568	\$ 1,351	86 %	
Interest-bearing demand	22,782	17,347	5,435	31 %	
Total deposits	\$ 25,701	\$ 18,915	\$ 6,786	36 %	
<b>Performance Ratios</b>					
Return on average assets	3.48 %	3.12 %			
Noninterest income to total revenue	67 %	71 %			
Efficiency	64 %	71 %			
<b>Supplemental Noninterest Income Information</b>					
Asset management fees	\$ 964	\$ 836	\$ 128	15 %	
Brokerage fees	9		9	*	
Total	\$ 973	\$ 836	\$ 137	16 %	
<b>Other Information</b>					
Nonperforming assets (a)	\$ 62	\$ 66	\$ (4)	(6)%	
Net charge-offs - loans and leases	\$ 2	\$ 1	\$ 1	100 %	
Brokerage account client assets (in billions) (a)	\$ 5			*	
<b>Client Assets Under Administration (in billions) (a) (b)</b>					
Discretionary client assets under management	\$ 192	\$ 170	\$ 22	13 %	
Nondiscretionary client assets under administration	175	154	21	14 %	
Total	\$ 367	\$ 324	\$ 43	13 %	
<b>Discretionary client assets under management</b>					
PNC Private Bank	\$ 123	\$ 108	\$ 15	14 %	
Institutional Asset Management	69	62	7	11 %	
Total	\$ 192	\$ 170	\$ 22	13 %	

\* - Not Meaningful

(a) As of December 31.

(b) Excludes brokerage account client assets.

The Asset Management Group consists of two primary businesses: PNC Private Bank and Institutional Asset Management.

The PNC Private Bank is focused on being a premier private bank in each of the markets it serves. The business seeks to deliver high quality banking, trust, and investment management services to our emerging affluent, high net worth, and ultra-high net worth clients through a broad array of products and services.

Institutional Asset Management provides outsourced chief investment officer, custody, private real estate, cash and fixed income client solutions, and retirement plan fiduciary investment services to institutional clients including corporations, healthcare systems, insurance companies, unions, municipalities, and non-profits.

With the inclusion of BBVA, PNC Private Bank has approximately 100 offices operating in nine out of the ten most affluent states in the U.S. with a majority co-located with retail banking branches.

Asset Management Group earnings increased \$151 million in 2021 compared with the same period in 2020, driven by higher revenue and lower provision for credit losses, partially offset by an increase in noninterest expense. Results for 2021 reflect the benefit of BBVA's business operations since the acquisition closed on June 1, 2021.

Net interest income increased due to growth in average loan and deposit balances, reflecting the BBVA acquisition and wider interest rate spreads on the value of loans. This was partially offset by narrower interest rate spreads on the value of deposits. The private banking business continues to refine and offer banking products targeted to the emerging affluent, the affluent and the ultra-affluent client segments. A key focus of the lending business is to drive growth within both the residential real estate product and securities-based lines of credit product. In addition, the deposit strategy focuses on liquidity management for optimizing a client's overall portfolio.

The increase in noninterest income was primarily attributable to increases in the average equity markets and the benefit of BBVA.

Noninterest expense increased due to the impact of BBVA operations and higher operational loss reserves, partially offset by intangible asset amortization run-off.

Provision recapture in 2021 was driven by improvements in credit quality and the economic environment, partially offset by the additional provision for credit losses related to the BBVA acquisition.

Discretionary client assets under management increased in comparison to the prior year primarily attributable to higher equity markets and the benefit from BBVA as of December 31, 2021.

## **RISK MANAGEMENT**

### **Enterprise Risk Management**

We encounter risk as part of the normal course of operating our business. Accordingly, we design our risk governance framework, referred to as the ERM Framework, and risk management processes to help manage this risk. We manage risk in light of our risk appetite to optimize long-term shareholder value while supporting our employees, customers and communities.

Our ERM Framework is structurally aligned with regulatory enhanced prudential standards and heightened standards, promulgated by the Federal Reserve and OCC, respectively, which establish minimum requirements for the design and implementation of a risk governance framework. This Risk Management section describes our ERM Framework, which consists of seven core components that provide executive management and the Board of Directors with an aggregate view of significant risks impacting the organization. The seven core components are risk culture, enterprise strategy (including risk appetite, strategic planning, capital planning and stress testing), risk governance and oversight, risk identification, risk assessments, risk controls and monitoring, and risk aggregation and reporting (see the figure below). The overall Risk Management section of this Item 7 also provides an analysis of the firm's Capital Management and our key areas of risk, which include, but are not limited to Credit, Market, Liquidity and Operational (including Compliance and Information Security). Our use of financial derivatives as part of our overall asset and liability risk management process is also addressed within this Risk Management section.

We operate within a rapidly evolving regulatory environment. Accordingly, we are actively focused on the timely incorporation of applicable regulatory pronouncements into our ERM Framework.



## Risk Culture

A strong risk culture helps us make well-informed decisions, helps ensure individuals conform to the established culture, reduces an individual's ability to do something for personal gain, and rewards employees for working toward a common goal rather than individual interests. Our risk culture reinforces the appropriate protocols for responsible and ethical behavior. These protocols are especially critical in terms of our risk awareness, risk-taking behavior and risk management practices.

Managing risk is every employee's responsibility. All of our employees individually and collectively are responsible for ensuring the organization is performing with the utmost integrity, is applying sound risk management practices and is striving to achieve our stated objectives rather than pursuing individual interests. All employees are also responsible for understanding our Enterprise Risk Appetite Statement, the ERM Framework and how risk management applies to their respective roles and responsibilities. Employees are encouraged to collaborate across groups to identify and mitigate risks and elevate issues as required. We reinforce risk management responsibilities through a performance management system where employee performance goals include risk management objectives and incentives for employees to reinforce balanced measures of risk-adjusted performance.

Proactive and open communication, between groups and up to the Board of Directors, facilitates timely identification and resolution of risk issues. Our multi-level risk committee structure provides formal channels to identify and report risk.

## Enterprise Strategy

We seek to ensure that our overall enterprise strategy is within acceptable risk parameters through our risk appetite, strategic planning, capital planning and stress testing processes. These components are reviewed and approved at least annually by the Board of Directors.

***Risk Appetite:*** Our risk appetite represents the organization's desired enterprise risk position, set within our capital-based risk and liquidity capacity to achieve our strategic objectives and business plans. The Enterprise Risk Appetite Statement qualitatively describes the aggregate level of risk we are willing to accept in order to execute our business strategies. Qualitative guiding principles further define each of the risks within our taxonomy to support the risk appetite statement. Risk appetite metrics and limits, including forward-looking metrics, quantitatively measure whether we are operating within our stated Risk Appetite. Our risk appetite metrics reflect material risks, align with our established Risk Appetite Framework, balance risk and reward, leverage analytics, and are adjusted to changes in the external and internal risk environments.

***Strategic Planning:*** Our enterprise and line of business strategic plans outline major objectives, strategies and goals which are expected to be achieved over the next five years while seeking to ensure we remain compliant with all capital, risk appetite and liquidity targets and guidelines. Our chief executive officer and chief financial officer lead the development of the corporate strategic plan, the strategic objectives and the comprehensive identification of material risks that could hinder successful implementation and execution of strategies. Strategic planning is linked to our risk management and capital planning processes.

***Capital Planning and Stress Testing:*** Capital planning helps to ensure we are maintaining safe and sound operations and viability. The capital planning process and the resulting capital plan evolve as our overall risks, activities and risk management practices change. Capital planning aligns with our strategic planning process. Stress testing is an essential element of the capital planning process. Effective stress testing enables us to consider the estimated effect on capital of various hypothetical scenarios.

## Risk Governance and Oversight

We employ a comprehensive risk management governance framework to help ensure that risks are identified, balanced decisions are made that consider risk and return, and risks are adequately monitored and managed. Risk committees established within this risk governance and oversight framework provide oversight for risk management activities at the Board of Directors, executive, corporate

and business levels. Committee composition is designed to provide effective oversight balanced across the three lines of defense in accordance with the OCC's heightened standards and the Federal Reserve Board's enhanced prudential standards rules. See the Supervision and Regulation section in Item 1 of this Report for more information.

To ensure appropriate risks are being taken and effectively managed and controlled, risk is managed across three lines of defense. The Board of Directors' and each line of defense's responsibilities are detailed below:

*Board of Directors* – The Board of Directors oversees our risk-taking activities, holds management accountable for adhering to the ERM Framework and is responsible for exercising sound, independent judgment when assessing risk.

*First line of defense* – The front line units are accountable for identifying, owning and managing risks to within acceptable levels while adhering to the ERM Framework. Our businesses strive to enhance risk management and internal control processes within their areas. Integrated and comprehensive processes are designed to adequately manage the business' risk profile and risk appetite through identifying, assessing, monitoring and reporting risks that may significantly impact each business.

*Second line of defense* – The second line of defense is independent from the first line of defense and is responsible for establishing the risk governance framework and the standards within each independent risk area for identifying, measuring, monitoring, controlling and reporting aggregate risks. As the second line of defense, the independent risk areas monitor the risks generated by the first line of defense, review and challenge the implementation of effective risk management practices, and report any issues or exceptions. The risk areas help to ensure processes and controls owned by the businesses are designed and operating as intended, and they may intervene directly to modify and develop first line of defense risk processes and controls.

*Third line of defense* – As the third line of defense, Internal Audit is independent from the first and second lines of defense. Internal Audit provides the Board of Directors and executive management comprehensive assurance on the effectiveness of the ERM Framework and the risk management practices across the organization.

Within the three lines of defense, the independent risk organization has sufficient authority to influence material decisions. Our business oversight and decision-making is supported through a governance structure at the Board of Directors and management level. Specific responsibilities include:

*Board of Directors* – Our Board of Directors oversees our business and affairs as managed by our officers and employees. The Board of Directors may receive assistance in carrying out its duties and may delegate authority through the following standing committees:

- *Audit Committee*: monitors the integrity of our consolidated financial statements; monitors internal control over financial reporting; monitors compliance with our code of ethics; evaluates and monitors the qualifications and independence of our independent auditors; and evaluates and monitors the performance of our Internal Audit function and our independent auditors.
- *Nominating and Governance Committee*: oversees the implementation of sound corporate governance principles and practices while promoting our best interests and those of our shareholders.
- *Human Resources Committee*: oversees the compensation of our executive officers and other specified responsibilities related to talent and human capital matters affecting us. The committee is also responsible for evaluating the relationship between risk-taking activities and incentive compensation plans.
- *Risk Committee*: oversees our enterprise-wide risk structure and the processes established to identify, measure, monitor and manage the organization's risks and evaluates and approves our risk governance framework. The Risk Committee has formed a Technology Subcommittee and a Compliance Subcommittee to facilitate Board-level oversight of risk management in these areas.
- *Special Committee on Equity & Inclusion*: oversees management's equity and inclusion efforts, internally and externally, focusing on our systemic processes (including for employees and suppliers); low and moderate income communities (including community development banking, and product offerings and financial support for such communities); and advocacy (including partnerships with leading organizations, and advocacy for necessary structural changes to help provide greater access to the banking system and end systemic racism).

*Management Level Executive Committee* – The Management Level Executive Committee is responsible for guiding the creation and execution of our business strategy across the company. With this responsibility, the Management Level Executive Committee executes various strategic approval and review activities, with a focus on capital deployment, business performance and risk management. This Committee also helps ensure PNC is staffed with sufficient resources and talent to operate within its risk appetite.

*Corporate Committees* – The Corporate Committees generally operate based on the delegated approval authority from a Board-level Committee, the Management Level Executive Committee or other Corporate Committees. These Committees operate at the

senior management level and are designed to facilitate the review, evaluation, oversight and approval of key business and risk activities.

*Working Committees* – The Working Committees generally operate on delegated approval authority from a Corporate Committee or other Working Committees. Working Committees are intended to provide oversight of regulatory/legal matters, assist in the implementation of key enterprise-level activities within a business or function and support the oversight of the businesses key risk activities.

*Transactional Committees* – Transactional Committees generally operate based on delegated approval authority from a Corporate or Working Committee to approve individual transactions, transactional related activities or movements on the organization's balance sheet.

*Policies and Procedures* – We have established risk management Policies and Procedures to support our ERM Framework, articulate our risk culture, define the parameters and processes within which employees are to manage risk and conduct our business activities and to provide direction, guidance and clarity on roles and responsibilities to management and the Board of Directors. These Policies and Procedures are organized in a multi-tiered framework and require periodic review and approval by relevant Committees, including where appropriate Committees of the Board of Directors, or management.

### **Risk Identification**

Risk identification takes place across a variety of risk types throughout the organization. These risk types include, but are not limited to, credit, liquidity and capital, market and operational (which includes, among other types of risk, compliance and information security). Risks are identified based on a balanced use of analytical tools and management judgment for both on- and off-balance sheet exposures. Our governance structure supports risk identification by facilitating assessment of key risk issues, emerging risks and idiosyncratic risks and implementation of mitigation strategies as appropriate. These risks are prioritized based on quantitative and qualitative analysis and assessed against our risk appetite. Multiple tools and approaches are used to help identify and prioritize risks, including Risk Appetite Metrics, Key Risk Indicators, Key Performance Indicators, Risk and Control Self-Assessments, scenario analysis, stress testing and special investigations.

Risks are aggregated and assessed within and across risk functions and businesses. The aggregated risk information is reviewed and reported at an enterprise level to the Board of Directors or appropriate committees. This enterprise aggregation and reporting approach promotes the identification and appropriate escalation of material risks across the organization and supports an understanding of the cumulative impact of risk in relation to our risk appetite.

### **Risk Assessment**

Once risks are identified, they are evaluated based on quantitative and qualitative analysis to determine whether they are material. Risk assessments support the overall management of an effective ERM Framework and allow us to control and monitor our actual risk level and risk management effectiveness through the use of risk measures. Comprehensive, accurate and timely assessments of risk are essential to an effective ERM Framework. Effective risk measurement practices are designed to uncover recurring risks that have been experienced in the past; facilitate the monitoring, understanding, analysis and reporting of known risks; and reveal unanticipated risks that may not be easy to understand or predict.

### **Risk Controls and Monitoring**

Our ERM Framework consists of policies, processes, personnel and control systems. Risk controls and limits provide the linkage from our Risk Appetite Statement and associated guiding principles to the risk-taking activities of our businesses. In addition to risk appetite limits, a system of more detailed internal controls exists which oversees and monitors our various processes and functions. These control systems measure performance, help employees make correct decisions, help ensure information is accurate and reliable and facilitate compliance with laws and regulations.

We design our monitoring and evaluation of risks and controls to provide assurance that policies, procedures and controls are effective and also to result in the identification of control improvement recommendations. Risk monitoring is a daily, ongoing process used by both the first and second line of defense to help ensure compliance with our ERM Framework. Risk monitoring is accomplished in many ways, including performing risk assessments at the prime process and risk assessment unit level, monitoring an area's key controls, the timely reporting of issues, and establishing a quality control and/or quality assurance function, as applicable.

### **Risk Aggregation and Reporting**

Risk reporting is a comprehensive way to: (i) aggregate risks; (ii) identify concentrations; (iii) help ensure we remain within our established risk appetite; (iv) monitor our risk profile in relation to our risk appetite and (v) communicate risks and views on the effectiveness of our risk management activities to the Board of Directors and executive management.

Risk reports are produced at the line of business, functional risk and enterprise levels. The enterprise level risk report aggregates material risks identified in the risk area reports and in the business reports to define the enterprise risk profile. The enterprise risk profile is a point-in-time assessment of enterprise risk and represents our overall risk position in relation to the desired enterprise risk

appetite. The determination of the enterprise risk profile is based on analysis of quantitative reporting of risk limits and other measures along with qualitative assessments. Quarterly aggregation of risk reports from the risk areas and lines of business to inform our risk profile is designed to provide a clear view of our risk level relative to our quantitative risk appetite. The enterprise level report is provided through the governance structure to the Risk Committee of the Board of Directors.

Each individual risk report includes an assessment of inherent risk, quality of risk management, residual risk, risk appetite and risk outlook. The enterprise level risk report includes an aggregate view of material risks identified in the individual reports and provides a summary of our overall risk profile compared to our risk appetite.

### **Credit Risk Management**

Credit risk represents the possibility that a customer, counterparty or issuer may not perform in accordance with the contractual terms of their loan, extension of credit or other financial obligation with PNC. Credit risk is inherent in the financial services business and results from extending credit to customers, purchasing securities, and entering into financial derivative transactions and certain guarantee contracts. Credit risk is one of our most significant risks. Our processes for managing credit risk are designed to be embedded in our risk culture and in our decision-making processes using a systematic approach whereby credit risks and related exposures are identified and assessed, managed through specific policies and processes, measured and evaluated against our risk appetite and credit concentration limits, and reported, along with specific mitigation activities, to management and the Board of Directors through our governance structure. Our most significant concentration of credit risk is in our loan portfolio.

Credit Risk Management employs a governance, policy and monitoring framework for environmental and social risk topics that includes periodic updates to PNC's Credit Portfolio Strategy Committee. Outcomes from those updates may be incorporated into credit policies and risk procedures that govern our risk appetite, credit decisioning, portfolio management and reserve processes.

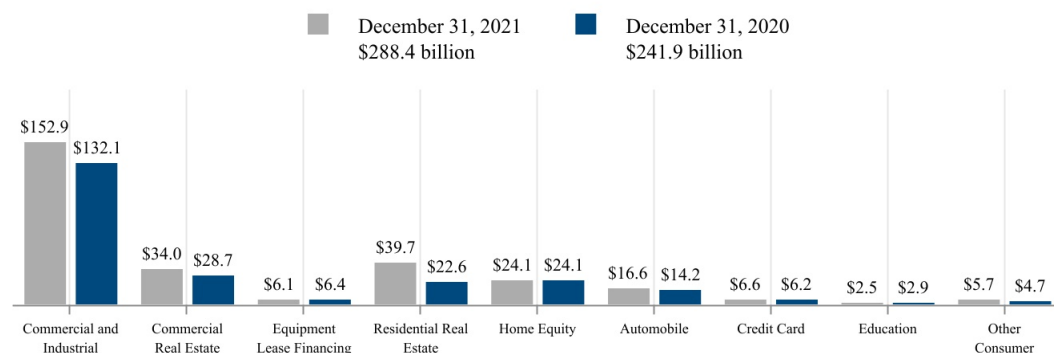
Credit Risk Management is currently evaluating how it may best understand the impacts to credit risk that may accelerate or be introduced as a result of climate change, including impacts from physical risk events and risks associated with the transition to a low-carbon economy. These risk events may impact a borrower's income, cash flow or collateral due to frequency or severity of weather events, changing market conditions, consumer preferences and demand for products, or changes to the legislative and regulatory landscape. As disruptive events occur, PNC follows a process to determine if enhanced portfolio monitoring, reporting and executive communication is warranted to ensure appropriate oversight and action.

In commercial lending, PNC limits new originations in sectors that are no longer consistent with our strategic direction, such as mountain-top removal coal mining, Arctic oil and gas and private prisons. Corporate & Institutional Banking transactions are subject to an Environmental and Social Risk Management assessment designed to help us better identify and mitigate environmental, human rights and other social risks early in the credit application process. Transactions identified as having a potential environmental, human rights or other social risk are evaluated to determine whether enhanced due diligence is warranted. In consumer lending, PNC strives to ensure adequate insurance is present for properties exposed to flooding while also monitoring other water-related risks such as the increased shoreline (and coastal) erosion and weather related events such as hurricanes and wildfires.

## Loan Portfolio Characteristics and Analysis

**Table 13: Details of Loans**

In billions



We use several credit quality indicators, as further detailed in Note 4 Loans and Related Allowance for Credit Losses in the Notes to Consolidated Financial Statements included in Item 8 of this Report, to monitor and measure our exposure to credit risk within our loan portfolio. The following provides additional information about the significant loan classes that comprise our Commercial and Consumer portfolio segments.

### Commercial

#### Commercial and Industrial

Commercial and industrial loans comprised 53% and 55% of our total loan portfolio at December 31, 2021 and 2020, respectively. The majority of our commercial and industrial loans are secured by collateral that provides a secondary source of repayment for the loan should the borrower experience cash generation difficulties. Examples of this collateral include short-term assets, such as accounts receivable, inventory and securities, and long-lived assets, such as equipment, owner-occupied real estate and other business assets.

We actively manage our commercial and industrial loans to assess any changes (both positive and negative) in the level of credit risk at both the borrower and portfolio level. To evaluate the level of credit risk, we assign internal risk ratings reflecting our estimates of the borrower's PD and LGD for each related credit facility. This two-dimensional credit risk rating methodology provides granularity in the risk monitoring process and is updated on an ongoing basis through our credit risk management processes. In addition to monitoring the level of credit risk, we also monitor concentrations of credit risk pertaining to both specific industries and geography that may exist in our portfolio. Our commercial and industrial portfolio is well-diversified as shown in the following table which provides a breakout by industry classification (classified based on the North American Industry Classification System).

**Table 14: Commercial and Industrial Loans by Industry**

	December 31, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
Dollars in millions				
Commercial and industrial				
Retail/wholesale trade	\$ 22,803	15 %	\$ 20,218	15 %
Manufacturing	22,597	15	20,712	16
Service providers	20,750	14	19,419	15
Financial services	17,950	12	14,909	11
Real estate related (a)	15,123	10	13,369	10
Technology, media & telecommunications	10,070	7	7,242	5
Health care	9,944	7	8,987	7
Transportation and warehousing	7,136	5	7,095	5
Other industries	26,560	15	20,122	16
Total commercial and industrial loans	\$ 152,933	100 %	\$ 132,073	100 %

(a) Represents loans to customers in the real estate and construction industries.

The increase in commercial and industrial loans compared to December 31, 2020, primarily reflects the acquisition of BBVA along with organic loan growth in the PNC legacy portfolio, partially offset by PPP loan forgiveness. Amounts include \$3.4 billion and \$12.0 billion of PPP loans outstanding at December 31, 2021 and 2020.

See the Commercial High Impact Industries discussion within this Credit Risk Management section for additional discussion of the impact of COVID-19 on our commercial portfolio and how we are evaluating and monitoring the portfolio for elevated levels of credit risk.

#### Commercial Real Estate

Commercial real estate loans comprised \$18.6 billion related to commercial mortgages on income-producing properties, \$7.3 billion of real estate construction project loans and \$8.1 billion of intermediate term financing loans as of December 31, 2021. Comparable amounts as of December 31, 2020 were \$17.3 billion, \$6.3 billion and \$5.1 billion, respectively.

We monitor credit risk associated with our commercial real estate loans similar to commercial and industrial loans by analyzing PD and LGD. Additionally, risks associated with these types of credit activities tend to be correlated to the loan structure, collateral location and quality, project progress and business environment. These attributes are also monitored and utilized in assessing credit risk. The portfolio is geographically diverse due to the nature of our business involving clients throughout the U.S.

The following table presents our commercial real estate loans by geography and property type:

**Table 15: Commercial Real Estate Loans by Geography and Property Type**

Dollars in millions	December 31, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
<b>Geography (a)</b>				
California	\$ 5,561	16 %	\$ 4,458	16 %
Texas	3,458	10	2,031	7
Florida	2,987	9	2,991	10
Virginia	1,720	5	1,586	6
Maryland	1,557	5	1,770	6
Pennsylvania	1,482	4	1,425	5
Ohio	1,219	4	1,247	4
Colorado	1,126	3	584	2
Georgia	1,015	3	859	3
New York	985	3	725	3
Other	12,905	38	11,040	38
<b>Total commercial real estate loans</b>	<b>\$ 34,015</b>	<b>100 %</b>	<b>\$ 28,716</b>	<b>100 %</b>
<b>Property Type (a)</b>				
Multifamily	\$ 10,581	31 %	\$ 9,617	33 %
Office	9,547	28	7,691	27
Retail	3,570	10	3,490	12
Seniors housing	2,602	8	1,417	5
Industrial/warehouse	2,413	7	1,999	7
Hotel/motel	2,008	6	1,954	7
Mixed use	724	2	835	3
Other	2,570	8	1,713	6
<b>Total commercial real estate loans</b>	<b>\$ 34,015</b>	<b>100 %</b>	<b>\$ 28,716</b>	<b>100 %</b>

(a) Presented in descending order based on loan balances at December 31, 2021.

#### Commercial High Impact Industries

In light of the economic circumstances related to COVID-19, we are continuing to evaluate and monitor our entire commercial portfolio for elevated levels of credit risk; however, the industry sectors that have been most impacted by the effects of the pandemic are:

- Non-real estate related
  - Leisure recreation: restaurants, casinos, hotels, convention centers
  - Non-essential retail: retail excluding auto, gas, staples
  - Healthcare facilities: elective, private practices
  - Consumer services: religious organizations, childcare
  - Leisure travel: cruise, airlines, other travel/transportation
  - Other impacted areas: shipping, senior living, specialty education

- Real estate related
  - Non-essential retail and restaurants: malls, lifestyle centers, outlets, restaurants
  - Hotel: full service, limited service, extended stay
  - Seniors housing: assisted living, independent living

As of December 31, 2021, our outstanding loan balances in these industries totaled \$19.3 billion, or approximately 7% of our total loan portfolio, while additional unfunded loan commitments totaled \$12.9 billion. Included in our outstanding loan balances are \$0.9 billion of loans that are funded through the PPP and guaranteed by the Small Business Administration. We continue to carefully monitor and manage the loans in these industries, and we believe uncertainty relative to the timing and level of long-term recovery for leisure recreation and leisure travel remains high.

As the impact from COVID-19 persists, real estate related to the office sector is an area of growing uncertainty. Notable portions of leased office space remain vacant and the mass work-from-home experience continues to be a feasible alternative, suggesting a structural change for office demand moving forward. However, the change is anticipated to be slow moving and could evolve over a number of years. PNC continues to closely monitor our exposure in the office sector as these concerns develop, and while internal risk assessments have moved moderately higher, we have not seen a notable change in performance.

## Consumer

### Residential Real Estate

Residential real estate loans primarily consisted of residential mortgage loans at both December 31, 2021 and 2020.

We obtain loan attributes at origination, including FICO scores and LTVs, and we update these and other credit metrics at least quarterly. We track borrower performance monthly. We also segment the mortgage portfolio into pools based on product type (*e.g.*, nonconforming, conforming). This information is used for internal reporting and risk management. As part of our overall risk analysis and monitoring, we also segment the portfolio based upon loan delinquency, nonperforming status, modification and bankruptcy status, FICO scores, LTV and geographic concentrations. Loan performance is evaluated by source originators and loan servicers.

The following table presents certain key statistics related to our residential real estate portfolio:

**Table 16: Residential Real Estate Statistics**

Dollars in millions	December 31, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
Geography (a)				
California	\$ 15,041	38 %	\$ 7,828	35 %
Texas	4,397	11	409	2
Florida	3,124	8	1,620	7
Washington	1,909	5	1,104	5
New Jersey	1,660	4	1,635	7
Arizona	1,435	4	163	1
New York	1,279	3	1,020	5
Colorado	1,145	3	262	1
Pennsylvania	1,069	3	1,036	5
Illinois	957	2	1,039	5
Other	7,696	19	6,444	27
Total residential real estate loans	\$ 39,712	100 %	\$ 22,560	100 %
December 31, 2021			December 31, 2020	
Weighted-average loan origination statistics (b)				
Loan origination FICO score		775		775
LTV of loan originations		67 %		67 %

(a) Presented in descending order based on loan balances at December 31, 2021.

(b) Weighted-averages calculated for the twelve months ended December 31, 2021 and 2020, respectively.

We originate residential mortgage loans nationwide through our national mortgage business as well as within our branch network. Residential mortgage loans underwritten to agency standards, including conforming loan amount limits, are typically sold with servicing retained by us. We also originate nonconforming residential mortgage loans that do not meet agency standards, which we retain on our balance sheet. Our portfolio of originated nonconforming residential mortgage loans totaled \$34.9 billion at December 31, 2021 with 42% located in California. Comparable amounts at December 31, 2020 were \$17.9 billion and 41%, respectively.

### Home Equity

Home equity loans comprised \$15.8 billion of primarily variable-rate home equity lines of credit and \$8.3 billion of closed-end home equity installment loans at December 31, 2021. Comparable amounts were \$12.6 billion and \$11.5 billion, as of December 31, 2020, respectively.

We track borrower performance of this portfolio monthly similarly to residential real estate loans. We also segment the population into pools based on product type (e.g., home equity loans, brokered home equity loans, home equity lines of credit, brokered home equity lines of credit) and track the historical performance of any related mortgage loans regardless of whether we hold the lien. This information is used for internal reporting and risk management. As part of our overall risk analysis and monitoring, we also segment the portfolio based upon loan delinquency, nonperforming status, modification and bankruptcy status, FICO scores, LTV, lien position and geographic concentration.

The credit performance of the majority of the home equity portfolio where we hold the first lien position is superior to the portion of the portfolio where we hold the second lien position, but do not hold the first lien. Lien position information is generally determined at the time of origination and monitored on an ongoing basis for risk management purposes. We use a third-party service provider to obtain updated loan information, including lien and collateral data that is aggregated from public and private sources. The following table presents certain key statistics related to our home equity portfolio:

**Table 17: Home Equity Loan Statistics**

Dollars in millions	December 31, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
<b>Geography (a)</b>				
Pennsylvania	\$ 5,108	21 %	\$ 5,602	23 %
New Jersey	3,117	13	3,462	14
Ohio	2,398	10	2,753	11
Florida	1,701	7	1,536	6
Michigan	1,246	5	1,398	6
Maryland	1,206	5	1,332	6
Illinois	1,154	5	1,411	6
Texas	978	4	7	
North Carolina	918	4	1,043	4
Kentucky	777	3	922	4
Other	5,458	23	4,622	20
Total home equity loans	\$ 24,061	100 %	\$ 24,088	100 %
<b>Lien type</b>				
1st lien		62 %		63 %
2nd lien		38		37
Total		100 %		100 %
			December 31, 2021	December 31, 2020
<b>Weighted-average loan origination statistics (b)</b>				
Loan origination FICO score		782		776
LTV of loan originations		66 %		67 %

(a) Presented in descending order based on loan balances at December 31, 2021.

(b) Weighted-averages calculated for the twelve months ended December 31, 2021 and 2020, respectively.

### Automobile

Auto loans comprised \$15.4 billion in the indirect auto portfolio and \$1.2 billion in the direct auto portfolio as of December 31, 2021. Comparable amounts as of December 31, 2020 were \$12.7 billion and \$1.5 billion, respectively. The indirect auto portfolio consists of loans originated through franchised dealers, including from expansion into new markets. This business is strategically aligned with our core retail banking business.

The following table presents certain key statistics related to our indirect and direct auto portfolios:

**Table 18: Auto Loan Statistics**

	December 31, 2021	December 31, 2020
Weighted-average loan origination FICO score (a) (b)		
Indirect auto	791	784
Direct auto	775	768
Weighted-average term of loan originations - in months (a)		
Indirect auto	72	72
Direct auto	62	62

(a) Weighted-averages calculated for the twelve months ended December 31, 2021 and 2020, respectively.

(b) Calculated using the auto enhanced FICO scale.

We continue to focus on borrowers with strong credit profiles as evidenced by the weighted-average loan origination FICO scores noted in Table 18. We offer both new and used auto financing to customers through our various channels. At December 31, 2021, the portfolio balance was composed of 53% new vehicle loans and 47% used vehicle loans. Comparable amounts at December 31, 2020 were 56% and 44%, respectively.

The auto loan portfolio's performance is measured monthly, including updated collateral values that are obtained monthly and updated FICO scores that are obtained at least quarterly. For internal reporting and risk management, we analyze the portfolio by product channel and product type and regularly evaluate default and delinquency experience. As part of our overall risk analysis and monitoring, we segment the portfolio by geography, channel, collateral attributes and credit metrics which include FICO score, LTV and term.

### Nonperforming Assets and Loan Delinquencies

#### Nonperforming Assets

Nonperforming assets include nonperforming loans and leases for which ultimate collectability of the full amount of contractual principal and interest is not probable and include nonperforming TDRs and PCD loans, OREO and foreclosed assets. Loans held for sale, certain government insured or guaranteed loans and loans accounted for under the fair value option are excluded from nonperforming loans. See Note 1 Accounting Policies in the Notes to Consolidated Financial Statements included in Item 8 of this Report for details on our nonaccrual policies.

The following table presents a summary of nonperforming assets by major category:

**Table 19: Nonperforming Assets by Type**

Dollars in millions	December 31 2021	December 31 2020	Change	
			\$	%
Nonperforming loans				
Commercial	\$ 1,168	\$ 923	\$ 245	27%
Consumer (a)	1,312	1,363	(51)	(4)%
Total nonperforming loans	2,480	2,286	194	8%
OREO and foreclosed assets	26	51	(25)	(49)%
Total nonperforming assets	\$ 2,506	\$ 2,337	\$ 169	7%
TDRs included in nonperforming loans	\$ 988	\$ 902	\$ 86	10%
Percentage of total nonperforming loans	40 %	39 %		
Nonperforming loans to total loans	0.86 %	0.94 %		
Nonperforming assets to total loans, OREO and foreclosed assets	0.87 %	0.97 %		
Nonperforming assets to total assets	0.45 %	0.50 %		
Allowance for loan and lease losses to nonperforming loans	196 %	235 %		
Allowance for credit losses to nonperforming loans (b)	223 %	260 %		

(a) Excludes most unsecured consumer loans and lines of credit, which are charged off after 120 to 180 days past due and are not placed on nonperforming status.

(b) Calculated excluding allowances for investment securities and other financial assets.

The increase in nonperforming assets from December 31, 2020 primarily reflects the impact of BBVA, partially offset by improved credit performance throughout 2021.

The following table provides details on the change in nonperforming assets for the years ended December 31, 2021 and 2020:

**Table 20: Change in Nonperforming Assets**

In millions	2021		2020	
January 1	\$	2,337	\$	1,752
Acquired nonperforming assets (a)		880		
New nonperforming assets		1,216		1,947
Charge-offs and valuation adjustments		(255)		(421)
Principal activity, including paydowns and payoffs		(1,023)		(603)
Asset sales and transfers to loans held for sale		(134)		(82)
Returned to performing status		(515)		(256)
December 31	\$	2,506	\$	2,337

(a) Represents the June 30, 2021 balance of nonperforming assets attributable to BBVA. Changes in this acquired portfolio for the six months ended December 31, 2021 are reflected in the appropriate category based on activity.

As of December 31, 2021, approximately 98% of total nonperforming loans were secured by collateral which lessened reserve requirements and is expected to reduce credit losses.

Within consumer nonperforming loans, residential real estate TDRs comprised 42% of total residential real estate nonperforming loans, while home equity TDRs comprised 36% of home equity nonperforming loans at December 31, 2021. Comparable amounts at December 31, 2020 were 47% and 41%, respectively. TDRs generally remain in nonperforming status until a borrower has made at least six consecutive months of both principal and interest payments under the modified terms or ultimate resolution occurs. Loans where borrowers have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us and loans to borrowers not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status. Loans that have been restructured for COVID-19 related hardships and meet certain criteria under the CARES Act are not identified as TDRs. Refer to the Troubled Debt Restructurings and Loan Modifications discussion in this Credit Risk Management section for more information on the treatment of loan modifications under the CARES Act.

#### Loan Delinquencies

We regularly monitor the level of loan delinquencies and believe these levels may be a key indicator of credit quality in our loan portfolio. Measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent. Loan delinquencies include government insured or guaranteed loans, loans accounted for under the fair value option and PCD loans. Amounts exclude loans held for sale.

We manage credit risk based on the risk profile of the borrower, repayment sources, underlying collateral, and other support given current events, economic conditions and expectations. We refine our practices to meet the changing environment and the continuing effects of the COVID-19 pandemic. To mitigate losses and enhance customer support, we have customer assistance, loan modification and collection programs that align with the CARES Act and subsequent interagency guidance.

As a result, under the CARES Act credit reporting rules, certain loans modified due to COVID-19 related hardships are not being reported as past due as of December 31, 2021 and 2020 based on the contractual terms of the loan, even where borrowers may not be making payments on their loans during the modification period. Loan modifications due to COVID-19 related hardships that permanently reduce either the contractual interest rate or the principal balance of a loan do not qualify for TDR relief under the CARES Act or the interagency guidance.

**Table 21: Accruing Loans Past Due (a)**

Dollars in millions	Amount				% of Total Loans Outstanding			
	December 31 2021	December 31 2020	Change		December 31 2021	December 31 2020		
			\$	%				
Early stage loan delinquencies								
Accruing loans past due 30 to 59 days	\$ 1,011	\$ 620	\$ 391	63 %	0.35 %	0.26 %		
Accruing loans past due 60 to 89 days	355	234	121	52 %	0.12 %	0.10 %		
Total early stage loan delinquencies	1,366	854	512	60 %	0.47 %	0.35 %		
Late stage loan delinquencies								
Accruing loans past due 90 days or more	619	509	110	22 %	0.21 %	0.21 %		
Total accruing loans past due	\$ 1,985	\$ 1,363	\$ 622	46 %	0.69 %	0.56 %		

(a) Past due loan amounts include government insured or guaranteed loans of \$0.5 billion and \$0.6 billion at December 31, 2021 and 2020, respectively.

The increase in accruing loans past due from December 31, 2020 was the result of lower delinquencies in the PNC legacy portfolio being more than offset by delinquencies attributable to BBVA, including increases from BBVA conversion-related administrative and operational delays.

Accruing loans past due 90 days or more continue to accrue interest because they are (i) well secured by collateral and are in the process of collection, (ii) managed in homogeneous portfolios with specified charge-off timeframes adhering to regulatory guidelines, or (iii) certain government insured or guaranteed loans. As such, they are excluded from nonperforming loans.

## Troubled Debt Restructurings and Loan Modifications

### Troubled Debt Restructurings

A TDR is a loan whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. TDRs result from our loss mitigation activities and include rate reductions, principal forgiveness, postponement/reduction of scheduled amortization and extensions, which are intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Additionally, TDRs also result from court-imposed concessions (e.g., a Chapter 7 bankruptcy where the debtor is discharged from personal liability to us and a court approved Chapter 13 bankruptcy repayment plan). Loans to borrowers experiencing COVID-19 related hardships that have been restructured but that meet certain criteria under the CARES Act are not categorized as TDRs at December 31, 2021 and 2020.

The following table provides a summary of troubled debt restructurings at December 31, 2021 and 2020, respectively:

**Table 22: Summary of Troubled Debt Restructurings (a)**

Dollars in millions	December 31 2021		December 31 2020		Change	
	\$		\$		\$	%
Commercial	\$	672	\$	528	\$ 144	27%
Consumer		919		1,116	(197)	(18)%
Total TDRs	\$	1,591	\$	1,644	\$ (53)	(3)%
Nonperforming	\$	988	\$	902	\$ 86	10%
Accruing (b)		603		742	(139)	(19)%
Total TDRs	\$	1,591	\$	1,644	\$ (53)	(3)%

(a) Amounts in table do not include associated valuation allowances.

(b) Accruing loans include consumer credit card loans and certain loans that have demonstrated a period of at least six months of performance under the restructured terms and are excluded from nonperforming loans.

Nonperforming TDRs represented approximately 40% of total nonperforming loans and 62% of total TDRs at December 31, 2021. Comparable amounts at December 31, 2020 were 39% and 55%, respectively. The remaining portion of TDRs represents TDRs that have been returned to accrual status after performing under the restructured terms for at least six consecutive months.

See Note 1 Accounting Policies and Note 4 Loans and Related Allowance for Credit Losses in the Notes to Consolidated Financial Statements included in Item 8 of this Report for additional information on TDRs.

### Loan Modifications

Since the onset of the pandemic in 2020, PNC has provided relief to our consumer customers from the economic impacts of COVID-19 through a variety of solutions under our hardship relief programs. Throughout 2021, consumer loan modifications were being granted in response to customer hardships that extended beyond the initial relief programs and included all hardship related modifications. At December 31, 2021, consumer loans in active assistance under hardship relief programs on our balance sheet had an unpaid principal balance of \$494 million and primarily related to residential real estate. Excluded from this amount are government insured or guaranteed loans of \$205 million and \$278 million in the Residential real estate and Education loan classes, respectively, as these loans present minimal credit risk to PNC. The comparable unpaid principal balance on our balance sheet at December 31, 2020 was \$1.0 billion.

Under the CARES Act, loan modifications meeting certain criteria qualify the loan for relief from TDR treatment. Loans that do not meet this criteria may also be evaluated under interagency guidance. Loan modifications that permanently reduce either the contractual interest rate and/or principal balance of the loan would not meet the qualifications for relief from TDR treatment under the CARES Act. Consumer loan modifications that qualified for TDR accounting amounted to \$93 million and \$149 million at December 31, 2021 and 2020, respectively.

The impact of these modifications was considered within the quarterly reserve determination. See the Allowance for Credit Losses discussion within the Critical Accounting Estimates and Judgments section of this Report for additional information. Refer to the Loan Delinquencies discussion in this Credit Risk Management section for information on how these hardship related loan modifications are reported from a delinquency perspective.

## Allowance for Credit Losses

Our ACL is based on historical loss and performance experience, which is captured through current PD, as well as current borrower risk characteristics, including borrower repayment status, consumer credit scores, collateral type and quality, current economic conditions, reasonable and supportable forecasts of future conditions and other relevant factors. We maintain the ACL at an appropriate level for expected losses on our existing investment securities, loans, equipment finance leases, trade receivables and other financial assets and off-balance sheet credit exposures and determine this allowance based on quarterly assessments of the remaining estimated contractual term of the assets or exposures as of the balance sheet date.

Expected losses are estimated primarily using a combination of (i) the expected losses over a reasonable and supportable forecast period, (ii) a period of reversion to long run average expected losses where applicable and (iii) long run average expected losses for the remaining estimated contractual term.

We use forward-looking information in estimating expected credit losses for our reasonable and supportable forecast period. For this purpose, we have established a framework which includes a three year forecast period and the use of four economic scenarios and associated probability weights, which in combination create a forecast of expected economic outcomes over the forecasted period. Forward looking information, such as forecasted relevant macroeconomic variables, is incorporated into the expected credit loss estimates using quantitative macroeconomic models, as well as through analysis from PNC's economists and management's judgment in qualitatively assessing the ACL.

The reversion period is used to bridge our three year reasonable and supportable forecast period and the long run average expected credit losses. We may consider a number of factors in determining the duration of the reversion period, such as contractual maturity of the asset, observed historical patterns and the estimated credit loss rates at the end of the forecast period relative to the beginning of the long run average period. The reversion period is typically 1-3 years, if not immediate.

The long run average expected credit losses are derived from our available historical credit information. We use long run average expected loss for the portfolio over the estimated remaining contractual term beyond our forecast period and the reversion period.

The following discussion provides additional information related to our reserves under CECL for loans and leases as well as unfunded lending related commitments. See Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report for further discussion on our ACL, including details of our methodologies and discussion of the allowances for investment securities and other financial assets. See also the Critical Accounting Estimates and Judgments section for further discussion of the assumptions used in the determination of the ACL.

### Allowance for Loan and Lease Losses

Our pooled expected credit loss methodology is based upon the quantification of PD, LGD, EAD and the remaining estimated contractual term for a loan or loan segment. We also consider the impact of prepayments and amortization on contractual maturity in our expected loss estimates. We use historical data, current borrower characteristics and forecasted economic variables in quantitative methods to estimate these risk parameters by loan or loan segments. PDs represent a quantification of risk that a borrower may not be able to pay their contractual obligation over a defined period of time. LGD describes the estimate of potential loss if a borrower were to default, and EAD (or utilization rates for revolving loans) is the estimated balance outstanding at the time of default. These parameters are calculated for each forecasted scenario, and are combined to generate expected loss estimates by scenario in proportion to the scenario weights.

We use a discounted cash flow methodology for our consumer real estate related loan classes and for certain commercial and consumer TDR loans. For non-TDR residential real estate loans and lines, we determine effective interest rates considering contractual cash flows adjusted for prepayments and market interest rates. We then determine the net present value of expected cash flows and ALLL by discounting contractual cash flows adjusted for both prepayments and expected credit losses using the effective interest rates.

For loans and leases that do not share similar risk characteristics with a pool of loans, we establish individually assessed reserves using methods prescribed by GAAP. Reserves for individual commercial nonperforming loans and commercial TDRs exceeding a defined dollar threshold are based on an analysis of the present value of the loan's expected future cash flows or the fair value of the collateral, if appropriate under our policy for collateral dependent loans. Commercial loans that are below the defined threshold and accruing TDRs are collectively reserved for, as we believe these loans continue to share similar risk characteristics. For consumer nonperforming loans classified as collateral dependent, charge-off and ALLL related to recovery of amounts previously charged-off are evaluated through an analysis of the fair value of the collateral less costs to sell.

While our reserve methodologies strive to reflect all relevant credit risk factors, there continues to be uncertainty associated with, but

not limited to, potential imprecision in the estimation process due to the inherent time lag of obtaining information and normal variations between expected and actual outcomes. We may hold additional reserves that are designed to provide coverage for losses attributable to such risks. A portion of the allowance is related to qualitative measurement factors. These factors may include, but are not limited to, the following:

- Industry concentrations and conditions, including the impacts of COVID-19 on highly impacted segments,
- Changes in market conditions, including regulatory and legal requirements,
- Changes in the nature and volume of our portfolio,
- Recent credit quality trends, including the impact of COVID-19 hardship related loan modifications,
- Recent loss experience in particular portfolios, including specific and unique events,
- Recent macroeconomic factors that may not be reflected in the forecast information,
- Limitations of available input data, including historical loss information and recent data such as collateral values,
- Model imprecision and limitations,
- Changes in lending policies and procedures, including changes in loss recognition and mitigation policies and procedures, and
- Timing of available information, including the performance of first lien positions.

#### Allowance for Unfunded Lending Related Commitments

We maintain the allowance for unfunded lending related commitments on off-balance sheet credit exposures that are not unconditionally cancelable, (e.g., unfunded loan commitments, letters of credit and certain financial guarantees) at a level we believe is appropriate as of the balance sheet date to absorb expected credit losses on these exposures. Other than the estimation of the probability of funding, this reserve is estimated in a manner similar to the methodology used for determining reserves for loans and leases. The allowance for unfunded lending related commitments is recorded as a liability on the Consolidated Balance Sheet. Net adjustments to this reserve are included in the provision for credit losses.

The following table summarizes our ACL related to loans:

**Table 23: Allowance for Credit Losses by Loan Class (a)**

Dollars in millions	December 31, 2021			December 31, 2020		
	Allowance Amount	Total Loans	% of Total Loans	Allowance Amount	Total Loans	% of Total Loans
<b>Allowance for loans and lease losses</b>						
<b>Commercial</b>						
Commercial and industrial	\$ 1,879	\$ 152,933	1.23 %	\$ 2,300	\$ 132,073	1.74 %
Commercial real estate	1,216	34,015	3.57 %	880	28,716	3.06 %
Equipment lease financing	90	6,130	1.47 %	157	6,414	2.45 %
Total commercial	3,185	193,078	1.65 %	3,337	167,203	2.00 %
<b>Consumer</b>						
Residential real estate	21	39,712	0.05 %	28	22,560	0.12 %
Home equity	149	24,061	0.62 %	313	24,088	1.30 %
Automobile	372	16,635	2.24 %	379	14,218	2.67 %
Credit card	712	6,626	10.75 %	816	6,215	13.13 %
Education	71	2,533	2.80 %	129	2,946	4.38 %
Other consumer	358	5,727	6.25 %	359	4,698	7.64 %
Total consumer	1,683	95,294	1.77 %	2,024	74,725	2.71 %
Total	\$ 4,868	\$ 288,372	1.69 %	\$ 5,361	\$ 241,928	2.22 %
Allowance for unfunded lending related commitments	662			584		
Allowance for credit losses	\$ 5,530			\$ 5,945		
Allowance for credit losses to total loans			1.92 %			2.46 %
Commercial			1.94 %			2.29 %
Consumer			1.87 %			2.84 %

(a) Excludes allowances for investment securities and other financial assets, which together totaled \$171 million and \$109 million at December 31, 2021 and 2020, respectively.

The following table summarizes our loan charge-offs and recoveries:

**Table 24: Loan Charge-Offs and Recoveries**

Year ended December 31 Dollars in millions	Gross Charge-offs	Recoveries	Net Charge-offs / (Recoveries)	% of Average Loans
<b>2021</b>				
Commercial				
Commercial and industrial	\$ 385	\$ 88	\$ 297	0.21 %
Commercial real estate	36	7	29	0.09 %
Equipment lease financing	13	11	2	0.03 %
Total Commercial	434	106	328	0.18 %
Consumer				
Residential real estate	15	28	(13)	(0.04)%
Home equity	20	86	(66)	(0.27)%
Automobile	169	143	26	0.16 %
Credit card	256	46	210	3.39 %
Education	15	8	7	0.25 %
Other consumer	192	27	165	3.05 %
Total Consumer	\$ 667	\$ 338	\$ 329	0.38 %
Total	\$ 1,101	\$ 444	\$ 657	0.24 %
<b>2020</b>				
Commercial				
Commercial and industrial	\$ 382	\$ 75	\$ 307	0.22 %
Commercial real estate	2	9	(7)	(0.02)%
Equipment lease financing	23	10	13	0.19 %
Total Commercial	407	94	313	0.18 %
Consumer				
Residential real estate	10	16	(6)	(0.03)%
Home equity	42	61	(19)	(0.08)%
Automobile	265	128	137	0.86 %
Credit card	300	35	265	3.99 %
Education	16	8	8	0.25 %
Other consumer	152	18	134	2.75 %
Total Consumer	\$ 785	\$ 266	\$ 519	0.67 %
Total	\$ 1,192	\$ 360	\$ 832	0.33 %

Total net charge-offs decreased \$175 million, or 21%, in 2021 compared to 2020. The decline in the comparison was attributable to the continued favorable impact of government stimulus programs benefiting consumers, as well as the increases in automobile collateral values and home prices which has limited our losses in those respective consumer portfolios.

See Note 1 Accounting Policies and Note 4 Loans and Related Allowance for Credit Losses in the Notes to Consolidated Financial Statements in Item 8 of this Report for additional information.

### **Liquidity and Capital Management**

Liquidity risk has two fundamental components. The first is potential loss assuming we were unable to meet our funding requirements at a reasonable cost. The second is the potential inability to operate our businesses because adequate contingent liquidity is not available. We manage liquidity risk at the consolidated company level (bank, parent company and all subsidiaries combined) to help ensure that we can obtain cost-effective funding to meet current and future obligations under both normal “business as usual” and stressful circumstances, and to help ensure that we maintain an appropriate level of contingent liquidity.

Management monitors liquidity through a series of early warning indicators that may indicate a potential market, or PNC-specific, liquidity stress event. In addition, management performs a set of liquidity stress tests over multiple time horizons with varying levels of severity and maintains a contingency funding plan to address a potential liquidity stress event. In the most severe liquidity stress simulation, we assume that our liquidity position is under pressure, while the market in general is under systemic pressure. The simulation considers, among other things, the impact of restricted access to both secured and unsecured external sources of funding, accelerated runoff of customer deposits, valuation pressure on assets and heavy demand to fund committed obligations. Parent company liquidity guidelines are designed to help ensure that sufficient liquidity is available to meet our parent company obligations over the succeeding 24-month period. Liquidity-related risk limits are established within our Enterprise Liquidity Management Policy.

and supporting policies. Management committees, including the Asset and Liability Committee, and the Board of Directors and its Risk Committee regularly review compliance with key established limits.

In addition to these liquidity monitoring measures and tools described above, we also monitor our liquidity by reference to the LCR, which is calculated on a daily basis, and the NSFR which are further described in the Supervision and Regulation section in Item 1 of this Report. As of December 31, 2021, the LCR and NSFR for PNC and PNC Bank exceeded the requirement of 100%.

We provide additional information regarding regulatory liquidity requirements and their potential impact on us in the Supervision and Regulation section of Item 1 Business and Item 1A Risk Factors of this Report.

#### Sources of Liquidity

Our largest source of liquidity on a consolidated basis is the customer deposit base generated by our banking businesses. These deposits provide relatively stable and low-cost funding. Total deposits increased to \$457.3 billion at December 31, 2021 from \$365.3 billion at December 31, 2020, driven by growth in interest-bearing and noninterest-bearing deposits, primarily as a result of the BBVA acquisition. See the Funding Sources section of the Consolidated Balance Sheet Review in this Item 7 for additional information related to our deposits. Additionally, certain assets determined by us to be liquid as well as unused borrowing capacity from a number of sources are also available to manage our liquidity position.

At December 31, 2021, our liquid assets consisted of cash and due from banks and short-term investments (federal funds sold, resale agreements, trading securities and interest-earning deposits with banks) totaling \$84.8 billion and securities available for sale totaling \$131.5 billion. The level of liquid assets fluctuates over time based on many factors, including market conditions, loan and deposit growth and balance sheet management activities. Our liquid assets included \$27.3 billion of securities available for sale and trading securities pledged as collateral to secure public and trust deposits, repurchase agreements and for other purposes. In addition, \$0.1 billion of securities held to maturity were also pledged as collateral for these purposes.

We also obtain liquidity through various forms of funding, including long-term debt (senior notes, subordinated debt and FHLB borrowings) and short-term borrowings (securities sold under repurchase agreements, commercial paper and other short-term borrowings). See Note 10 Borrowed Funds in the Notes to Consolidated Financial Statements in Item 8 and the Funding Sources section of the Consolidated Balance Sheet Review in this Item 7 for additional information related to our borrowings.

Total senior and subordinated debt, on a consolidated basis, decreased due to the following activity:

**Table 25: Senior and Subordinated Debt**

In billions		2021
January 1	\$	30.7
Issuances		1.7
Calls and maturities		(6.0)
Other		(0.9)
Impact from BBVA Acquisition		2.2
December 31	\$	27.7

#### Bank Liquidity

Under PNC Bank's 2014 bank note program, as amended, PNC Bank may from time to time offer up to \$40.0 billion aggregate principal amount outstanding at any one time of its unsecured senior and subordinated notes with maturity dates more than nine months (in the case of senior notes) and five years or more (in the case of subordinated notes) from their date of issue. At December 31, 2021, PNC Bank had \$13.7 billion of notes outstanding under this program of which \$8.7 billion were senior bank notes and \$5.0 billion were subordinated bank notes.

The following table details PNC Bank note redemptions in 2021:

**Table 26: PNC Bank Notes Redeemed**

Redemption Date	Amount	Description of Redemption
March 30, 2021	\$1.25 billion	\$1.25 billion of all outstanding Senior Notes with an original scheduled maturity date of April 29, 2021. The securities had a distribution rate of 2.150%. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date of March 30, 2021.
July 22, 2021	\$900 million	All outstanding Senior Floating Rate Notes with an original scheduled maturity date of July 22, 2022. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date of July 22, 2021.
July 22, 2021	\$600 million	All outstanding Senior Fixed Rate/Floating Rate Notes with an original scheduled maturity date of July 22, 2022. The securities had a distribution rate of 2.232%. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date of July 22, 2021.
November 9, 2021	\$750 million	\$750 million of all outstanding Senior Notes with an original scheduled maturity date of December 9, 2021. The securities have a distribution rate of 2.550%. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date of November 9, 2021.
December 9, 2021	\$650 million	\$650 million of all outstanding Senior Fixed Rate/Floating Rate Notes with an original scheduled maturity date of December 9, 2022. The securities have a distribution rate of 2.028%. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date of December 9, 2021.
December 9, 2021	\$750 million	\$750 million of all outstanding Senior Floating Rate Notes with an original scheduled maturity date of December 9, 2022. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid interest to the redemption date of December 9, 2021.

See Note 25 Subsequent Events in the Notes to the Consolidated Financial Statements in Item 8 of this Report for details on the \$1.25 billion bank note redemption announced on January 6, 2022 and the \$500 million and \$1.0 billion bank note redemptions both announced on February 11, 2022.

PNC Bank maintains additional secured borrowing capacity with the FHLB and through the Federal Reserve Bank discount window. The Federal Reserve Bank, however, is not viewed as a primary means of funding our routine business activities, but rather as a potential source of liquidity in a stressed environment or during a market disruption. At December 31, 2021, our unused secured borrowing capacity at the FHLB and the Federal Reserve Bank totaled \$78.8 billion.

PNC Bank has the ability to offer up to \$10.0 billion of its commercial paper to provide additional liquidity. As of December 31, 2021, there were no issuances outstanding under this program.

Additionally, PNC Bank may also access funding from the parent company through deposits placed at the bank, or through issuing senior unsecured notes.

#### **Parent Company Liquidity**

In addition to managing liquidity risk at the bank level, we monitor the parent company's liquidity. The parent company's contractual obligations consist primarily of debt service related to parent company borrowings and funding non-bank affiliates. Additionally, the parent company maintains liquidity to fund discretionary activities such as paying dividends to our shareholders, share repurchases and acquisitions.

As of December 31, 2021, available parent company liquidity totaled \$9.0 billion. Parent company liquidity is held in intercompany cash and investments. For investments with longer durations, the related maturities are aligned with scheduled cash needs, such as the maturity of parent company debt obligations.

The principal source of parent company liquidity is the dividends it receives from PNC Bank, which may be impacted by the following:

- Bank-level capital needs,
- Laws, regulations and the results of supervisory activities,
- Corporate policies,
- Contractual restrictions, and
- Other factors.

There are statutory and regulatory limitations on the ability of a national bank to pay dividends or make other capital distributions or to extend credit to the parent company or its non-bank subsidiaries. The amount available for dividend payments by PNC Bank to the parent company without prior regulatory approval was approximately \$2.4 billion at December 31, 2021. See Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report for a further discussion of these limitations.

On October 14, 2021, following completion of the bank merger on October 8, 2021, PNC Bank completed a return of capital of \$3.0 billion to the parent company.

In addition to dividends from PNC Bank, other sources of parent company liquidity include cash and investments, as well as dividends and loan repayments from other subsidiaries and dividends or distributions from equity investments. We can also generate liquidity for the parent company and PNC's non-bank subsidiaries through the issuance of debt and equity securities, including certain capital instruments, in public or private markets and commercial paper. Authorized by the Board of Directors, the parent company has the ability to offer up to \$5.0 billion of commercial paper to provide additional liquidity. As of December 31, 2021 there were no commercial paper issuances outstanding.

The following table details Parent Company note issuances in 2021:

**Table 27: Parent Company Notes Issued**

Issuance Date	Amount	Description of Issuance
April 23, 2021	\$1.0 billion	\$1.0 billion of senior fixed-to-floating rate notes with a maturity date of April 23, 2032. Interest is payable semi-annually in arrears at a fixed rate of 2.307% per annum, on April 23 and October 23 of each year, beginning on October 23, 2021. Beginning on April 23, 2031, interest is payable quarterly in arrears at a floating rate per annum equal to Compounded SOFR (determined with respect to each quarterly interest period using the SOFR Index), plus 0.97926%, on July 23, 2031, October 23, 2031, January 23, 2032 and at the maturity date.
August 13, 2021	\$700 million	\$700 million of senior notes with a maturity date of August 13, 2026. Interest is payable semi-annually in arrears at a fixed rate of 1.15% per annum, on August 13 and February 13 of each year, beginning on February 13, 2022.

On August 4, 2021, PNC redeemed all of the outstanding senior notes due September 3, 2021 issued by PNC in the amount of \$500 million. The securities had a distribution rate of 3.250%. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date.

See Note 25 Subsequent Events for details on the \$1.0 billion parent company note redemption announced on January 6, 2022.

Parent company senior and subordinated debt outstanding totaled \$11.4 billion at December 31, 2021 compared with \$10.6 billion at December 31, 2020.

### Contractual Obligations and Commitments

The following tables set forth contractual obligations and various other commitments as of December 31, 2021:

**Table 28: Contractual Obligations**

December 31, 2021 – in millions	Total	Payment Due By Period				
		Less than one year	One to three years	Four to five years	After five years	
Remaining contractual maturities of time deposits	\$ 17,366	\$ 15,403	\$ 1,334	\$ 422	\$ 207	
Borrowed funds (a)	30,784	7,182	7,539	5,001	11,062	
Minimum annual rentals on noncancellable operating leases	2,412	416	719	516	761	
Nonqualified pension and postretirement benefits	440	48	96	92	204	
Purchase obligations (b)	1,439	743	533	145	18	
Total contractual cash obligations	\$ 52,441	\$ 23,792	\$ 10,221	\$ 6,176	\$ 12,252	

(a) Includes adjustments related to accounting hedges and purchase accounting.

(b) Includes purchase obligations for goods and services covered by noncancellable contracts and contracts including cancellation fees.

**Table 29: Other Commitments (a)**

		Amount Of Commitment Expiration By Period				
	Total Amounts Committed	Less than one year	One to three years	Four to five years	After five years	
December 31, 2021 – in millions						
Commitments to extend credit (b)	\$ 237,238	\$ 109,326	\$ 67,433	\$ 59,076	\$ 1,403	
Net outstanding standby letters of credit (c)	9,303	5,671	2,982	643	7	
Standby bond purchase agreements	1,268	249	797	222		
Other commitments (d)	3,045	1,822	661	408	154	
Total commitments	\$ 250,854	\$ 117,068	\$ 71,873	\$ 60,349	\$ 1,564	

(a) Other commitments are funding commitments that could potentially require performance in the event of demands by third parties or contingent events. Loan commitments are reported net of syndications, assignments and participations.

(b) Commitments to extend credit, or net unfunded loan commitments, represent arrangements to lend funds or provide liquidity subject to specified contractual conditions.

(c) Includes \$3.3 billion of standby letters of credit that support remarketing programs for customers' variable rate demand notes.

(d) Includes other commitments of \$0.8 billion that were not on our Consolidated Balance Sheet. The remaining \$2.2 billion of other commitments were included in Other liabilities on our Consolidated Balance Sheet.

## Credit Ratings

PNC's credit ratings affect the cost and availability of short and long-term funding, collateral requirements for certain derivative instruments and the ability to offer certain products.

In general, rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, level and quality of earnings, and the current legislative and regulatory environment, including implied government support. A decrease, or potential decrease, in credit ratings could impact access to the capital markets and/or increase the cost of debt, and thereby adversely affect liquidity and financial condition.

The following table presents credit ratings for PNC and PNC Bank as of December 31, 2021:

**Table 30: Credit Ratings for PNC and PNC Bank**

	December 31, 2021		
	Moody's	Standard & Poor's	Fitch
<b>PNC</b>			
Senior debt	A3	A-	A
Subordinated debt	A3	BBB+	A-
Preferred stock	Baa2	BBB-	BBB
<b>PNC Bank</b>			
Senior debt	A2	A	A+
Subordinated debt	A3	A-	A
Long-term deposits	Aa3	A	AA-
Short-term deposits	P-1	A-1	F1+
Short-term notes	P-1	A-1	F1

On July 12, 2021, Moody's downgraded PNC Bank's long-term deposit rating from Aa2 to Aa3. The rating action was driven by a change in Moody's rating methodology and no impact to PNC or its businesses is expected as a result of this downgrade. PNC Bank's senior unsecured and subordinated debt ratings were affirmed at A2 and A3, respectively. At the same time, the Moody's rating outlook on PNC Bank's long-term deposit, senior unsecured debt and issuer ratings were raised from negative to stable.

## Capital Management

We manage our funding and capital positions by making adjustments to our balance sheet size and composition, issuing or redeeming debt, issuing equity or other capital instruments, executing treasury stock transactions and capital redemptions or repurchases and managing dividend policies and retaining earnings.

On September 13, 2021, PNC issued 1,500,000 depositary shares each representing 1/100th ownership in a share of 3.400% fixed-rate reset non-cumulative perpetual preferred stock, Series T, with a par value of \$1 per share.

In 2021, we returned \$3.0 billion of capital to shareholders through dividends on common shares of \$2.0 billion and repurchases of 5 million common shares for \$1.0 billion.

We repurchase shares of PNC common stock under a share repurchase authorization provided by our Board of Directors in the amount of up to 100 million shares. Our repurchases are made on the open market or in privately negotiated transactions and the extent and timing of share repurchases under authorizations depend on a number of factors including, among others, market and general economic conditions, economic and regulatory capital considerations, alternative uses of capital, the potential impact on our credit ratings, contractual and regulatory limitations, and the results of supervisory assessments of capital adequacy and capital planning processes undertaken by the Federal Reserve and the OCC as part of the CCAR and DFAST processes. Repurchases of common stock are subject to regulatory requirements, including compliance with SCB requirements.

In the first quarter of 2021, the Federal Reserve extended the special limitations on dividends and share repurchases by CCAR-participating BHCs that were put in place in 2020 as a result of ongoing uncertainty from COVID-19. While these restrictions permitted share repurchases based on income, we refrained from repurchasing shares until the close of the BBVA transaction. These restrictions ended on June 30, 2021 for firms with capital levels above those required by the 2021 stress tests, such as PNC. In June 2021, we announced the reinstatement of our share repurchase programs with repurchases of up to \$2.9 billion for the four-quarter period beginning in the third quarter of 2021.

On January 5, 2022, the PNC Board of Directors declared a quarterly cash dividend on common stock of \$1.25 per share paid on February 5, 2022.

See the Supervision and Regulation section of Item 1 Business in this Report for further information concerning the CCAR and DFAST process and the factors the Federal Reserve takes into consideration in its evaluation of capital plans.

**Table 31: Basel III Capital**

Dollars in millions	December 31, 2021	
	Basel III (a)	(Fully Implemented) (estimated) (b)
<b>Common equity Tier 1 capital</b>		
Common stock plus related surplus, net of treasury stock	\$ 49	\$ 49
Retained earnings	51,193	50,228
Goodwill, net of associated deferred tax liabilities	(10,702)	(10,702)
Other disallowed intangibles, net of deferred tax liabilities	(435)	(435)
Other adjustments/(deductions)	(39)	(45)
<b>Common equity Tier 1 capital</b>	<b>\$ 40,066</b>	<b>\$ 39,095</b>
<b>Additional Tier 1 capital</b>		
Preferred stock plus related surplus	5,010	5,010
Other adjustments/(deductions)	(1)	(1)
<b>Tier 1 capital</b>	<b>\$ 45,075</b>	<b>\$ 44,104</b>
<b>Additional Tier 2 capital</b>		
Qualifying subordinated debt	3,417	3,417
Trust preferred capital securities	20	
Eligible credit reserves includable in Tier 2 capital	3,939	4,817
<b>Total Basel III capital</b>	<b>\$ 52,451</b>	<b>\$ 52,338</b>
<b>Risk-weighted assets</b>		
Basel III standardized approach risk-weighted assets (c)	\$ 388,769	\$ 389,068
<b>Average quarterly adjusted total assets</b>	<b>\$ 548,453</b>	<b>\$ 547,483</b>
<b>Supplementary leverage exposure (d)</b>	<b>\$ 648,310</b>	<b>\$ 648,304</b>
<b>Basel III risk-based capital and leverage ratios (a)(e)</b>		
Common equity Tier 1	10.3 %	10.0 %
Tier 1	11.6 %	11.3 %
Total (f)	13.5 %	13.5 %
Leverage (g)	8.2 %	8.1 %
Supplementary leverage ratio (d)	7.0 %	6.8 %

(a) The ratios are calculated to reflect PNC's election to adopt the CECL five-year transition provision.

(b) The ratios are calculated to reflect the full impact of CECL and excludes the benefits of the optional five-year transition.

(c) Basel III standardized approach weighted-assets are based on the Basel III standardized approach rules and include credit and market risk-weighted assets.

(d) The Supplementary leverage ratio is calculated based on Tier 1 capital divided by Supplementary leverage exposure, which takes into account the quarterly average of both on balance sheet assets as well as certain off-balance sheet items, including loan commitments and potential future exposure under derivative contracts.

(e) All ratios are calculated using the regulatory capital methodology applicable to PNC and calculated based on the standardized approach.

(f) The Basel III Total risk-based capital ratios include nonqualifying trust preferred capital securities of \$20 million that are subject to a phase-out period that runs through 2021.

(g) Leverage ratio is calculated based on Tier 1 capital divided by Average quarterly adjusted total assets.

As of January 1, 2020, the 2019 Tailoring Rules became effective for PNC. The most significant changes involved PNC's election to exclude specific AOCI items from CET1 capital and higher thresholds used to calculate CET1 capital deductions. As a result, PNC deducts from CET1 capital investments in unconsolidated financial institutions, MSRs and deferred tax assets (in each case, net of associated deferred tax liabilities) to the extent such items individually exceed 25% of its adjusted CET1 capital.

PNC's regulatory risk-based capital ratios are calculated using the standardized approach for determining risk-weighted assets. Under the standardized approach for determining credit risk-weighted assets, exposures are generally assigned a pre-defined risk weight. Exposures to high volatility commercial real estate, nonaccruals, TDRs, past due exposures and equity exposures are generally subject to higher risk weights than other types of exposures.

The regulatory agencies have adopted a rule permitting banks to delay the estimated impact on regulatory capital stemming from implementing CECL. CECL's estimated impact on CET1 capital, as defined by the rule, is the change in retained earnings at adoption plus or minus 25% of the change in CECL ACL at the balance sheet date compared to the CECL ACL at transition. The estimated CECL impact was added to CET1 capital through December 31, 2021, and will be phased-out over the following three years. PNC elected to adopt this optional transition provision effective as of March 31, 2020. See additional discussion of this rule in the Supervision and Regulation section of Item 1 Business and Item 1A Risk Factors of this Report.

At December 31, 2021, PNC and PNC Bank, our sole bank subsidiary, were both considered “well capitalized,” based on applicable U.S. regulatory capital ratio requirements. To qualify as “well capitalized”, PNC must have Basel III capital ratios of at least 6% for Tier 1 risk-based capital and 10% for Total risk-based capital, and PNC Bank must have Basel III capital ratios of at least 6.5% for CET1 risk-based capital, 8% for Tier 1 risk-based capital, 10% for Total risk-based capital and a Leverage ratio of at least 5%.

Federal banking regulators have stated that they expect the largest U.S. BHCs, including PNC, to have a level of regulatory capital well in excess of the regulatory minimum and have required the largest U.S. BHCs, including PNC, to have a capital buffer sufficient to withstand losses and allow them to meet the credit needs of their customers through estimated stress scenarios. We seek to manage our capital consistent with these regulatory principles, and believe that our December 31, 2021 capital levels were aligned with them.

We provide additional information regarding regulatory capital requirements and some of their potential impacts on us in the Supervision and Regulation section of Item 1 Business, Item 1A Risk Factors and Note 20 Regulatory Matters in the Notes to Consolidated Financial Statements in Item 8 of this Report.

## **Market Risk Management**

Market risk is the risk of a loss in earnings or economic value due to adverse movements in market factors such as interest rates, credit spreads, foreign exchange rates, commodity prices and equity prices. We are exposed to market risk primarily by our involvement in the following activities, among others:

- Traditional banking activities of gathering deposits and extending loans,
- Equity and other investments and activities whose economic values are directly impacted by market factors, and
- Fixed income securities, derivatives and foreign exchange activities, as a result of customer activities and securities underwriting.

We have established enterprise-wide policies and methodologies to identify, measure, monitor and report market risk. Market Risk Management provides independent oversight by monitoring compliance with established guidelines and reporting significant risks in the business to the Risk Committee of the Board of Directors.

### **Market Risk Management – Interest Rate Risk**

Interest rate risk results primarily from our traditional banking activities of gathering deposits and extending loans. Many factors, including economic and financial conditions, movements in interest rates and consumer preferences, affect the difference between the interest that we earn on assets and the interest that we pay on liabilities and the level of our noninterest-bearing funding sources. Due to the repricing term mismatches and embedded options inherent in certain of these products, changes in market interest rates not only affect expected near-term earnings, but also the economic values of these assets and liabilities.

Our Asset and Liability Management group centrally manages interest rate risk as prescribed in our risk management policies, which are approved by management’s Asset and Liability Committee and the Risk Committee of the Board of Directors.

Sensitivity results and market interest rate benchmarks for the fourth quarters of 2021 and 2020 follow:

**Table 32: Interest Sensitivity Analysis**

	Fourth Quarter 2021	Fourth Quarter 2020
<b>Net Interest Income Sensitivity Simulation (a)</b>		
Effect on net interest income in first year from gradual interest rate change over the following 12 months of:		
100 basis point increase	3.7 %	4.7 %
Effect on net interest income in second year from gradual interest rate change over the preceding 12 months of:		
100 basis point increase	9.9 %	12.5 %

(a) Given the inherent limitations in certain of these measurement tools and techniques, results become less meaningful as interest rates approach zero. Senior management approved the suspension of the 100bps decrease in rate change sensitivities considering the current low rate environment.

In addition to measuring the effect on net interest income assuming parallel changes in current interest rates, we routinely simulate the effects of a number of nonparallel interest rate environments. Table 33 reflects the percentage change in net interest income over the next two 12-month periods assuming (i) the PNC Economist’s most likely rate forecast, (ii) implied market forward rates and (iii) yield curve slope flattening (a 50 basis point yield curve slope flattening between one-month and ten-year rates superimposed on current base rates) scenario.

All changes in forecasted net interest income are relative to results in a base rate scenario where current market rates are assumed to remain unchanged over the forecast horizon.

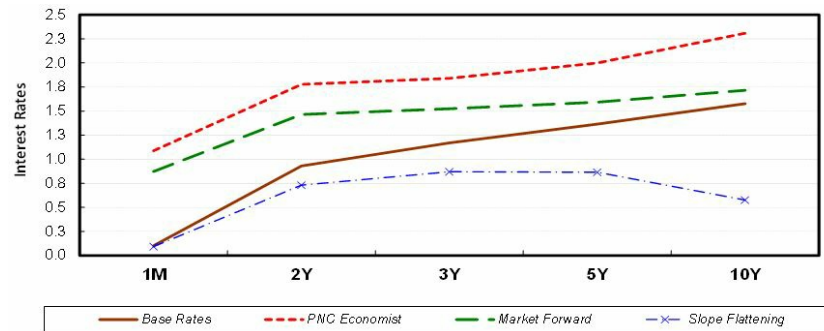
**Table 33: Net Interest Income Sensitivity to Alternative Rate Scenarios**

	December 31, 2021		
	PNC Economist	Market Forward	Slope Flattening
First year sensitivity	4.1 %	1.6 %	(2.3) %
Second year sensitivity	11.2 %	6.4 %	(7.2) %

When forecasting net interest income, we make assumptions about interest rates and the shape of the yield curve, the volume and characteristics of new business and the behavior of existing on- and off-balance sheet positions. These assumptions determine the future level of simulated net interest income in the base interest rate scenario and the other interest rate scenarios presented in Tables 32 and 33. These simulations assume that as assets and liabilities mature, they are replaced or repriced at then current market rates.

The following graph presents the LIBOR/Swap yield curves for the base rate scenario and each of the alternate scenarios one year forward.

**Table 34: Alternate Interest Rate Scenarios: One Year Forward**



The fourth quarter 2021 interest sensitivity analyses indicate that our Consolidated Balance Sheet is positioned to benefit from an increase in interest rates and an upward sloping interest rate yield curve. We believe that we have the deposit funding base and balance sheet flexibility to adjust, where appropriate and permissible, to changing interest rates and market conditions.

As discussed in Item 1A Risk Factors, the scheduled discontinuance of the requirement that banks submit rates for the calculation of LIBOR after June 30, 2023 presents risks to the financial instruments originated, held or serviced by PNC that use LIBOR as a reference rate. PNC holds instruments and services its instruments and instruments owned by others that may be impacted by the likely discontinuance of LIBOR, including loans, investments, hedging products, floating-rate obligations, and other financial instruments that use LIBOR as a reference rate. The transition from LIBOR as an interest rate benchmark will subject PNC, like other financial participants, to financial, legal, operational, and reputational risks.

In order to address LIBOR cessation and the associated risks, PNC has established a cross-functional governance structure to oversee the overall strategy for the transition from LIBOR and mitigate risks associated with the transition. A LIBOR impact and risk assessment has been performed, which identified the associated risks across products, systems, models, and processes. PNC also established an enterprise-level program, which is actively monitoring PNC's overall firm-wide exposure to LIBOR and using these results to plan transitional strategies and track progress versus these goals. Program workstreams were formed by Line of Business to ensure accountability and alignment with the appropriate operational, technology, and customer-facing stakeholders, while establishing a centralized Program Management Office to ensure consistency in execution and communication. Project plans and established milestones have been developed and have continued to evolve and be refined in line with industry developments and internal decisions and progress. PNC is also involved in industry discussions, preparing milestones for readiness and assessing progress against those milestones, along with developing and delivering on internal and external LIBOR cessation communication plans.

Key efforts to date have included:

- Enhancing fallback language in new contracts and reviewing existing legal contracts/agreements to assess fallback language impacts,
- Making preparations for internal operational readiness,
- Making necessary enhancements to PNC's infrastructure, including systems, models, valuation tools and processes,

- Developing and delivering on internal and external LIBOR cessation communication plans,
- Engaging with PNC clients, industry working groups and regulators,
- Monitoring developments associated with LIBOR alternatives and industry practices related to LIBOR-indexed instruments,
- Incorporating BBVA into PNC's LIBOR transition effort, and
- Initiating the offering of instruments referencing alternative rates in order to align with regulatory guidance encouraging the transition away from the use of USD LIBOR in new contracts after December 31, 2021.

PNC also was an active participant in efforts with the Federal Reserve and other regulatory agencies to explore the potential need for a credit-sensitive rate or add-on to SOFR for use in commercial loans. Those efforts led to the formation of the Credit Sensitivity Group, which held a series of workshops to assess how a credit-sensitive rate or add-on to SOFR might be constructed and discuss associated implementation issues.

PNC began offering conforming adjustable rate mortgages using SOFR instead of USD LIBOR, in line with Fannie Mae and Freddie Mac requirements, and nonconforming adjustable rate residential mortgages using SOFR and private student loans using Prime. Alternative rates including, but not limited to, the BSBY Index and SOFR are currently being offered to our corporate and commercial customers. The majority of PNC's LIBOR exposure maturing after June 30, 2023 is represented by approximately \$100 billion in loans outstanding, most of which reside in Corporate & Institutional Banking, and approximately \$370 billion in derivatives, most of which include language defining the new rate upon cessation. The focus for 2022 will be planning for the cessation event in 2023 for all lines of business. Corporate & Institutional Banking will also be amending contracts with inadequate fallback language, working on systems enhancements and continuing with client outreach and education. PNC has provided regular updates to Federal Reserve, OCC and FDIC examination staff regarding its LIBOR cessation and transition plans.

#### **Market Risk Management – Customer-Related Trading Risk**

We engage in fixed income securities, derivatives and foreign exchange transactions to support our customers' investing and hedging activities. These transactions, related hedges and the credit valuation adjustment related to our customer derivatives portfolio are marked-to-market daily and reported as customer-related trading activities. We do not engage in proprietary trading of these products.

We use VaR as the primary means to measure and monitor market risk in customer-related trading activities. VaR is used to estimate the probability of portfolio losses based on the statistical analysis of historical market risk factors. A diversified VaR reflects empirical correlations across different asset classes. We calculate a diversified VaR at a 95% confidence interval and the results for 2021 and 2020 were within our acceptable limits.

To help ensure the integrity of the models used to calculate VaR for each portfolio and enterprise-wide, we use a process known as backtesting. The backtesting process consists of comparing actual observations of gains or losses against the VaR levels that were calculated at the close of the prior day. Our VaR measure assumes that exposures remain constant and that recent market variability is a good predictor of future variability. Actual observations include customer-related revenue and intraday hedging which helps to reduce losses and can reduce the number of instances actual losses exceed the prior day VaR measure. There were no instances during 2021 and minimal instances during 2020 under our diversified VaR measure where actual losses exceeded the prior day VaR measure and those losses were insignificant. Our portfolio and enterprise-wide VaR models utilize a historical approach with a 500 day look back period.

Customer-related trading revenue was \$372 million in 2021 compared with \$466 million in 2020 and is recorded in Other noninterest income and Other interest income on our Consolidated Income Statement. The decrease was primarily due to the impact of the changes in credit valuations for customer-related derivative activities and lower client-related derivatives sales revenues, partially offset by higher foreign exchange client sales revenues.

#### **Market Risk Management – Equity And Other Investment Risk**

Equity investment risk is the risk of potential losses associated with investing in both private and public equity markets. In addition to extending credit, taking deposits, underwriting securities and trading financial instruments, we make and manage direct investments in a variety of transactions, including management buyouts, recapitalizations and growth financings in a variety of industries. We also have investments in affiliated and non-affiliated funds that make similar investments in private equity, consistent with regulatory limitations. The economic and/or book value of these investments and other assets are directly affected by changes in market factors.

Various PNC business units manage our equity and other investment activities. Our businesses are responsible for making investment decisions within the approved policy limits and associated guidelines.

A summary of our equity investments follows:

**Table 35: Equity Investments Summary**

Dollars in millions	December 31 2021	December 31 2020	Change	
			\$	%
Tax credit investments	\$ 3,954	\$ 2,870	\$ 1,084	38 %
Private equity and other	4,226	3,182	1,044	33 %
Total	\$ 8,180	\$ 6,052	\$ 2,128	35 %

#### Tax Credit Investments

Included in our equity investments are direct tax credit investments and equity investments held by consolidated entities. These tax credit investment balances included unfunded commitments totaling \$2.2 billion and \$1.4 billion at December 31, 2021 and 2020, respectively. These unfunded commitments are included in Other liabilities on our Consolidated Balance Sheet.

Note 5 Loan Sale and Servicing Activities and Variable Interest Entities in the Notes to Consolidated Financial Statements in Item 8 of this Report has further information on tax credit investments.

#### Private Equity and Other

The largest component of our other equity investments is our private equity portfolio. The private equity portfolio is an illiquid portfolio consisting of mezzanine and equity investments that vary by industry, stage and type of investment. Private equity investments carried at estimated fair value totaled \$1.8 billion and \$1.5 billion at December 31, 2021 and 2020, respectively. As of December 31, 2021, \$1.7 billion was invested directly in a variety of companies and \$0.1 billion was invested indirectly through various private equity funds. See the Supervision and Regulation section in Item 1 of this Report for discussion of the potential impacts of the Volcker Rule on our interests in and relationships with private funds covered by the Volcker Rule.

Included in our other equity investments are Visa Class B common shares, which are recorded at cost. Visa Class B common shares that we own are transferable only under limited circumstances until they can be converted into shares of the publicly-traded Class A common shares, which cannot happen until the resolution of the pending interchange litigation. Based upon the December 31, 2021 per share closing price of \$216.71 for a Visa Class A common share, the estimated value of our total investment in the Class B common shares was approximately \$1.2 billion at the current conversion rate of Visa B shares to Visa A shares, while our cost basis was insignificant. See Note 15 Fair Value and Note 21 Legal Proceedings in the Notes to Consolidated Financial Statements in Item 8 of this Report for additional information regarding our Visa agreements. The estimated value does not represent fair value of the Visa B common shares given the shares' limited transferability and the lack of observable transactions in the marketplace.

We also have certain other equity investments, the majority of which represent investments in affiliated and non-affiliated funds with both traditional and alternative investment strategies. Net gains related to these investments were \$50 million in 2021 and were insignificant in 2020.

#### **Impact of Inflation**

Our assets and liabilities are primarily financial in nature and typically have varying maturity dates. Accordingly, future changes in prices do not affect the obligations to pay or receive fixed and determinable amounts of money. However, during periods of inflation, there may be a subsequent impact affecting certain fixed costs or expenses, an erosion of consumer and customer purchasing power, and fluctuations in the need or demand for our products and services. When significant levels of inflation occur, our business could potentially be impacted by, among other things, reducing our tolerance for extending credit or causing us to incur additional credit losses resulting from possible increased default rates. In the second half of 2021, inflation accelerated to its fastest pace in decades due to strong demand but limited supplies as a result of the pandemic.

#### **Financial Derivatives**

We use a variety of financial derivatives as part of the overall asset and liability risk management process to help manage exposure to market (primarily interest rate) and credit risk inherent in our business activities. We also enter into derivatives with customers to facilitate their risk management activities.

Financial derivatives involve, to varying degrees, market and credit risk. Derivatives represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based on a notional and an underlying as specified in the contract. Therefore, cash requirements and exposure to credit risk are significantly less than the notional amount on these instruments.

Further information on our financial derivatives is presented in Note 1 Accounting Policies, Note 15 Fair Value and Note 16 Financial Derivatives in the Notes to Consolidated Financial Statements in Item 8 of this Report.

Not all elements of market and credit risk are addressed through the use of financial derivatives, and such instruments may be ineffective for their intended purposes due to unanticipated market changes, among other reasons.

### **Operational Risk Management**

Operational risk is the risk to the current or projected financial condition and resilience arising from inadequate or failed internal processes or systems, human errors or misconduct or adverse external events. Operational risk is inherent to the entire organization.

Operational risk management is embedded in our culture and decision-making processes through a systematic approach whereby operational risks and exposures are: i) identified and assessed; ii) managed through the design and implementation of controls; iii) measured and evaluated against our risk tolerance limits; and iv) appropriately reported to management and the Risk Committee. Strong operational risk management and well-informed risk-based decisions benefit us by improving the customer experience, enhancing compliance, reducing reputational risk, minimizing losses and establishing an appropriate amount of required operational risk capital held by us.

The Operational Risk Management Framework is designed to provide effective and consistent management of operational risk. The primary purpose of the framework is to enable us to understand our operational risks and manage them to the desired risk profile, in line with our Risk Appetite. Additionally, the guidance established within the framework enables management to make well-informed risk-based business decisions.

The framework provides a disciplined and structured process for us to manage operational risk across eight operational risk domains. These domains provide a comprehensive view of operational risk and allow us to discuss operational risk in a standard way, facilitating reporting and ongoing risk mitigation.

The operational risk domains are:

- Operations: Risk resulting from inadequate or failed internal processes, misconduct or errors of people or fraud.
- Compliance: Risk of legal or regulatory sanctions, financial loss, or damage to reputation resulting from failure to comply with laws, regulations, rules, self-regulatory standards or other regulatory requirements.
- Data Management: Risk associated with incomplete or inaccurate data.
- Model: Risk associated with the design, implementation and ongoing use and management of models.
- Technology and Systems: Risk associated with the use, operation and adoption of technology.
- Information Security: Risk resulting from the failure to protect information and ensure appropriate access to, and use and handling of information assets.
- Business Continuity: Risk of potential disruptive events to business activities.
- Third Party: Risk arising from failure of third party providers to conduct activity in a safe and sound manner and in compliance with contract provisions and applicable laws and regulations.

We utilize operational risk management programs within the framework, including Risk and Control Self-Assessments, scenario analysis, and internal and external loss event reviews and analysis, to assess existing risks, determine potential/emerging risks and evaluate the effectiveness of internal controls. The program tools and methodology enable our business managers to identify potential risks and control gaps.

Lines of business are responsible for identifying, owning, managing and monitoring the operational risks and controls associated with their business activities and product or service offerings to within acceptable levels. Centralized functions, such as Business Continuity, Enterprise Third Party Management, and Information Security, are responsible for the development, implementation and management of their individual programs and for the development and maintenance of the policies, procedures, methodologies, tools and technology utilized across the enterprise to identify, assess, monitor and report program risks. Additionally, independent risk management reviews and challenges line of business adherence to the framework to help ensure proper controls are in place and appropriate risk mitigation plans are established as necessary.

### **Conduct, Reputational and Strategic Risk**

PNC's risk culture seeks to reinforce the appropriate protocols for responsible and ethical behavior through sound processes and controls. In order to promote a robust risk culture, the Board and executive management establish code of conduct and professional standards to which all employees must adhere. A strong risk culture discourages misconduct and supports conduct risk management at PNC. Conduct risk is defined as the risk that employees fail to comply with the ethical standards expected of them. Strong conduct risk management is important in supporting PNC's reputation and PNC maintains a corporate culture that emphasizes complying with laws, regulations, and managing reputational risks. Reputational risk is the risk to the franchise and/or shareholder value based on a negative perception of PNC by its stakeholders and/or the changing expectations of its stakeholders. Strategic risk is another component of the ERM Framework that is also critical to optimizing shareholder returns. Strategic risk is the risk to earnings that may arise from adverse business decisions, improper implementation of business decisions and/or inadequate response to changes in the business environment. Strategic risk is considered and assessed by our businesses in the annual strategic planning processes and monitored on an on-going basis as those plans are carried out.

### **Compliance Risk**

Enterprise Compliance is responsible for oversight of compliance risk for the organization. Compliance issues are identified and tracked through enterprise-wide monitoring and testing activities. Compliance risk issues are escalated through a comprehensive risk reporting process at both a business and enterprise level and incorporated, as appropriate, into the development and assessment of our operational risk profile. A management committee, chaired by the Chief Compliance Officer, is responsible for oversight of compliance and fiduciary risk management programs across PNC. Enterprise Compliance, through the Regulatory Change Program, helps PNC understand and proactively address emerging regulatory topics and risks as well as respond to changes in applicable laws and regulations. To understand emerging issues impacting the industry, Enterprise Compliance communicates regularly with various regulators having supervisory or regulatory responsibilities with respect to us, our subsidiaries, or businesses and participates in forums focused on regulatory and compliance matters in the financial services industry.

### **Information Security Risk**

The Information Security component of our Operational Risk Management Framework is responsible for protecting information assets to achieve business objectives, which includes cyber security. PNC's cyber security program is designed to identify risks to sensitive information, protect that information, detect threats and events, and maintain an appropriate response and recovery capability to help ensure resilience against information security incidents. The program includes, among other things, annual security and privacy training for all PNC employees and quarterly phishing exercises to raise employee awareness. Our security program is also regularly examined by federal regulators for compliance with financial regulations and standards. The program also establishes expectations for information asset management, system development security, identity and access management, incident management, threat and vulnerability management, security operations management and third and fourth party security.

## **CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

Our consolidated financial statements are prepared by applying certain accounting policies. Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report describes the most significant accounting policies that we use. Certain of these policies require us to make estimates or economic assumptions that may vary under different assumptions or conditions, and such variations may significantly affect our reported results and financial position for the period or in future periods.

### **Allowance for Credit Losses**

We maintain the ACL at levels that we believe to be appropriate as of the balance sheet date to absorb expected credit losses on our existing investment securities, loans, equipment finance leases, other financial assets and unfunded lending related commitments, for the remaining contractual term of the assets or exposures, taking into consideration expected prepayments. Our determination of the ACL is based on historical loss and performance experience, as well as current borrower and transaction characteristics including collateral type and quality, current economic conditions, reasonable and supportable forecasts of future conditions and other relevant factors. We use methods sensitive to changes in economic conditions to interpret these factors and to estimate expected credit losses. We evaluate and, when appropriate, enhance the quality of our data and models and other methods used to estimate ACL on an ongoing basis. We apply qualitative factors to reflect in the ACL our best estimate of amounts that we do not expect to collect because of, among other things, idiosyncratic risk factors, changes in economic conditions that may not be reflected in forecasted results, or other potential methodology limitations. The major drivers of ACL estimates include, but are not limited to:

- Current economic conditions: Our forecast of expected losses depends on economic conditions as of the estimation date. As current economic conditions evolve, forecasted losses could be materially affected.
- Scenario weights and design: Our loss estimates are sensitive to the shape, direction and rate of change of macroeconomic forecasts and thus vary significantly between upside and downside scenarios. Change to probability weights assigned to these scenarios and timing of peak business cycles reflected by the scenarios could materially affect our loss estimates.
- Current borrower quality: Our forecast of expected losses depends on current borrower and transaction characteristics, including credit metrics and collateral type/quality. As borrower quality evolves, forecasted losses could be materially affected.
- Portfolio volume and mix: Changes to portfolio volume and mix could materially affect our estimates, as CECL reserves would be recognized upon origination or acquisition.

For all assets and unfunded lending related commitments within the scope of the CECL standard, the applicable ACL is composed of one or a combination of the following components: (i) collectively assessed or pooled reserves, (ii) individually assessed reserves, and (iii) qualitative (judgmental) reserves. Our methodologies and key assumptions for each of these components are discussed in Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report.

### **Reasonable and Supportable Economic Forecast**

Under CECL, we are required to consider reasonable and supportable forecasts in estimating expected credit losses. For this purpose, we have established a framework which includes a three year forecast period and the use of four economic scenarios with associated probability weights, which in combination create a forecast of expected economic outcomes over our reasonable and supportable

forecast period. Credit losses estimated in our reasonable and supportable forecast period are sensitive to the shape and severity of the scenarios used and weights assigned to them.

To generate the four economic forecast scenarios we use a combination of quantitative macroeconomic models, other measures of economic activity and forward-looking expert judgment to forecast the distribution of economic outcomes over the reasonable and supportable forecast period. Each scenario is then given an associated probability (weight) in order to represent our current expectation within that distribution over the forecast period. This process is informed by current economic conditions, expected business cycle evolution and the expert judgment of PNC's RAC. This approach seeks to provide a reasonable representation of the forecast of expected economic outcomes and is used to estimate expected credit losses across a variety of loans and securities. Each quarter the scenarios are presented for approval to PNC's RAC, and the committee determines and approves CECL scenarios' weights for use for the current reporting period.

The scenarios used for the period ended December 31, 2021 reflect an improved near-term economic outlook compared to the scenarios used for the period ended December 31, 2020. The overall improvement in the comparison was driven largely by improvements in both the outlook for consumer spending and the labor market, along with the impact from continued vaccine distribution, while also considering the lingering effects of COVID-19 that slowed the momentum of economic recovery in recent months and the impacts of supply-chain disruptions.

We used a number of economic variables in our scenarios, with the most significant drivers being Real GDP and the U.S. unemployment rate. The following table presents a comparison of these two economic variables based on the weighted-average scenario forecasts used in determining our ACL at December 31, 2021 and 2020.

**Table 36: Key Macroeconomic Variables in CECL Weighted-Average Scenarios**

	Assumptions as of December 31, 2021		
	2022	2023	2024
U.S. Real GDP (a) (b)	2.8%	1.4%	1.3%
U.S. Unemployment Rate (c)	4.4%	4.1%	3.9%
	Assumptions as of December 31, 2020		
	2021	2022	2023
U.S. Real GDP (a) (d)	2.3%	2.7%	2.2%
U.S. Unemployment Rate (c)	6.8%	5.7%	5.0%

(a) Represents year-over-year growth rates.

(b) Year-over-year growth for 2022 in the assumptions used at December 31, 2021 reflects 5.4% growth above pre-recession levels.

(c) Represents quarterly average rate at December 31.

(d) Year-over-year growth for 2021 in the assumptions used at December 31, 2020 reflected growth that remained 0.5% below pre-recession levels.

Real GDP growth is expected to remain robust in 2022, with output expanding 2.8% on a weighted-average basis, similar to the 2.7% weighted-average expectation this time last year, before slowing to 1.4% and 1.3% in 2023 and 2024, respectively. The improvement in the labor market has outpaced expectations over the past year. As such, the weighted-average projection of the unemployment rate is expected to end 2022 at 4.4% and 2023 at 4.1%. This is an improvement from the weighted-average projections taken as of December 31, 2020, which had the unemployment rate reaching 5.7% and 5.0% in 2022 and 2023, respectively.

The economy has seen significant recovery from the onset of the pandemic. National macroeconomic indicators, forecasts and performance expectations have all steadily improved, helping to lower overall loss expectations. These improvements have been reflected in the reserve releases throughout 2021, including in certain segments initially impacted by COVID-19 related restrictions. However, for certain portions of our commercial and consumer portfolios, considerable uncertainty remains regarding lifetime losses. For commercial borrowers, there are still lingering concerns around industries that have been affected by COVID-19 related restrictions and emerging secular changes. For these industries, where unrestricted commerce has recently returned, the recovery will lag the broader economy. Where restrictions persist and/or secular changes have emerged, the impact and eventual level of recovery are less certain. For consumer borrowers, payment behavior upon expiration of government stimulus, including expired enhanced unemployment benefits is still difficult to predict. As such, for both our commercial and consumer loan portfolios, PNC identified and performed significant analysis around these segments to ensure our reserves are adequate in the current economic environment. We believe the economic scenarios have effectively provided sufficient variation to capture probable recovery paths. Additionally, through in-depth and granular analysis of COVID-19 related impacts, we have addressed reserve requirements for specific populations most affected in the current environment. Through this approach, we believe the reserve levels appropriately reflect the expected credit losses in the portfolio as of the balance sheet date.

To provide additional context regarding the sensitivity of the ACL to a more pessimistic forecast of expected economic outcomes, we considered what our ACL would be when applying a 100% probability weighting to the most severely adverse scenario. This severely adverse scenario estimated that Real GDP contracted in 2022 ending the year down 2.1% compared to 2021 levels, with growth

picking up again beginning in 2023, while the unemployment rate increased to end 2022 at 7.9% before gradually improving again through 2023 and 2024. Excluding consideration of qualitative adjustments, this sensitivity analysis would result in a hypothetical increase in our ACL of \$2.4 billion at December 31, 2021. This scenario was not our expectation at December 31, 2021 and does not reflect our current expectation, nor does it capture all the potential unknown variables that could arise in the forecast period, but it provides an approximation of a possible outcome under hypothetical severe conditions. The CECL methodology inherently requires a high degree of judgment, and as a result, it is possible that we may, at another point in time, reach different conclusions regarding our credit loss estimates.

### **Residential and Commercial Mortgage Servicing Rights**

We elect to measure our MSRs at fair value. This election was made to be consistent with our risk management strategy to hedge changes in the fair value of these assets. The fair value of our MSRs is estimated by using a discounted cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs, and other factors which are determined based on current market conditions.

We employ risk management strategies designed to protect the value of MSRs from changes in interest rates and related market factors. The values of the MSRs are economically hedged with securities and derivatives, including interest-rate swaps, options, and forward mortgage-backed and futures contracts. As interest rates change, these financial instruments are expected to have changes in fair value negatively correlated to the change in fair value of the hedged MSR portfolios. The hedge relationships are actively managed in response to changing market conditions over the life of the MSRs. Selecting appropriate financial instruments to economically hedge residential or commercial MSRs requires significant management judgment to assess how mortgage rates and prepayment speeds could affect the future values of MSRs. Hedging results can frequently be less predictable in the short term, but over longer periods of time are expected to protect the economic value of the MSRs.

For information on how each estimate has changed and a sensitivity analysis of the hypothetical effect of the fair value of MSRs to immediate adverse changes in key assumptions, see Note 6 Goodwill and Mortgage Servicing Rights in the Notes to Consolidated Financial Statements in Item 8 of this Report. For additional information on our residential and commercial MSRs, see Note 1 Accounting Policies, Note 6 Goodwill and Mortgage Servicing Rights and Note 15 Fair Value in the Notes to Consolidated Financial Statements in Item 8 of this Report.

### **Fair Value Measurements - Level 3**

We must use estimates, assumptions and judgments when assets and liabilities are required to be recorded at, or adjusted to reflect, fair value. Assets and liabilities carried at fair value inherently result in a higher degree of financial statement volatility. When observable price and third-party information is not available, we estimate fair value primarily by using cash flow and other financial modeling techniques. Changes in underlying factors, assumptions, or estimates in any of these valuation techniques could materially impact our future financial condition and results of operations.

We apply ASC 820 – *Fair Value Measurements*. This guidance defines fair value as the price that would be received to sell a financial asset or paid to transfer a financial liability in an orderly transaction between market participants at the measurement date. This guidance requires a three level hierarchy for disclosure of assets and liabilities recorded at fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used in the measurement are observable or unobservable. Level 3 assets and liabilities are those where the fair value is estimated using significant unobservable inputs. While estimating potential sensitivities around fair value measurements is inherently challenging, we provide a summary of the key unobservable inputs in Note 15 Fair Value in the Notes to Consolidated Financial Statements in Item 8 of this Report.

For additional information on Level 3 fair value measurements, see Note 15 Fair Value in the Notes to Consolidated Financial Statements in Item 8 of this Report.

### **Recently Adopted Accounting Pronouncements**

See Note 1 Accounting Policies in the Notes to Consolidated Financial Statements in Item 8 of this Report regarding the impact of new accounting pronouncements which we have adopted.

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

We make statements in this Report, and we may from time to time make other statements, regarding our outlook for financial performance, such as earnings, revenues, expenses, tax rates, capital and liquidity levels and ratios, asset levels, asset quality, financial position, and other matters regarding or affecting us and our future business and operations that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as “believe,” “plan,” “expect,” “anticipate,” “see,” “look,” “intend,” “outlook,” “project,” “forecast,” “estimate,” “goal,” “will,” “should” and other similar words and expressions.

Forward-looking statements are necessarily subject to numerous assumptions, risks and uncertainties, which change over time. Future events or circumstances may change our outlook and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. Forward-looking statements speak only as of the date made. We do not assume any duty and do not undertake any obligation to update forward-looking statements. Actual results or future events could differ, possibly materially, from those anticipated in forward-looking statements, as well as from historical performance. As a result, we caution against placing undue reliance on any forward-looking statements.

Our forward-looking statements are subject to the following principal risks and uncertainties.

- Our businesses, financial results and balance sheet values are affected by business and economic conditions, including:
  - Changes in interest rates and valuations in debt, equity and other financial markets,
  - Disruptions in the U.S. and global financial markets,
  - Actions by the Federal Reserve Board, U.S. Treasury and other government agencies, including those that impact money supply and market interest rates and inflation,
  - Changes in customer behavior due to changing business and economic conditions or legislative or regulatory initiatives,
  - Changes in customers', suppliers' and other counterparties' performance and creditworthiness,
  - Impacts of tariffs and other trade policies of the U.S. and its global trading partners,
  - The length and extent of the economic impacts of the COVID-19 pandemic,
  - Impacts of changes in federal, state and local governmental policy, including on the regulatory landscape, capital markets, taxes, infrastructure spending and social programs, and
  - Commodity price volatility.
- Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our views that:
  - The U.S. economy continues to recover from the pandemic-caused recession in the first half of 2020. Growth is likely to be softer in the first quarter of 2022 due to the omicron variant, and then pick up in the spring, remaining above the economy's long-run average throughout this year. Consumer spending growth will remain solid in 2022 due to good underlying fundamentals.
  - Supply-chain difficulties, which weighed on growth in the second half of 2021, will gradually ease over the course of 2022. Labor shortages will remain a constraint this year, although strong wage growth will support consumer spending.
  - Inflation accelerated in the second half of 2021 to its fastest pace in decades due to strong demand but limited supplies coming out of the pandemic for some goods and services. Inflation will slow in 2022 as supply and demand for these goods and services normalize, but also broaden throughout the economy due to wage growth. Inflation will end 2022 above the Federal Reserve's long-run objective of 2%.
  - PNC expects the FOMC to raise the federal funds rate by 0.25 percentage points five times in 2022 to reach a range of 1.25% to 1.50% by the end of the year, and then further increase the federal funds rate in 2023. The Federal Reserve will also end its purchases of long-term Treasuries and mortgage-backed securities in March 2022, and then start to reduce its balance sheet in mid-2022.
- PNC's ability to take certain capital actions, including returning capital to shareholders, is subject to PNC meeting or exceeding a SCB established by the Federal Reserve Board in connection with the Federal Reserve Board's CCAR process.
- PNC's regulatory capital ratios in the future will depend on, among other things, the company's financial performance, the scope and terms of final capital regulations then in effect and management actions affecting the composition of PNC's balance sheet. In addition, PNC's ability to determine, evaluate and forecast regulatory capital ratios, and to take actions (such as capital distributions) based on actual or forecasted capital ratios, will be dependent at least in part on the development, validation and regulatory review of related models.
- Legal and regulatory developments could have an impact on our ability to operate our businesses, financial condition, results of operations, competitive position, reputation or pursuit of attractive acquisition opportunities. Reputational impacts could affect matters such as business generation and retention, liquidity, funding, and ability to attract and retain management. These developments could include:
  - Changes to laws and regulations, including changes affecting oversight of the financial services industry, consumer protection, bank capital and liquidity standards, pension, bankruptcy and other industry aspects, and changes in accounting policies and principles.
  - Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries. These matters may result in monetary judgments or settlements or other remedies, including fines, penalties, restitution or alterations in our business practices, and in additional expenses and collateral costs, and may cause reputational harm to PNC.
  - Results of the regulatory examination and supervision process, including our failure to satisfy requirements of agreements with governmental agencies.
  - Impact on business and operating results of any costs associated with obtaining rights in intellectual property claimed by others and of adequacy of our intellectual property protection in general.

- Business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through effective use of systems and controls, third-party insurance, derivatives, and capital management techniques, and to meet evolving regulatory capital and liquidity standards.
- Our acquisition of BBVA presents us with risks and uncertainties related to the integration of the acquired business into PNC including:
  - The business of BBVA going forward may not perform as we project or in a manner consistent with historical performance. As a result, the anticipated benefits, including estimated cost savings, of the transaction may be significantly more difficult or take longer to achieve than expected or may not be achieved in their entirety as a result of unexpected factors or events, including those that are outside of our control.
  - The integration of BBVA, including its U.S. banking subsidiary, BBVA USA, with that of PNC and PNC Bank may be more difficult to achieve than anticipated or have unanticipated adverse results. Our ability to integrate BBVA, including its U.S. banking subsidiary, BBVA USA, successfully may be adversely affected by the fact that this transaction results in us entering several geographical markets where we did not previously have any meaningful presence.
- In addition to the BBVA transaction, we grow our business in part through acquisitions and new strategic initiatives. Risks and uncertainties include those presented by the nature of the business acquired and strategic initiative, including in some cases those associated with our entry into new businesses or new geographic or other markets and risks resulting from our inexperience in those new areas, as well as risks and uncertainties related to the acquisition transactions themselves, regulatory issues, and the integration of the acquired businesses into PNC after closing.
- Competition can have an impact on customer acquisition, growth and retention and on credit spreads and product pricing, which can affect market share, deposits and revenues. Our ability to anticipate and respond to technological changes can also impact our ability to respond to customer needs and meet competitive demands.
- Business and operating results can also be affected by widespread natural and other disasters, pandemics, dislocations, terrorist activities, system failures, security breaches, cyberattacks or international hostilities through impacts on the economy and financial markets generally or on us or our counterparties specifically.

We provide greater detail regarding these as well as other factors in this Report, including in Item 1A Risk Factors, the Risk Management section of Item 7 and Note 21 Legal Proceedings in the Notes to Consolidated Financial Statements in Item 8 of this Report. Our forward-looking statements may also be subject to other risks and uncertainties, including those discussed elsewhere in this Report or in our other filings with the SEC.

## ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This information is set forth in the Risk Management section of Item 7 and in Note 1 Accounting Policies, Note 15 Fair Value and Note 16 Financial Derivatives in the Notes to Consolidated Financial Statements in Item 8 of this Report.

## ITEM 8 – FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of The PNC Financial Services Group, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheet of The PNC Financial Services Group, Inc. and its subsidiaries (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Change in Accounting Principle***

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for the allowance for credit losses in 2020.

### ***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## ***Critical Audit Matters***

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### ***Allowance for Loans and Lease Losses – Commercial Loans***

As described in Notes 1 and 4 to the consolidated financial statements, the allowance for loans and lease losses was approximately \$4,868 million as of December 31, 2021, of which \$3,185 million relates to commercial loans. For commercial loans, the determination of the allowance is based on historical loss experience, current borrower risk characteristics, current economic conditions, reasonable and supportable economic forecasts and other relevant factors. As disclosed by management, the Company considers reasonable and supportable forecasts in estimating expected credit losses and has established a framework which includes the use of four economic scenarios with associated probability weights, which in combination create a forecast of expected economic outcomes over the reasonable and supportable forecast period. To generate the four economic forecast scenarios, the Company uses a combination of quantitative macroeconomic models, other measures of economic activity and forward-looking judgment to forecast the distribution of economic outcomes. Management used a number of economic variables in the scenarios, which are inputs into the loss forecasting models, with the most significant drivers being Real GDP and U.S. unemployment rate. Also included in the allowance for loan and lease losses for commercial loans are qualitative reserves to cover losses that are expected but, in the Company's assessment, may not be adequately represented in the quantitative methods or the economic assumptions. For example, qualitative factors may include industry concentration and conditions, including the impacts of COVID-19 on highly impacted segments, changes in market conditions, changes in the nature and volume of the Company's portfolio, recent credit quality trends, recent loss experience in particular portfolios, recent macroeconomic factors, limitations of available input data, model imprecision, changes in lending policies, and other factors.

The principal considerations for our determination that performing procedures relating to the allowance for loan and lease losses for commercial loans is a critical audit matter are (i) the significant judgment and estimation by management in developing economic forecast scenarios of Real GDP and U.S. unemployment rate, determining weighting of each scenario, and estimating qualitative reserves related to the impacts of COVID-19 on certain highly impacted segments, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and in evaluating audit evidence related to management's significant judgements and estimations and (ii) the audit effort involved professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the allowance for loan and lease losses for commercial loans, including controls over the development and approval of economic forecast scenarios, related weightings, and qualitative reserves. These procedures also included, among others, testing management's process for determining the allowance for loan and lease losses for commercial loans, including (i) evaluating the appropriateness and methodology of certain loss forecasting models, (ii) evaluating the reasonableness of certain borrower risk characteristics, (iii) evaluating the reasonableness of certain forecasted economic variables, including Real GDP and U.S. unemployment rate, (iv) evaluating the reasonableness of management's weighting of economic forecast scenarios used in the loss forecast models, (v) testing the completeness and accuracy of data used in the estimate, and (vi) evaluating certain qualitative reserves made to the model output results to determine the overall allowance for loan and lease losses for commercial loans. The procedures also included the involvement of professionals with specialized skill and knowledge to assist in evaluating certain models, model inputs, economic forecasts, and qualitative reserves in the allowance for commercial loans.

### ***Acquisition of BBVA USA Bancshares, Inc. - Fair Value of Commercial Loans Acquired***

As described in Note 2 to the consolidated financial statements, the Company acquired BBVA USA Bancshares, Inc. ("BBVA") on June 1, 2021. The transaction has been accounted for as a business combination and accordingly, the assets and liabilities from BBVA were recorded at fair value as of the acquisition date. The fair value of loans acquired from BBVA was approximately \$61,423 million as of June 1, 2021, of which \$39,742 million were commercial loans. For commercial loans, as disclosed by management, the fair value is based on a discounted cash flow methodology that considers credit loss and prepayment expectations, market interest rates and other market factors.

The principal considerations for our determination that performing procedures relating to the fair value of commercial loans acquired is a critical audit matter are (i) the significant judgment and estimation by management in developing the credit loss expectations, prepayment expectations, and market interest rates used in the discounted cash flow methodology, which in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and in evaluating audit evidence obtained related to the

significant judgments and estimations by management, and (ii) the audit effort involved professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the fair value of commercial loans acquired, including controls over the credit loss expectations, prepayment expectations, and market interest rates used in the discounted cash flow methodology. These procedures also included, among others (i) the involvement of professionals with specialized skill and knowledge to assist in developing independent ranges of fair value for the commercial loans acquired, including the development of independent expectations for credit losses, prepayments, and market interest rates, (ii) comparing management's estimate to the independently developed ranges, and (iii) testing the completeness and accuracy of the underlying loan data provided by management that was used to develop these expectations.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania

February 25, 2022

We have served as the Company's auditor since 2007.

**CONSOLIDATED INCOME STATEMENT**  
THE PNC FINANCIAL SERVICES GROUP, INC.

In millions, except per share data	Year ended December 31		
	2021	2020	2019
<b>Interest Income</b>			
Loans	\$ 9,007	\$ 8,927	\$ 10,525
Investment securities	1,834	2,041	2,426
Other	293	339	811
Total interest income	11,134	11,307	13,762
<b>Interest Expense</b>			
Deposits	126	643	1,986
Borrowed funds	361	718	1,811
Total interest expense	487	1,361	3,797
Net interest income	10,647	9,946	9,965
<b>Noninterest Income</b>			
Asset management	964	836	862
Consumer services	1,845	1,484	1,555
Corporate services	2,924	2,167	1,914
Residential mortgage	456	604	368
Service charges on deposits	535	500	702
Other	1,840	1,364	1,473
Total noninterest income	8,564	6,955	6,874
Total revenue	19,211	16,901	16,839
<b>Provision For (Recapture of) Credit Losses</b>	(779)	3,175	773
<b>Noninterest Expense</b>			
Personnel	7,141	5,673	5,647
Occupancy	940	826	834
Equipment	1,411	1,176	1,210
Marketing	319	236	301
Other	3,191	2,386	2,582
Total noninterest expense	13,002	10,297	10,574
Income from continuing operations before income taxes and noncontrolling interests	6,988	3,429	5,492
Income taxes from continuing operations	1,263	426	901
Net income from continuing operations	5,725	3,003	4,591
Income from discontinued operations before taxes		5,777	988
Income taxes from discontinued operations		1,222	161
Net income from discontinued operations		4,555	827
Net income	5,725	7,558	5,418
Less: Net income attributable to noncontrolling interests	51	41	49
Preferred stock dividends	233	229	236
Preferred stock discount accretion and redemptions	5	4	4
Net income attributable to common shareholders	\$ 5,436	\$ 7,284	\$ 5,129
<b>Earnings Per Common Share</b>			
Basic earnings from continuing operations	\$ 12.71	\$ 6.37	\$ 9.59
Basic earnings from discontinued operations		10.62	1.84
Total basic earnings	\$ 12.71	\$ 16.99	\$ 11.43
Diluted earnings from continuing operations	\$ 12.70	\$ 6.36	\$ 9.57
Diluted earnings from discontinued operations		10.60	1.82
Total diluted earnings	\$ 12.70	\$ 16.96	\$ 11.39
<b>Average Common Shares Outstanding</b>			
Basic	426	427	447
Diluted	426	427	448

See accompanying Notes to Consolidated Financial Statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

THE PNC FINANCIAL SERVICES GROUP, INC.

In millions	Year ended December 31		
	2021	2020	2019
<b>Net income from continuing operations</b>	\$ 5,725	\$ 3,003	\$ 4,591
<b>Other comprehensive income (loss), before tax and net of reclassifications into Net income</b>			
Net change in debt securities	(2,451)	1,811	1,489
Net change in cash flow hedge derivatives	(1,126)	497	297
Pension and other postretirement benefit plan adjustments	486	82	158
Net change in Other	4	10	17
<b>Other comprehensive income (loss) from continuing operations, before tax and net of reclassifications into Net income</b>	(3,087)	2,400	1,961
Income tax benefit (expense) from continuing operations related to items of other comprehensive income	726	(544)	(441)
<b>Other comprehensive income (loss) from continuing operations, after tax and net of reclassifications into Net income</b>	(2,361)	1,856	1,520
<b>Net income from discontinued operations</b>		4,555	827
<b>Other comprehensive income from discontinued operations, before tax and net of reclassifications into Net income</b>		148	5
Income tax expense from discontinued operations related to items of other comprehensive income		(33)	(1)
<b>Other comprehensive income from discontinued operations, after tax and net of reclassifications into Net income</b>		115	4
<b>Other comprehensive income (loss), after tax and net of reclassifications into Net income</b>	(2,361)	1,971	1,524
<b>Comprehensive income</b>	3,364	9,529	6,942
Less: Comprehensive income attributable to noncontrolling interests	51	41	49
<b>Comprehensive income attributable to PNC</b>	\$ 3,313	\$ 9,488	\$ 6,893

See accompanying Notes to Consolidated Financial Statements.

**CONSOLIDATED BALANCE SHEET**  
THE PNC FINANCIAL SERVICES GROUP, INC.

In millions, except par value	December 31 2021	December 31 2020
<b>Assets</b>		
Cash and due from banks	\$ 8,004	\$ 7,017
Interest-earning deposits with banks	74,250	85,173
Loans held for sale (a)	2,231	1,597
Investment securities – available for sale	131,536	87,358
Investment securities – held to maturity	1,426	1,441
Loans (a)	288,372	241,928
Allowance for loan and lease losses	(4,868)	(5,361)
Net loans	283,504	236,567
Equity investments	8,180	6,052
Mortgage servicing rights	1,818	1,242
Goodwill	10,916	9,233
Other (a)	35,326	30,999
Total assets	\$ 557,191	\$ 466,679
<b>Liabilities</b>		
Deposits		
Noninterest-bearing	\$ 155,175	\$ 112,637
Interest-bearing	302,103	252,708
Total deposits	457,278	365,345
Borrowed funds		
Federal Home Loan Bank borrowings		3,500
Bank notes and senior debt	20,661	24,271
Subordinated debt	6,996	6,403
Other (b)	3,127	3,021
Total borrowed funds	30,784	37,195
Allowance for unfunded lending related commitments	662	584
Accrued expenses and other liabilities	12,741	9,514
Total liabilities	501,465	412,638
<b>Equity</b>		
Preferred stock (c)		
Common stock (\$5 par value, Authorized 800 shares, issued 543 shares)	2,713	2,713
Capital surplus	17,457	15,884
Retained earnings	50,228	46,848
Accumulated other comprehensive income	409	2,770
Common stock held in treasury at cost: 123 and 119 shares	(15,112)	(14,205)
Total shareholders' equity	55,695	54,010
Noncontrolling interests	31	31
Total equity	55,726	54,041
Total liabilities and equity	\$ 557,191	\$ 466,679

- (a) Our consolidated assets included the following for which we have elected the fair value option: Loans held for sale of \$ 1.9 billion, Loans of \$ 1.5 billion and Other assets of \$0.1 billion at December 31, 2021 and Loans held for sale of \$ 1.2 billion, Loans of \$ 1.4 billion and Other assets of \$ 0.1 billion at December 31, 2020.
- (b) Our consolidated liabilities included Other borrowed funds of less than \$ 0.1 billion at both December 31, 2021 and December 31, 2020, for which we have elected the fair value option.
- (c) Par value less than \$ 0.5 million at each date.

See accompanying Notes to Consolidated Financial Statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

THE PNC FINANCIAL SERVICES GROUP, INC.

In millions	Shares Outstanding Common Stock	Shareholders' Equity						Noncontrolling Interests	Total Equity
		Common Stock	Capital Surplus - Preferred Stock	Capital Surplus - Common Stock and Other	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		
Balance at December 31, 2018 (a)	457	\$ 2,711	\$ 3,986	\$ 12,291	\$ 38,919	\$ (725)	\$ (9,454)	\$ 42	\$ 47,770
Cumulative effect of ASU adoptions (b)					62				62
Balance at January 1, 2019 (a)	457	\$ 2,711	\$ 3,986	\$ 12,291	\$ 38,981	\$ (725)	\$ (9,454)	\$ 42	\$ 47,832
Net income					5,369			49	5,418
Other comprehensive income, net of tax						1,524			1,524
Cash dividends declared - Common					(1,895)				(1,895)
Cash dividends declared - Preferred					(236)				(236)
Preferred stock discount accretion			4		(4)				
Common stock activity (c)		1		20					21
Treasury stock activity	(24)			3			(3,327)		(3,324)
Other			3	62				(62)	3
Balance at December 31, 2019 (a)	433	\$ 2,712	\$ 3,993	\$ 12,376	\$ 42,215	\$ 799	\$ (12,781)	\$ 29	\$ 49,343
Cumulative effect of ASU adoptions (d)					(671)				(671)
Balance at January 1, 2020 (a)	433	\$ 2,712	\$ 3,993	\$ 12,376	\$ 41,544	\$ 799	\$ (12,781)	\$ 29	\$ 48,672
Net income					7,517			41	7,558
Other comprehensive income, net of tax						1,971			1,971
Cash dividends declared - Common					(1,980)				(1,980)
Cash dividends declared - Preferred					(229)				(229)
Preferred stock discount accretion			4		(4)				
Common stock activity (c)		1		23					24
Treasury stock activity	(9)			54			(1,424)		(1,370)
Preferred stock redemption - Series Q (e)			(480)						(480)
Other				(86)				(39)	(125)
Balance at December 31, 2020 (a)	424	\$ 2,713	\$ 3,517	\$ 12,367	\$ 46,848	\$ 2,770	\$ (14,205)	\$ 31	\$ 54,041
Net income					5,674			51	5,725
Other comprehensive income (loss), net of tax						(2,361)			(2,361)
Cash dividends declared - Common					(2,056)				(2,056)
Cash dividends declared - Preferred					(233)				(233)
Preferred stock discount accretion			5		(5)				
Preferred stock issuance - Series T (f)			1,487						1,487
Common stock activity (c)				25					25
Treasury stock activity	(4)			84			(907)		(823)
Other				(28)				(51)	(79)
Balance at December 31, 2021 (a)	420	\$ 2,713	\$ 5,009	\$ 12,448	\$ 50,228	\$ 409	\$ (15,112)	\$ 31	\$ 55,726

(a) The par value of our preferred stock outstanding was less than \$ 0.5 million at each date and, therefore, is excluded from this presentation.

(b) Represents the impact of the adoption of ASU 2016-02 related primarily to deferred gains on previous sale-leaseback transactions.

(c) Common stock activity totaled less than 0.5 million shares issued.

(d) Represents the impact of the adoption of ASU 2016-13 - *Financial Instruments - Credit Losses*.

(e) On September 1, 2020, PNC redeemed all 4,800 shares of its Series Q Preferred Stock, as well as all 19.2 million Depositary Shares representing fractional interest in such shares.

(f) On September 13, 2021, PNC issued 1,500,000 depositary shares each representing 1/100th ownership in a share of 3.400% fixed-rate reset non-cumulative perpetual preferred stock, Series T, with a par value of \$1 per share.

See accompanying Notes to Consolidated Financial Statements.

# **CONSOLIDATED STATEMENT OF CASH FLOWS**

THE PNC FINANCIAL SERVICES GROUP, INC.

In millions	Year ended December 31		
	2021	2020	2019
<b>Operating Activities</b>			
Net income	\$ 5,725	\$ 7,558	\$ 5,418
Adjustments to reconcile net income to net cash provided (used) by operating activities			
Provision for (recapture of) credit losses	(779)	3,175	773
Depreciation and amortization	1,773	1,497	1,315
Deferred income taxes (benefit)	178	(2,239)	303
Net gains on sales of securities	(64)	(305)	
Changes in fair value of mortgage servicing rights	85	799	645
Gain on sale of BlackRock		(5,740)	
Undistributed earnings of BlackRock		(174)	(531)
Net change in			
Trading securities and other short-term investments	671	957	560
Loans held for sale	(480)	(372)	(123)
Other assets	(454)	(927)	(788)
Accrued expenses and other liabilities	753	(254)	132
Other	(194)	684	(341)
Net cash provided (used) by operating activities	\$ 7,214	\$ 4,659	\$ 7,363
<b>Investing Activities</b>			
Sales			
Securities available for sale	\$ 26,329	\$ 13,851	\$ 7,755
Net proceeds from sale of BlackRock		14,225	
Loans	1,843	1,894	1,664
Repayments/maturities			
Securities available for sale	30,691	30,901	11,974
Securities held to maturity	131	60	3,348
Purchases			
Securities available for sale	(85,496)	(45,356)	(23,739)
Securities held to maturity	(87)	(53)	(1,751)
Loans	(1,891)	(1,982)	(1,027)
Net change in			
Federal funds sold and resale agreements	(24)	1,738	4,899
Interest-earning deposits with banks	24,236	(61,760)	(12,520)
Loans	15,616	(3,376)	(14,963)
Net cash paid for acquisition (a)	(10,511)		
Net cash received from divestiture activity			75
Purchases of bank owned life insurance	(950)		
Other	(2,682)	(1,264)	(705)
Net cash provided (used) by investing activities	\$ (2,795)	\$ (51,122)	\$ (24,990)

(continued on following page)

# CONSOLIDATED STATEMENT OF CASH FLOWS

THE PNC FINANCIAL SERVICES GROUP, INC.

(continued from previous page)

In millions	Year ended December 31		
	2021	2020	2019
<b>Financing Activities</b>			
Net change in			
Noninterest-bearing deposits	\$ 6,697	\$ 39,851	\$ (1,166)
Interest-bearing deposits	(320)	36,947	21,882
Federal funds purchased and repurchase agreements	(46)	(5,861)	4,260
Short-term Federal Home Loan Bank borrowings		(6,300)	4,800
Other borrowed funds	44	123	(495)
Sales/issuances			
Federal Home Loan Bank borrowings		9,060	12,040
Bank notes and senior debt	1,692	3,487	8,977
Subordinated debt			744
Other borrowed funds	822	647	1,131
Preferred stock	1,484		
Common and treasury stock	66	65	90
Repayments/maturities			
Federal Home Loan Bank borrowings	(3,680)	(15,601)	(22,000)
Bank notes and senior debt	(6,000)	(9,047)	(5,600)
Subordinated debt			(700)
Other borrowed funds	(823)	(639)	(1,174)
Preferred stock redemption		(480)	
Acquisition of treasury stock	(1,079)	(1,624)	(3,578)
Preferred stock cash dividends paid	(233)	(229)	(236)
Common stock cash dividends paid	(2,056)	(1,980)	(1,895)
Net cash provided (used) by financing activities	\$ (3,432)	\$ 48,419	\$ 17,080
<b>Net Increase (Decrease) In Cash And Due From Banks And Restricted Cash</b>	<b>\$ 987</b>	<b>\$ 1,956</b>	<b>\$ (547)</b>
<b>Net cash provided by discontinued operations</b>		<b>11,542</b>	<b>299</b>
<b>Net cash provided (used) by continuing operations</b>	<b>987</b>	<b>(9,586)</b>	<b>(846)</b>
Cash and due from banks and restricted cash at beginning of period	7,017	5,061	5,608
Cash and due from banks and restricted cash at end of period	\$ 8,004	\$ 7,017	\$ 5,061
<b>Cash and due from banks and restricted cash</b>			
Cash and due from banks at end of period (unrestricted cash)	\$ 7,431	\$ 6,636	\$ 5,061
Restricted cash	573	381	
Cash and due from banks and restricted cash at end of period	\$ 8,004	\$ 7,017	\$ 5,061
<b>Supplemental Disclosures</b>			
Interest paid	\$ 582	\$ 1,292	\$ 3,742
Income taxes paid	\$ 675	\$ 3,410	\$ 430
Income taxes refunded	\$ 73	\$ 10	\$ 17
Leased assets obtained in exchange for new operating lease liabilities	\$ 337	\$ 122	\$ 317
Right-of-use assets recognized at adoption of ASU 2016-02		\$	2,004
<b>Non-cash Investing and Financing Items</b>			
Transfer from loans to loans held for sale, net	\$ 869	\$ 1,379	\$ 958
Transfer from loans to foreclosed assets	\$ 27	\$ 64	\$ 174
Transfer from trading securities to investment securities		\$ 289	\$ 328

(a) Cash paid to acquire BBVA was \$ 11,480 million. The amount of \$ 10,511 million represents the cash paid for the acquisition less \$ 969 million in cash acquired. See Note 2 Acquisition & Divestiture Activity for more detailed information on the BBVA acquisition.

See accompanying Notes to Consolidated Financial Statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

THE PNC FINANCIAL SERVICES GROUP, INC.

*See the Glossary on page 191 for additional information on certain terms and acronyms used throughout the Financial Statements and related Notes.*

### BUSINESS

PNC is one of the largest diversified financial services companies in the U.S. and is headquartered in Pittsburgh, Pennsylvania.

We have businesses engaged in retail banking, including residential mortgage, corporate and institutional banking and asset management, providing many of our products and services nationally. Our retail branch network is located coast-to-coast. We also have strategic international offices in four countries outside the U.S.

### NOTE 1 ACCOUNTING POLICIES

#### Basis of Financial Statement Presentation

Our consolidated financial statements include the accounts of the parent company and its subsidiaries, most of which are wholly-owned, certain partnership interests and VIEs.

On June 1, 2021, we acquired BBVA, a U.S. financial holding company conducting its business operations primarily through its U.S. banking subsidiary, BBVA USA. Our results for the year ended December 31, 2021 reflect BBVA's acquired business operations for the period since the acquisition closed on June 1, 2021. Our balance sheet at December 31, 2021 includes balances from BBVA. See Note 2 Acquisition and Divestiture Activity for additional information related to this acquisition.

We prepared these consolidated financial statements in accordance with GAAP. We have eliminated intercompany accounts and transactions. We have also reclassified certain prior year amounts to conform to the current period presentation, which did not have a material impact on our consolidated financial condition or results of operations.

We have also considered the impact of subsequent events on these consolidated financial statements.

#### Use of Estimates

We prepared these consolidated financial statements using financial information available at the time of preparation, which requires us to make estimates and assumptions that affect the amounts reported. Our most significant estimates pertain to the ACL and our fair value measurements, including for the BBVA acquisition. Actual results may differ from the estimates and the differences may be material to the consolidated financial statements.

#### Cash, Cash Equivalents and Restricted Cash

Cash and due from banks are considered cash and cash equivalents for financial reporting purposes because they represent a primary source of liquidity. Certain cash balances within Cash and due from banks on our Consolidated Balance Sheet are restricted as to withdrawal or usage by legally binding contractual agreements or regulatory requirements.

#### Investments

We hold interests in various types of investments. The accounting for these investments is dependent on a number of factors including, but not limited to, items such as:

- Ownership interest,
- Our plans for the investment, and
- The nature of the investment.

#### Debt Securities

Debt securities are recorded on a trade-date basis. We classify debt securities as either trading, held to maturity, or available for sale. Debt securities that we purchase for certain risk management activities or customer-related trading activities are classified as trading securities, are reported in the Other assets line item on our Consolidated Balance Sheet and are carried at fair value. Realized and unrealized gains and losses on trading securities are included in Other noninterest income. We classify debt securities as held to maturity when we have the positive intent and ability to hold the securities to maturity, and carry them at amortized cost, less any allowance. Debt securities not classified as held to maturity or trading are classified as securities available for sale and are carried at fair value. Unrealized gains and losses on available for sale securities are included in AOCI net of income taxes.

We include all interest on debt securities, including amortization of premiums and accretion of discounts on investment securities, in net interest income using the constant effective yield method generally calculated over the contractual lives of the securities. Effective yields reflect either the effective interest rate implicit in the security at the date of acquisition or, for debt securities where an OTTI was recorded, the effective interest rate determined based on improved cash flows subsequent to an impairment. We compute gains and losses realized on the sale of available for sale debt securities on a specific security basis. These securities gains and losses are included in Other noninterest income on the Consolidated Income Statement.

The CECL standard requires expected credit losses on both held to maturity and available for sale securities to be recognized through a valuation allowance, ACL, instead of as a direct write-down to the amortized cost basis of the security. An available for sale security is considered impaired if the fair value is less than its amortized cost basis. If any portion of the decline in fair value is related to credit, the amount of allowance is determined as the portion related to credit, limited to the difference between the amortized cost basis and the fair value of the security. If we have the intent to sell or believe it is more likely than not we will be required to sell an impaired available for sale security before recovery of the amortized cost basis, the credit loss is recorded as a direct write-down of the amortized cost basis. Credit losses on investment securities are recognized through the Provision for credit losses on our Consolidated Income Statement. Declines in the fair value of available for sale securities that are not considered credit related are recognized in AOCI on our Consolidated Balance Sheet. The CECL standard was applied prospectively to debt securities and, as a result, the amortized cost basis of investment securities for which OTTI had previously been recorded did not change upon adoption.

We consider a security to be past due in terms of payment based on its contractual terms. A security may be placed on nonaccrual, with interest no longer recognized until received, when collectability of principal or interest is doubtful. As of December 31, 2021, nonaccrual or past due held-to-maturity and available-for-sale securities were immaterial.

A security may be partially or fully charged off against the allowance if it is determined to be uncollectible, including, for an available for sale security, if we have the intent to sell or believe it is more likely than not we will be required to sell the security before recovery of the amortized cost basis. Recoveries of previously charged-off available for sale securities are recognized when received, while recoveries on held to maturity securities are recognized when expected.

See the Allowance for Credit Losses section of this Note 1 for further discussion regarding the methodologies used to determine the allowance for investment securities. See Note 3 Investment Securities for additional information about the investment securities portfolio and the related ACL.

### **Equity Securities and Partnership Interests**

We account for equity securities, equity investments, private equity investments, and investments in limited partnerships, limited liability companies and other investments that are not required to be consolidated under one of the following methods:

- We use the equity method for general and limited partner ownership interests and limited liability companies in which we are considered to have significant influence over the operations of the investee. Under the equity method, we record our equity ownership share of net income or loss of the investee in Noninterest income and any dividends received on equity method investments are recorded as a reduction to the investment balance. When an equity investment experiences an other-than-temporary decline in value, we may be required to record a loss on the investment.
- We measure equity securities that have a readily determinable fair value at fair value through Net income. Both realized and unrealized gains and losses are included in Noninterest income. Dividend income on these equity securities is included in Other interest income on our Consolidated Income Statement.
- We generally use the practicability exception to fair value measurement for all other investments without a readily determinable fair value. When we elect this alternative measurement method, the investment is recorded at cost and the carrying value is adjusted for impairment, if any, plus or minus changes in value resulting from observable price changes in orderly transactions for identical or similar instruments of the same issuer. Adjustments to fair value based on changes in observable price are recorded in Other noninterest income. These investments are written down to fair value if a qualitative assessment indicates impairment and the fair value is less than the carrying value. The amount of the write-down is accounted for as a loss included in Other noninterest income. Distributions received on these investments are included in Noninterest income.

Investments described above are included in Equity investments on our Consolidated Balance Sheet.

### **Private Equity Investments**

We report private equity investments, which include direct investments in companies, affiliated partnership interests and indirect investments in private equity funds, at estimated fair value. These estimates are based on available information and may not necessarily represent amounts that we will ultimately realize through distribution, sale or liquidation of the investments. Fair values of publicly-traded direct investments are determined using quoted market prices and are subject to various discount factors arising from security level restrictions, when appropriate. The valuation procedures applied to direct investments and indirect investments are

detailed in Note 15 Fair Value. We include all private equity investments within Equity investments on our Consolidated Balance Sheet. Changes in fair value of private equity investments are recognized in Other noninterest income.

We consolidate affiliated partnerships when we have determined that we have control of the partnership or are the primary beneficiary if the entity is a VIE. The portion we do not own is reflected in Noncontrolling interests on our Consolidated Balance Sheet.

## **Loans**

Loans are classified as held for investment when management has both the intent and ability to hold the loan for the foreseeable future, or until maturity or payoff. Management's intent and view of the foreseeable future may change based on changes in business strategies, the economic environment, market conditions and the availability of government programs.

Measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent. See Note 4 Loans and Related Allowance for Credit Losses for additional information on how COVID-19 hardship related loan modifications are reported from a delinquency perspective as of December 31, 2021 and 2020.

Loans held for investment, excluding PCD loans, are recorded at amortized cost basis unless we elect to measure these under the fair value option. Amortized cost basis represents principal amounts outstanding, net of unearned income, unamortized deferred fees and costs on originated loans, premiums or discounts on purchased loans and charge-offs. Amortized cost basis does not include accrued interest, as we include accrued interest in Other assets on our Consolidated Balance Sheet. Interest on performing loans is accrued based on the principal amount outstanding and recorded in Interest income as earned using the constant effective yield method over the contractual life. Loan origination fees, direct loan origination costs, and loan premiums and discounts are deferred and accreted or amortized into Net interest income using the constant effective yield method, over the contractual life of the loan. The processing fee received for loans originated through PPP lending under the CARES Act is deferred and accreted into Net interest income using the effective yield method, over the contractual life of the loan. Loans under the fair value option are reported at their fair value, with any changes to fair value reported as Noninterest income on the Consolidated Income Statement, and are excluded from measurement of ALLL.

In addition to originating loans, we also acquire loans through the secondary loan market, portfolio purchases or acquisitions of other financial services companies. Certain acquired loans that have experienced a more-than-insignificant deterioration of credit quality since origination (i.e., PCD) are recognized at an amortized cost basis equal to their purchase price plus an ALLL measured at the acquisition date. PNC considers a variety of factors in connection with the identification of more-than-insignificant deterioration in credit quality, including but not limited to nonperforming status, delinquency, risk ratings, TDR classification and other qualitative factors that indicate deterioration in credit quality since origination. Subsequent decreases in expected cash flows that are attributable, at least in part, to credit quality are recognized through a charge to the provision for credit losses resulting in an increase in the ALLL. Subsequent increases in expected cash flows are recognized as a provision recapture of previously recorded ALLL.

We consider a loan to be collateral dependent when we determine that substantially all of the expected cash flows will be generated from the operation or sale of the collateral underlying the loan, or when the borrower is experiencing financial difficulty and we have elected to measure the loan at the estimated fair value of collateral (less costs to sell if sale or foreclosure of the property is expected).

Additionally, we consider a loan to be collateral dependent when foreclosure or liquidation of the underlying collateral is probable.

A TDR is a loan whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulty. A concession has been granted when we do not expect to collect all amounts due, including original interest accrued at the original contract rate, as a result of the restructuring, or there is a delay in payment that is more-than-insignificant. TDRs result from our loss mitigation activities, and include rate reductions, principal forgiveness, postponement/reduction of scheduled amortization, and extensions, which are intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Additionally, TDRs also result from borrowers that have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us. In those situations where principal is forgiven, the amount of such principal forgiveness is immediately charged off.

Potential incremental losses or recoveries on TDRs have been factored into the ALLL estimates for each loan class under the methodologies described in this Note. Once a loan becomes a TDR, it will continue to be reported as a TDR until it is ultimately repaid in full, the collateral is foreclosed upon or it is fully charged off.

PNC excludes loans held for sale, loans accounted for under the fair value option and certain government insured or guaranteed loans from our TDR population. PCD loans do not require additional considerations and thus are evaluated for inclusion in our TDR population. In addition, PNC has elected not to apply a TDR designation to loans that have been restructured due to a COVID-19 hardship pursuant to specific criteria under the CARES Act for restructurings that occurred prior to the expiration of TDR relief on January 1, 2022. Since loans restructured due to a COVID-19 related hardship were not identified as TDRs, they are not placed on

nonaccrual at the time of modification unless payment in full of principal or interest is not expected. These loans continue to be subject to our existing nonaccrual policy.

See the following for additional information related to loans, including further discussion regarding our policies, the methodologies and significant inputs used to determine the ALLL and additional details on the composition of our loan portfolio:

- Nonperforming Loans and Leases section of this Note 1,
- Allowance for Credit Losses section of this Note 1, and
- Note 4 Loans and Related Allowance for Credit Losses.

#### Nonperforming Loans and Leases

The matrix that follows summarizes our policies for classifying certain loans as nonperforming loans and/or discontinuing the accrual of loan interest income.

Commercial	
<b>Loans classified as nonperforming and accounted for as nonaccrual</b>	<ul style="list-style-type: none"> <li>• Loans accounted for at amortized cost where: <ul style="list-style-type: none"> <li>– The loan is 90 days or more past due.</li> <li>– The loan is rated substandard or worse due to the determination that full collection of principal and interest is not probable as demonstrated by the following conditions: <ul style="list-style-type: none"> <li>• The collection of principal or interest is 90 days or more past due,</li> <li>• Reasonable doubt exists as to the certainty of the borrower's future debt service ability, according to the terms of the credit arrangement, regardless of whether 90 days have passed or not,</li> <li>• The borrower has filed or will likely file for bankruptcy,</li> <li>• The bank advances additional funds to cover principal or interest,</li> <li>• We are in the process of liquidating a commercial borrower or</li> <li>• We are pursuing remedies under a guarantee.</li> </ul> </li> </ul> </li> </ul>
<b>Loans excluded from nonperforming classification but accounted for as nonaccrual</b>	<ul style="list-style-type: none"> <li>• Loans accounted for under the fair value option and full collection of principal and interest is not probable.</li> <li>• Loans accounted for at the lower of cost or market less costs to sell (held for sale) and full collection of principal and interest is not probable.</li> </ul>
<b>Loans excluded from nonperforming classification and nonaccrual accounting</b>	<ul style="list-style-type: none"> <li>• Loans that are well secured and in the process of collection.</li> <li>• Certain government insured loans where substantially all principal and interest is insured.</li> <li>• Commercial purchasing card assets which do not accrue interest.</li> </ul>
Consumer	
<b>Loans classified as nonperforming and accounted for as nonaccrual</b>	<ul style="list-style-type: none"> <li>• Loans accounted for at amortized cost where full collection of contractual principal and interest is not deemed probable as demonstrated in the policies below: <ul style="list-style-type: none"> <li>– The loan is 90 days past due for home equity and installment loans, and 180 days past due for well secured residential real estate loans,</li> <li>– The loan has been modified and classified as a TDR,</li> <li>– The loan has been modified to defer prior payments in forbearance to the end of the loan term,</li> <li>– Notification of bankruptcy has been received,</li> <li>– The bank holds a subordinate lien position in the loan and the first lien mortgage loan is seriously stressed (<i>i.e.</i>, 90 days or more past due),</li> <li>– Other loans within the same borrower relationship have been placed on nonaccrual or charge-offs have been taken on them,</li> <li>– The bank has ordered the repossession of non-real estate collateral securing the loan or</li> <li>– The bank has charged-off the loan to the value of the collateral.</li> </ul> </li> </ul>
<b>Loans excluded from nonperforming classification but accounted for as nonaccrual</b>	<ul style="list-style-type: none"> <li>• Loans accounted for under the fair value option and full collection of principal and interest is not probable.</li> <li>• Loans accounted for at the lower of cost or market less costs to sell (held for sale) and full collection of principal and interest is not probable.</li> </ul>
<b>Loans excluded from nonperforming classification and nonaccrual accounting</b>	<ul style="list-style-type: none"> <li>• Certain government insured loans where substantially all principal and interest is insured.</li> <li>• Residential real estate loans that are well secured and in the process of collection.</li> <li>• Consumer loans and lines of credit, not secured by residential real estate or automobiles, as permitted by regulatory guidance.</li> </ul>

#### Commercial

We generally charge-off commercial (commercial and industrial, commercial real estate and equipment lease financing) nonperforming loans when we determine that a specific loan, or portion thereof, is uncollectible. This determination is based on the specific facts and circumstances of the individual loans. In making this determination, we consider the viability of the business or project as a going concern, the past due status when the asset is not well-secured, the expected cash flows to repay the loan, the value of the collateral and the ability and willingness of any guarantors to perform. For commercial loans and leases less than a defined dollar threshold, balances are charged-off in full after pre-determined days past due.

#### Consumer

We generally charge-off secured consumer (home equity, residential real estate and automobile) nonperforming loans to the fair

value of collateral less costs to sell, if lower than the amortized cost basis of the loan outstanding, when delinquency of the loan, combined with other risk factors (e.g., bankruptcy, lien position or troubled debt restructuring), indicates that the loan, or some portion thereof, is uncollectible as per our historical experience, or the collateral has been repossessed. We charge-off secured consumer loans no later than 180 days past due. Most consumer loans and lines of credit, not secured by automobiles or residential real estate, are charged-off once they have reached 120-180 days past due.

For secured collateral dependent loans, collateral values are updated at least annually and subsequent declines in collateral values are charged-off resulting in incremental provision for credit loss. Subsequent increases in collateral values may be reflected as an adjustment to the ALLL to reflect the expectation of recoveries in an amount greater than previously expected, limited to amounts previously charged-off.

#### Accounting for Nonperforming Assets and Leases and Other Nonaccrual Loans

For nonaccrual loans, interest income accrual and deferred fee/cost recognition is discontinued. Additionally, depending on whether the accrued interest has been incorporated into the ACL estimates, as discussed in the Accrued Interest section of this Note 1, the accrued and uncollected interest is either reversed through Net interest income (if a CECL reserve is not maintained for accrued interest) or charged-off against the allowance (if a CECL reserve is maintained for accrued interest), except for credit cards, where we reverse any accrued interest through Net interest income at the time of charge-off, as per industry standard practice. Nonaccrual loans that are also collateral dependent may be charged-off to reduce the basis to the fair value of collateral less costs to sell.

If payment is received on a nonaccrual loan, generally the payment is first applied to the remaining principal balance; payments are then applied to recover any charged-off amounts related to the loan. Finally, if both principal balance and any charge-offs have been recovered, then the payment will be recorded as fee and interest income. For certain consumer loans, the receipt of interest payments is recognized as interest income on a cash basis. Cash basis income recognition is applied if a loan's amortized cost basis is deemed fully collectible and the loan has performed for at least six months.

For TDRs, payments are applied based upon their contractual terms unless the related loan is deemed non-performing. TDRs are generally included in nonperforming and nonaccrual loans. However, after a reasonable period of time, generally six months, in which the loan performs under restructured terms and meets other performance indicators, it is returned to performing/accruing status. This return to performing/accruing status demonstrates that the bank expects to collect all of the loan's remaining contractual principal and interest. TDRs resulting from (i) borrowers that have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us, and (ii) borrowers that are not currently obligated to make both principal and interest payments under the restructured terms are not returned to accrual status.

Other nonaccrual loans are generally not returned to accrual status until the borrower has performed in accordance with the contractual terms and other performance indicators for at least six months, the period of time which was determined to demonstrate the expected collection of the loan's remaining contractual principal and interest. Nonaccrual loans with partially charged-off principal are not returned to accrual. When a nonperforming loan is returned to accrual status, it is then considered a performing loan.

Foreclosed assets consist of any asset seized or property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure. OREO comprises principally commercial and residential real estate properties obtained in partial or total satisfaction of loan obligations. After obtaining a foreclosure judgment, or in some jurisdictions the initiation of proceedings under a power of sale in the loan instruments, the property will be sold. When we are awarded title or completion of deed-in-lieu of foreclosure, we transfer the loan to foreclosed assets included in Other assets on our Consolidated Balance Sheet. Property obtained in satisfaction of a loan is initially recorded at estimated fair value less cost to sell. Based upon the estimated fair value less cost to sell, the amortized cost basis of the loan is adjusted and a charge-off/recovery is recognized to the ALLL. We estimate fair values primarily based on appraisals, or sales agreements with third parties. Subsequently, foreclosed assets are valued at the lower of the amount recorded at acquisition date or estimated fair value less cost to sell. Valuation adjustments on these assets and gains or losses realized from disposition of such property are reflected in Other noninterest expense.

For certain mortgage loans that have a government guarantee, we establish a separate other receivable upon foreclosure. The receivable is measured based on the loan balance (inclusive of principal and interest) that is expected to be recovered from the guarantor.

See Note 4 Loans and Related Allowance for Credit Losses in this Report for additional information on nonperforming assets, TDRs and credit quality indicators related to our loan portfolio.

#### Allowance for Credit Losses

Our ACL, in accordance with the CECL standard, is based on historical loss experience, current borrower risk characteristics, current economic conditions, reasonable and supportable forecasts of future conditions and other relevant factors. We maintain the ACL at an appropriate level for expected losses on our existing investment securities, loans, equipment finance leases, other financial assets and unfunded lending related commitments, for the estimated contractual term of the assets or exposures as of the balance sheet date. The

remaining contractual term of assets in scope of CECL is estimated considering contractual maturity dates, prepayment expectations, utilization or draw expectations and any embedded extension options that do not allow us to unilaterally cancel the extension options. For products without a fixed contractual maturity date (*e.g.*, credit cards), we rely on historical payment behavior to determine the length of the paydown or default time period.

We estimate expected losses on a pooled basis using a combination of (i) the expected losses over a reasonable and supportable forecast period, (ii) a period of reversion to long run average expected losses where applicable and (iii) the long run average expected losses for the remaining estimated contractual term. For all assets and unfunded lending related commitments in the scope of CECL, the ACL also includes individually assessed reserves and qualitative reserves, as applicable.

We use forward-looking information in estimating expected credit losses for our reasonable and supportable forecast period. For this purpose, we use forecasted scenarios produced by PNC's Economics Team, which are designed to reflect business cycles and their related estimated probabilities. The forecast length that we have determined to be reasonable and supportable is three years. As noted in the methodology discussions that follow, forward-looking information is incorporated into the expected credit loss estimates. Such forward looking information includes forecasted relevant macroeconomic variables, which are estimated using quantitative macroeconomic models, analysis from PNC economists and management judgment.

The reversion period is used to bridge our three year reasonable and supportable forecast period and the long run average expected credit losses. We consider a number of factors in determining the duration of the reversion period, such as contractual maturity of the asset, observed historical patterns and the estimated credit loss rates at the end of the forecast period relative to the beginning of the long run average period. The reversion period is typically 1-3 years, if not immediate.

The long run average expected credit losses are derived from long run historical credit loss information adjusted for the credit quality of the current portfolio, and therefore do not consider current and forecasted economic conditions.

See the following sections related to investment securities, loans, trade receivables, other financial assets and unfunded lending related commitments for details about specific methodologies.

#### **Allowance for Investment Securities**

A significant portion of our investment securities are issued or guaranteed by either the U.S. government (U.S. Treasury or GNMA) or a government-sponsored agency (FNMA or FHLMC). Taking into consideration historical information and current and forecasted conditions, we do not expect to incur any credit losses on these securities.

Investment securities that are not issued or guaranteed by the U.S. government or a government-sponsored agency consist of both securitized products, such as non-agency mortgage and asset-backed securities, as well as non-securitized products, such as corporate and municipal debt securities. A discounted cash flow approach is primarily used to determine the amount of the allowance required. The estimates of expected cash flows are determined using macroeconomic sensitive models taking into consideration the reasonable and supportable forecast period and scenarios discussed above. Additional factors unique to a specific security may also be taken into consideration when estimating expected cash flows. The cash flows expected to be collected, after considering expected prepayments, are discounted at the effective interest rate. For an available-for-sale security, the amount of the allowance is limited to the difference between the amortized cost basis of the security and its estimated fair value.

See Note 3 Investment Securities in this Report for additional information about the investment securities portfolio.

### Allowance for Loan and Lease Losses

Our pooled expected loss methodology is based upon the quantification of risk parameters, such as PD, LGD and EAD for a loan or loan segment. We also consider the impact of prepayments and amortization on contractual maturity in our expected loss estimates. We use historical credit loss information, current borrower risk characteristics and forecasted economic variables for the reasonable and supportable forecast period, coupled with analytical methods, to estimate these risk parameters by loan or loan segments. PD, LGD and EAD parameters are calculated for each forecasted scenario and the long run average period, and combined to generate expected loss estimates by scenario. The following matrix provides key credit risk characteristics that we use to estimate these risk parameters.

Loan Class	Probability of Default	Loss Given Default	Exposure at Default
<b>Commercial</b>			
<b>Commercial and industrial / Equipment lease financing</b>	<ul style="list-style-type: none"> <li>• For wholesale obligors: internal risk ratings based on borrower characteristics and industry</li> <li>• For retail small balance obligors: credit score, delinquency status, and product type</li> </ul>	<ul style="list-style-type: none"> <li>• Collateral type, collateral value, industry, size and outstanding exposure for secured loans</li> <li>• Capital structure, industry and size for unsecured loans</li> <li>• For retail small balance obligors, product type and credit scores</li> </ul>	<ul style="list-style-type: none"> <li>• Outstanding balances, commitment, contractual maturities and historical prepayment experience for loans</li> <li>• Current utilization and historical pre-default draw experience for lines</li> </ul>
<b>Commercial real estate</b>	<ul style="list-style-type: none"> <li>• Property performance metrics, property type, market and risk pool for the forecast period</li> <li>• For the long run average period, internal risk ratings based on borrower characteristics</li> </ul>	<ul style="list-style-type: none"> <li>• Property values and anticipated liquidation costs</li> </ul>	<ul style="list-style-type: none"> <li>• Outstanding balances, commitment, contractual maturities and historical prepayment experience for loans</li> </ul>
<b>Consumer</b>			
<b>Home equity / Residential real estate</b>	<ul style="list-style-type: none"> <li>• Borrower credit scores, delinquency status, origination vintage, LTV and contractual maturity</li> </ul>	<ul style="list-style-type: none"> <li>• Collateral characteristics, LTV and costs to sell</li> </ul>	<ul style="list-style-type: none"> <li>• Outstanding balances, contractual maturities and historical prepayment experience for loans</li> <li>• Current utilization and historical pre-default draw experience for lines</li> </ul>
<b>Automobile</b>	<ul style="list-style-type: none"> <li>• Borrower credit scores, delinquency status, borrower income, LTV and contractual maturity</li> </ul>	<ul style="list-style-type: none"> <li>• New vs. used, LTV and borrower credit scores</li> </ul>	<ul style="list-style-type: none"> <li>• Outstanding balances, contractual maturities and historical prepayment experience</li> </ul>
<b>Credit card</b>	<ul style="list-style-type: none"> <li>• Borrower credit scores, delinquency status, utilization, payment behavior and months on book</li> </ul>	<ul style="list-style-type: none"> <li>• Borrower credit scores and credit line amount</li> </ul>	<ul style="list-style-type: none"> <li>• Pay-down curves are developed using a pro-rata method and estimated using borrower behavior segments, payment ratios and borrower credit scores</li> </ul>
<b>Education / Other consumer</b>	<ul style="list-style-type: none"> <li>• Net charge-off and pay-down rates by vintage are used to estimate expected losses in lieu of discrete risk parameters</li> </ul>		

The following matrix describes the key economic variables that are consumed during our forecast period by loan class, as well as other assumptions that are used for our reversion and long run average approaches.

Loan Class	Forecast Period - Key Economic Variables	Reversion Method	Long Run Average
<b>Commercial</b>			
<b>Commercial and industrial / Equipment lease financing</b>	•GDP and Gross Domestic Income measures, employment related variables and personal income and consumption measures	• Immediate reversion	•Average parameters determined based on internal and external historical data •Modeled parameters using long run economic conditions for retail small balance obligors
<b>Commercial real estate</b>	• CRE Price Index, unemployment rates, GDP, corporate bond yield and interest rates	• Immediate reversion	• Average parameters determined based on internal and external historical data
<b>Consumer</b>			
<b>Home equity / Residential real estate</b>	•Unemployment rates, HPI and interest rates	• Straight-line over 3 years	•Modeled parameters using long run economic conditions
<b>Automobile</b>	•Unemployment rates, HPI, personal consumption expenditure and Manheim used car index	• Straight-line over 1 year	•Average parameters determined based on internal and external historical data
<b>Credit card</b>	•Unemployment rates, personal consumption expenditure and HPI	• Straight-line over 2 years	•Modeled parameters using long run economic conditions
<b>Education / Other consumer</b>	•Net charge-off and pay-down rates by vintage are used to estimate expected losses in lieu of discrete risk parameters		

After the forecast period, we revert to the long run average over the reversion period noted above, which is the period between the end of the forecast period and when losses are estimated to have completely reverted to the long run average.

Once we have developed a combined estimate of credit losses (i.e., for the forecast period, reversion period and long run average) under each of the forecasted scenarios, we produce a probability-weighted credit loss estimate by loan class. We then add or deduct any qualitative components and other adjustments, such as individually assessed loans, to produce the ALLL. See the Individually Assessed Component and Qualitative Component discussions that follow in this Note 1 for additional information about those adjustments.

#### Discounted Cash Flow

In addition to TDRs, we also use a discounted cash flow methodology for our home equity and residential real estate loan classes. We determine effective interest rates considering contractual cash flows adjusted for estimated prepayments. Changes in the ALLL due to the impact of the passage of time under the discounted cash flow estimate are recognized through the provision for credit losses.

#### Individually Assessed Component

Loans and leases that do not share similar risk characteristics with a pool of loans are individually assessed as follows:

- For commercial nonperforming loans greater than or equal to a defined dollar threshold, reserves are based on an analysis of the present value of the loan's expected future cash flows or the fair value of the collateral, if appropriate under our policy for collateral dependent loans. Nonperforming commercial loans below the defined threshold, and accruing TDRs are reserved for under a pooled basis.
- For consumer nonperforming loans classified as collateral dependent, charge-off and ALLL related to recovery of amounts previously charged-off are evaluated through an analysis of the fair value of the collateral less costs to sell.

#### Qualitative Component

While our reserve methodologies strive to reflect all relevant credit risk factors, there continues to be uncertainty associated with, but not limited to, potential imprecision in the estimation process due to the inherent time lag of obtaining information and normal variations between expected and actual outcomes. We may hold additional reserves that are designed to provide coverage for losses attributable to such risks. The ACL also takes into account factors that may not be directly measured in the determination of individually assessed or pooled reserves. Such qualitative factors may include, but are not limited to:

- Industry concentrations and conditions, including the impacts of COVID-19 on highly impacted segments,
- Changes in market conditions, including regulatory and legal requirements,
- Changes in the nature and volume of our portfolio,
- Recent credit quality trends, including the impact of COVID-19 hardship related loan modifications,
- Recent loss experience in particular portfolios, including specific and unique events,
- Recent macroeconomic factors that may not be reflected in the forecast information,
- Limitations of available input data, including historical loss information and recent data such as collateral values,
- Model imprecision and limitations,
- Changes in lending policies and procedures, including changes in loss recognition and mitigation policies and procedures,
- Timing of available information, including the performance of first lien positions.

See Note 4 Loans and Related Allowance for Credit Losses for additional information about our loan portfolio and the related allowance.

#### **Accrued Interest**

When accrued interest is reversed or charged-off in a timely manner, the CECL standard provides a practical expedient to exclude accrued interest from ACL measurement. We consider our nonaccrual and charge-off policies to be timely for all of our investment securities, loans and leases, with the exception of consumer credit cards, education loans and certain unsecured consumer lines of credit. We consider the length of time before nonaccrual/charge-off and the use of appropriate other triggering events for nonaccrual and charge-offs in making this determination. Pursuant to these policy elections, we calculate reserves for accrued interest on credit cards, education loans and certain unsecured consumer lines of credit, which are then included within the ALLL. See the Debt Securities and Nonperforming Loans and Leases sections of this Note 1 for additional information on our nonaccrual and charge-off policies.

Additionally, pursuant to our use of a discounted cash flow methodology in estimating credit losses for our home equity and residential real estate loan classes, applicable reserves for accrued interest are also included within the ALLL for these loan classes.

#### **Purchased Credit Deteriorated Loans or Securities**

The allowance for PCD loans or securities is determined at the time of acquisition (including January 1, 2020 when certain purchased impaired loans were grandfathered and transitioned to PCD upon adoption of CECL), as the estimated expected credit loss of the outstanding balance or par value, based on the methodologies described previously for loans and securities. In accordance with CECL, the allowance recognized at acquisition is added to the acquisition date purchase price to determine the asset's amortized cost basis.

#### **Allowance for Unfunded Lending Related Commitments**

We maintain the allowance for unfunded lending related commitments on off-balance sheet credit exposures that are not unconditionally cancelable (e.g., unfunded loan commitments, letters of credit and certain financial guarantees), at a level we believe is appropriate as of the balance sheet date to absorb expected credit losses on these exposures. Other than the estimation of the probability of funding, this reserve is estimated in a manner similar to the methodology used for determining reserves for loans and leases. See the Allowance for Loan and Lease Losses section of this Note 1 for the key credit risk characteristics for unfunded lending related commitments. The allowance for unfunded lending related commitments is recorded as a liability on the Consolidated Balance Sheet. Net adjustments to this reserve are included in the provision for credit losses.

See Note 4 Loans and Related Allowance for Credit Losses for additional information about this allowance.

#### **Allowance for Other Financial Assets**

We determine the allowance for other financial assets (e.g., trade receivables, servicing advances on PNC-owned loans, balances with banks) considering historical loss information and other available indicators. In certain cases where there are no historical, current or forecast indicators of an expected credit loss, we may estimate the reserve to be close to zero. As of December 31, 2021, the allowance for other financial assets was immaterial.

#### **Loans Held for Sale**

We designate loans as held for sale when we have the intent and ability to sell them. At the time of designation to held for sale, any ACL is reversed, and a valuation allowance for the shortfall between the amortized cost basis and the net realizable value is recognized, excluding the amounts already charged off. Similarly, when loans are no longer considered held for sale, the valuation allowance (net of writedowns) is reversed, and an allowance for credit losses is established, excluding the amounts already charged-off. Write-downs on these loans (if required) are recorded as charge-offs through the valuation allowance. Adjustments to the valuation allowance on held for sale loans are recognized in Other noninterest income.

We have elected to account for certain commercial and residential mortgage loans held for sale at fair value. The changes in the fair value of the commercial mortgage loans are measured and recorded in Other noninterest income while such changes for the residential

mortgage loans are measured and recorded in Residential mortgage noninterest income each period. See Note 15 Fair Value for additional information.

Interest income with respect to loans held for sale is accrued based on the principal amount outstanding and the loan's contractual interest rate.

In certain circumstances, loans designated as held for sale may be transferred to held for investment based on a change in strategy. We transfer these loans at the lower of cost or estimated fair value; however, any loans originated or purchased for the held for sale portfolio and for which the fair value option has been elected remain at fair value for the life of the loan.

### **Loan Sales, Loan Securitizations and Retained Interests**

We recognize the sale of loans or other financial assets when the transferred assets are legally isolated from our creditors and the appropriate accounting criteria are met. We have sold mortgage and other loans through securitization transactions. In a securitization, financial assets are transferred into trusts or to SPEs in transactions to effectively legally isolate the assets from us.

In a securitization, the trust or SPE issues beneficial interests in the form of senior and subordinated securities backed or collateralized by the assets sold to the trust. The senior classes of the asset-backed securities typically receive investment grade credit ratings at the time of issuance. These ratings are generally achieved through the creation of lower-rated subordinated classes of asset-backed securities, as well as subordinated or residual interests. In certain cases, we may retain a portion or all of the securities issued, interest-only strips, one or more subordinated tranches, servicing rights and, in some cases, cash reserve accounts. Securitized loans are removed from the balance sheet and a net gain or loss is recognized in Noninterest income at the time of initial sale. Gains or losses recognized on the sale of the loans depend on the fair value of the loans sold and the retained interests at the date of sale. We generally estimate the fair value of the retained interests based on the present value of future expected cash flows using assumptions as to discount rates, interest rates, prepayment speeds, credit losses and servicing costs, if applicable.

With the exception of loan sales to certain U.S. government-chartered entities, our loan sales and securitizations are generally structured without recourse to us except for representations and warranties and with no restrictions on the retained interests. We originate, sell and service commercial mortgage loans under the FNMA DUS program. Under the provisions of the DUS program, we participate in a loss-sharing arrangement with FNMA. When we are obligated for loss-sharing or recourse, our policy is to record such liabilities initially at fair value and subsequently reserve for estimated losses in accordance with guidance contained in applicable GAAP.

### **Variable Interest Entities**

A VIE is a corporation, partnership, limited liability company, or any other legal structure used to conduct activities or hold assets generally that either:

- Does not have equity investors with voting rights that can directly or indirectly make decisions about the entity's most significant economic activities through those voting rights or similar rights, or
- Has equity investors that do not provide sufficient equity for the entity to finance its activities without additional subordinated financial support.

A VIE often holds financial assets, including loans or receivables, real estate or other property.

VIEs are assessed for consolidation under ASC 810 – *Consolidation* when we hold a variable interest in these entities. We consolidate a VIE if we are its primary beneficiary. The primary beneficiary of a VIE is determined to be the party that meets both of the following criteria: (i) has the power to make decisions that most significantly affect the economic performance of the VIE; and (ii) has the obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. Upon consolidation of a VIE, we recognize all of the VIE's assets, liabilities and noncontrolling interests on our Consolidated Balance Sheet. On a quarterly basis, we determine whether any changes occurred requiring a reassessment of whether we are the primary beneficiary of an entity.

See Note 5 Loan Sale and Servicing Activities and Variable Interest Entities for information about VIEs that we consolidate as well as those that we do not consolidate but in which we hold a significant variable interest.

### **Mortgage Servicing Rights**

We provide servicing under various loan servicing contracts for commercial and residential loans. These contracts are either purchased in the open market or retained as part of a loan securitization or loan sale. All acquired or originated servicing rights are measured at fair value. Fair value is based on the present value of the expected future net cash flows, including assumptions as to:

- Deposit balances and interest rates for escrow and commercial reserve earnings,
- Discount rates,
- Estimated prepayment speeds, and

- Estimated servicing costs.

We measure commercial and residential MSR's at fair value in order to reduce any potential measurement mismatch between our economic hedges and the MSR's. We manage the risk by hedging the fair value of MSR's with derivatives and securities which are expected to increase in value when the value of the servicing right declines. Changes in the fair value of MSR's are recognized as gains/(losses). The fair value of these servicing rights is estimated by using a discounted cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs and other factors which are determined based on current market conditions. See Note 6 Goodwill and Mortgage Servicing Rights for additional information.

### **Goodwill**

Goodwill arising from business acquisitions represents the value attributable to unidentifiable intangible elements in the business acquired. At least annually, in the fourth quarter, or more frequently if events occur or circumstances have changed significantly from the annual test date, management performs the goodwill impairment test at a reporting unit level.

PNC may first perform a qualitative analysis to evaluate whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount. If, after considering all relevant events and circumstances, PNC determines it is not more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, then performing a quantitative impairment test is not necessary. If PNC elects to bypass the qualitative analysis, or concludes via qualitative analysis that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, a quantitative goodwill impairment test is performed. Inputs are generated and used in calculating the fair value of the reporting unit, which is compared to its carrying amount. The fair value of our reporting units is determined by using discounted cash flows and/or market comparability methodologies. If the fair value is greater than the carrying amount, then the reporting unit's goodwill is deemed not to be impaired. If the fair value is less than the carrying amount, an entity should recognize an impairment charge for the amount by which the carrying amount of goodwill exceeds the reporting unit's fair value. The loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. See Note 6 Goodwill and Mortgage Servicing Rights for additional information.

### **Leases**

#### **Lessor Arrangements**

We provide financing for various types of equipment, including aircraft, energy and power systems and vehicles through a variety of lease arrangements. Finance leases are carried at the aggregate of lease payments plus estimated residual value of the leased equipment, less unearned income. Leveraged leases, a form of financing leases, are carried net of nonrecourse debt. We recognize income over the term of the lease using the constant effective yield method. Lease residual values are reviewed for impairment at least annually. Gains or losses on the sale of leased assets are included in Other noninterest income. Valuation adjustments on operating lease residuals are included in Other noninterest expense while valuation adjustments on the net investment of a direct financing or sales-type lease are included in Provision for credit losses. Prior to the adoption of CECL, valuation adjustments on lease residuals were included in Other noninterest expense.

#### **Lessee Arrangements**

We lease retail branches, datacenters, office space, land and equipment under operating and finance leases. Under ASC 842, we elected the practical expedient to account for the lease and nonlease components of real estate leases and leases of advertising assets, such as signage, as a single lease component. For other leased asset classes, lease and nonlease components of new lease agreements are accounted for separately. In addition, we elected the practical expedient to not apply the recognition requirements under the standard to short-term leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet, as we recognize lease expense for these leases on a straight-line basis over the lease term. Generally, we have elected to use the Overnight Indexed Swap rate corresponding to the term of the lease at the lease measurement date as our incremental borrowing rate to measure the right-of-use-asset and lease liability.

See Note 7 Leases for additional information on our leasing arrangements.

### **Depreciation and Amortization**

For financial reporting purposes, we depreciate premises and equipment, net of salvage value, principally using the straight-line method over their estimated useful lives.

We use estimated useful lives for furniture and equipment ranging from one to 10 years, and depreciate buildings over an estimated useful life of up to 40 years. We amortize leasehold improvements over their estimated useful lives of up to 15 years or the respective lease terms, whichever is shorter.

We purchase, as well as internally develop and customize, certain software to enhance or perform internal business functions. Software development costs incurred in the planning and post-development project stages are charged to Noninterest expense. Costs associated with designing software configuration and interfaces, installation, coding programs and testing systems are capitalized and amortized using the straight-line method over periods ranging from one to 10 years.

We review the remaining useful lives and carrying values of premises and equipment to determine whether an event has occurred that would indicate a change in useful life is warranted or if any impairment exists.

### **Other Comprehensive Income**

Other comprehensive income, on an after-tax basis, primarily consists of unrealized gains or losses on debt securities, unrealized gains or losses on derivatives designated as cash flow hedges, and changes in plan assets and benefit obligations of pension and other postretirement benefit plans. Details of each component are included in Note 13 Other Comprehensive Income.

### **Treasury Stock**

We record common stock purchased for treasury at cost. At the date of subsequent reissue, the treasury stock account is reduced by the cost of such stock on the first-in, first-out basis.

### **Earnings Per Common Share**

Basic earnings per common share is calculated using the two-class method to determine income attributable to common shareholders. Unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities under the two-class method. Distributed dividends and dividend equivalents related to participating securities and an allocation of undistributed net income to participating securities reduce the amount of income attributable to common shareholders. In a period with a loss, no allocation will be made to the participating securities, as they do not have a contractual obligation to absorb losses. Income attributable to common shareholders is then divided by the weighted-average common shares outstanding for the period.

Diluted earnings per common share is calculated under the more dilutive of either the treasury method or the two-class method. For the diluted calculation, we increase the weighted-average number of shares of common stock outstanding by the assumed conversion of outstanding convertible preferred stock from the beginning of the year or date of issuance, if later, and the number of shares of common stock that would be issued assuming the exercise of stock options and warrants and the issuance of incentive shares using the treasury stock method. These adjustments to the weighted-average number of shares of common stock outstanding are made only when such adjustments will dilute earnings per common share. For periods in which there is a loss from continuing operations, any potential dilutive shares will be anti-dilutive. In this scenario, no potential dilutive shares will be included in the continuing operations, discontinued operations or total earnings per common share calculations, even if overall net income is reported. See Note 14 Earnings Per Share for additional information.

### **Fair Value of Financial Instruments**

The fair value of financial instruments and the methods and assumptions used in estimating fair value amounts and financial assets and liabilities for which fair value was elected are detailed in Note 15 Fair Value.

### **Derivative Instruments and Hedging Activities**

We use a variety of financial derivatives to both mitigate exposure to market (primarily interest rate) and credit risks inherent in our business activities, as well as to facilitate customer risk management activities. We manage these risks as part of our asset and liability management process and through credit policies and procedures.

We recognize all derivative instruments at fair value as either Other assets or Other liabilities on the Consolidated Balance Sheet and the related cash flows in the Operating Activities section of the Consolidated Statement of Cash Flows. Adjustments for counterparty credit risk are included in the determination of fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a cash flow or net investment hedging relationship. For all other derivatives, changes in fair value are recognized in earnings.

We utilize a net presentation for derivative instruments on the Consolidated Balance Sheet taking into consideration the effects of legally enforceable master netting agreements. Cash collateral exchanged with counterparties is also netted against the applicable derivative exposures by offsetting obligations to return, or general rights to reclaim, cash collateral against the fair values of the net derivatives being collateralized.

For those derivative instruments that are designated and qualify as accounting hedges, we designate the hedging instrument, based on the exposure being hedged, as a fair value hedge, a cash flow hedge or a hedge of the net investment in a foreign operation.

We formally document the relationship between the hedging instruments and hedged items, as well as the risk management objective and strategy, before undertaking an accounting hedge. To qualify for hedge accounting, the derivatives and related hedged items must be designated as a hedge at inception of the hedge relationship. In addition, a derivative must be highly effective at reducing the risk associated with the exposure being hedged. For accounting hedge relationships, we formally assess, both at the inception of the hedge and on an ongoing basis, if the derivatives are highly effective in offsetting designated changes in the fair value or cash flows of the hedged item. If it is determined that the derivative instrument is not highly effective, hedge accounting is discontinued. We assess effectiveness using statistical regression analysis. Where the critical terms of the derivative and hedged item match, effectiveness may be assessed qualitatively.

For derivatives that are designated as fair value hedges (*i.e.*, hedging the exposure to changes in the fair value of an asset or a liability attributable to a particular risk, such as changes in benchmark interest rates), changes in the fair value of the hedging instrument are recognized in earnings and offset by also recognizing in earnings the changes in the fair value of the hedged item attributable to the hedged risk. To the extent the change in fair value of the derivative does not offset the change in fair value of the hedged item, the difference is reflected in the Consolidated Income Statement in the same income statement line as the hedged item.

For derivatives designated as cash flow hedges (*i.e.*, hedging the exposure to variability in expected future cash flows), the gain or loss on derivatives is reported as a component of AOCI and subsequently reclassified to income in the same period or periods during which the hedged cash flows affect earnings and recorded in the same income statement line item as the hedged cash flows. For derivatives designated as a hedge of net investment in a foreign operation, the gain or loss on the derivatives is reported as a component of AOCI.

We discontinue hedge accounting when it is determined that the derivative no longer qualifies as an effective hedge; the derivative expires or is sold, terminated or exercised; or the derivative is de-designated as a fair value or cash flow hedge or, for a cash flow hedge, it is no longer probable that the forecasted transaction will occur by the end of the originally specified time period. We purchase or originate financial instruments that contain an embedded derivative. For financial instruments not measured at fair value with changes in fair value reported in earnings, we assess, at inception of the transaction, if the economic characteristics of the embedded derivative are clearly and closely related to the economic characteristics of the host contract, and whether a separate instrument with the same terms as the embedded derivative would be a derivative. If the embedded derivative is not clearly and closely related to the host contract and meets the definition of a derivative, the embedded derivative is recorded separately from the host contract with changes in fair value recorded in earnings, unless we elect to account for the hybrid instrument at fair value.

We enter into commitments to originate residential and commercial mortgage loans for sale. We also enter into commitments to purchase or sell commercial and residential real estate loans. These commitments are accounted for as free-standing derivatives which are recorded at fair value in Other assets or Other liabilities on the Consolidated Balance Sheet. Any gain or loss from the change in fair value after the inception of the commitment is recognized in Noninterest income.

See Note 16 Financial Derivatives for additional information.

### **Income Taxes**

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that we expect will apply at the time when we believe the differences will reverse. Changes in tax rates and tax law are accounted for in the period of enactment. Thus, at the enactment date, deferred taxes are remeasured and the change is recognized in Income Tax expense. The recognition of deferred tax assets requires an assessment to determine the realization of such assets. Realization refers to the incremental benefit achieved through the reduction in future taxes payable or refunds receivable from the deferred tax assets, assuming that the underlying deductible differences and carryforwards are the last items to enter into the determination of future taxable income. We establish a valuation allowance for tax assets when it is more likely than not that they will not be realized, based upon all available positive and negative evidence.

We use the proportional amortization method for LIHTC investments, whereby the associated investment tax credits are recognized as a reduction to tax expense. We use the deferral method of accounting for all other tax credit investments. Under this method, the investment tax credits are recognized as a reduction to the related asset.

## **Revenue Recognition**

We earn interest and noninterest income from various sources, including:

- Lending,
- Securities portfolio,
- Asset management,
- Loan sales, loan securitizations, and servicing,
- Brokerage services,
- Sale of loans and securities,
- Certain private equity activities, and
- Securities, derivatives and foreign exchange activities.

In addition, we earn fees and commissions from:

- Issuing loan commitments, standby letters of credit and financial guarantees,
- Deposit account services,
- Merchant services,
- Selling various insurance products,
- Providing treasury management services including money transfer services,
- Providing merger and acquisition advisory and related services,
- Debit and credit card transactions, and
- Participating in certain capital markets transactions.

Service charges on deposit accounts are recognized when earned. Brokerage fees and gains and losses on the sale of securities and certain derivatives are recognized on a trade-date basis.

We record private equity income or loss based on changes in the valuation of the underlying investments or when we dispose of our interest.

We recognize gain/(loss) on changes in the fair value of certain financial instruments where we have elected the fair value option. These financial instruments include certain commercial and residential mortgage loans originated for sale, certain residential mortgage portfolio loans and resale agreements. We also recognize gain/(loss) on changes in the fair value of residential and commercial MSRs.

We recognize revenue from servicing residential mortgages, commercial mortgages and other consumer loans for others as earned based on the specific contractual terms. These revenues are reported on the Consolidated Income Statement in the line items Residential mortgage, Corporate services and Consumer services. We recognize revenue from securities, derivatives and foreign exchange customer-related trading, as well as securities underwriting activities, as these transactions occur or as services are provided. We generally recognize gains from the sale of loans upon meeting the derecognition criteria for transfers of financial assets. Mortgage revenue recognized is reported net of mortgage repurchase reserves.

For the fee-based revenue within the scope of ASC 606 - *Revenue from Contracts with Customers*, revenue is recognized when or as those services are transferred to the customer. See Note 24 Fee-Based Revenue from Contracts with Customers for additional information related to revenue within the scope of ASC 606.

## **Discontinued Operations**

A disposal of an asset or business that meets the criteria for held for sale classification is reported as discontinued operations when the disposal represents a strategic shift that has had, or will have a major effect on our operating results. We report an asset as held for sale when management has approved or received approval to sell the asset and is committed to a formal plan, the asset is available for immediate sale, the asset is being actively marketed, the sale is anticipated to occur during the ensuing year and certain other specified criteria are met. An asset classified as held for sale is recorded at the lower of its carrying amount or estimated fair value less cost to sell. If the carrying amount of the asset exceeds its estimated fair value, the asset is written down to its fair value upon the held for sale designation.

When presenting discontinued operations, assets classified as held for sale are segregated in the Consolidated Balance Sheet commencing in the period in which the asset meets all of the held for sale criteria described above and prior periods are recast. The results of discontinued operations are reported in discontinued operations in the Consolidated Income Statement for current and prior periods commencing in the period in which the asset or business is either disposed of or is classified as held for sale, including any gain or loss recognized on the sale or adjustment of the carrying amount to fair value less cost to sell.

## Recently Adopted Accounting Standards

Accounting Standards Update	Description	Financial Statement Impact
<b>Income Tax Simplification - ASU 2019-12</b>  Issued December 2019	<ul style="list-style-type: none"> <li>Simplifies the accounting for income taxes by eliminating certain exceptions in ASC 740, <i>Income Taxes</i>, relating to the approach for intraperiod tax allocation, the recognition of deferred tax liabilities for outside basis differences and the methodology for calculating income taxes in an interim period.</li> <li>Clarifies areas of the income tax guidance around franchise taxes partially based on income, step-ups in the tax basis of goodwill, and enacted changes in tax laws.</li> <li>Specifies that an entity is no longer required to allocate the consolidated amount of current and deferred tax expense to a legal entity that is not subject to tax in its separate financial statements.</li> </ul>	<ul style="list-style-type: none"> <li>Adopted January 1, 2021.</li> <li>The adoption of this standard did not impact our consolidated results of operations or our consolidated financial position. PNC will no longer allocate the consolidated amount of current and deferred income tax expense to certain qualifying stand-alone entities, which will impact the presentation of parent company tax expense subsequent to adoption.</li> </ul>
Accounting Standards Update	Description	Financial Statement Impact
<b>Reference Rate Reform - ASU 2020-04</b>  Issued March 2020  <b>Reference Rate Reform Scope - ASU 2021-01</b>  Issued January 2021	<ul style="list-style-type: none"> <li>Provides optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform (codified in ASC 848).</li> <li>Includes optional expedients related to contract modifications that allow an entity to account for modifications (if certain criteria are met) as if the modifications were only minor (assets within the scope of ASC 310, <i>Receivables</i>), were not substantial (assets within the scope of ASC 470, <i>Debt</i>) and/or did not result in remeasurements or reclassifications (assets within the scope of ASC 842, <i>Leases</i>, and other Topics) of the existing contract.</li> <li>Includes optional expedients related to hedging relationships within the scope of ASC 815, <i>Derivatives &amp; Hedging</i>, whereby changes to the critical terms of a hedging relationship do not require dedesignation if certain criteria are met. In addition, potential sources of ineffectiveness as a result of reference rate reform may be disregarded when performing some effectiveness assessments.</li> <li>Includes optional expedients and exceptions for contract modifications and hedge accounting that apply to derivative instruments impacted by the market-wide discounting transition.</li> <li>Guidance in these ASUs are effective as of March 12, 2020 through December 31, 2022.</li> </ul>	<ul style="list-style-type: none"> <li>ASU 2020-04 was adopted March 12, 2020. ASU 2021-01 was retrospectively adopted October 1, 2020.</li> <li>During the fourth quarter of 2020, we elected to apply certain optional expedients for contract modifications and hedging relationships to derivative instruments impacted by the market-wide discounting transition. These optional expedients remove the requirement to remeasure contract modifications or dedesignate hedging relationships due to reference rate reform. The elections made in the fourth quarter of 2020 apply only to derivative instruments impacted by the market-wide discounting transition, not all derivative instruments.</li> <li>During the first quarter of 2021, we elected to apply certain optional expedients to derivative instruments that were modified in the first quarter due to the adoption of fallback language recommended by the ISDA to address the anticipated cessation of LIBOR. These optional expedients remove the requirement to remeasure contract modifications or dedesignate hedging relationships due to reference rate reform.</li> <li>During the fourth quarter of 2021, we elected to apply certain optional expedients for contract modifications to receivables modified in the fourth quarter due to the cessation of 1-week and 2-month USD LIBOR tenors and non-USD Interbank Offered Rates. These optional expedients remove the requirement to assess whether the contract modification was more-than-minor in accordance with ASC 310. We also elected to apply certain optional expedients related to assessing hedge effectiveness to our cash flow hedge relationships affected by reference rate reform.</li> <li>We expect to continue to elect various optional expedients for contract modifications and hedge relationships affected by reference rate reform through the effective date of this guidance.</li> </ul>
Accounting Standards Update	Description	Financial Statement Impact
<b>SEC Paragraph Amendments - ASU 2020-09</b>  Issued October 2020	<ul style="list-style-type: none"> <li>Amends the financial disclosure requirements for guarantors and issuers of guaranteed securities registered or being registered, and issuers' affiliates whose securities collateralize securities registered or being registered in Regulation S-X.</li> <li>Improves disclosure requirements for both investors and registrants.</li> <li>Provides investors with material information given the specific facts and circumstances, making the disclosures easier to understand and reducing the costs and burdens to registrants.</li> </ul>	<ul style="list-style-type: none"> <li>Adopted January 4, 2021.</li> <li>In accordance with the requirements of this ASU, we included Exhibit 22 in the Exhibit Index of Item 15 of this Report to disclose PNC's guarantee of the PNC Capital Trust C preferred securities.</li> </ul>

## NOTE 2 ACQUISITION AND DIVESTITURE ACTIVITY

### Acquisition of BBVA USA Bancshares, Inc.

On June 1, 2021, PNC acquired BBVA including its U.S. banking subsidiary, BBVA USA, for \$1.5 billion in cash. PNC did not acquire the following entities as part of the acquisition: BBVA Securities, Inc., Propel Venture Partners Fund I, L.P. and BBVA Processing Services, Inc. This transaction has been accounted for as a business combination. Accordingly, the assets and liabilities from BBVA were recorded at fair value as of the acquisition date. The determination of fair value requires management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. Fair value estimates related to the assets and liabilities from BBVA are subject to adjustment for up to one year after the closing date of the acquisition as additional information becomes available. Valuations subject to adjustment include, but are not limited to, loans, certain deposits, certain other assets, customer relationships and core deposit intangibles.

On October 12, 2021, PNC converted approximately 2.6 million customers, 9,000 employees and over 600 branches across seven states, merging BBVA USA into PNC Bank.

PNC incurred merger and integration costs of \$798 million for the twelve months ended December 31, 2021, in connection with the transaction. These costs are recorded as contra-revenue and expense on the Consolidated Income Statement. The integration expenses are primarily related to personnel, technology, advisory and legal, with \$52 million direct acquisition-related costs. Cumulative costs through December 31, 2021 were \$805 million.

The following table includes the preliminary fair value of the identifiable tangible and intangible assets and liabilities from BBVA:

**Table 37: Acquisition Consideration**

In millions	June 1, 2021	
	Fair Value	
Fair value of acquisition consideration	\$	11,480
<b>Assets</b>		
Cash and due from banks	\$	969
Interest-earning deposits with banks		13,313
Loans held for sale		463
Investment securities – available for sale		18,358
Net loans		61,423
Equity investments		723
Mortgage servicing rights		35
Core deposit intangibles and other intangible assets		378
Other		3,527
Total assets	\$	99,189
<b>Liabilities</b>		
Deposits	\$	85,562
Borrowed funds		2,449
Accrued expenses and other liabilities		1,275
Total liabilities	\$	89,286
Noncontrolling interests		22
Less: Net assets	\$	9,881
Goodwill	\$	1,599

Preliminary goodwill of \$1.6 billion recorded in connection with the transaction resulted from the reputation, operating model and expertise of BBVA. The amount of goodwill recorded reflects the increased market share and related synergies that are expected to result from the acquisition, and represents the excess purchase price over the estimated fair value of the net assets from BBVA. The goodwill was allocated to each of our three business segments on a preliminary basis and is not deductible for income tax purposes. See Note 6 Goodwill and Mortgage Servicing Rights for additional information on the allocation of goodwill to the segments.

The following table includes the fair value and unpaid principal balance of the loans from the BBVA acquisition:

**Table 38: Fair Value and Unpaid Principal Balance of Loans from the BBVA Acquisition**

In millions	June 1, 2021	
	Unpaid Principal Balance	Fair Value
<b>Loans</b>		
<b>Commercial</b>		
Commercial and industrial	\$ 29,864	\$ 29,381
Commercial real estate	10,632	10,313
Equipment lease financing	48	48
Total commercial	40,544	39,742
<b>Consumer</b>		
Residential real estate	12,871	12,961
Home equity	2,430	2,423
Automobile	3,916	3,910
Credit card	820	758
Other consumer	1,688	1,629
Total consumer	21,725	21,681
Total	\$ 62,269	\$ 61,423

Other intangible assets from the BBVA acquisition as of June 1, 2021 consisted of the following:

**Table 39: Intangible Assets**

In millions	Fair Value	Weighted Life (years)	Amortization Method
Residential mortgage servicing rights	\$ 35	5.5	(a)
Core deposits	\$ 262	10.0	Accelerated
Other	116	9.8	Straight-line
Total core deposits and other	\$ 378		

(a) Intangible asset accounted for at fair value.

The following is a description of the methods used to determine the fair values of significant assets and liabilities.

#### Cash and Due from Banks and Interest-earning Deposits with Banks

The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets.

#### Loans Held for Sale

Residential mortgage loans are valued based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. The prices are adjusted as necessary to include the embedded servicing value in the loans and to take into consideration the specific characteristics of certain similar loans.

Personal installment loans are pooled based on delinquency status, and fair value of individual loans is calculated based on traded consumer unsecured loans, dealer research and loan level performance characteristics.

#### Available For Sale Securities

All investment securities from the BBVA acquisition were classified within the available for sale portfolio at acquisition. Fair value estimates for available for sale securities were determined by third-party pricing vendors. The third-party vendors use a variety of methods when pricing securities that incorporate relevant market data to arrive at an estimate of what a buyer in the marketplace would pay for a security under current market conditions. These methods include the use of quoted prices for the identical or a similar security, an alternative market-based approach or an income approach, such as a discounted cash flow pricing model.

#### Loans

Fair value for loans is based on a discounted cash flow methodology that considered credit loss and prepayment expectations, market interest rates and other market factors, such as liquidity, from the perspective of a market participant. Loan cash flows were generated on an individual loan basis. The PD, LGD, exposure at default and prepayment assumptions are the key factors driving credit losses which are embedded into the estimated cash flows.

### Equity Investments

Equity investments primarily include LIHTC investments and preservation fund investments. The fair value of the LIHTC investments was estimated based on LIHTC pricing observed for recent transactions in markets where the properties underlying the LIHTC investments from the BBVA acquisition are located. The fair value of the preservation investments was estimated based on appraisals and valuations of the properties in the investment portfolio using income and market projections.

### Mortgage Servicing Rights

The fair value of mortgage servicing rights from the BBVA acquisition is estimated by using a discounted cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs and other factors which are determined based on current market conditions.

### Core Deposit Intangible

This intangible asset represents the value of certain client deposit relationships. The fair value was estimated utilizing the cost method. Appropriate consideration was given to deposit costs including servicing costs, client retention and alternative funding source costs at the time of acquisition. The discount rate used was derived taking into account the estimated cost of equity, risk-free return rate and risk premium for the market and specific risk related to the asset's cash flows. The core deposit intangible is being amortized over 10 years using an accelerated depreciation methodology.

### Deposits

The fair values for time deposits were estimated by discounting contractual cash flows using current market rates for instruments with similar maturities. For deposits with no defined maturity, carrying values approximate fair values.

### Borrowed Funds

The fair values of long-term debt instruments were estimated based on quoted market prices.

The following table presents financial results of BBVA from the date of acquisition through September 30, 2021. BBVA information was fully integrated into PNC's processes and systems during system conversion in the fourth quarter of 2021 and as a result standalone BBVA financial results were no longer available.

**Table 40: BBVA Financial Results**

In millions	Four months ended September 30, 2021	
Net interest income	\$	768
Noninterest income	\$	285
Net income	\$	378

The following table presents unaudited pro forma results as if the acquisition of BBVA by PNC had occurred on January 1, 2020 and includes the impact of amortizing and accreting certain estimated purchase accounting adjustments such as intangible assets as well as fair value adjustments to loans, deposits and long-term debt. Merger and integration costs of \$798 million that have been incurred for the twelve months ended December 31, 2021 are included in the pro forma results. PNC's financial results include the divestiture of BlackRock of \$4.3 billion recorded in net income. Additionally, BBVA's financial results through the twelve months ended December 31, 2020 included a \$2.2 billion goodwill impairment charge recorded in noninterest expense. The pro forma information does not necessarily reflect the results that would have occurred had PNC acquired BBVA on January 1, 2020.

**Table 41: Unaudited Pro Forma Results**

In millions	Year ended December 31	
	2021	2020
Net interest income	\$ 11,662	\$ 12,413
Noninterest income	\$ 8,960	\$ 7,866
Net income	\$ 7,475	\$ 4,928

Under CECL, PNC is required to determine whether purchased loans held for investment have experienced more-than-insignificant deterioration in credit quality since origination. PNC considers a variety of factors in connection with the identification of more-than-insignificant deterioration in credit quality, including but not limited to nonperforming status, delinquency, risk ratings, TDR classification, FICO scores and other qualitative factors that indicate deterioration in credit quality since origination. PNC initially measures the amortized cost of a PCD loan by adding the acquisition date estimate of expected credit losses to the loan's purchase price. The initial ACL for PCD loans of \$1.1 billion was established through an adjustment to the BBVA loan balance and related purchase accounting mark. Non-PCD loans and PCD loans had a fair value of \$52.1 billion and \$9.4 billion at the acquisition date and unpaid principal balance of \$52.0 billion and \$10.3 billion, respectively. In accordance with U.S. GAAP, there was no carryover of the ACL that had been previously recorded by BBVA. Subsequent to acquisition, PNC recorded an ACL on non-PCD loans of \$1.0 billion through an increase to the provision for credit losses.

**Table 42: PCD Loan Activity**

In millions	June 1, 2021	
Principal Balance	\$	10,253
ACL at acquisition		(1,102)
Non-credit premium		219
Purchase price	\$	9,370

### **Sale of Equity Investment in Blackrock, Inc.**

In May 2020, PNC completed the sale of its 31.6 million shares of BlackRock, Inc., common and preferred stock through a registered secondary offering at a price of \$20 per share. In addition, BlackRock repurchased 2.65 million shares from PNC at a price of \$414.96 per share. The total proceeds from the sale were \$14.2 billion in cash, net of \$0.2 billion in expenses, and resulted in a gain on sale of \$4.3 billion. Additionally, PNC contributed 500,000 BlackRock shares to the PNC Foundation.

Following the sale and donation, PNC has divested its entire investment in BlackRock and only holds shares of BlackRock stock in a fiduciary capacity for clients of PNC.

The following table summarizes the results from the discontinued operations of BlackRock included in the Consolidated Income Statement:

**Table 43: Consolidated Income Statement - Discontinued Operations**

In millions	Year ended December 31	
	2020	2019
Noninterest income	\$ 5,777	\$ 988
Total revenue	5,777	988
Income from discontinued operations before income taxes	5,777	988
Income taxes	1,222	161
Net income from discontinued operations	\$ 4,555	\$ 827

The following table summarizes the cash flows of discontinued operations of BlackRock included in the Consolidated Statement of Cash Flows:

**Table 44: Consolidated Statement of Cash Flows - Discontinued Operations**

In millions	Year ended December 31	
	2020	2019
Cash flows from discontinued operations		
Net cash provided (used) by operating activities of discontinued operations	\$ (2,683)	\$ 299
Net cash provided by investing activities of discontinued operations	\$ 14,225	

## NOTE 3 INVESTMENT SECURITIES

The following table summarizes our available for sale and held to maturity portfolios by major security type:

**Table 45: Investment Securities Summary**

In millions	December 31, 2021				December 31, 2020			
	Amortized Cost	Unrealized		Fair Value	Amortized Cost	Unrealized		Fair Value
		Gains	Losses			Gains	Losses	
<b>Securities Available for Sale</b>								
U.S. Treasury and government agencies	\$ 46,210	\$ 324	\$ (370)	\$ 46,164	\$ 19,821	\$ 903	\$ (13)	\$ 20,711
Residential mortgage-backed								
Agency	67,326	695	(389)	67,632	47,355	1,566	(10)	48,911
Non-agency	927	231		1,158	1,272	243	(14)	1,501
Commercial mortgage-backed								
Agency	1,740	39	(6)	1,773	2,571	119	(2)	2,688
Non-agency	3,423	31	(18)	3,436	3,678	78	(67)	3,689
Asset-backed	6,380	60	(31)	6,409	5,060	100	(10)	5,150
Other	4,792	186	(14)	4,964	4,415	293		4,708
Total securities available for sale (a) (b)	\$ 130,798	\$ 1,566	\$ (828)	\$ 131,536	\$ 84,172	\$ 3,302	\$ (116)	\$ 87,358
<b>Securities Held to Maturity</b>								
U.S. Treasury and government agencies	\$ 814	\$ 76		\$ 890	\$ 795	\$ 125		\$ 920
Other	612	27	(7)	632	646	42	(3)	685
Total securities held to maturity (c)	\$ 1,426	\$ 103	\$ (7)	\$ 1,522	\$ 1,441	\$ 167	\$ (3)	\$ 1,605

(a) The accrued interest associated with our available for sale portfolios totaled \$322 million and \$238 million at December 31, 2021 and 2020, respectively. These amounts are included in Other assets on the Consolidated Balance Sheet.

(b) Amortized cost is presented net of allowance of \$ 130 million and \$79 million for securities available for sale at December 31, 2021 and 2020, respectively.

(c) Credit ratings represent a primary credit quality indicator used to monitor and manage credit risk. 86% and 85% of our securities held to maturity were rated AAA/AA as of December 31, 2021 and 2020, respectively.

The fair value of investment securities is impacted by interest rates, credit spreads, market volatility and liquidity conditions. Securities available for sale are carried at fair value with net unrealized gains and losses included in Shareholders' equity as AOCI, unless credit related. Net unrealized gains and losses are determined by taking the difference between the fair value of a security and its amortized cost, net of any allowance. Securities held to maturity are carried at amortized cost less any allowance. Investment securities at December 31, 2021 included \$0.8 billion of net unsettled purchases which represent non-cash investing activity, and accordingly, are not reflected on the Consolidated Statement of Cash Flows. The comparable amount for December 31, 2020 was \$0.2 billion.

We maintain the allowance for investment securities at levels that we believe to be appropriate as of the balance sheet date to absorb expected credit losses on our portfolio. As of December 31, 2021, the allowance for investment securities was \$33 million and primarily related to non-agency commercial mortgage-backed securities in the available for sale portfolio. The comparable amount at December 31, 2020 was \$2 million. The provision for credit losses on investment securities was \$51 million and \$80 million for the twelve months ended December 31, 2021 and 2020, respectively. See Note 1 Accounting Policies for a discussion of the methodologies used to determine the allowance for investment securities.

Table 46 presents the gross unrealized losses and fair value of securities available for sale that do not have an associated allowance for investment securities at December 31, 2021 and 2020. These securities are segregated between investments that had been in a continuous unrealized loss position for less than twelve months and twelve months or more, based on the point in time that the fair value declined below the amortized cost basis. All securities included in the table have been evaluated to determine if a credit loss exists. As part of that assessment, as of December 31, 2021, we concluded that we do not intend to sell and believe we will not be required to sell these securities prior to recovery of the amortized cost basis.

**Table 46: Gross Unrealized Loss and Fair Value of Securities Available for Sale Without an Allowance for Credit Losses**

In millions	Unrealized loss position less than 12 months		Unrealized loss position 12 months or more		Total	
	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value
<b>December 31, 2021</b>						
U.S. Treasury and government agencies	\$ (370)	\$ 32,600		\$	(370)	\$ 32,600
Residential mortgage-backed						
Agency	(369)	41,521	(20)	1,489	(389)	43,010
Commercial mortgage-backed						
Agency	(5)	451	(1)	60	(6)	511
Non-agency	(4)	1,453	(3)	474	(7)	1,927
Asset-backed	(29)	3,465	(2)	188	(31)	3,653
Other	(13)	1,405			(13)	1,405
Total securities available for sale	\$ (790)	\$ 80,895	\$ (26)	\$ 2,211	\$ (816)	\$ 83,106
<b>December 31, 2020</b>						
U.S. Treasury and government agencies	\$ (13)	\$ 603		\$	(13)	\$ 603
Residential mortgage-backed						
Agency	(8)	3,152	(2)	82	(10)	3,234
Non-agency	(7)	119	(7)	73	(14)	192
Commercial mortgage-backed						
Agency			(2)	149	(2)	149
Non-agency	(13)	972	(7)	714	(20)	1,686
Asset-backed	(1)	339	(9)	706	(10)	1,045
Total securities available for sale	\$ (42)	\$ 5,185	\$ (27)	\$ 1,724	\$ (69)	\$ 6,909

Information relating to gross realized securities gains and losses from the sales of securities is set forth in the following table:

**Table 47: Gains (Losses) on Sales of Securities Available for Sale**

Year ended December 31 In millions	Gross Gains		Gross Losses		Net Gains		Tax Expense
2021	\$	360	\$	(296)	\$	64	\$ 13
2020	\$	307	\$	(2)	\$	305	\$ 64
2019	\$	69	\$	(21)	\$	48	\$ 10

The following table presents, by remaining contractual maturity, the amortized cost, fair value and weighted-average yield of debt securities at December 31, 2021:

**Table 48: Contractual Maturity of Debt Securities**

December 31, 2021 Dollars in millions	1 Year or Less		After 1 Year through 5 Years		After 5 Years through 10 Years		After 10 Years		Total
<b>Securities Available for Sale</b>									
U.S. Treasury and government agencies	\$	5,367	\$	27,890	\$	10,823	\$	2,130	\$ 46,210
Residential mortgage-backed									
Agency		1		97		2,682		64,546	67,326
Non-agency						2		925	927
Commercial mortgage-backed									
Agency		79		335		816		510	1,740
Non-agency				142		154		3,127	3,423
Asset-backed		87		2,110		566		3,617	6,380
Other		277		2,181		1,693		641	4,792
Total securities available for sale at amortized cost	\$	5,811	\$	32,755	\$	16,736	\$	75,496	\$ 130,798
Fair value	\$	5,851	\$	32,696	\$	16,788	\$	76,201	\$ 131,536
Weighted-average yield, GAAP basis (a)		1.40 %		1.10 %		1.67 %		2.41 %	1.94 %
<b>Securities Held to Maturity</b>									
U.S. Treasury and government agencies			\$	327	\$	196	\$	291	\$ 814
Other	\$	175		263		113		61	612
Total securities held to maturity at amortized cost	\$	175	\$	590	\$	309	\$	352	\$ 1,426
Fair value	\$	177	\$	621	\$	357	\$	367	\$ 1,522
Weighted-average yield, GAAP basis (a)		3.50 %		2.96 %		4.16 %		2.52 %	3.17 %

(a) Weighted-average yields are based on amortized cost with effective yields weighted for the contractual maturity of each security. Actual maturities and yields may differ as certain securities may be prepaid.

At December 31, 2021, there were no securities of a single issuer, other than FNMA and FHLMC, that exceeded 10% of total shareholders' equity. The FNMA and FHLMC investments had a total amortized cost of \$33.8 billion and \$25.0 billion and fair value of \$34.2 billion and \$24.8 billion, respectively.

The following table presents the fair value of securities that have been either pledged to or accepted from others to collateralize outstanding borrowings:

**Table 49: Fair Value of Securities Pledged and Accepted as Collateral**

In millions	December 31 2021		December 31 2020	
Pledged to others	\$	27,349	\$	22,841
Accepted from others:				
Permitted by contract or custom to sell or repledge	\$	707	\$	683
Permitted amount repledged to others	\$	707	\$	683

The securities pledged to others include positions held in our portfolio of investment securities, trading securities and securities accepted as collateral from others that we are permitted by contract or custom to sell or repledge, and were used to secure public and trust deposits, repurchase agreements and for other purposes. See Note 16 Financial Derivatives for information related to securities pledged and accepted as collateral for derivatives.

## NOTE 4 LOANS AND RELATED ALLOWANCE FOR CREDIT LOSSES

### Loan Portfolio

Our loan portfolio consists of two portfolio segments – Commercial and Consumer. Each of these segments comprises multiple loan classes. Classes are characterized by similarities in risk attributes and the manner in which we monitor and assess credit risk.

Commercial	Consumer
<ul style="list-style-type: none"><li>• Commercial and industrial</li><li>• Commercial real estate</li><li>• Equipment lease financing</li></ul>	<ul style="list-style-type: none"><li>• Residential real estate</li><li>• Home equity</li><li>• Automobile</li><li>• Credit card</li><li>• Education</li><li>• Other consumer</li></ul>

See Note 1 Accounting Policies for additional information on our loan related policies.

### Credit Quality

We closely monitor economic conditions and loan performance trends to manage and evaluate our exposure to credit risk within the loan portfolio based on our defined loan classes. In doing so, we use several credit quality indicators, including trends in delinquency rates, nonperforming status, analysis of PD and LGD ratings, updated credit scores and originated and updated LTV ratios.

The measurement of delinquency status is based on the contractual terms of each loan. Loans that are 30 days or more past due in terms of payment are considered delinquent. Loan delinquencies include government insured or guaranteed loans, loans accounted for under the fair value option and PCD loans.

Table 50 presents the composition and delinquency status of our loan portfolio at December 31, 2021 and 2020. We manage credit risk based on the risk profile of the borrower, repayment sources, underlying collateral and other support given current events, economic conditions and expectations. We refine our practices to meet the changing environment and the continuing effects of the COVID-19 pandemic. To mitigate losses and enhance customer support, we have customer assistance, loan modification and collection programs that align with the CARES Act and subsequent interagency guidance.

As a result, under the CARES Act credit reporting rules, certain loans modified due to COVID-19 related hardships are not being reported as past due as of December 31, 2021 and 2020 based on the contractual terms of the loan, even where borrowers may not be making payments on their loans during the modification period. Loan modifications due to COVID-19 related hardships that permanently reduce either the contractual interest rate or the principal balance of a loan do not qualify for TDR relief under the CARES Act or the interagency guidance.

**Table 50: Analysis of Loan Portfolio (a) (b)**

Dollars in millions	Accruing					Total Past Due (c)	Nonperforming Loans	Fair Value Option Nonaccrual Loans (d)	Total Loans (e) (f)
	Current or Less Than 30 Days Past Due	30-59 Days Past Due	60-89 Days Past Due	90 Days Or More Past Due					
<b>December 31, 2021</b>									
Commercial									
Commercial and industrial	\$ 151,698	\$ 235	\$ 72	\$ 132	\$ 439	\$ 796		\$ 152,933	
Commercial real estate	33,580	46	24	1	71	364		34,015	
Equipment lease financing	6,095	25	2		27	8		6,130	
Total commercial	191,373	306	98	133	537	1,168		193,078	
Consumer									
Residential real estate	37,706	379	119	328	826 (c)	517	\$ 663	39,712	
Home equity	23,305	53	18		71	596	89	24,061	
Automobile	16,252	146	40	14	200	183		16,635	
Credit card	6,475	49	33	62	144	7		6,626	
Education	2,400	43	25	65	133 (c)			2,533	
Other consumer	5,644	35	22	17	74	9		5,727	
Total consumer	91,782	705	257	486	1,448	1,312	752	95,294	
Total	\$ 283,155	\$ 1,011	\$ 355	\$ 619	\$ 1,985	\$ 2,480	\$ 752	\$ 288,372	
Percentage of total loans	98.19 %	0.35 %	0.12 %	0.21 %	0.69 %	0.86 %	0.26 %	100.00 %	
<b>December 31, 2020</b>									
Commercial									
Commercial and industrial	\$ 131,245	\$ 106	\$ 26	\$ 30	\$ 162	\$ 666		\$ 132,073	
Commercial real estate	28,485	6	1		7	224		28,716	
Equipment lease financing	6,345	31	5		36	33		6,414	
Total commercial	166,075	143	32	30	205	923		167,203	
Consumer									
Residential real estate	20,945	181	78	319	578 (c)	528	\$ 509	22,560	
Home equity	23,318	50	21		71	645	54	24,088	
Automobile	13,863	134	34	12	180	175		14,218	
Credit card	6,074	43	30	60	133	8		6,215	
Education	2,785	55	29	77	161 (c)			2,946	
Other consumer	4,656	14	10	11	35	7		4,698	
Total consumer	71,641	477	202	479	1,158	1,363	563	74,725	
Total	\$ 237,716	\$ 620	\$ 234	\$ 509	\$ 1,363	\$ 2,286	\$ 563	\$ 241,928	
Percentage of total loans	98.27 %	0.26 %	0.10 %	0.21 %	0.56 %	0.94 %	0.23 %	100.00 %	

(a) Amounts in table represent loans held for investment and do not include any associated ALLL.

(b) The accrued interest associated with our loan portfolio totaled \$ 0.7 billion at both December 31, 2021 and 2020. These amounts are included in Other assets on the Consolidated Balance Sheet.

(c) Past due loan amounts include government insured or guaranteed Residential real estate loans and Education loans totaling \$ 0.4 billion and \$0.1 billion at December 31, 2021. Comparable amounts at December 31, 2020 were \$0.4 billion and \$0.2 billion.

(d) Consumer loans accounted for under the fair value option for which we do not expect to collect substantially all principal and interest are subject to nonaccrual accounting and classification upon meeting any of our nonaccrual policies. Given that these loans are not accounted for at amortized cost, these loans have been excluded from the nonperforming loan population.

(e) Includes unearned income, unamortized deferred fees and costs on originated loans and premiums or discounts on purchased loans totaling \$ 0.7 billion and \$1.3 billion at December 31, 2021 and 2020, respectively.

(f) Collateral dependent loans totaled \$1.7 billion and \$1.5 billion at December 31, 2021 and 2020, respectively.

In the normal course of business, we originate or purchase loan products with contractual characteristics that, when concentrated, may increase our exposure as a holder of those loan products. Possible product features that may create a concentration of credit risk would include a high original or updated LTV ratio, terms that may expose the borrower to future increases in repayments above increases in market interest rates and interest-only loans, among others.

We originate interest-only loans to commercial borrowers. Such credit arrangements are usually designed to match borrower cash flow expectations (e.g., working capital lines, revolving). These products are standard in the financial services industry and product features are considered during the underwriting process to mitigate the increased risk that the interest-only feature may result in borrowers not being able to make interest and principal payments when due. We do not believe that these product features create a concentration of credit risk.

At December 31, 2021, we pledged \$25.7 billion of commercial and other loans to the Federal Reserve Bank and \$66.2 billion of residential real estate and other loans to the Federal Home Loan Bank as collateral for the ability to borrow, if necessary. The comparable amounts at December 31, 2020 were \$30.1 billion and \$69.0 billion, respectively. Amounts pledged reflect the unpaid principal balances.

### Nonperforming Assets

Nonperforming assets include nonperforming loans and leases, OREO and foreclosed assets. Nonperforming loans are those loans accounted for at amortized cost whose credit quality has deteriorated to the extent that full collection of contractual principal and interest is not probable and include nonperforming TDRs and PCD loans. Interest income is not recognized on these loans. Loans accounted for under the fair value option are reported as performing loans; however, when nonaccrual criteria is met, interest income is not recognized on these loans. Additionally, certain government insured or guaranteed loans for which we expect to collect substantially all principal and interest are not reported as nonperforming loans and continue to accrue interest. See Note 1 Accounting Policies for additional information on our nonperforming loan and lease policies.

The following table presents our nonperforming assets as of December 31, 2021 and 2020, respectively.

**Table 51: Nonperforming Assets**

Dollars in millions	December 31 2021	December 31 2020
<b>Nonperforming loans</b>		
Commercial	\$ 1,168	\$ 923
Consumer (a)	1,312	1,363
Total nonperforming loans (b)	2,480	2,286
OREO and foreclosed assets	26	51
Total nonperforming assets	\$ 2,506	\$ 2,337
Nonperforming loans to total loans	0.86 %	0.94 %
Nonperforming assets to total loans, OREO and foreclosed assets	0.87 %	0.97 %
Nonperforming assets to total assets	0.45 %	0.50 %

(a) Excludes most unsecured consumer loans and lines of credit, which are charged off after 120 to 180 days past due and are not placed on nonperforming status.

(b) Nonperforming loans for which there is no related ALLL totaled \$ 1.0 billion at December 31, 2021 and primarily include loans with a fair value of collateral that exceeds the amortized cost basis. The comparable amount at December 31, 2020 was \$0.8 billion.

Nonperforming loans include certain loans whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties. In accordance with applicable accounting guidance, these loans are considered TDRs. See Note 1 Accounting Policies and the Troubled Debt Restructurings section of this Note 4 for additional information on TDRs.

Total nonperforming loans in Table 51 include TDRs of \$1.0 billion and \$0.9 billion at December 31, 2021 and 2020, respectively. TDRs that are performing, including consumer credit card TDR loans, totaled \$0.6 billion and \$0.7 billion at December 31, 2021 and 2020 and are excluded from nonperforming loans.

### Additional Credit Quality Indicators by Loan Class

#### Commercial and Industrial

For commercial and industrial loans, we monitor the performance of the borrower in a disciplined and regular manner based upon the level of credit risk inherent in the loan. To evaluate the level of credit risk, we assign an internal risk rating reflecting the borrower's PD and LGD. This two-dimensional credit risk rating methodology provides granularity in the risk monitoring process. These ratings are reviewed and updated, generally at least once per year. For small balance homogeneous pools of commercial and industrial loans and leases, we apply scoring techniques to assist in determining the PD. The combination of the PD and LGD ratings assigned to commercial and industrial loans, capturing both the combination of expectations of default and loss severity in the event of default, reflects credit quality characteristics as of the reporting date and are used as inputs into our loss forecasting process.

Based upon the amount of the lending arrangement and our risk rating assessment, we follow a formal schedule of written periodic reviews. Quarterly, we conduct formal reviews of a market's or business unit's loan portfolio, focusing on those loans which we perceive to be of higher risk, based upon PDs and LGDs, or loans for which credit quality is weakening. If circumstances warrant, it is our practice to review any customer obligation and its level of credit risk more frequently. We attempt to proactively manage our loans by using various procedures that are customized to the risk of a given loan, including ongoing outreach, contact, and assessment of obligor financial conditions, collateral inspection and appraisal.

#### Commercial Real Estate

We manage credit risk associated with our commercial real estate projects and commercial mortgages similar to commercial and industrial loans by evaluating PD and LGD. Risks associated with commercial real estate projects and commercial mortgage activities tend to be correlated to the loan structure and collateral location, project progress and business environment. As a result, these attributes are also monitored and utilized in assessing credit risk.

As with the commercial and industrial loan class, a formal schedule of periodic reviews is also performed to assess market/geographic risk and business unit/industry risk. Often as a result of these reviews, more in-depth reviews and increased scrutiny are placed on areas of higher risk, such as adverse changes in risk ratings, deteriorating operating trends, and/or areas that concern management. These reviews are designed to assess risk and facilitate actions to mitigate such risks.

#### Equipment Lease Financing

We manage credit risk associated with our equipment lease financing loan class similar to commercial and industrial loans by analyzing PD and LGD.

Based upon the dollar amount of the lease and the level of credit risk, we follow a formal schedule of periodic reviews. Generally, this occurs quarterly, although we have established practices to review such credit risk more frequently if circumstances warrant. Our review process entails analysis of the following factors: equipment value/residual value, exposure levels, jurisdiction risk, industry risk, guarantor requirements and regulatory compliance as applicable.

The following table presents credit quality indicators for the commercial loan classes:

**Table 52: Commercial Credit Quality Indicators (a)**

December 31, 2021 In millions	Term Loans by Origination Year						Revolving Loans Converted to Term	Total Loans		
	2021	2020	2019	2018	2017	Prior				
<b>Commercial and industrial</b>										
Pass Rated	\$ 27,104	\$ 12,053	\$ 10,731	\$ 6,698	\$ 6,355	\$ 11,759	\$ 71,230	\$ 90	\$ 146,020	
Criticized	283	368	815	649	496	824	3,448	30	6,913	
Total commercial and industrial	27,387	12,421	11,546	7,347	6,851	12,583	74,678	120	152,933	
<b>Commercial real estate</b>										
Pass Rated	4,110	4,109	6,355	4,234	2,634	7,562	436		29,440	
Criticized	294	298	999	820	566	1,552	46		4,575	
Total commercial real estate	4,404	4,407	7,354	5,054	3,200	9,114	482		34,015	
<b>Equipment lease financing</b>										
Pass Rated	1,212	1,190	942	682	507	1,410			5,943	
Criticized	37	54	41	29	19	7			187	
Total equipment lease financing	1,249	1,244	983	711	526	1,417			6,130	
Total commercial	\$ 33,040	\$ 18,072	\$ 19,883	\$ 13,112	\$ 10,577	\$ 23,114	\$ 75,160	\$ 120	\$ 193,078	

December 31, 2020 In millions	Term Loans by Origination Year							Revolving Loans Converted to Term		Total Loans								
	2020	2019	2018	2017	2016	Prior												
<b>Commercial and industrial</b>																		
Pass Rated	\$	31,680	\$	13,340	\$	8,209	\$	5,956	\$	4,242	\$	7,141	\$	54,775	\$	53	\$	125,396
Criticized		339		702		578		334		224		351		4,130		19		6,677
Total commercial and industrial		32,019		14,042		8,787		6,290		4,466		7,492		58,905		72		132,073
<b>Commercial real estate</b>																		
Pass Rated		3,709		6,268		3,426		2,841		2,341		6,792		218				25,595
Criticized		319		548		148		423		400		1,159		124				3,121
Total commercial real estate		4,028		6,816		3,574		3,264		2,741		7,951		342				28,716
<b>Equipment lease financing</b>																		
Pass Rated		1,429		1,202		942		738		405		1,350						6,066
Criticized		78		92		86		39		22		31						348
Total equipment lease financing		1,507		1,294		1,028		777		427		1,381						6,414
Total commercial	\$	37,554	\$	22,152	\$	13,389	\$	10,331	\$	7,634	\$	16,824	\$	59,247	\$	72	\$	167,203

(a) Loans in our commercial portfolio are classified as Pass Rated or Criticized based on the regulatory definitions, which are driven by the PD and LGD ratings that we assign. The Criticized classification includes loans that were rated special mention, substandard or doubtful as of December 31, 2021 and 2020.

#### Residential Real Estate and Home Equity

We use several credit quality indicators, including delinquency information, nonperforming loan information, updated credit scores and originated and updated LTV ratios, to monitor and manage credit risk within the residential real estate and home equity loan classes. A summary of credit quality indicators follows:

Delinquency/Delinquency Rates: We monitor trending of delinquency/delinquency rates for residential real estate and home equity loans. See Table 50 for additional information.

Nonperforming Loans: We monitor trending of nonperforming loans for residential real estate and home equity loans. See Table 50 for additional information.

Credit Scores: We use a national third-party provider to update FICO credit scores for residential real estate and home equity loans at least quarterly. The updated scores are incorporated into a series of credit management reports, which are utilized to monitor the risk in the loan classes.

LTV (inclusive of CLTV for first and subordinate lien positions): At least quarterly, we update the property values of real estate collateral and calculate an updated LTV ratio. For open-end credit lines secured by real estate in regions experiencing significant declines in property values, more frequent valuations may occur. We examine LTV migration and stratify LTV into categories to monitor the risk in the loan classes.

We use a combination of original LTV and updated LTV for internal risk management and reporting purposes (e.g., line management, loss mitigation strategies). In addition to the fact that estimated property values by their nature are estimates, given certain data limitations, it is important to note that updated LTVs may be based upon management's assumptions (i.e., if an updated LTV is not provided by the third-party service provider, HPI changes will be incorporated in arriving at management's estimate of updated LTV).

Updated LTV is estimated using modeled property values. The related estimates and inputs are based upon an approach that uses a combination of third-party automated valuation models, broker price opinions, HPI indices, property location, internal and external balance information, origination data and management assumptions. We generally utilize origination lien balances provided by a third-party, where applicable, which do not include an amortization assumption when calculating updated LTV. Accordingly, the results of the calculations do not represent actual appraised loan level collateral or updated LTV based upon lien balances held by others, and as such, are necessarily imprecise and subject to change as we refine our methodology.

The following table presents credit quality indicators for the residential real estate and home equity loan classes:

**Table 53: Credit Quality Indicators for Residential Real Estate and Home Equity Loan Classes**

December 31, 2021 In millions	Term Loans by Origination Year						Revolving Loans Converted to Term			Total Loans
	2021	2020	2019	2018	2017	Prior	Revolving Loans			
Residential real estate										
Current estimated LTV ratios										
Greater than 100%	\$ 10	\$ 52	\$ 21	\$ 12	\$ 13	\$ 77			\$	185
Greater than or equal to 80% to 100%	1,460	560	221	86	66	190				2,583
Less than 80%	15,213	7,822	2,834	1,004	1,570	7,385				35,828
No LTV available	275	6	1	1		22				305
Government insured or guaranteed loans	3	33	37	30	39	669				811
Total residential real estate	\$ 16,961	\$ 8,473	\$ 3,114	\$ 1,133	\$ 1,688	\$ 8,343			\$	39,712
Updated FICO scores										
Greater than or equal to 780	\$ 11,110	\$ 5,898	\$ 1,996	\$ 596	\$ 1,029	\$ 4,052			\$	24,681
720 to 779	4,921	1,735	643	247	345	1,619				9,510
660 to 719	717	463	255	136	133	796				2,500
Less than 660	83	103	96	75	94	848				1,299
No FICO score available	127	241	87	49	48	359				911
Government insured or guaranteed loans	3	33	37	30	39	669				811
Total residential real estate	\$ 16,961	\$ 8,473	\$ 3,114	\$ 1,133	\$ 1,688	\$ 8,343			\$	39,712
Home equity										
Current estimated LTV ratios										
Greater than 100%	\$ 1	\$ 16	\$ 14	\$ 3	\$ 2	\$ 25	\$ 329	\$ 90	\$	480
Greater than or equal to 80% to 100%	7	85	62	13	11	66	990	674		1,908
Less than 80%	204	2,487	1,189	370	549	3,200	7,868	5,806		21,673
Total home equity	\$ 212	\$ 2,588	\$ 1,265	\$ 386	\$ 562	\$ 3,291	\$ 9,187	\$ 6,570	\$	24,061
Updated FICO scores										
Greater than or equal to 780	\$ 124	\$ 1,619	\$ 692	\$ 201	\$ 364	\$ 2,035	\$ 5,490	\$ 3,320	\$	13,845
720 to 779	61	666	348	96	116	642	2,283	1,679		5,891
660 to 719	23	248	167	56	53	327	1,071	872		2,817
Less than 660	4	53	57	32	28	277	325	615		1,391
No FICO score available		2	1	1	1	10	18	84		117
Total home equity	\$ 212	\$ 2,588	\$ 1,265	\$ 386	\$ 562	\$ 3,291	\$ 9,187	\$ 6,570	\$	24,061

December 31, 2020 In millions	Term Loans by Origination Year						Revolving Loans Converted to Term		
	2020	2019	2018	2017	2016	Prior	Revolving Loans	Converted to Term	Total Loans
<b>Residential real estate</b>									
Current estimated LTV ratios									
Greater than 100%	\$ 3	\$ 52	\$ 26	\$ 42	\$ 41	160			\$ 324
Greater than or equal to 80% to 100%	495	422	127	156	124	307			1,631
Less than 80%	7,491	3,656	992	1,706	1,847	3,991			19,683
Government insured or guaranteed loans	7	28	27	38	57	765			922
Total residential real estate	\$ 7,996	\$ 4,158	\$ 1,172	\$ 1,942	\$ 2,069	\$ 5,223			\$ 22,560
Updated FICO scores									
Greater than or equal to 780	\$ 5,425	\$ 3,099	\$ 814	\$ 1,432	\$ 1,538	\$ 2,551			\$ 14,859
720 to 779	2,268	820	220	340	335	818			4,801
660 to 719	252	161	76	98	92	475			1,154
Less than 660	40	48	33	31	41	485			678
No FICO score available	4	2	2	3	6	129			146
Government insured or guaranteed loans	7	28	27	38	57	765			922
Total residential real estate	\$ 7,996	\$ 4,158	\$ 1,172	\$ 1,942	\$ 2,069	\$ 5,223			\$ 22,560
<b>Home equity</b>									
Current estimated LTV ratios									
Greater than 100%	\$ 8	\$ 44	\$ 18	\$ 15	\$ 9	\$ 88	\$ 580	\$ 279	\$ 1,041
Greater than or equal to 80% to 100%	517	320	59	42	25	158	1,781	591	3,493
Less than 80%	2,909	1,636	513	773	660	3,754	6,433	2,876	19,554
Total home equity	\$ 3,434	\$ 2,000	\$ 590	\$ 830	\$ 694	\$ 4,000	\$ 8,794	\$ 3,746	\$ 24,088
Updated FICO scores									
Greater than or equal to 780	\$ 2,019	\$ 1,094	\$ 311	\$ 525	\$ 449	\$ 2,467	\$ 5,382	\$ 1,480	\$ 13,727
720 to 779	1,028	558	153	181	145	777	2,137	941	5,920
660 to 719	334	273	86	84	66	402	985	625	2,855
Less than 660	52	74	39	39	33	345	277	620	1,479
No FICO score available	1	1	1	1	1	9	13	80	107
Total home equity	\$ 3,434	\$ 2,000	\$ 590	\$ 830	\$ 694	\$ 4,000	\$ 8,794	\$ 3,746	\$ 24,088

#### Automobile, Credit Card, Education and Other Consumer

We monitor a variety of credit quality information in the management of these consumer loan classes. For all loan types, we generally use a combination of internal loan parameters as well as an updated FICO score. We use FICO scores as a primary credit quality indicator for automobile and credit card loans, as well as non-government guaranteed or non-insured education loans and other secured and unsecured lines and loans. Internal credit metrics, such as delinquency status, are heavily relied upon as credit quality indicators for government guaranteed or insured education loans and consumer loans to high net worth individuals, as internal credit metrics are more relevant than FICO scores for these types of loans.

Along with the monitoring of delinquency trends and losses for each class, FICO credit score updates are obtained at least quarterly along with a variety of credit bureau attributes. Loans with high FICO scores tend to have a lower likelihood of loss. Conversely, loans with low FICO scores tend to have a higher likelihood of loss.

The following table presents credit quality indicators for the automobile, credit card, education and other consumer loan classes:

**Table 54: Credit Quality Indicators for Automobile, Credit Card, Education and Other Consumer Loan Classes**

December 31, 2021 In millions	Term Loans by Origination Year							Revolving Loans Converted to Term			Total Loans							
	2021	2020	2019	2018	2017	Prior	Revolving Loans											
Updated FICO Scores																		
Automobile																		
FICO score greater than or equal to 780	\$	3,247	\$	1,496	\$	1,380	\$	533	\$	226	\$	79	\$		6,961			
720 to 779		2,119		983		1,030		499		195		62			4,888			
660 to 719		969		609		772		413		155		44			2,962			
Less than 660		277		315		583		429		162		58			1,824			
Total automobile	\$	6,612	\$	3,403	\$	3,765	\$	1,874	\$	738	\$	243	\$		16,635			
Credit card																		
FICO score greater than or equal to 780											\$	1,815	\$	2	\$	1,817		
720 to 779												1,836		9		1,845		
660 to 719												1,856		19		1,875		
Less than 660												943		29		972		
No FICO score available or required (a)												114		3		117		
Total credit card											\$	6,564	\$	62	\$	6,626		
Education																		
FICO score greater than or equal to 780	\$	37	\$	60	\$	77	\$	62	\$	48	\$	392	\$			676		
720 to 779		20		29		37		30		21		160				297		
660 to 719		7		9		11		11		7		73				118		
Less than 660		1		1		2		2		2		25				33		
No FICO score available or required (a)		11		10		7		2				1				31		
Total loans using FICO credit metric		76		109		134		107		78		651				1,155		
Other internal credit metrics												1,378				1,378		
Total education	\$	76	\$	109	\$	134	\$	107	\$	78	\$	2,029	\$			2,533		
Other consumer																		
FICO score greater than or equal to 780	\$	199	\$	131	\$	123	\$	47	\$	12	\$	32	\$	95	\$	1	\$	640
720 to 779		250		172		167		68		15		19		125				816
660 to 719		190		145		165		82		16		11		122				731
Less than 660		50		62		85		54		10		6		50		1		318
Total loans using FICO credit metric		689		510		540		251		53		68		392		2		2,505
Other internal credit metrics		87		31		35		23		22		48		2,955		21		3,222
Total other consumer	\$	776	\$	541	\$	575	\$	274	\$	75	\$	116	\$	3,347	\$	23	\$	5,727

December 31, 2020 In millions	Term Loans by Origination Year							Revolving Loans	Revolving Loans Converted to Term	Total Loans				
	2020	2019	2018	2017	2016	Prior								
Updated FICO Scores														
Automobile														
FICO score greater than or equal to 780	\$	1,807	\$	1,915	\$	807	\$	452	\$	246	\$	58	\$	5,285
720 to 779		1,098		1,581		789		381		167		44		4,060
660 to 719		617		1,222		684		288		109		31		2,951
Less than 660		192		776		598		240		87		29		1,922
Total automobile	\$	3,714	\$	5,494	\$	2,878	\$	1,361	\$	609	\$	162	\$	14,218
Credit card														
FICO score greater than or equal to 780									\$	1,635	\$	3	\$	1,638
720 to 779										1,724		11		1,735
660 to 719										1,765		26		1,791
Less than 660										902		51		953
No FICO score available or required (a)										94		4		98
Total credit card									\$	6,120	\$	95	\$	6,215
Education														
FICO score greater than or equal to 780	\$	34	\$	90	\$	74	\$	59	\$	50	\$	428	\$	735
720 to 779		24		46		38		28		20		190		346
660 to 719		15		15		14		9		6		90		149
Less than 660		3		2		3		2		2		37		49
No FICO score available or required (a)		16		10		6		3				1		36
Education loans using FICO credit metric		92		163		135		101		78		746		1,315
Other internal credit metrics										1,631				1,631
Total education	\$	92	\$	163	\$	135	\$	101	\$	78	\$	2,377	\$	2,946
Other consumer														
FICO score greater than or equal to 780	\$	162	\$	187	\$	63	\$	21	\$	5	\$	42	\$	567
720 to 779		197		247		82		22		5		22		698
660 to 719		127		210		81		17		3		14		570
Less than 660		28		86		41		9		2		8		228
Other consumer loans using FICO credit metric		514		730		267		69		15		86		2,063
Other internal credit metrics		67		33		37		26		60		75		2,635
Total other consumer	\$	581	\$	763	\$	304	\$	95	\$	75	\$	161	\$	4,698

(a) Loans with no FICO score available or required generally refers to new accounts issued to borrowers with limited credit history, accounts for which we cannot obtain an updated FICO score (e.g., recent profile changes), cards issued with a business name and/or cards secured by collateral. Management proactively assesses the risk and size of this loan category and, when necessary, takes actions to mitigate the credit risk.

### **Troubled Debt Restructurings**

A TDR is a loan whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulty. Loans that have been restructured for COVID-19 related hardships and meet certain criteria under the CARES Act are not categorized as TDRs. See Note 1 Accounting Policies for additional information related to TDRs.

Table 55 quantifies the number of loans that were classified as TDRs as well as the change in the loans' balance as a result of becoming a TDR during 2021, 2020 and 2019. Additionally, the table provides information about the types of TDR concessions. The Principal Forgiveness TDR category includes principal forgiveness and accrued interest forgiveness. The Rate Reduction TDR category includes reduced interest rate and interest deferral. The Other TDR category primarily includes consumer borrowers that have been discharged from personal liability through Chapter 7 bankruptcy and have not formally reaffirmed their loan obligations to us, as well as postponement/reduction of scheduled amortization and contractual extensions for both consumer and commercial borrowers.

In some cases, there have been multiple concessions granted on one loan. This is most common within the commercial loan portfolio. When there have been multiple concessions granted in the commercial loan portfolio, the principal forgiveness concession was prioritized for purposes of determining the inclusion in Table 55. Second in priority would be rate reduction. In the event that multiple concessions are granted on a consumer loan, concessions resulting from discharge from personal liability through Chapter 7 bankruptcy without formal affirmation of the loan obligations to us would be prioritized and included in the Other type of concession in Table 55. After that, consumer loan concessions would follow the previously discussed priority of concessions for the commercial loan portfolio.

**Table 55: Financial Impact and TDRs by Concession Type**

During the year ended December 31, 2021 (a) Dollars in millions	Number of Loans	Pre-TDR Amortized Cost Basis (b)	Post-TDR Amortized Cost Basis (c)			
			Principal Forgiveness	Rate Reduction	Other	Total
Commercial	57	\$ 536	\$ 6	\$ 510	\$ 516	
Consumer	6,109	108	\$ 64	33	97	
Total TDRs	6,166	\$ 644	\$ 6	\$ 64	\$ 543	\$ 613
During the year ended December 31, 2020 (a) Dollars in millions						
Commercial	73	\$ 513	\$ 39	\$ 56	\$ 346	\$ 441
Consumer	12,270	178	88	73	161	
Total TDRs	12,343	\$ 691	\$ 39	\$ 144	\$ 419	\$ 602

(a) Impact of partial charge-offs at TDR date is included in this table.

(b) Represents the amortized cost basis of the loans as of the quarter end prior to TDR designation.

(c) Represents the amortized cost basis of the TDRs as of the end of the quarter in which the TDR occurs.

During the year ended December 31, 2019 (d) Dollars in millions	Number of Loans	Pre-TDR Recorded Investment (e)	Post-TDR Recorded Investment (f)			
			Principal Forgiveness	Rate Reduction	Other	Total
Commercial	75	\$ 278	\$ 11	\$ 241	\$ 252	
Consumer	14,548	172	97	64	161	
Total TDRs	14,623	\$ 450	\$ 108	\$ 305	\$ 413	

(d) Impact of partial charge-offs at TDR date are included in this table.

(e) Represents the recorded investment of the loans as of the quarter end prior to TDR designation, and excludes immaterial amounts of accrued interest receivable.

(f) Represents the recorded investment of the TDRs as of the end of the quarter in which the TDR occurs, and excludes immaterial amounts of accrued interest receivable.

After a loan is determined to be a TDR, we continue to track its performance under its most recent restructured terms. We consider a TDR to have subsequently defaulted when it becomes 60 days past due after the most recent date the loan was restructured. Loans that were both (i) classified as TDRs, and (ii) subsequently defaulted during the period totaled \$0.1 billion for each of the years ended December 31, 2021, 2020 and 2019, respectively.

#### **Allowance for Credit Losses**

We maintain the ACL related to loans at levels that we believe to be appropriate to absorb expected credit losses in the portfolios as of the balance sheet date. See Note 1 Accounting Policies for a discussion of the methodologies used to determine this allowance. A rollforward of the ACL related to loans follows:

**Table 56: Rollforward of Allowance for Credit Losses**

At or for the year ended December 31

In millions	2021			2020		
	Commercial	Consumer	Total	Commercial	Consumer	Total
<b><u>Allowance for loan and lease losses</u></b>						
Beginning balance	\$ 3,337	\$ 2,024	\$ 5,361	\$ 1,812	\$ 930	\$ 2,742
Adoption of ASU 2016-13 (a)				(304)	767	463
Beginning balance, adjusted	3,337	2,024	5,361	1,508	1,697	3,205
Acquisition PCD reserves	774	282	1,056			
Charge-offs	(434)	(667)	(1,101)	(407)	(785)	(1,192)
Recoveries	106	338	444	94	266	360
Net (charge-offs)	(328)	(329)	(657)	(313)	(519)	(832)
Provision for (recapture of) credit losses	(594)	(293)	(887)	2,139	846	2,985
Other	(4)	(1)	(5)	3		3
Ending balance	\$ 3,185	\$ 1,683	\$ 4,868	\$ 3,337	\$ 2,024	\$ 5,361
<b><u>Allowance for unfunded lending related commitments (b)</u></b>						
Beginning balance	\$ 485	\$ 99	\$ 584	\$ 316	\$ 2	\$ 318
Adoption of ASU 2016-13 (a)				53	126	179
Beginning balance, adjusted	485	99	584	369	128	497
Acquisition PCD reserves	43	3	46			
Provision for (recapture of) credit losses	36	(4)	32	116	(29)	87
Ending balance	\$ 564	\$ 98	\$ 662	\$ 485	\$ 99	\$ 584
Allowance for credit losses at December 31 (c)	\$ 3,749	\$ 1,781	\$ 5,530	\$ 3,822	\$ 2,123	\$ 5,945

(a) Represents the impact of adopting ASU 2016-13, Financial Instruments - *Credit Losses* on January 1, 2020 and our transition from an incurred loss methodology for our reserves to an expected credit loss methodology.

(b) See Note 11 Commitments for additional information about the underlying commitments related to this allowance.

(c) Represents the ALLL plus allowance for unfunded lending related commitments and excludes allowances for investment securities and other financial assets, which together totaled \$ 171 million and \$109 million at December 31, 2021 and 2020, respectively.

The ACL related to loans at December 31, 2021 totaled \$.5 billion, a decrease of \$0.4 billion since December 31, 2020. This decrease was primarily driven by the impacts from portfolio changes and an improved economic environment, partially offset by the addition of reserves related to the BBVA acquisition. The following summarizes the changes in these factors that influenced the current ACL during the year ended December 31, 2021:

- Portfolio changes that drove reserve declines included improvements in credit quality along with changes in portfolio composition reflecting both shifts in the portfolio mix and declines in certain loan balances.
- The improved economic environment was reflected in both the forecasted economic scenarios utilized in the quantitative models and the qualitative factor reserves. The economic scenarios used at December 31, 2021 were primarily driven by improvements in the outlook for both consumer spending and the labor market. Reductions in qualitative factor reserves reflect the improved economic environment's impact on specific high risk industries.
- Reserves in the current period reflect expected credit losses within the acquired BBVA loan portfolio.

#### Allowance for Loan and Lease Losses

Prior to January 1, 2020, we maintained our ALLL at levels we believed to be appropriate to absorb estimated probable credit losses incurred in the portfolios as of the balance sheet date. We used the two main portfolio segments - Commercial and Consumer, and developed and documented the ALLL under separate methodologies for each of these portfolio segments.

A rollforward of the ALLL and associated loan data follows:

**Table 57: Rollforward of Allowance for Loan and Lease Losses and Associated Loan Data**

At or for the year ended December 31

Dollars in millions	2019		
	Commercial	Consumer	Total
<b>Allowance for loan and lease losses</b>			
January 1	\$ 1,663	\$ 966	\$ 2,629
Charge-offs	(216)	(758)	(974)
Recoveries	78	254	332
Net (charge-offs)	(138)	(504)	(642)
Provision for credit losses	320	453	773
Net (increase) / decrease in allowance for unfunded loan commitments and letters of credit	(34)	1	(33)
Other	1	14	15
December 31	\$ 1,812	\$ 930	\$ 2,742
TDRs individually evaluated for impairment	\$ 40	\$ 93	\$ 133
Other loans individually evaluated for impairment	58		58
Loans collectively evaluated for impairment	1,714	563	2,277
Purchased impaired loans		274	274
December 31	\$ 1,812	\$ 930	\$ 2,742
<b>Loan portfolio</b>			
TDRs individually evaluated for impairment	\$ 361	\$ 1,303	\$ 1,664
Other loans individually evaluated for impairment	220		220
Loans collectively evaluated for impairment	160,021	75,477	235,498
Fair value option loans (a)		742	742
Purchased impaired loans		1,719	1,719
December 31	\$ 160,602	\$ 79,241	\$ 239,843

(a) Loans accounted for under the fair value option were not evaluated for impairment as these loans are accounted for at fair value. Accordingly, there was no allowance recorded on those loans.

## NOTE 5 LOAN SALE AND SERVICING ACTIVITIES AND VARIABLE INTEREST ENTITIES

### Loan Sale and Servicing Activities

We have transferred residential and commercial mortgage loans in securitization or sales transactions in which we have continuing involvement. These transfers have occurred through Agency securitization, Non-agency securitization, and loan sale transactions. Agency securitizations consist of securitization transactions with FNMA, FHLMC and GNMA (collectively, the Agencies). FNMA and FHLMC generally securitize our transferred loans into mortgage-backed securities for sale into the secondary market through SPEs that they sponsor. As an authorized GNMA issuer/servicer, we pool FHA and Department of VA insured loans into mortgage-backed securities for sale into the secondary market. In Non-agency securitizations, we have transferred loans into securitization SPEs. In other instances, third-party investors have also purchased our loans in loan sale transactions and in certain instances have subsequently sold these loans into securitization SPEs. Securitization SPEs utilized in the Agency and Non-agency securitization transactions are VIEs.

Our continuing involvement in the FNMA, FHLMC, and GNMA securitizations, Non-agency securitizations, and loan sale transactions generally consists of servicing, repurchasing previously transferred loans under certain conditions and loss share arrangements, and, in limited circumstances, holding of mortgage-backed securities issued by the securitization SPEs.

Depending on the transaction, we may act as the master, primary and/or special servicer to the securitization SPEs or third-party investors. Servicing responsibilities typically consist of collecting and remitting monthly borrower principal and interest payments, maintaining escrow deposits, performing loss mitigation and foreclosure activities, and, in certain instances, funding of servicing advances. Servicing advances, which are generally reimbursable, are made for principal and interest and collateral protection and are carried in Other assets at cost.

We earn servicing and other ancillary fees for our role as servicer and, depending on the contractual terms of the servicing arrangement, we can be terminated as servicer with or without cause. At the consummation date of each type of loan transfer where we retain the servicing, we recognize a servicing right at fair value. See Note 6 Goodwill and Mortgage Servicing Rights and Note 15 Fair Value for further discussion of our servicing rights.

Certain loans transferred to the Agencies contain ROAPs. Under these ROAPs, we hold an option to repurchase at par individual delinquent loans that meet certain criteria. In other limited cases, GNMA has granted us the right to repurchase current loans when we intend to modify the borrower's interest rate under established guidelines. When we have the unilateral ability to repurchase a loan, effective control over the loan has been regained and we recognize an asset (in either Loans or Loans held for sale) and a corresponding liability (in Other borrowed funds) on the balance sheet regardless of our intent to repurchase the loan.

The Agency and Non-agency mortgage-backed securities issued by the securitization SPEs that are purchased and held on our balance sheet are typically purchased in the secondary market. We do not retain any credit risk on our Agency mortgage-backed security positions as FNMA, FHLMC and the U.S. Government (for GNMA) guarantee losses of principal and interest.

We also have involvement with certain Agency and Non-agency commercial securitization SPEs where we have not transferred commercial mortgage loans. These SPEs were sponsored by independent third-parties and the loans held by these entities were purchased exclusively from other third-parties. Generally, our involvement with these SPEs is as servicer with servicing activities consistent with those described above.

We recognize a liability for our loss exposure associated with contractual obligations to repurchase previously transferred loans due to possible breaches of representations and warranties and also for loss sharing arrangements (recourse obligations) with the Agencies. Other than providing temporary liquidity under servicing advances and our loss exposure associated with our repurchase and recourse obligations, we have not provided nor are we required to provide any type of credit support, guarantees or commitments to the securitization SPEs or third-party investors in these transactions.

The following table provides cash flows associated with our loan sale and servicing activities:

**Table 58: Cash Flows Associated with Loan Sale and Servicing Activities**

In millions	Residential Mortgages	Commercial Mortgages (a)
<b>Cash Flows - Year ended December 31, 2021</b>		
Sales of loans (b)	\$ 8,426	\$ 3,611
Repurchases of previously transferred loans (c)	\$ 239	\$ 207
Servicing fees (d)	\$ 367	\$ 165
Servicing advances recovered/(funded), net	\$ (33)	\$ (26)
Cash flows on mortgage-backed securities held (e)	\$ 9,001	\$ 76
<b>Cash Flows - Year ended December 31, 2020</b>		
Sales of loans (b)	\$ 6,654	\$ 4,521
Repurchases of previously transferred loans (c)	\$ 673	\$ 229
Servicing fees (d)	\$ 338	\$ 133
Servicing advances recovered/(funded), net	\$ (32)	\$ (280)
Cash flows on mortgage-backed securities held (e)	\$ 9,234	\$ 83

(a) Represents cash flow information associated with both commercial mortgage loan transfer and servicing activities.

(b) Gains/losses recognized on sales of loans were insignificant for the periods presented.

(c) Includes both residential and commercial mortgage government insured or guaranteed loans eligible for repurchase through the exercise of our ROAP option, as well as residential mortgage loans repurchased due to alleged breaches of origination covenants or representations and warranties made to purchasers.

(d) Includes contractually specified servicing fees, late charges and ancillary fees.

(e) Represents cash flows on securities where we transferred to, and/or service loans for, a securitization SPE and we hold securities issued by that SPE. The carrying values of such securities held were \$ 17.6 billion in residential mortgage-backed securities and \$0.6 billion in commercial mortgage-backed securities at December 31, 2021. Comparable amounts at December 31, 2020 were \$ 16.5 billion and \$0.8 billion, respectively.

Table 59 presents information about the principal balances of transferred loans that we service and are not recorded on our Consolidated Balance Sheet. We would only experience a loss on these transferred loans if we were required to repurchase a loan, where the repurchase price exceeded the loan's fair value, due to a breach in representations and warranties or a loss sharing arrangement associated with our continuing involvement with these loans. The estimate of losses related to breaches in representations and warranties was insignificant at December 31, 2021 and 2020.

**Table 59: Principal Balance, Delinquent Loans and Net Charge-offs Related to Serviced Loans For Others**

In millions	Residential Mortgages	Commercial Mortgages (a)
<b>December 31, 2021</b>		
Total principal balance	\$ 42,726	\$ 39,551
Delinquent loans (b)	\$ 569	\$ 42
<b>December 31, 2020</b>		
Total principal balance	\$ 43,351	\$ 40,790
Delinquent loans (b)	\$ 453	\$ 136
<b>Year ended December 31, 2021</b>		
Net charge-offs (c)	\$ 4	\$ 179
<b>Year ended December 31, 2020</b>		
Net charge-offs (c)	\$ 17	\$ 127

(a) Represents information at the securitization level in which we have sold loans and we are the servicer for the securitization.

(b) Serviced delinquent loans are 90 days or more past due or are in process of foreclosure.

(c) Net charge-offs for Residential mortgages represent credit losses less recoveries distributed and as reported to investors during the period. Net charge-offs for Commercial mortgages represent credit losses less recoveries distributed and as reported by the trustee for commercial mortgage backed securitizations. Realized losses for Agency securitizations are not reflected as we do not manage the underlying real estate upon foreclosure and, as such, do not have access to loss information.

### **Variable Interest Entities (VIEs)**

We are involved with various entities in the normal course of business that are deemed to be VIEs. We assess VIEs for consolidation based upon the accounting policies described in Note 1 Accounting Policies. Our consolidated VIEs were insignificant at both December 31, 2021 and 2020. We have not provided additional financial support to these entities which we are not contractually required to provide.

The following table provides a summary of non-consolidated VIEs with which we have significant continuing involvement but are not the primary beneficiary. We have excluded certain transactions with non-consolidated VIEs from the balances presented in Table 60 where we have determined that our continuing involvement is insignificant. We do not consider our continuing involvement to be significant when it relates to a VIE where we only invest in securities issued by the VIE and were not involved in the design of the VIE or where no transfers have occurred between us and the VIE. In addition, where we only have lending arrangements in the normal

course of business with entities that could be VIEs, we have excluded these transactions with non-consolidated entities from the balances presented in Table 60. These loans are included as part of the asset quality disclosures that we make in Note 4 Loans and Related Allowance for Credit Losses.

**Table 60: Non-Consolidated VIEs**

In millions	PNC Risk of Loss (a)	Carrying Value of Assets Owned by PNC	Carrying Value of Liabilities Owned by PNC
<b>December 31, 2021</b>			
Mortgage-backed securitizations (b)	\$ 18,708	\$ 18,708 (c)	\$ 1
Tax credit investments and other	3,865	3,893 (d)	1,798 (e)
Total	\$ 22,573	\$ 22,601	\$ 1,799
<b>December 31, 2020</b>			
Mortgage-backed securitizations (b)	\$ 18,207	\$ 18,207 (c)	\$ 1
Tax credit investments and other	3,121	2,894 (d)	1,198 (e)
Total	\$ 21,328	\$ 21,101	\$ 1,199

(a) Represents loans, investments and other assets related to non-consolidated VIEs, net of collateral (if applicable). The risk of loss excludes any potential tax recapture associated with tax credit investments.

(b) Amounts reflect involvement with securitization SPEs where we transferred to, and/or service loans for, an SPE and we hold securities issued by that SPE. Values disclosed in the PNC Risk of Loss column represent our maximum exposure to loss for those securities' holdings.

(c) Included in Investment securities, Mortgage servicing rights and Other assets on our Consolidated Balance Sheet.

(d) Included in Investment securities, Loans, Equity investments and Other assets on our Consolidated Balance Sheet.

(e) Included in Deposits and Other liabilities on our Consolidated Balance Sheet.

### **Mortgage-Backed Securitizations**

In connection with each Agency and Non-agency residential and commercial mortgage-backed securitization discussed above, we evaluate each SPE utilized in these transactions for consolidation. In performing these assessments, we evaluate our level of continuing involvement in these transactions as the nature of our involvement ultimately determines whether or not we hold a variable interest and/or are the primary beneficiary of the SPE. Factors we consider in our consolidation assessment include the significance of (i) our role as servicer, (ii) our holdings of mortgage-backed securities issued by the securitization SPE and (iii) the rights of third-party variable interest holders.

The first step in our assessment is to determine whether we hold a variable interest in the securitization SPE. We hold variable interests in Agency and Non-agency securitization SPEs through our holding of residential and commercial mortgage-backed securities issued by the SPEs and/or our recourse obligations. Each SPE in which we hold a variable interest is evaluated to determine whether we are the primary beneficiary of the entity. For Agency securitization transactions, our contractual role as servicer does not give us the power to direct the activities that most significantly affect the economic performance of the SPEs. Thus, we are not the primary beneficiary of these entities. For Non-agency securitization transactions, we would be the primary beneficiary to the extent our servicing activities give us the power to direct the activities that most significantly affect the economic performance of the SPE and we hold a more-than-insignificant variable interest in the entity.

Details about the Agency and Non-agency securitization SPEs where we hold a variable interest and are not the primary beneficiary are included in Table 60. Our maximum exposure to loss as a result of our involvement with these SPEs is the carrying value of the mortgage-backed securities, servicing assets, servicing advances and our liabilities associated with our recourse obligations. Creditors of the securitization SPEs have no recourse to our assets or general credit.

### **Tax Credit Investments and Other**

For tax credit investments in which we do not have the right to make decisions that will most significantly impact the economic performance of the entity, we are not the primary beneficiary and thus do not consolidate the entity. These investments are disclosed in Table 60. The table also reflects our maximum exposure to loss exclusive of any potential tax credit recapture. Our maximum exposure to loss is equal to our legally binding equity commitments adjusted for recorded impairment, partnership results or amortization for qualifying low income housing tax credit investments when applicable. For all legally binding unfunded equity commitments, we increase our recognized investment and recognize a liability. As of December 31, 2021, we had a liability for unfunded commitments of \$2.0 billion related to investments in qualified affordable housing projects which is reflected in Other liabilities on our Consolidated Balance Sheet.

Table 60 also includes our involvement in lease financing transactions with LLCs engaged in solar power generation that, to a large extent, provided returns in the form of tax credits. The outstanding financings and operating lease assets are reflected as Loans and Other assets, respectively, on our Consolidated Balance Sheet, whereas related liabilities are reported in Deposits and Other liabilities.

We make certain equity investments in various tax credit limited partnerships or LLCs. The purpose of these investments is to achieve a satisfactory return on capital and to assist us in achieving goals associated with the CRA. During 2021, we recognized \$0.3 billion of amortization, \$0.3 billion of tax credits and less than \$0.1 billion of other tax benefits associated with qualified investments in low income housing tax credits within Income taxes.

## NOTE 6 GOODWILL AND MORTGAGE SERVICING RIGHTS

Assets and liabilities of acquired entities are recorded at estimated fair value as of the acquisition date.

### Goodwill

Allocations of Goodwill by business segment during 2021, 2020 and 2019 follow:

**Table 61: Goodwill by Business Segment**

In millions	Corporate & Institutional Banking				Asset Management Group	Total
	Retail Banking					
Balance as of December 31, 2021	\$ 6,473	\$	4,254	\$	189	\$ 10,916
BBVA acquisition	678		796		125	1,599
Other			84			84
Balance as of December 31, 2020	\$ 5,795	\$	3,374	\$	64	\$ 9,233
Balance as of December 31, 2019	\$ 5,795	\$	3,374	\$	64	\$ 9,233

Goodwill increased during 2021 primarily as a result of the acquisition of BBVA. Goodwill was recorded and allocated to each segment on a preliminary basis and is subject to change based on new information obtained related to the close date or reallocation of assets and liabilities to each segment. See Note 2 Acquisition and Divestiture Activities for additional information.

We review goodwill in each of our reporting units for impairment at least annually, in the fourth quarter, or more frequently if events occur or circumstances have changed significantly from the annual test date. Based on the results of our analysis, there were no impairment charges related to goodwill in 2021, 2020 or 2019.

### Mortgage Servicing Rights

We recognize the right to service mortgage loans for others as an intangible asset when the servicing income we receive is more than our projected servicing costs. MSR's are recognized either when purchased or when originated loans are sold with servicing retained. MSR's totaled \$1.8 billion at December 31, 2021 and \$1.2 billion at December 31, 2020, and consisted of loan servicing contracts for commercial and residential mortgages measured at fair value.

#### **Commercial Mortgage Servicing Rights**

We recognize gains (losses) on changes in the fair value of commercial MSR's. Commercial MSR's are subject to changes in value from actual or expected prepayment of the underlying loans and defaults as well as market driven changes in interest rates. We manage this risk by economically hedging the fair value of commercial MSR's with securities, derivative instruments and resale agreements which are expected to increase (or decrease) in value when the value of commercial MSR's decreases (or increases).

The fair value of commercial MSR's is estimated by using a discounted cash flow model incorporating inputs for assumptions as to constant prepayment rates, discount rates and other factors determined based on current market conditions and expectations.

Changes in the commercial MSR follow:

**Table 62: Commercial Mortgage Servicing Rights**

In millions	2021	2020	2019
January 1	\$ 569	\$ 649	\$ 726
Additions:			
From loans sold with servicing retained	87	100	53
Purchases	41	44	103
Changes in fair value due to:			
Time and payoffs (a)	(119)	(115)	(146)
Other (b)	162	(109)	(87)
December 31	\$ 740	\$ 569	\$ 649
Related unpaid principal balance at December 31	\$ 272,556	\$ 243,960	\$ 216,992
Servicing advances at December 31	\$ 463	\$ 437	\$ 157

(a) Represents decrease in MSR value due to passage of time, including the impact from both regularly scheduled loan principal payments and loans that were paid down or paid off during the period.

(b) Represents MSR value changes resulting primarily from market-driven changes in interest rates.

### Residential Mortgage Servicing Rights

Residential MSRs are subject to changes in value from actual or expected prepayment of the underlying loans and defaults as well as market driven changes in interest rates. We manage this risk by economically hedging the fair value of residential MSRs with securities and derivative instruments which are expected to increase (or decrease) in value when the value of residential MSRs decreases (or increases).

The fair value of residential MSRs is estimated by using a discounted cash flow valuation model which calculates the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs, and other factors which are determined based on current market conditions.

Changes in the residential MSRs follow:

**Table 63: Residential Mortgage Servicing Rights**

In millions	2021	2020	2019
January 1	\$ 673	\$ 995	\$ 1,257
Additions:			
BBVA Acquisition	35		
From loans sold with servicing retained	87	45	36
Purchases	411	208	114
Changes in fair value due to:			
Time and payoffs (a)	(320)	(198)	(162)
Other (b)	192	(377)	(250)
December 31	\$ 1,078	\$ 673	\$ 995
Unpaid principal balance of loans serviced for others at December 31	\$ 132,953	\$ 120,778	\$ 120,464
Servicing advances at December 31	\$ 176	\$ 143	\$ 111

(a) Represents decrease in MSR value due to passage of time, including the impact from both regularly scheduled loan principal payments and loans that were paid down or paid off during the period.

(b) Represents MSR value changes resulting from market-driven changes in interest rates.

### Sensitivity Analysis

The fair value of commercial and residential MSRs and significant inputs to the valuation models as of December 31, 2021 and December 31, 2020 are shown in Tables 64 and 65. The expected and actual rates of mortgage loan prepayments are significant factors driving the fair value. Management uses both internal proprietary models and a third-party model to estimate future commercial mortgage loan prepayments and a third-party model to estimate future residential mortgage loan prepayments. These models have been refined based on current market conditions and management judgment. Future interest rates are another important factor in the valuation of MSRs. Management utilizes market implied forward interest rates to estimate the future direction of mortgage and discount rates. The forward rates utilized are derived from the current yield curve for U.S. dollar interest rate swaps and are consistent with pricing of capital markets instruments. Changes in the shape and slope of the forward curve in future periods may result in volatility in the fair value estimate.

A sensitivity analysis of the hypothetical effect on the fair value of MSRs to adverse changes in key assumptions is presented in Tables 64 and 65. These sensitivities do not include the impact of the related hedging activities. Changes in fair value generally cannot

be extrapolated because the relationship of the change in the assumption to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the MSRs is calculated independently without changing any other assumption. In reality, changes in one factor may result in changes in another (e.g., changes in mortgage interest rates, which drive changes in prepayment rate estimates, could result in changes in the interest rate spread), which could either magnify or counteract the sensitivities.

The following tables set forth the fair value of commercial and residential MSRs and the sensitivity analysis of the hypothetical effect on the fair value of MSRs to immediate adverse changes of 10% and 20% in those assumptions:

**Table 64: Commercial Mortgage Servicing Rights – Key Valuation Assumptions**

Dollars in millions	December 31 2021		December 31 2020	
Fair value	\$	740	\$	569
Weighted-average life (years)		4.2		4.4
Weighted-average constant prepayment rate		5.49 %		4.87 %
Decline in fair value from 10% adverse change	\$	12	\$	9
Decline in fair value from 20% adverse change	\$	21	\$	18
Effective discount rate		7.75 %		7.33 %
Decline in fair value from 10% adverse change	\$	20	\$	15
Decline in fair value from 20% adverse change	\$	40	\$	31

**Table 65: Residential Mortgage Servicing Rights – Key Valuation Assumptions**

Dollars in millions	December 31 2021		December 31 2020	
Fair value	\$	1,078	\$	673
Weighted-average life (years)		5.7		3.8
Weighted-average constant prepayment rate		12.63 %		21.13 %
Decline in fair value from 10% adverse change	\$	46	\$	41
Decline in fair value from 20% adverse change	\$	89	\$	82
Weighted-average option adjusted spread		857 bps		922 bps
Decline in fair value from 10% adverse change	\$	31	\$	20
Decline in fair value from 20% adverse change	\$	60	\$	38

Fees from mortgage loan servicing, which includes contractually specified servicing fees, late fees and ancillary fees were \$0.5 billion for each of 2021, 2020 and 2019. We also generate servicing fees from fee-based activities provided to others for which we do not have an associated servicing asset. Fees from commercial and residential MSRs are reported within Noninterest income on our Consolidated Income Statement in Corporate services and Residential mortgage, respectively.

## NOTE 7 LEASES

PNC enters into both lessor and lessee arrangements. For more information on lease accounting, see Note 1 Accounting Policies and for additional details on our equipment lease financing receivables see Note 4 Loans and Related Allowance for Credit Losses.

### Lessor Arrangements

PNC's lessor arrangements primarily consist of direct financing, sales-type and operating leases for equipment. Lease agreements may include options to renew and for the lessee to purchase the leased equipment at the end of the lease term.

The following table provides details on our income from lessor arrangements:

**Table 66: Lessor Income**

Year ended December 31			
In millions	2021	2020	2019
Sales-type and direct financing leases (a)	\$ 243	\$ 269	\$ 295
Operating leases (b)	75	95	117
Lease income	\$ 318	\$ 364	\$ 412

(a) Included in Loan interest income on the Consolidated Income Statement.

(b) Included in Corporate services on the Consolidated Income Statement.

The following table provides the components of our equipment lease financing assets:

**Table 67: Sales-Type and Direct Financing Leases**

In millions	December 31 2021	December 31 2020
Lease receivables (a)	\$ 5,829	\$ 6,246
Unguaranteed residual asset values	977	957
Unearned income	(677)	(789)
Equipment lease financing	\$ 6,129	\$ 6,414

(a) In certain cases, PNC obtains third-party residual value insurance to reduce its residual risk. The carrying value of residual assets with third-party residual value insurance for at least a portion of the asset value was \$ 0.4 billion for both 2021 and 2020.

Operating lease assets were \$0.9 billion and accumulated depreciation was \$0.2 billion at December 31, 2021 compared to operating lease assets of \$1.0 billion and accumulated depreciation of \$0.2 billion at December 31, 2020. We had no lease transactions with related parties or deferred selling profits at December 31, 2021 and 2020.

The future minimum lessor receivable arrangements at December 31, 2021 were as follows:

**Table 68: Future Minimum Lessor Receivable Arrangements**

In millions	Operating Leases	Sales-type and Direct Financing Leases
2022	\$ 81	\$ 1,480
2023	44	1,154
2024	30	1,038
2025	23	649
2026	18	394
2027 and thereafter	27	1,114
Total future minimum lease receivable arrangements	\$ 223	\$ 5,829

#### Lessee Arrangements

We lease retail branches, datacenters, office space, land and equipment under operating and finance leases. Our leases have remaining lease terms of one year to 46 years, some of which may include options to renew the leases for up to 99 years, and some of which may include options to terminate the leases prior to the end date of the lease term. Certain leases also include options to purchase the leased asset. The exercise of lease renewal, termination and purchase options is at our sole discretion.

Certain of our lease agreements include rental payments based on a percentage of revenue and others include rental payments if certain bank deposit levels are met. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. Subleases to third parties were not material at December 31, 2021 and 2020.

Table 69 and 70 provide details on our operating leases:

**Table 69: Operating Lease Costs and Cash Flows**

Year ended December 31	2021	2020	2019
In millions			
Operating lease cost (a)	\$ 386	\$ 358	\$ 360
Operating cash flows	\$ 400	\$ 360	\$ 353

(a) Included in Occupancy, Equipment and Marketing expense on the Consolidated Income Statement.

**Table 70: Operating Lease Assets and Liabilities**

In millions	December 31 2021	December 31 2020
Operating lease assets (a)	\$ 1,919	\$ 1,876
Operating lease liabilities (b)	\$ 2,220	\$ 2,097

(a) Included in Other assets on the Consolidated Balance Sheet.

(b) Included in Accrued expenses and other liabilities on the Consolidated Balance Sheet.

Finance lease assets and liabilities, income and cash flows at December 31, 2021 and 2020 were not material.

Operating lease term and discount rates of our lessee arrangements at December 31, 2021 and 2020 were as follows:

**Table 71: Operating Lease Term and Discount Rates of Lessee Arrangements**

	December 31 2021	December 31 2020
Weighted-average remaining lease term (years)	8	8
Weighted-average discount rate	1.99 %	2.21 %

The future lease payments based on maturity for our lessee liability arrangements at December 31, 2021 are as follows:

**Table 72: Future Lease Payments for Operating Lease Liability Arrangements**

In millions	December 31, 2021	
2022	\$	416
2023		389
2024		330
2025		285
2026		231
2027 and thereafter		761
Total future lease payments	\$	2,412
Less: Interest		192
Present value of operating lease liability arrangements	\$	2,220

## NOTE 8 PREMISES, EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Premises, equipment and leasehold improvements, stated at cost less accumulated depreciation and amortization, were as follows:

**Table 73: Premises, Equipment and Leasehold Improvements**

In millions	December 31 2021		December 31 2020	
Premises, equipment and leasehold improvements	\$	16,651	\$	14,843
Accumulated depreciation and amortization		(8,058)		(7,156)
Net book value	\$	8,593	\$	7,687

Depreciation expense on premises, equipment and leasehold improvements, as well as amortization expense, excluding intangible assets, primarily for capitalized internally developed software are shown in the following table:

**Table 74: Depreciation and Amortization Expense**

Year ended December 31 In millions	2021			2020			2019		
Depreciation	\$	844	\$	791	\$	778			
Amortization		122		115		109			
Total depreciation and amortization	\$	966	\$	906	\$	887			

## NOTE 9 TIME DEPOSITS

The aggregate amount of time deposit accounts (including certificates of deposits) in denominations that met or exceeded the insured limit were \$7.7 billion and \$10.3 billion at December 31, 2021, and 2020, respectively.

Total time deposits of \$17.4 billion at December 31, 2021 have future contractual maturities as follows:

**Table 75: Time Deposits**

In billions	
2022	\$ 15.4
2023	\$ 1.0
2024	\$ 0.3
2025	\$ 0.2
2026	\$ 0.2
2027 and thereafter	\$ 0.3

## NOTE 10 BORROWED FUNDS

The following table shows the carrying value of total borrowed funds of \$30.8 billion at December 31, 2021 (including adjustments related to accounting hedges, purchase accounting and unamortized original issuance discounts) by remaining contractual maturity:

**Table 76: Borrowed Funds**

In billions	
2022	\$ 7.2
2023	\$ 3.8
2024	\$ 3.7
2025	\$ 3.2
2026	\$ 1.8
2027 and thereafter	\$ 11.1

The following table presents the contractual rates and maturity dates of our FHLB borrowings, senior debt and subordinated debt as of December 31, 2021 and the carrying values as of December 31, 2021 and 2020.

**Table 77: FHLB Borrowings, Senior Debt and Subordinated Debt**

	Stated Rate	Maturity	Carrying Value	
	2021	2021	2021	2020
<b>Dollars in millions</b>				
<b>Parent Company</b>				
Senior debt	1.15% - 3.50%	2022 - 2032	\$ 10,369	\$ 9,573
Subordinated debt	3.90 %	2024	777	805
Junior subordinated debt	0.74 %	2028	205	205
<b>Subtotal</b>			<b>11,351</b>	<b>10,583</b>
<b>Bank</b>				
FHLB (a)				3,500
Senior debt	0.00% - 3.50%	2022 - 2043	10,292	14,698
Subordinated debt	2.70% - 5.90%	2022 - 2029	6,014	5,393
<b>Subtotal</b>			<b>16,306</b>	<b>23,591</b>
<b>Total</b>			<b>\$ 27,657</b>	<b>\$ 34,174</b>

(a) FHLB borrowings are generally collateralized by residential mortgage loans, other mortgage-related loans and investment securities.

In Table 77, the carrying values for Parent Company senior and subordinated debt include basis adjustments of \$52 million and \$28 million, respectively, whereas Bank senior and subordinated debt include basis adjustments of \$190 million and \$193 million, respectively, related to fair value accounting hedges as of December 31, 2021.

Certain borrowings are reported at fair value, refer to Note 15 Fair Value for more information on those borrowings.

### **Junior Subordinated Debentures**

PNC Capital Trust C, a wholly-owned finance subsidiary of The PNC Financial Services Group, Inc., owns junior subordinated debentures issued by PNC with a carrying value of \$205 million. In June 1998, PNC Capital Trust C issued \$200 million of trust preferred securities which bear interest at an annual rate of 3 month LIBOR plus 57 basis points. The trust preferred securities are currently redeemable by PNC Capital Trust C at par. In accordance with GAAP, the financial statements of the Trust are not included in our consolidated financial statements.

The obligations of The PNC Financial Services Group, Inc., as the parent of the Trust, when taken collectively, are the equivalent of a full and unconditional guarantee of the obligations of the Trust under the terms of the trust preferred securities. Such guarantee is subordinate in right of payment in the same manner as other junior subordinated debt. There are certain restrictions on our overall ability to obtain funds from our subsidiaries. For additional disclosure on these funding restrictions, see Note 20 Regulatory Matters.

We are subject to certain restrictions, including restrictions on dividend payments, in connection with the outstanding junior subordinated debentures. Generally, if (i) there is an event of default under the debentures, (ii) we elect to defer interest on the debentures, (iii) we exercise our right to defer payments on the related trust preferred securities, or (iv) there is a default under our guarantee of such payment obligations, subject to certain limited exceptions, we would be unable during the period of such default or deferral to make payments on our debt securities that rank equal or junior to the debentures as well as to make payments on our equity securities, including dividend payments.

## NOTE 11 COMMITMENTS

In the normal course of business, we have various commitments outstanding, certain of which are not included on our Consolidated Balance Sheet. The following table presents our outstanding commitments to extend credit along with other commitments as of December 31, 2021 and 2020.

**Table 78: Commitments to Extend Credit and Other Commitments**

In millions	December 31 2021		December 31 2020	
Commitments to extend credit				
Total commercial lending	\$	176,248	\$	153,089
Home equity lines of credit		19,410		16,626
Credit card		32,499		31,019
Other		9,081		7,087
Total commitments to extend credit		237,238		207,821
Net outstanding standby letters of credit (a)		9,303		9,053
Standby bond purchase agreements (b)		1,268		1,448
Other commitments (c)		3,045		2,046
Total commitments to extend credit and other commitments	\$	250,854	\$	220,368

(a) Net outstanding standby letters of credit include \$ 3.3 billion and \$3.8 billion at December 31, 2021 and 2020, which support remarketing programs.

(b) We enter into standby bond purchase agreements to support municipal bond obligations.

(c) Includes \$2.0 billion and \$1.1 billion related to investments in qualified affordable housing projects at December 31, 2021 and 2020, respectively.

### Commitments to Extend Credit

Commitments to extend credit, or net unfunded loan commitments, represent arrangements to lend funds or provide liquidity subject to specified contractual conditions. These commitments generally have fixed expiration dates, may require payment of a fee and generally contain termination clauses in the event the customer's credit quality deteriorates.

### Net Outstanding Standby Letters of Credit

We issue standby letters of credit and share in the risk of standby letters of credit issued by other financial institutions, in each case to support obligations of our customers to third parties, such as insurance requirements and the facilitation of transactions involving capital markets product execution. Approximately 97% of our net outstanding standby letters of credit were rated as Pass at December 31, 2021, with the remainder rated as Criticized. An internal credit rating of Pass indicates the expected risk of loss is currently low, while a rating of Criticized indicates a higher degree of risk.

If the customer fails to meet its financial or performance obligation to the third party under the terms of the contract or there is a need to support a remarketing program, then upon a draw by a beneficiary, subject to the terms of the letter of credit, we would be obligated to make payment to them. The standby letters of credit outstanding on December 31, 2021 had terms ranging from less than one year to eight years.

As of December 31, 2021, assets of \$1.3 billion secured certain specifically identified standby letters of credit. In addition, a portion of the remaining standby letters of credit issued on behalf of specific customers is also secured by collateral or guarantees that secure the customers' other obligations to us. The carrying amount of the liability for our obligations related to standby letters of credit and participations in standby letters of credit was \$0.1 billion at December 31, 2021 and is included in Other liabilities on our Consolidated Balance Sheet.

## NOTE 12 EQUITY

### Preferred Stock

The following table provides the number of preferred shares issued and outstanding, the liquidation value per share and the number of authorized preferred shares:

**Table 79: Preferred Stock - Authorized, Issued and Outstanding**

December 31 Shares in thousands	Liquidation value per share	Preferred Shares	
		2021	2020
Authorized			
\$1 par value		20,000	20,000
Issued and outstanding			
Series B	\$ 40	1	1
Series O	\$ 100,000	10	10
Series P	\$ 100,000	15	15
Series R	\$ 100,000	5	5
Series S	\$ 100,000	5	5
Series T	\$ 100,000	15	
Total issued and outstanding		51	36

The following table discloses information related to the preferred stock outstanding as of December 31, 2021:

**Table 80: Terms of Outstanding Preferred Stock**

Preferred Stock	Issue Date	Number of Depository Shares Issued and Outstanding	Fractional Interest in a share of preferred stock represented by each Depository Share	Dividend Dates (a)	Annual Per Share Dividend Rate	Optional Redemption Date (b)
Series B (c)	(c)	N/A	N/A	Quarterly from March 10 <sup>th</sup>	\$ 1.80	None
Series O (d)	July 27, 2011	1 million	1/100 <sup>th</sup>	Semi-annually beginning on February 1, 2012 until August 1, 2021 Quarterly beginning on November 1, 2021	6.75% until August 1, 2021 3 Mo. LIBOR plus 3.678% per annum beginning on August 1, 2021	August 1, 2021
Series P (d)	April 24, 2012	60 million	1/4,000 <sup>th</sup>	Quarterly beginning on August 1, 2012	6.125% until May 1, 2022 3 Mo. LIBOR plus 4.0675% per annum beginning on May 1, 2022	May 1, 2022
Series R (d)	May 7, 2013	500,000	1/100 <sup>th</sup>	Semi-annually beginning on December 1, 2013 until June 1, 2023 Quarterly beginning on September 1, 2023	4.85% until June 1, 2023 3 Mo. LIBOR plus 3.04% per annum beginning June 1, 2023	June 1, 2023
Series S (d)	November 1, 2016	525,000	1/100 <sup>th</sup>	Semi-annually beginning on May 1, 2017 until November 1, 2026 Quarterly beginning on February 1, 2027	5.00% until November 1, 2026 3 Mo. LIBOR plus 3.30% per annum beginning November 1, 2026	November 1, 2026
Series T (d)	September 13, 2021	1.5 million	1/100 <sup>th</sup>	Quarterly beginning on December 15, 2021	3.40% until September 15, 2026 5 Yr. U.S. Treasury plus 2.595% per annum beginning September 15, 2026	September 15, 2026

(a) Dividends are payable when, as, and if declared by our Board of Directors or an authorized committee of our Board of Directors.

(b) Redeemable at our option on or after the date stated. With the exception of the Series B preferred stock, redeemable at our option within 90 days of a regulatory capital treatment event as defined in the designations.

(c) Cumulative preferred stock. Holders of Series B preferred stock are entitled to 8 votes per share, which is equal to the number of full shares of common stock into which the Series B preferred stock is convertible. The Series B preferred stock was issued in connection with the consolidation of Pittsburgh National Corporation and Provident National Corporation in 1983.

(d) Non-Cumulative preferred stock.

Each outstanding series of preferred stock, other than the Series B, contains restrictions on our ability to pay dividends and make other shareholder payments. Subject to limited exceptions, if dividends are not paid on any such series of preferred stock, we cannot declare dividends on or repurchase shares of our common stock. In addition, if we would like to repurchase shares of preferred stock, such repurchases must be on a pro rata basis with respect to all such series of preferred stock.

The following table provides the dividends per share for PNC's common and preferred stock:

**Table 81: Dividends Per Share**

December 31		2021	2020	2019
<b>Common Stock</b>	\$	4.80 \$	4.60 \$	4.20
<b>Preferred Stock</b>				
Series B	\$	1.80 \$	1.80 \$	1.80
Series O	\$	7,722 \$	6,750 \$	6,750
Series P	\$	6,125 \$	6,125 \$	6,125
Series Q		\$	4,031 \$	5,375
Series R	\$	4,850 \$	4,850 \$	4,850
Series S	\$	5,000 \$	5,000 \$	5,000
Series T	\$	869		

On January 5, 2022, the PNC Board of Directors declared a quarterly cash dividend on common stock of \$.25 per share paid on February 5, 2022.

#### **Other Shareholders' Equity Matters**

At December 31, 2021, we had reserved approximately 81 million common shares to be issued in connection with certain stock plans.

On April 4, 2019, our Board of Directors approved the establishment of a new stock repurchase program authorization in the amount of 100 million shares of PNC common stock, which may be purchased on the open market or in privately negotiated transactions, effective July 1, 2019. In January 2020, we announced programs to repurchase up to an additional \$1.0 billion in common shares through the end of the second quarter of 2020. In the first quarter of 2021, the Federal Reserve extended the special limitations on dividends and share repurchases by CCAR-participating BHCs that were put in place in 2020 as a result of ongoing economic uncertainty from COVID-19. While these restrictions permitted share repurchases based on income, we refrained from repurchasing shares until the close of the BBVA transaction. These restrictions ended on June 30, 2021 for firms with capital levels above those required by the 2021 stress tests. In June 2021, we announced the reinstatement of share repurchase programs with repurchases of up to \$2.9 billion for the four-quarter period beginning in the third quarter of 2021. Under these program authorizations we repurchased 5.0 million shares in 2021 and 11.0 million shares in 2020. A maximum amount of 70.1 million shares remained available for repurchase under the new stock program authorization at December 31, 2021.

## NOTE 13 OTHER COMPREHENSIVE INCOME

Details of other comprehensive income (loss) are as follows:

**Table 82: Other Comprehensive Income (Loss)**

In millions	Year ended December 31								
	2021			2020			2019		
	Pre-tax	Tax effect	After-tax	Pre-tax	Tax effect	After-tax	Pre-tax	Tax effect	After-tax
<b>Debt securities</b>									
Net Unrealized gains (losses) on securities	\$ (2,445)	\$ 576	\$ (1,869)	\$ 2,113	\$ (485)	\$ 1,628	\$ 1,529	\$ (351)	\$ 1,178
Less: Net realized gains (losses) reclassified to earnings (a)	6	(2)	4	302	(69)	233	40	(9)	31
Net change	(2,451)	578	(1,873)	1,811	(416)	1,395	1,489	(342)	1,147
<b>Cash flow hedge derivatives</b>									
Net Unrealized gains (losses) on cash flow hedge derivatives	(632)	149	(483)	918	(211)	707	334	(77)	257
Less: Net realized gains (losses) reclassified to earnings (a)	494	(117)	377	421	(97)	324	37	(9)	28
Net change	(1,126)	266	(860)	497	(114)	383	297	(68)	229
<b>Pension and other postretirement benefit plan adjustments</b>									
Net pension and other postretirement benefit plan activity and other reclassified to earnings (b)	486	(114)	372	82	(19)	63	158	(36)	122
Net change	486	(114)	372	82	(19)	63	158	(36)	122
<b>Other</b>									
Net unrealized gains (losses) on other transactions	4	(4)		10	5	15	17	5	22
Net change	4	(4)		10	5	15	17	5	22
<b>Total other comprehensive income (loss) from continuing operations</b>	(3,087)	726	(2,361)	2,400	(544)	1,856	1,961	(441)	1,520
<b>Total other comprehensive income (loss) from discontinued operations</b>				148	(33)	115	5	(1)	4
<b>Total other comprehensive income (loss)</b>	\$ (3,087)	\$ 726	\$ (2,361)	\$ 2,548	\$ (577)	\$ 1,971	\$ 1,966	\$ (442)	\$ 1,524

(a) Reclassifications for pre-tax debt securities and cash flow hedges are recorded in interest income and noninterest income on the Consolidated Income Statement.

(b) Reclassifications include amortization of actuarial losses (gains) and amortization of prior period services costs (credits) which are recorded in noninterest expense on the Consolidated Income Statement.

**Table 83: Accumulated Other Comprehensive Income (Loss) Components**

In millions, after-tax	Debt securities	Cash flow hedge derivatives	Pension and other postretirement benefit plan adjustments	Other	Accumulated other Comprehensive Income from Continuing Operations	Accumulated other Comprehensive Income from Discontinued Operations	Total
Balance at December 31, 2018	\$ (80)	\$ 47	\$ (530)	\$ (43)	\$ (606)	\$ (119)	\$ (725)
Net Activity	1,147	229	122	22	1,520	4	1,524
Balance at December 31, 2019	\$ 1,067	\$ 276	\$ (408)	\$ (21)	\$ 914	\$ (115)	\$ 799
Net activity	1,395	383	63	15	1,856	115	1,971
Balance at December 31, 2020	\$ 2,462	\$ 659	\$ (345)	\$ (6)	\$ 2,770		\$ 2,770
Net activity	(1,873)	(860)	372		(2,361)		(2,361)
Balance at December 31, 2021	\$ 589	\$ (201)	\$ 27	\$ (6)	\$ 409		\$ 409

## NOTE 14 EARNINGS PER SHARE

**Table 84: Basic and Diluted Earnings Per Common Share**

In millions, except per share data	2021	2020	2019
<b>Basic</b>			
Net income from continuing operations	\$ 5,725	\$ 3,003	\$ 4,591
Less:			
Net income attributable to noncontrolling interests	51	41	49
Preferred stock dividends	233	229	236
Preferred stock discount accretion and redemptions	5	4	4
Net income from continuing operations attributable to common shareholders	5,436	2,729	4,302
Less: Dividends and undistributed earnings allocated to nonvested restricted shares	27	13	18
Net income from continuing operations attributable to basic common shareholders	\$ 5,409	\$ 2,716	\$ 4,284
Net income from discontinued operations attributable to common shareholders	\$	4,555	\$ 827
Less: Undistributed earnings allocated to nonvested restricted shares		22	3
Net income from discontinued operations attributable to basic common shareholders	\$	4,533	\$ 824
Basic weighted-average common shares outstanding	426	427	447
Basic earnings per common share from continuing operations (a)	\$ 12.71	\$ 6.37	\$ 9.59
Basic earnings per common share from discontinued operations (a)		\$ 10.62	\$ 1.84
Basic earnings per common share	\$ 12.71	\$ 16.99	\$ 11.43
<b>Diluted</b>			
Net income from continuing operations attributable to diluted common shareholders	\$ 5,409	\$ 2,716	\$ 4,284
Net income from discontinued operations attributable to basic common shareholders	\$	4,533	\$ 824
Less: Impact of earnings per share dilution from discontinued operations		2	10
Net income from discontinued operations attributable to diluted common shareholders	\$	4,531	\$ 814
Basic weighted-average common shares outstanding	426	427	447
Dilutive potential common shares			1
Diluted weighted-average common shares outstanding	426	427	448
Diluted earnings per common share from continuing operations (a)	\$ 12.70	\$ 6.36	\$ 9.57
Diluted earnings per common share from discontinued operations (a)		\$ 10.60	\$ 1.82
Diluted earnings per common share	\$ 12.70	\$ 16.96	\$ 11.39

(a) Basic and diluted earnings per share under the two-class method are determined on net income reported on the income statement less earnings allocated to nonvested restricted shares and restricted share units with nonforfeitable dividends and dividend rights (participating securities).

## NOTE 15 FAIR VALUE

### Fair Value Measurement

We measure certain financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or the price that would be paid to transfer a liability on the measurement date, and is determined using an exit price in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The fair value hierarchy established by GAAP requires us to maximize the use of observable inputs when measuring fair value. The three levels of the fair value hierarchy are:

- **Level 1:** Fair value is determined using a quoted price in an active market for identical assets or liabilities. Level 1 assets and liabilities may include debt securities, equity securities and listed derivative contracts that are traded in an active exchange market, and certain U.S. Treasury securities that are actively traded in over-the-counter markets.
- **Level 2:** Fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly or indirectly. The majority of Level 2 assets and liabilities include debt securities and listed derivative contracts with quoted prices that are traded in markets that are not active, and certain debt and equity securities and over-the-counter derivative contracts whose fair value is determined using a pricing model without significant unobservable inputs.
- **Level 3:** Fair value is estimated using unobservable inputs that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models and discounted cash flow methodologies, or similar techniques for which the significant valuation inputs are not observable and the determination of fair value requires significant management judgment or estimation.

We characterize active markets as those where transaction volumes are sufficient to provide objective pricing information, with reasonably narrow bid/ask spreads, and where dealer quotes received do not vary widely and are based on current information. Inactive markets are typically characterized by low transaction volumes, price quotations that vary substantially among market participants or are not based on current information, wide bid/ask spreads, a significant increase in implied liquidity risk premiums, yields, or performance indicators for observed transactions or quoted prices compared to historical periods, a significant decline or absence of a market for new issuance, or any combination of the above factors. We also consider nonperformance risks, including credit risk, as part of our valuation methodology for all assets and liabilities measured at fair value.

Assets and liabilities measured at fair value, by their nature, result in a higher degree of financial statement volatility. Assets and liabilities classified within Level 3 inherently require the use of various assumptions, estimates and judgments when measuring their fair value. As observable market activity is commonly not available to use when estimating the fair value of Level 3 assets and liabilities, we must estimate fair value using various modeling techniques. These techniques include the use of a variety of inputs/assumptions including credit quality, liquidity, interest rates or other relevant inputs across the entire population of our Level 3 assets and liabilities. Changes in the significant underlying factors or assumptions (either an increase or a decrease) in any of these areas underlying our estimates may have resulted in a significant increase/decrease in the Level 3 fair value measurement of a particular asset and/or liability from period to period.

Any models used to determine fair values or to validate dealer quotes are subject to review and independent testing as part of our model validation and internal control testing processes. Our Model Risk Management Group reviews significant models on at least an annual basis. In addition, the Valuation Committee approves valuation methodologies and reviews the results of independent valuation reviews and processes for assets and liabilities measured at fair value on a recurring basis.

### Assets and Liabilities Measured at Fair Value on a Recurring Basis

#### **Residential Mortgage Loans Held for Sale**

We account for certain residential mortgage loans originated for sale at fair value on a recurring basis. The election of the fair value option aligns the accounting for the residential mortgages with the related hedges. Residential mortgage loans are valued based on quoted market prices, where available, prices for other traded mortgage loans with similar characteristics, and purchase commitments and bid information received from market participants. The prices are adjusted as necessary to include the embedded servicing value in the loans and to take into consideration the specific characteristics of certain loans that are priced based on the pricing of similar loans. These adjustments represent unobservable inputs to the valuation but are not considered significant given the relative insensitivity of the value to changes in these inputs to the fair value of the loans. Accordingly, the majority of residential mortgage loans held for sale are classified as Level 2.

#### **Commercial Mortgage Loans Held for Sale**

We account for certain commercial mortgage loans classified as held for sale in whole loan transactions at fair value. We determine the fair value of commercial mortgage loans held for sale based upon discounted cash flows. Fair value is determined using sale valuation assumptions that management believes a market participant would use in pricing the loans.

Valuation assumptions may include observable inputs based on the benchmark interest rate swap curve, whole loan sales and agency sales transactions. The significant unobservable input for commercial mortgage loans held for sale, excluding those to be sold to agencies, is management's assumption of the spread applied to the benchmark rate. The spread over the benchmark curve includes management's assumptions of the impact of credit and liquidity risk. Significant increases (decreases) in the spread applied to the benchmark would have resulted in a significantly lower (higher) asset value. The wide range of the spread over the benchmark curve is due to the varying risk and underlying property characteristics within our portfolio. Based on the significance of the unobservable input we classified this portfolio as Level 3.

For loans to be sold to agencies with servicing retained, the fair value is adjusted for the estimated servicing cash flows, which is an unobservable input. This adjustment is not considered significant given the relative insensitivity of the value to changes in the input to the fair value of the loans. Accordingly, commercial mortgage loans held for sale to agencies are classified as Level 2.

#### **Securities Available for Sale and Trading Securities**

Securities accounted for at fair value include both the available for sale and trading portfolios. We primarily use prices obtained from pricing services, dealer quotes or recent trades to determine the fair value of securities. The majority of securities were priced by third-party vendors. The third-party vendors use a variety of methods when pricing securities that incorporate relevant market data to arrive at an estimate of what a buyer in the marketplace would pay for a security under current market conditions. We monitor and validate the reliability of vendor pricing on an ongoing basis through pricing methodology reviews, including detailed reviews of the assumptions and inputs used by the vendor to price individual securities, and through price validation testing. Securities not priced by one of our pricing vendors may be valued using a dealer quote, which are also subject to price validation testing. Price validation testing is performed independent of the risk-taking function and involves corroborating the prices received from third-party vendors and dealers with prices from another third party or through other sources, such as internal valuations or sales of similar securities. Security prices are also validated through actual cash settlement upon sale of a security.

Securities are classified within the fair value hierarchy after giving consideration to the activity level in the market for the security type and the observability of the inputs used to determine the fair value. When a quoted price in an active market exists for the identical security, this price is used to determine fair value and the security is classified within Level 1 of the hierarchy. Level 1 securities include U.S. Treasury securities.

When a quoted price in an active market for the identical security is not available, fair value is estimated using either an alternative market approach, such as a recent trade or matrix pricing, or an income approach, such as a discounted cash flow pricing model. If the inputs to the valuation are based primarily on market observable information, then the security is classified within Level 2 of the hierarchy. Level 2 securities include agency debt securities, agency residential mortgage-backed securities, agency and non-agency commercial mortgage-backed securities, certain non-agency residential mortgage-backed securities, asset-backed securities collateralized by non-mortgage-related corporate and consumer loans, and other debt securities. Level 2 securities are predominantly priced by third parties, either by a pricing vendor or dealer.

In certain cases where there is limited activity or less transparency around the inputs to the valuation, securities are classified within Level 3 of the hierarchy. Securities classified as Level 3 consist primarily of non-agency residential mortgage-backed and asset-backed securities collateralized by first- and second-lien residential mortgage loans. Fair value for these securities is primarily estimated using pricing obtained from third-party vendors. In some cases, fair value is estimated using a dealer quote, by reference to prices of securities of a similar vintage and collateral type or by reference to recent sales of similar securities. Market activity for these security types is limited with little price transparency. As a result, these securities are generally valued by the third-party vendor using a discounted cash flow approach that incorporates significant unobservable inputs and observable market activity where available. Significant inputs to the valuation include prepayment projections and credit loss assumptions (default rate and loss severity) and discount rates that are deemed representative of current market conditions. Significant increases (decreases) in any of those assumptions in isolation would have resulted in a significantly lower (higher) fair value measurement.

Certain infrequently traded debt securities within Other debt securities available for sale and Trading securities are also classified in Level 3 and are included in the Insignificant Level 3 assets, net of liabilities line item in Table 87. The significant unobservable inputs used to estimate the fair value of these securities include an estimate of expected credit losses and a discount for liquidity risk. These inputs are incorporated into the fair value measurement by either increasing the spread over the benchmark curve or by applying a credit and liquidity discount to the par value of the security. Significant increases (decreases) in credit and/or liquidity risk could have resulted in a significantly lower (higher) fair value estimate.

#### **Loans**

Loans accounted for at fair value consist primarily of residential mortgage loans. These loans are generally valued similarly to residential mortgage loans held for sale and are classified as Level 2. However, similar to residential mortgage loans held for sale, if these loans are repurchased and unsalable, they are classified as Level 3. In addition, repurchased VA loans, where only a portion of the principal will be reimbursed, are classified as Level 3. The fair value is determined using a discounted cash flow calculation based on our historical loss rate. We have elected to account for certain home equity lines of credit at fair value. These loans are classified as

Level 3. Significant inputs to the valuation of these loans include credit and liquidity discount, cumulative default rate, loss severity and gross discount rate and are deemed representative of current market conditions. Significant increases (decreases) in any of these assumptions would have resulted in a significantly lower (higher) fair value measurement.

#### **Equity Investments**

Equity investments includes money market mutual funds as well as direct and indirect private equity investments. Money market mutual funds are valued based on quoted prices in active markets for identical securities and classified within Level 1 of the hierarchy. The valuation of direct and indirect private equity investments requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity and the long-term nature of such investments. Various valuation techniques are used for direct investments, including multiples of adjusted earnings of the entity, independent appraisals, anticipated financing and sale transactions with third parties, or the pricing used to value the entity in a recent financing transaction. A multiple of adjusted earnings calculation is the valuation technique utilized most frequently and is the most significant unobservable input used in such calculation. Significant decreases (increases) in the multiple of earnings could have resulted in a significantly lower (higher) fair value measurement. Direct equity investments are classified as Level 3.

Indirect investments are not redeemable; however, we receive distributions over the life of the partnerships from liquidation of the underlying investments by the investee, which we expect to occur over the next 12 years. We value indirect investments in private equity funds using the NAV practical expedient as provided in the financial statements that we receive from fund managers. Due to the time lag in our receipt of the financial information and based on a review of investments and valuation techniques applied, adjustments to the manager-provided value are made when available recent portfolio company information or market information indicates a significant change in value from that provided by the manager of the fund. Indirect investments valued using NAV are not classified in the fair value hierarchy.

#### **Mortgage Servicing Rights (MSRs)**

MSRs are carried at fair value on a recurring basis. Assumptions incorporated into the MSRs valuation model reflect management's best estimate of factors that a market participant would use in valuing the MSRs. Although sales of MSRs do occur and can offer some market insight, MSRs do not trade in an active, open market with readily observable prices so the precise terms and conditions of sales are not available.

#### Residential MSRs

As a benchmark for the reasonableness of our residential MSRs fair value, we obtained opinions of value from independent brokers. These brokers provided a range (+/-10 bps) based upon their own discounted cash flow calculations of our portfolio that reflect conditions in the secondary market and any recently executed servicing transactions. We compare our internally-developed residential MSRs value to the ranges of values received from the brokers. If our residential MSRs fair value falls outside of the brokers' ranges, management will assess whether a valuation adjustment is warranted. For the periods presented, our residential MSRs value did not fall outside of the brokers' ranges. We consider our residential MSRs value to represent a reasonable estimate of fair value.

Due to the nature of the unobservable valuation inputs, residential MSRs are classified as Level 3. The significant unobservable inputs used in the fair value measurement of residential MSRs are constant prepayment rates and spread over the benchmark curve. Significant increases (decreases) in prepayment rates and spread over the benchmark curve would have resulted in lower (higher) fair market value of residential MSRs.

#### Commercial MSRs

The fair value of commercial MSRs is estimated by using a discounted cash flow model incorporating unobservable inputs for assumptions such as constant prepayment rates, discount rates and other factors. Due to the nature of the unobservable valuation inputs and the limited availability of market pricing, commercial MSRs are classified as Level 3. Significant increases (decreases) in constant prepayment rates and discount rates would have resulted in significantly lower (higher) commercial MSR value determined based on current market conditions and expectations.

#### **Financial Derivatives**

Exchange-traded derivatives are valued using quoted market prices and are classified as Level 1. The majority of derivatives that we enter into are executed over-the-counter and are valued using internal models. These derivatives are primarily classified as Level 2, as the readily observable market inputs to these models are validated to external sources, such as industry pricing services, or are corroborated through recent trades, dealer quotes, yield curves, implied volatility or other market-related data. Level 2 financial derivatives are primarily estimated using a combination of Eurodollar future prices and observable benchmark interest rate swaps to construct projected discounted cash flows.

Financial derivatives that are priced using significant management judgment or assumptions are classified as Level 3. Unobservable inputs related to interest rate contracts include probability of funding of residential mortgage loan commitments and estimated servicing cash flows of commercial and residential mortgage loan commitments. Probability of default and loss severity are the significant unobservable inputs used in the valuation of risk participation agreements. The fair values of Level 3 assets and liabilities

related to these interest rate contract financial derivatives as of December 31, 2021 and 2020 are included in the Insignificant Level 3 assets, net of liabilities line item in Table 87 of this Note 15.

In connection with the sales of portions of our Visa Class B common shares, we entered into swap agreements with the purchasers of the shares to retain any future risk of decreases in the conversion rate of Class B common shares to Class A common shares resulting from increases in the escrow funded by Visa to pay for the costs of resolution of specified litigation (see Note 21 Legal Proceedings). These swaps also require PNC to make periodic payments based on the market price of the Class A common shares at a fixed rate of interest (in certain cases subject to step-up provisions) until the Visa litigation is resolved. An increase in the estimated length of litigation resolution date, a decrease in the estimated conversion rate, or an increase in the estimated growth rate of the Class A share price would have had a negative impact on the fair value of the swaps and vice versa.

The fair values of our derivatives include a credit valuation adjustment to reflect our own and our counterparties' nonperformance risk. Our credit valuation adjustment is computed using credit default swap spreads, in conjunction with internal historical recovery observations.

#### **Other Assets and Liabilities**

Other assets held at fair value on a recurring basis primarily include assets related to PNC's deferred compensation and supplemental incentive savings plans.

The assets related to PNC's deferred compensation and supplemental incentive savings plans primarily consist of a prepaid forward contract referencing an amount of shares of PNC stock, equity mutual funds and fixed income funds, and are valued based on the underlying investments. These assets are valued either by reference to the market price of PNC's stock or by using the quoted market prices for investments other than PNC's stock and are classified in Levels 1 and 2.

All Level 3 other assets and liabilities are included in the Insignificant Level 3 assets, net of liabilities line item in Table 87 in this Note 15.

#### **Other Borrowed Funds**

Other borrowed funds primarily consist of U.S. Treasury securities sold short which are classified as Level 1. Other borrowed funds also includes the related liability for certain repurchased loans for which we have elected the fair value option and are classified as either Level 2 or Level 3, consistent with the level classification of the corresponding loans. All Level 3 amounts are included in the Insignificant Level 3 assets, net of liabilities line item in Table 87 in this Note 15.

The following table summarizes our assets and liabilities measured at fair value on a recurring basis, including instruments for which we have elected the fair value option.

**Table 85: Fair Value Measurements – Recurring Basis Summary**

	December 31, 2021				December 31, 2020					
In millions	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value		
Assets										
Residential mortgage loans held for sale	\$	1,221	\$	81	\$	691	\$	163	\$	854
Commercial mortgage loans held for sale		526		49		305		57		362
Securities available for sale										
U.S. Treasury and government agencies	\$	41,873		4,291	\$	16,675		4,036		20,711
Residential mortgage-backed										
Agency		67,632				48,911				48,911
Non-agency		61		1,097		136		1,365		1,501
Commercial mortgage-backed										
Agency		1,773				2,688				2,688
Non-agency		3,433		3		3,678		11		3,689
Asset-backed		6,246		163		4,951		199		5,150
Other		4,895		69		4,636		72		4,708
Total securities available for sale	41,873	88,331	1,332	131,536	16,675	69,036	1,647	87,358		
Loans		617		884		718		647		1,365
Equity investments (a)	1,373			1,680	1,070			1,263		2,629
Residential mortgage servicing rights				1,078				673		673
Commercial mortgage servicing rights				740				569		569
Trading securities (b)	250	1,601		1,851	548	1,690		2,238		
Financial derivatives (b) (c)	5	5,109		38		6,415		118		6,533
Other assets	404	114		518	373	81		454		
Total assets (d)	\$ 43,905	\$ 97,519	\$ 5,882	\$ 147,484	\$ 18,666	\$ 78,936	\$ 5,137	\$ 103,035		
Liabilities										
Other borrowed funds	\$ 725	\$ 45	\$ 3	\$ 773	\$ 661	\$ 44	\$ 2	\$ 707		
Financial derivatives (c) (e)		3,285		285		2,483		273		2,756
Other liabilities				175				43		43
Total liabilities (f)	\$ 725	\$ 3,330	\$ 463	\$ 4,518	\$ 661	\$ 2,527	\$ 318	\$ 3,506		

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

(b) Included in Other assets on the Consolidated Balance Sheet.

(c) Amounts at December 31, 2021 and 2020 are presented gross and are not reduced by the impact of legally enforceable master netting agreements that allow us to net positive and negative positions and cash collateral held or placed with the same counterparty. See Note 16 Financial Derivatives for additional information related to derivative offsetting.

(d) Total assets at fair value as a percentage of total consolidated assets was 26% and 22% at December 31, 2021 and 2020, respectively. Level 3 assets as a percentage of total assets at fair value was 4% and 5% as of December 31, 2021 and 2020, respectively. Level 3 assets as a percentage of total consolidated assets was 1% at both December 31, 2021 and 2020.

(e) Included in Other liabilities on the Consolidated Balance Sheet.

(f) Total liabilities at fair value as a percentage of total consolidated liabilities was 1% at both December 31, 2021 and 2020. Level 3 liabilities as a percentage of total liabilities at fair value was 10% and 9% as of December 31, 2021 and 2020, respectively. Level 3 liabilities as a percentage of total consolidated liabilities was less than 1% at both December 31, 2021 and 2020.

Reconciliations of assets and liabilities measured at fair value on a recurring basis using Level 3 inputs for 2021 and 2020 follow

**Table 86: Reconciliation of Level 3 Assets and Liabilities**

**Year Ended December 31, 2021**

Total realized / unrealized gains or losses for the period (a)												Fair Value Dec. 31, 2021	Unrealized gains / losses for the period on assets and liabilities held on Consolidated Balance Sheet at Dec. 31, 2021 (a) (c)	
Level 3 Instruments Only In millions	Fair Value Dec. 31, 2020	Included in Earnings	Included in Other comprehensive income (b)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Impact from BBVA Acquisition				
Assets														
Residential mortgage loans held for sale	\$ 163	\$ (1)		\$ 47	\$ (83)		\$ (41)	\$ 18	\$ (22)	(c)		\$ 81	\$ (1)	
Commercial mortgage loans held for sale	57				(6)		(2)					49	(1)	
Other consumer loans held for sale					(256)						\$ 256			
Securities available for sale														
Residential mortgage-backed non-agency	1,365	37	\$ 6				(311)					1,097		
Commercial mortgage-backed non-agency	11		(8)									3		
Asset-backed	199	2	9				(47)					163		
Other	72		1	6			(10)					69		
Total securities available for sale	1,647	39	8	6			(368)					1,332		
Loans	647	45		124	(15)		(194)		(14)	(c)	291	884	44	
Equity investments	1,263	627		573	(783)							1,680	338	
Residential mortgage servicing rights	673	192		411	\$ 87		(320)				35	1,078	192	
Commercial mortgage servicing rights	569	162		41		87	(119)					740	162	
Financial derivatives	118	83		5			(174)				6	38	113	
Total assets	\$ 5,137	\$ 1,147	\$ 8	\$ 1,207	\$ (1,143)	\$ 174	\$ (1,218)	\$ 18	\$ (36)	\$ 588		\$ 5,882	\$ 847	
Liabilities														
Other borrowed funds	\$ 2					\$ 5	(4)					\$ 3		
Financial derivatives	273	\$ 145		\$ 6			(146)			\$ 7		285	\$ 158	
Other liabilities	43	151				321	(340)					175	111	
Total liabilities	\$ 318	\$ 296		\$ 6	\$ 326	\$ (490)				\$ 7		\$ 463	\$ 269	
Net gains (losses)		\$ 851	(f)										\$ 578	(g)

Year Ended December 31, 2020

	Total realized / unrealized gains or losses for the period (a)											Unrealized gains / losses for the period on assets and liabilities held on Consolidated Balance Sheet at Dec. 31, 2020 (a) (c)
Level 3 Instruments Only In millions	Fair Value Dec. 31, 2019	Included in Earnings	Included in Other comprehensive income (b)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3		Fair Value Dec. 31, 2020	
Assets												
Residential mortgage loans held for sale	\$ 2	\$ (1)		\$ 124	\$ (13)		\$ (21)	\$ 93	\$ (21)	(e)	\$ 163	\$ (1)
Commercial mortgage loans held for sale	64	(2)					(5)				57	(2)
Securities available for sale												
Residential mortgage- backed non-agency	1,741	53	\$ (75)				(354)				1,365	
Commercial mortgage- backed non-agency			(8)					19			11	
Asset-backed	240	6	(7)				(40)				199	
Other	74	1	(4)	4			(3)				72	
Total securities available for sale	2,055	60	(94)	4			(397)	19			1,647	
Loans	300	28		161	(39)		280	(d)	(83)	(e)	647	28
Equity investments	1,276	(63)		229	(179)						1,263	(69)
Residential mortgage servicing rights	995	(377)		208	\$ 45		(198)				673	(377)
Commercial mortgage servicing rights	649	(109)		44		100	(115)				569	(109)
Financial derivatives	54	209		11			(156)				118	229
Total assets	\$ 5,395	\$ (255)	\$ (94)	\$ 781	\$ (231)	\$ 145	\$ (612)	\$ 112	\$ (104)		\$ 5,137	\$ (301)
Liabilities												
Other borrowed funds	\$ 7					\$ 28	\$ (33)				\$ 2	
Financial derivatives	200	\$ 189		\$ 4			(120)				273	\$ 186
Other liabilities	137	17				96	(207)				43	1
Total liabilities	\$ 344	\$ 206		\$ 4	\$ 124	\$ (360)					\$ 318	\$ 187
Net gains (losses)		\$ (461)	(f)									\$ (488) (g)

(a) Losses for assets are bracketed while losses for liabilities are not.

(b) The difference in unrealized gains and losses for the period included in Other comprehensive income and changes in unrealized gains and losses for the period included in Other comprehensive income for securities available for sale held at the end of the reporting period were insignificant.

(c) The amount of the total gains or losses for the period included in earnings that is attributable to the change in unrealized gains or losses related to those assets and liabilities held at the end of the reporting period.

(d) Upon adoption of ASU 2016-13 - Credit Losses, we discontinued the accounting for purchased impaired loans and elected the one-time fair value option election for some of these loans and certain nonperforming loans.

(e) Residential mortgage loan transfers out of Level 3 are primarily driven by residential mortgage loans transferring to OREO as well as reclassification of mortgage loans held for sale to held for investment.

(f) Net gains (losses) realized and unrealized included in earnings related to Level 3 assets and liabilities included amortization and accretion. The amortization and accretion amounts were included in Interest income on the Consolidated Income Statement and the remaining net gains (losses) realized and unrealized were included in Noninterest income on the Consolidated Income Statement.

(g) Net unrealized gains (losses) related to assets and liabilities held at the end of the reporting period were included in Noninterest income on the Consolidated Income Statement.

An instrument's categorization within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Changes from one quarter to the next related to the observability of inputs to a fair value measurement may result in a reclassification (transfer) of assets or liabilities between hierarchy levels.

Quantitative information about the significant unobservable inputs within Level 3 recurring assets and liabilities follows:

**Table 87: Fair Value Measurements – Recurring Quantitative Information**

**December 31, 2021**

Level 3 Instruments Only Dollars in millions	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted-Average) (a)
Commercial mortgage loans held for sale	\$ 49	Discounted cash flow	Spread over the benchmark curve (b)	555bps - 15,990bps (9,996bps)
Residential mortgage-backed non-agency securities	1,097	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate	1.0% - 30.7% (11.3%)
			Constant default rate	0.0% - 16.9% (4.6%)
			Loss severity	20.0% - 96.4% (47.6%)
			Spread over the benchmark curve (b)	163bps weighted-average
Asset-backed securities	163	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate	1.0% - 40.0% (11.1%)
			Constant default rate	1.4% - 20.0% (3.2%)
			Loss severity	8.0% - 100.0% (57.4%)
			Spread over the benchmark curve (b)	182bps weighted-average
Loans - Residential real estate	622	Consensus pricing (c)	Cumulative default rate	3.6% - 100.0% (74.2%)
			Loss severity	0.0% - 100.0% (6.9%)
			Discount rate	4.8% - 6.8% (5.2%)
Loans - Residential real estate	109	Discounted cash flow	Loss severity	6.0% weighted-average
			Discount rate	3.5% weighted-average
Loans - Home equity	28	Consensus pricing (c)	Cumulative default rate	3.6% - 100.0% (75.8%)
			Loss severity	0.0% - 98.4% (17.7%)
			Discount rate	4.8% - 6.8% (6.0%)
Loans - Home equity	125	Consensus pricing (c)	Credit and liquidity discount	0.5% - 100.0% (47.3%)
Equity investments	1,680	Multiple of adjusted earnings	Multiple of earnings	5.0x - 14.4x (8.8x)
Residential mortgage servicing rights	1,078	Discounted cash flow	Constant prepayment rate	0.0% - 41.0% (12.6%)
			Spread over the benchmark curve (b)	249bps - 2,218bps (857bps)
Commercial mortgage servicing rights	740	Discounted cash flow	Constant prepayment rate	5.0% - 15.5% (5.5%)
			Discount rate	5.4% - 8.0% (7.8%)
Financial derivatives - Swaps related to sales of certain Visa Class B common shares	(277)	Discounted cash flow	Estimated conversion factor of Visa Class B shares into Class A shares	161.8% weighted-average
			Estimated annual growth rate of Visa Class A share price	16.0%
			Estimated length of litigation resolution date	Q2 2023
Insignificant Level 3 assets, net of liabilities (d)	5			
Total Level 3 assets, net of liabilities (e)	\$ 5,419			

## December 31, 2020

Level 3 Instruments Only Dollars in millions	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted-Average) (a)
Commercial mortgage loans held for sale	\$ 57	Discounted cash flow	Spread over the benchmark curve (b)	630bps - 5,275bps (3,406bps)
Residential mortgage-backed non-agency securities	1,365	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate Constant default rate Loss severity Spread over the benchmark curve (b)	1.0% - 37.6% (8.6%) 0.0% - 12.2% (4.7%) 25.0% - 95.7% (48.8%) 242bps weighted-average
Asset-backed securities	199	Priced by a third-party vendor using a discounted cash flow pricing model	Constant prepayment rate Constant default rate Loss severity Spread over the benchmark curve (b)	1.0% - 22.0% (7.4%) 1.0% - 6.0% (3.3%) 30.0% - 100.0% (58.1%) 291bps weighted-average
Loans - Residential real estate	434	Consensus pricing (c)	Cumulative default rate Loss severity Discount rate	3.6% - 100.0% (82.1%) 0.0% - 100.0% (11.2%) 4.8% - 6.8% (5.1%)
Loans - Residential real estate	132	Discounted cash flow	Loss severity Discount rate	8.0% weighted-average 3.2% weighted-average
Loans - Home equity	21	Consensus pricing (c)	Cumulative default rate Loss severity Discount rate	3.6% - 100.0% (88.5%) 0.0% - 98.4% (33.3%) 4.8% - 6.8% (6.3%)
Loans - Home equity	60	Consensus pricing (c)	Credit and liquidity discount	17.5% - 97.0% (57.7%)
Equity investments	1,263	Multiple of adjusted earnings	Multiple of earnings	5.0x - 15.9x (8.7x)
Residential mortgage servicing rights	673	Discounted cash flow	Constant prepayment rate Spread over the benchmark curve (b)	0.0% - 77.5% (21.1%) 325bps - 2,783bps (922bps)
Commercial mortgage servicing rights	569	Discounted cash flow	Constant prepayment rate Discount rate	4.0% - 16.1% (4.9%) 4.7% - 7.8% (7.3%)
Financial derivatives - Swaps related to sales of certain Visa Class B common shares	(252)	Discounted cash flow	Estimated conversion factor of Visa Class B shares into Class A shares Estimated annual growth rate of Visa Class A share price Estimated length of litigation resolution date	162.3% weighted-average 16.0% Q2 2022
Insignificant Level 3 assets, net of liabilities (d)	298			
<b>Total Level 3 assets, net of liabilities (e)</b>	<b>\$ 4,819</b>			

(a) Unobservable inputs were weighted by the relative fair value of the instruments.

(b) The assumed yield spread over the benchmark curve for each instrument is generally intended to incorporate non-interest rate risks, such as credit and liquidity risks.

(c) Consensus pricing refers to fair value estimates that are generally internally developed using information such as dealer quotes or other third-party provided valuations or comparable asset prices.

(d) Represents the aggregate amount of Level 3 assets and liabilities measured at fair value on a recurring basis that are individually and in the aggregate insignificant. The amount includes certain financial derivative assets and liabilities, trading securities, other securities, residential mortgage loans held for sale, other assets, other borrowed funds and other liabilities.

(e) Consisted of total Level 3 assets of \$9.9 billion and total Level 3 liabilities of \$0.5 billion as of December 31, 2021 and \$1.1 billion and \$0.3 billion as of December 31, 2020, respectively.

## Financial Assets Accounted for at Fair Value on a Nonrecurring Basis

We may be required to measure certain financial assets at fair value on a nonrecurring basis. These adjustments to fair value usually result from the application of lower of amortized cost or fair value accounting or write-downs of individual assets due to impairment and are included in Table 88.

### Nonaccrual Loans

The carrying value of nonaccrual loans represents the fair value of those loans which have been adjusted due to impairment. The impairment is primarily based on the appraised value of the collateral.

Appraisals are obtained by licensed or certified appraisers at least annually and more recently in certain instances. All third-party appraisals are reviewed and any adjustments to the initial appraisal are incorporated into the final issued appraisal report. In instances where an appraisal is not obtained, collateral value is determined consistent with external third-party appraisal standards by an internal person independent of the asset manager.

### OREO and Foreclosed Assets

The carrying value of OREO and foreclosed assets includes valuation adjustments recorded subsequent to the transfer to OREO and foreclosed assets. These valuation adjustments are based on the fair value less cost to sell of the property. Fair value is based on appraised value or sales price and the appraisal process for OREO and foreclosed assets is the same as described above for nonaccrual loans.

### Long-Lived Assets

Long-lived assets consists of buildings for which valuation adjustments were recorded during the period. A facility classified as held for use is impaired to the extent its carrying value is not recoverable and exceeds fair value. Valuation adjustments on buildings held for sale are based on the fair value of the property less an estimated cost to sell and are recorded subsequent to the transfer of the asset to held for sale status. Fair value is determined either by a third-party appraisal, recent sales offer, changes in market or property conditions, or, where we have agreed to sell the building to a third party, the contractual sales price. Impairment on these long-lived assets is recorded in Other noninterest expense on our Consolidated Income Statement.

Assets measured at fair value on a nonrecurring basis follow:

**Table 88: Fair Value Measurements – Nonrecurring (a) (b) (c)**

Year ended December 31 In millions	Fair Value		Gains (Losses)		
	2021	2020	2021	2020	2019
<b>Assets</b>					
Nonaccrual loans	\$ 348	\$ 332	\$ (4)	\$ (111)	\$ (76)
OREO and foreclosed assets	6	18		(2)	(5)
Long-lived assets	103	20	(45)	(27)	(3)
Total assets	\$ 457	\$ 370	\$ (49)	\$ (140)	\$ (84)

(a) All Level 3 for the periods presented.

(b) Valuation techniques applied were fair value of property or collateral.

(c) Unobservable inputs used were appraised value/sales price, broker opinions or projected income/required improvement costs. Additional quantitative information was not meaningful for the periods presented.

### Financial Instruments Accounted for under Fair Value Option

We elect the fair value option to account for certain financial instruments. For more information on these financial instruments for which the fair value option election has been made, refer to the Fair Value Measurement section of this Note 15. These financial instruments are initially measured at fair value. Gains and losses from initial measurement and any changes in fair value are subsequently recognized in earnings.

Interest income related to changes in the fair values of these financial instruments is recorded on the Consolidated Income Statement in Other interest income, except for certain Residential mortgage loans, for which income is also recorded in Loan interest income. Changes in the value on prepaid forward contracts included in Other assets is reported in Noninterest expense and interest expense on the Other borrowed funds is reported in Borrowed funds interest expense.

Fair values and aggregate unpaid principal balances of items for which we elected the fair value option follow

**Table 89: Fair Value Option – Fair Value and Principal Balances**

In millions	December 31, 2021			December 31, 2020		
	Fair Value	Aggregate Unpaid Principal Balance	Difference	Fair Value	Aggregate Unpaid Principal Balance	Difference
<b>Assets</b>						
Residential mortgage loans held for sale						
Accruing loans less than 90 days past due	\$ 1,249	\$ 1,219	\$ 30	\$ 831	\$ 793	\$ 38
Accruing loans 90 days or more past due	6	6		4	4	
Nonaccrual loans	47	57	(10)	20	24	(4)
Total	\$ 1,302	\$ 1,282	\$ 20	\$ 855	\$ 821	\$ 34
<b>Commercial mortgage loans held for sale (a)</b>						
Accruing loans less than 90 days past due	\$ 575	\$ 580	(5)	\$ 357	\$ 370	(13)
Nonaccrual loans				5	6	(1)
Total	\$ 575	\$ 580	(5)	\$ 362	\$ 376	(14)
<b>Loans</b>						
Accruing loans less than 90 days past due	\$ 487	\$ 498	(11)	\$ 519	\$ 530	(11)
Accruing loans 90 days or more past due	262	278	(16)	283	295	(12)
Nonaccrual loans	752	1,028	(276)	563	820	(257)
Total	\$ 1,501	\$ 1,804	(303)	\$ 1,365	\$ 1,645	(280)
Other assets	\$ 105	\$ 107	(2)	\$ 81	\$ 69	12
<b>Liabilities</b>						
Other borrowed funds	\$ 30	\$ 30		\$ 32	\$ 33	(1)

(a) There were no accruing loans 90 days or more past due within this category at December 31, 2021 or December 31, 2020.

The changes in fair value for items for which we elected the fair value option are as follows:

**Table 90: Fair Value Option – Changes in Fair Value (a)**

Year ended December 31 In millions	Gains (Losses)		
	2021	2020	2019
<b>Assets</b>			
Residential mortgage loans held for sale	\$ 152	\$ 198	\$ 84
Commercial mortgage loans held for sale	\$ 115	\$ 128	\$ 61
Loans	\$ 80	\$ 44	\$ 23
Other assets	\$ 28	\$ (3)	\$ 40

(a) The impact on earnings of offsetting hedged items or hedging instruments is not reflected in these amounts.

#### **Additional Fair Value Information Related to Financial Instruments Not Recorded at Fair Value**

This section presents fair value information for all other financial instruments that are not recorded on the Consolidated Balance Sheet at fair value. We used the following methods and assumptions to estimate the fair value amounts for these financial instruments.

##### **Cash and Due from Banks and Interest-earning Deposits with Banks**

Due to their short-term nature, the carrying amounts for Cash and due from banks and Interest-earning deposits with banks reported on our Consolidated Balance Sheet approximate fair value.

##### **Securities Held to Maturity**

We primarily use prices obtained from pricing services, dealer quotes or recent trades to determine the fair value of securities. Refer to the Fair Value Measurement section of this Note 15 for additional information relating to our pricing processes and procedures.

##### **Net Loans**

Fair values are estimated based on the discounted value of expected net cash flows incorporating assumptions about prepayment rates, net credit losses and servicing fees. Nonaccrual loans are valued at their estimated recovery value. Loans are presented net of the ALLL.

**Other Assets**

The carrying value of Other assets, which include accrued interest receivable, cash collateral, federal funds sold and resale agreements, certain loans held for sale, and FHLB and FRB stock, approximates fair value. The aggregate carrying value of our FHLB and FRB stock was \$1.3 billion and \$1.1 billion at December 31, 2021 and 2020, respectively.

**Deposits**

For time deposits, fair values are estimated by discounting contractual cash flows using current market rates for instruments with similar maturities. For deposits with no defined maturity, such as noninterest-bearing and interest-bearing demand and interest-bearing money market and savings deposits, carrying values approximate fair values.

**Borrowed Funds**

For short-term borrowed funds, including federal funds purchased, commercial paper, repurchase agreements and certain other short-term borrowings and payables, carrying value approximates fair value. For long-term borrowed funds, quoted market prices are used, when available, to estimate fair value. When quoted market prices are not available, fair value is estimated based on current market interest rates and credit spreads for debt with similar terms and maturities.

**Unfunded Lending Related Commitments and Letters of Credit**

The fair value of unfunded lending related commitments and letters of credit is determined from a market participant's view including the impact of changes in interest rates and credit. We establish a liability on these facilities related to the creditworthiness of our counterparty.

**Other Liabilities**

Other liabilities includes interest-bearing cash collateral held related to derivatives and other accrued liabilities. Due to its short-term nature, the carrying value of Other liabilities reported on our Consolidated Balance Sheet approximates fair value.

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of these financial instruments as of December 31, 2021 and 2020 are as follows:

**Table 91: Additional Fair Value Information Related to Other Financial Instruments**

In millions	Carrying Amount	Fair Value			
		Total	Level 1	Level 2	Level 3
December 31, 2021					
Assets					
Cash and due from banks	\$ 8,004	\$ 8,004	\$ 8,004		
Interest-earning deposits with banks	74,250	74,250	\$ 74,250		
Securities held to maturity	1,429	1,522	890	456	\$ 176
Net loans (excludes leases)	275,874	280,498			280,498
Other assets	4,205	4,204		4,141	63
Total assets	\$ 363,762	\$ 368,478	\$ 8,894	\$ 78,847	\$ 280,737
Liabilities					
Time deposits	\$ 17,366	\$ 17,180	\$ 17,180		
Borrowed funds	30,011	30,616		28,936	\$ 1,680
Unfunded lending related commitments	662	662			662
Other liabilities	449	449		449	
Total liabilities	\$ 48,488	\$ 48,907		\$ 46,565	\$ 2,342
December 31, 2020					
Assets					
Cash and due from banks	\$ 7,017	\$ 7,017	\$ 7,017		
Interest-earning deposits with banks	85,173	85,173	\$ 85,173		
Securities held to maturity	1,445	1,604	920	489	\$ 195
Net loans (excludes leases)	228,788	233,688			233,688
Other assets	3,601	3,600		3,559	41
Total assets	\$ 326,024	\$ 331,082	\$ 7,937	\$ 89,221	\$ 233,924
Liabilities					
Time deposits	\$ 19,692	\$ 19,662	\$ 19,662		
Borrowed funds	36,488	37,192		35,571	\$ 1,621
Unfunded lending related commitments	584	584			584
Other liabilities	413	413		413	
Total liabilities	\$ 57,177	\$ 57,851		\$ 55,646	\$ 2,205

The aggregate fair values in Table 91 represent only a portion of the total market value of our assets and liabilities as, in accordance with the guidance related to fair values about financial instruments, we exclude the following:

- financial instruments recorded at fair value on a recurring basis (as they are disclosed in Table 85),
- investments accounted for under the equity method,
- equity securities without a readily determinable fair value that apply for the alternative measurement approach to fair value under ASU 2016-01,
- real and personal property,
- lease financing,
- loan customer relationships,
- deposit customer intangibles,
- mortgage servicing rights (MSRs),
- retail branch networks,
- fee-based businesses, such as asset management and brokerage,
- trademarks and brand names,
- trade receivables and payables due in one year or less,
- deposit liabilities with no defined or contractual maturities under ASU 2016-01, and
- insurance contracts.

## NOTE 16 FINANCIAL DERIVATIVES

We use a variety of financial derivatives to both mitigate exposure to market (primarily interest rate) and credit risks inherent in our business activities, as well as to facilitate customer risk management activities. We manage these risks as part of our overall asset and liability management process and through our credit policies and procedures. Derivatives represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash or another type of asset to the other party based on a notional amount and an underlying as specified in the contract.

Derivative transactions are often measured in terms of notional amount, but this amount is generally not exchanged and it is not recorded on the balance sheet. The notional amount is the basis to which the underlying is applied to determine required payments under the derivative contract. The underlying is a referenced interest rate, security price, credit spread or other index. Residential and commercial real estate loan commitments associated with loans to be sold also qualify as derivative instruments.

The following table presents the notional and gross fair value amounts of all derivative assets and liabilities held by us:

**Table 92: Total Gross Derivatives (a)**

In millions	December 31, 2021			December 31, 2020		
	Notional /Contract Amount	Asset Fair Value (b)	Liability Fair Value (c)	Notional /Contract Amount	Asset Fair Value (b)	Liability Fair Value (c)
<b>Derivatives used for hedging</b>						
Interest rate contracts (d):						
Fair value hedges	\$ 23,345			\$ 24,153		
Cash flow hedges	48,961	\$ 15	\$ 14	22,875	\$ 14	
Foreign exchange contracts:						
Net investment hedges	1,113		24	1,075	\$	22
<b>Total derivatives designated for hedging</b>	<b>\$ 73,419</b>	<b>\$ 15</b>	<b>\$ 38</b>	<b>\$ 48,103</b>	<b>\$ 14</b>	<b>\$ 22</b>
<b>Derivatives not used for hedging</b>						
Derivatives used for mortgage banking activities (e):						
Interest rate contracts:						
Swaps	\$ 35,623			\$ 50,511		
Futures (f)	4,592			2,841		
Mortgage-backed commitments	9,917	\$ 55	\$ 31	11,288	\$ 147	\$ 77
Other	12,225	46	12	1,831	11	2
Total interest rate contracts	62,357	101	43	66,471	158	79
Derivatives used for customer-related activities:						
Interest rate contracts:						
Swaps	297,711	3,335	1,520	280,125	5,475	1,601
Futures (f)	907			1,235		
Mortgage-backed commitments	4,147	5	6	4,178	11	14
Other	25,718	125	72	20,125	193	88
Total interest rate contracts	328,483	3,465	1,598	305,663	5,679	1,703
Commodity contracts:						
Swaps	8,840	1,150	1,161	6,149	350	323
Other	3,128	213	212	2,770	61	61
Total commodity contracts	11,968	1,363	1,373	8,919	411	384
Foreign exchange contracts and other	27,563	199	179	26,620	267	243
Total derivatives for customer-related activities	368,014	5,027	3,150	341,202	6,357	2,330
Derivatives used for other risk management activities:						
Foreign exchange contracts and other	11,512	9	339	10,931	4	325
<b>Total derivatives not designated for hedging</b>	<b>\$ 441,883</b>	<b>\$ 5,137</b>	<b>\$ 3,532</b>	<b>\$ 418,604</b>	<b>\$ 6,519</b>	<b>\$ 2,734</b>
<b>Total gross derivatives</b>	<b>\$ 515,302</b>	<b>\$ 5,152</b>	<b>\$ 3,570</b>	<b>\$ 466,707</b>	<b>\$ 6,533</b>	<b>\$ 2,756</b>
Less: Impact of legally enforceable master netting agreements		928	928		720	720
Less: Cash collateral received/paid		604	1,657		1,434	1,452
<b>Total derivatives</b>		<b>\$ 3,620</b>	<b>\$ 985</b>		<b>\$ 4,379</b>	<b>\$ 584</b>

(a) Centrally cleared derivatives are settled in cash daily and result in no derivative asset or derivative liability being recognized on our Consolidated Balance Sheet.

(b) Included in Other assets on our Consolidated Balance Sheet.

(c) Included in Other liabilities on our Consolidated Balance Sheet.

(d) Represents primarily swaps.

(e) Includes both residential and commercial mortgage banking activities.

(f) Futures contracts are settled in cash daily and result in no derivative asset or derivative liability being recognized on our Consolidated Balance Sheet.

All derivatives are carried on our Consolidated Balance Sheet at fair value. Derivative balances are presented on the Consolidated Balance Sheet on a net basis taking into consideration the effects of legally enforceable master netting agreements and, when appropriate, any related cash collateral exchanged with counterparties. Further discussion regarding the offsetting rights associated with these legally enforceable master netting agreements is included in the Offsetting and Counterparty Credit Risk section of this Note 16. Any nonperformance risk, including credit risk, is included in the determination of the estimated net fair value of the derivatives. Further discussion on how derivatives are accounted for is included in Note 1 Accounting Policies.

### **Derivatives Designated As Hedging Instruments**

Certain derivatives used to manage interest rate and foreign exchange risk as part of our asset and liability risk management activities are designated as accounting hedges. Derivatives hedging the risks associated with changes in the fair value of assets or liabilities are considered fair value hedges, derivatives hedging the variability of expected future cash flows are considered cash flow hedges, and derivatives hedging a net investment in a foreign subsidiary are considered net investment hedges. Designating derivatives as accounting hedges allows for gains and losses on those derivatives to be recognized in the same period and in the same income statement line item as the earnings impact of the hedged items.

#### **Fair Value Hedges**

We enter into receive-fixed, pay-variable interest rate swaps to hedge changes in the fair value of outstanding fixed-rate debt caused by fluctuations in market interest rates. We also enter into pay-fixed, receive-variable interest rate swaps and zero-coupon swaps to hedge changes in the fair value of fixed rate and zero-coupon investment securities caused by fluctuations in market interest rates. Gains and losses on the interest rate swaps designated in these hedge relationships, along with the offsetting gains and losses on the hedged items attributable to the hedged risk, are recognized in current earnings within the same income statement line item.

#### **Cash Flow Hedges**

We enter into receive-fixed, pay-variable interest rate swaps and interest rate caps and floors to modify the interest rate characteristics of designated commercial loans from variable to fixed in order to reduce the impact of changes in future cash flows due to market interest rate changes. We also periodically enter into forward purchase and sale contracts to hedge the variability of the consideration that will be paid or received related to the purchase or sale of investment securities. The forecasted purchase or sale is consummated upon gross settlement of the forward contract itself. For these cash flow hedges, gains and losses on the hedging instruments are recorded in AOCI and are then reclassified into earnings in the same period the hedged cash flows affect earnings and within the same income statement line as the hedged cash flows.

In the 12 months that follow December 31, 2021, we expect to reclassify net derivative gains of \$87 million pretax, or \$144 million after-tax, from AOCI to interest income for these cash flow hedge strategies. This reclassified amount could differ from amounts actually recognized due to changes in interest rates, hedge de-designations and the addition of other hedges subsequent to December 31, 2021. As of December 31, 2021, the maximum length of time over which forecasted transactions are hedged is ten years.

Further detail regarding gains (losses) related to our fair value and cash flow hedge derivatives is presented in the following table:

**Table 93: Gains (Losses) Recognized on Fair Value and Cash Flow Hedges in the Consolidated Income Statement (a) (b)**

In millions	Location and Amount of Gains (Losses) Recognized in Income			
	Interest Income		Interest Expense	Noninterest Income
	Loans	Investment Securities	Borrowed Funds	Other
<b>Year ended December 31, 2021</b>				
Total amounts on the Consolidated Income Statement	\$ 9,007	\$ 1,834	\$ 361	\$ 1,840
Gains (losses) on fair value hedges recognized on:				
Hedged items (c)	\$	(5)	\$ 937	
Derivatives	\$	9	(993)	
Amounts related to interest settlements on derivatives	\$	(4)	\$ 521	
Gains (losses) on cash flow hedges (d):				
Amount of derivative gains (losses) reclassified from AOCI	\$ 376	\$ 57	\$	61
<b>Year ended December 31, 2020</b>				
Total amounts on the Consolidated Income Statement	\$ 8,927	\$ 2,041	\$ 718	\$ 1,364
Gains (losses) on fair value hedges recognized on:				
Hedged items (c)	\$	208	(1,059)	
Derivatives	\$	(202)	\$ 959	
Amounts related to interest settlements on derivatives	\$	(9)	\$ 480	
Gains (losses) on cash flow hedges (d):				
Amount of derivative gains (losses) reclassified from AOCI	\$ 375	\$ 40	\$	6
<b>Year ended December 31, 2019</b>				
Total amounts on the Consolidated Income Statement	\$ 10,525	\$ 2,426	\$ 1,811	\$ 1,473
Gains (losses) on fair value hedges recognized on:				
Hedged items (c)	\$	187	(808)	
Derivatives	\$	(178)	\$ 659	
Amounts related to interest settlements on derivatives	\$	13	\$ 79	
Gains (losses) on cash flow hedges (d):				
Amount of derivative gains (losses) reclassified from AOCI	\$ 9	\$ 9	\$	19

(a) For all periods presented, there were no components of derivative gains or losses excluded from the assessment of hedge effectiveness for any of the fair value or cash flow hedge strategies.

(b) All cash flow and fair value hedge derivatives were interest rate contracts for the periods presented.

(c) Includes an insignificant amount of fair value hedge adjustments related to discontinued hedge relationships.

(d) For all periods presented, there were no gains or losses from cash flow hedge derivatives reclassified to income because it became probable that the original forecasted transaction would not occur.

Detail regarding the impact of fair value hedge accounting on the carrying value of the hedged items is presented in the following table:

**Table 94: Hedged Items - Fair Value Hedges**

In millions	December 31, 2021		December 31, 2020	
	Carrying Value of the Hedged Items	Cumulative Fair Value Hedge Adjustment included in the Carrying Value of Hedged Items (a)	Carrying Value of the Hedged Items	Cumulative Fair Value Hedge Adjustment included in the Carrying Value of Hedged Items (a)
Investment securities - available for sale (b)	\$ 2,655	\$ 23	\$ 2,785	\$ 30
Borrowed funds	\$ 24,259	\$ 663	\$ 25,797	\$ 1,611

(a) Includes \$(0.1) billion of fair value hedge adjustments primarily related to discontinued borrowed funds hedge relationships at both December 31, 2021 and 2020.

(b) Carrying value shown represents amortized cost.

### Net Investment Hedges

We enter into foreign currency forward contracts to hedge non-U.S. dollar net investments in foreign subsidiaries against adverse changes in foreign exchange rates. We assess whether the hedging relationship is highly effective in achieving offsetting changes in the value of the hedge and hedged item by qualitatively verifying that the critical terms of the hedge and hedged item match at the inception of the hedging relationship and on an ongoing basis. Net investment hedge derivatives are classified as foreign exchange contracts. There were no components of derivative gains or losses excluded from the assessment of the hedge effectiveness for all periods presented.

### **Derivatives Not Designated As Hedging Instruments**

Residential mortgage loans that will be sold in the secondary market, and the related loan commitments, which are considered derivatives, are accounted for at fair value. Changes in the fair value of the loans and commitments due to interest rate risk are hedged with forward contracts to sell mortgage-backed securities, as well as U.S. Treasury and Eurodollar futures and options. Gains and losses on the loans and commitments held for sale and the derivatives used to economically hedge them are included in Residential mortgage noninterest income on the Consolidated Income Statement.

Residential mortgage servicing rights are accounted for at fair value with changes in fair value influenced primarily by changes in interest rates. Derivatives used to hedge the fair value of residential mortgage servicing rights include interest rate futures, swaps, options, and forward contracts to purchase mortgage-backed securities. Gains and losses on residential mortgage servicing rights and the related derivatives used for hedging are included in Residential mortgage noninterest income.

Commercial mortgage loans held for sale and the related loan commitments, which are considered derivatives, are accounted for at fair value. Derivatives used to economically hedge these loans and commitments from changes in fair value due to interest rate risk include forward loan sale contracts and interest rate swaps. Gains and losses on the commitments, loans and derivatives are included in Other noninterest income. Derivatives used to economically hedge the change in value of commercial mortgage servicing rights include interest rate futures, swaps and options. Gains or losses on these derivatives are included in Corporate services noninterest income.

The residential and commercial mortgage loan commitments associated with loans to be sold which are accounted for as derivatives are valued based on the estimated fair value of the underlying loan and the probability that the loan will fund within the terms of the commitment. The fair value also takes into account the fair value of the embedded servicing right.

We offer derivatives to our customers in connection with their risk management needs. These derivatives primarily consist of interest rate swaps, interest rate caps and floors, swaptions and foreign exchange contracts. We primarily manage our market risk exposure from customer transactions by entering into a variety of hedging transactions with third-party dealers. Gains and losses on customer-related derivatives are included in Other noninterest income.

Included in the customer, mortgage banking risk management, and other risk management portfolios are written interest-rate caps and floors entered into with customers and for risk management purposes. We receive an upfront premium from the counterparty and are obligated to make payments to the counterparty if the underlying market interest rate rises above or falls below a certain level designated in the contract. Our ultimate obligation under written options is based on future market conditions.

We have entered into risk participation agreements to share some of the credit exposure with other counterparties related to interest rate derivative contracts or to take on credit exposure to generate revenue. The following table presents the notional amount of risk participation agreements sold and maximum potential exposures at December 31, 2021 and 2020.

**Table 95: Risk Participation Agreements**

<i>In billions</i>	Year ended December 31	
	2021	2020
Risk participation agreements:		
Sold - notional amount	\$ 8.0	\$ 7.0
Maximum potential amount of exposure (a)	\$ 0.3	\$ 0.5

(a) Based on the fair value of the underlying swaps assuming all underlying third party customers referenced in the swap contracts defaulted.

Further detail regarding the gains (losses) on derivatives not designated in hedging relationships is presented in the following table:

**Table 96: Gains (Losses) on Derivatives Not Designated for Hedging**

In millions	Year ended December 31		
	2021	2020	2019
Derivatives used for mortgage banking activities:			
Interest rate contracts (a)	\$ (78)	\$ 792	\$ 405
Derivatives used for customer-related activities:			
Interest rate contracts	149	210	125
Foreign exchange contracts and other	135	156	114
Gains (losses) from customer-related activities (b)	284	366	239
Derivatives used for other risk management activities:			
Foreign exchange contracts and other (b)	(30)	(338)	(137)
Total gains (losses) from derivatives not designated as hedging instruments	\$ 176	\$ 820	\$ 507

(a) Included in Residential mortgage, Corporate services and Other noninterest income on our Consolidated Income Statement.

(b) Included in Other noninterest income on our Consolidated Income Statement.

### **Offsetting and Counterparty Credit Risk**

We generally utilize a net presentation on the Consolidated Balance Sheet for those derivative financial instruments entered into with counterparties under legally enforceable master netting agreements. The master netting agreements reduce credit risk by permitting the closeout netting of all outstanding derivative instruments under the master netting agreement with the same counterparty upon the occurrence of an event of default. The master netting agreement also may require the exchange of cash or marketable securities to collateralize either party's net position. Collateral is typically exchanged daily on unsettled positions based on the net fair value of the positions with the counterparty as of the preceding day. Collateral representing initial margin, which is based on potential future exposure, may also be required to be exchanged. In certain cases, minimum thresholds must be exceeded before any collateral is exchanged. Any cash collateral exchanged with counterparties under these master netting agreements is also netted, when appropriate, against the applicable derivative fair values on the Consolidated Balance Sheet. However, the fair value of any securities held or pledged is not included in the net presentation on the balance sheet. In order for derivative instruments under a master netting agreement to be eligible for closeout netting under GAAP, we must conduct sufficient legal review to conclude with a well-founded basis that the offsetting rights included in the master netting agreement would be legally enforceable upon an event of default, including upon an event of bankruptcy, insolvency, or a similar proceeding of the counterparty. Enforceability is evidenced by a legal opinion that supports, with sufficient confidence, the enforceability of the master netting agreement in such circumstances.

Table 97 shows the impact legally enforceable master netting agreements had on our derivative assets and derivative liabilities as of December 31, 2021 and 2020. The table includes cash collateral held or pledged under legally enforceable master netting agreements. The table also includes the fair value of any securities collateral held or pledged under legally enforceable master netting agreements. Cash and securities collateral amounts are included in the table only to the extent of the related net derivative fair values.

Table 97 includes OTC derivatives and OTC derivatives cleared through a central clearing house. OTC derivatives represent contracts executed bilaterally with counterparties that are not settled through an organized exchange or directly cleared through a central clearing house. The majority of OTC derivatives are governed by the ISDA documentation or other legally enforceable master netting agreements. OTC cleared derivatives represent contracts executed bilaterally with counterparties in the OTC market that are novated to a central clearing house who then becomes our counterparty. OTC cleared derivative instruments are typically settled in cash each day based on the prior day value.

**Table 97: Derivative Assets and Liabilities Offsetting**

In millions	Amounts Offset on the Consolidated Balance Sheet					Collateral Held /Pledged Under Master Netting Agreements	Securities	Net Amounts				
	Gross Fair Value	Fair Value Offset Amount	Cash Collateral	Net Fair Value								
December 31, 2021												
Derivative assets												
Interest rate contracts:												
Over-the-counter cleared	\$	20			\$	20		\$	20			
Over-the-counter		3,561	\$	533	\$	593		\$	300	2,135		
Commodity contracts		1,363		299		1				1,063		
Foreign exchange and other contracts		208		96		10				102		
Total derivative assets	\$	5,152	\$	928	\$	604	\$	3,620 (a)	\$	300	\$	3,320
Derivative liabilities												
Interest rate contracts:												
Over-the-counter cleared	\$	12					\$	12			\$	12
Over-the-counter		1,643	\$	569	\$	776		298				298
Commodity contracts		1,373		291		784		298				298
Foreign exchange and other contracts		542		68		97		377				377
Total derivative liabilities	\$	3,570	\$	928	\$	1,657	\$	985 (b)			\$	985
December 31, 2020												
Derivative assets												
Interest rate contracts:												
Over-the-counter cleared	\$	48					\$	48			\$	48
Over-the-counter		5,803	\$	430	\$	1,426		3,947	\$	531		3,416
Commodity contracts		411		209		4		198				198
Foreign exchange and other contracts		271		81		4		186		1		185
Total derivative assets	\$	6,533	\$	720	\$	1,434	\$	4,379 (a)	\$	532	\$	3,847
Derivative liabilities												
Interest rate contracts:												
Over-the-counter cleared	\$	42					\$	42			\$	42
Over-the-counter		1,740	\$	462	\$	1,179		99				99
Commodity contracts		384		182		103		99				99
Foreign exchange and other contracts		590		76		170		344				344
Total derivative liabilities	\$	2,756	\$	720	\$	1,452	\$	584 (b)			\$	584

(a) Represents the net amount of derivative assets included in Other assets on our Consolidated Balance Sheet.

(b) Represents the net amount of derivative liabilities included in Other liabilities on our Consolidated Balance Sheet.

In addition to using master netting agreements and other collateral agreements to reduce credit risk associated with derivative instruments, we also seek to manage credit risk by evaluating credit ratings of counterparties and by using internal credit analysis, limits, and monitoring procedures.

At December 31, 2021, cash and debt securities (primarily agency mortgage-backed securities) totaling \$1.4 billion were pledged to us under master netting agreements and other collateral agreements to collateralize net derivative assets due from counterparties and to meet initial margin requirements, and we pledged cash and debt securities (primarily agency mortgage-backed securities) totaling \$2.5 billion under these agreements to collateralize net derivative liabilities owed to counterparties and to meet initial margin requirements. These totals may differ from the amounts presented in the preceding offsetting table because these totals may include collateral exchanged under an agreement that does not qualify as a master netting agreement or because the total amount of collateral pledged exceeds the net derivative fair values with the counterparty as of the balance sheet date due to timing or other factors, such as initial margin. To the extent not netted against the derivative fair values under a master netting agreement, the receivable for cash pledged is included in Other assets and the obligation for cash held is included in Other liabilities on our Consolidated Balance Sheet. Securities pledged to us by counterparties are not recognized on our balance sheet. Likewise, securities we have pledged to counterparties remain on our balance sheet.

### **Credit-Risk Contingent Features**

Certain derivative agreements contain various credit-risk-related contingent provisions, such as those that require our debt to maintain a specified credit rating from one or more of the major credit rating agencies. If our debt ratings were to fall below such specified ratings, the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full collateralization on derivative instruments in net liability positions. The following table presents the aggregate fair value of derivative

instruments with credit-risk-related contingent features, the associated collateral posted in the normal course of business and the maximum amount of collateral we would be required to post if the credit-risk-related contingent features underlying these agreements had been triggered on December 31, 2021 and 2020.

**Table 98: Credit-Risk Contingent Features**

<i>In billions</i>	Year ended December 31	
	2021	2020
Net derivative liabilities with credit-risk contingent features	\$ 2.4	\$ 1.6
Collateral posted	1.8	1.4
Maximum additional amount of collateral exposure	\$ 0.6	\$ 0.2

## NOTE 17 EMPLOYEE BENEFIT PLANS

### Pension and Postretirement Plans

We have a noncontributory, qualified defined benefit pension plan covering eligible employees. Benefits are determined using a cash balance formula where earnings credits are a percentage of eligible compensation. Earnings credit percentages for those employees who were plan participants on December 31, 2009 are frozen at the level earned to that point. Earnings credits for all employees who became participants on or after January 1, 2010 are a flat 3% of eligible compensation. All participants as of December 31, 2009 earn a minimum rate on their cash balances; new participants on or after January 1, 2010 earn interest credits on their cash balances based on 30-year Treasury securities. New participants on or after January 1, 2010 are not subject to the minimum rate. The plan provides for a minimum annual earnings credit amount of \$2,000, subject to eligibility criteria. Pension contributions to the plan are typically based on an actuarially determined amount necessary to fund total benefits payable to plan participants. Assets of the qualified pension plan are held in a separate Trust.

We also maintain nonqualified supplemental retirement plans for certain employees and provide certain health care and life insurance benefits for qualifying retired employees (postretirement benefits) through various plans. PNC reserves the right to terminate or make changes to these plans at any time. The nonqualified pension plan is unfunded. Contributions from PNC and, in the case of the postretirement benefit plans, participant contributions cover all benefits paid under the nonqualified pension plan and postretirement benefit plans. The postretirement plan provides benefits to certain retirees that are at least actuarially equivalent to those provided by Medicare Part D and accordingly, we receive a federal subsidy. PNC has established a VEBA to partially fund postretirement medical and life insurance benefit obligations.

We use a measurement date of December 31 for plan assets and benefit obligations. The qualified pension plan assets and benefit obligation were re-measured as of January 31, 2019 as a result of a plan amendment.

BBVA maintained a frozen and funded noncontributory qualified defined benefit pension plan, which was merged into the PNC qualified pension plan on October 31, 2021. The pension trusts were consolidated on December 1, 2021. In addition, we obtained various frozen, unfunded nonqualified supplemental retirement plans and postretirement benefit plans as part of the BBVA acquisition.

A reconciliation of the changes in the projected benefit obligation for qualified pension, nonqualified pension and postretirement benefit plans as well as the change in plan assets for the qualified pension and postretirement benefit plans follows:

**Table 99: Reconciliation of Changes in Projected Benefit Obligation and Change in Plan Assets**

In millions	Qualified Pension (a)		Nonqualified Pension		Postretirement Benefits	
	2021	2020	2021	2020	2021	2020
Accumulated benefit obligation at December 31	\$ 5,370	\$ 5,117	\$ 272	\$ 258		
Projected benefit obligation at January 1	\$ 5,174	\$ 4,887	\$ 263	\$ 265	\$ 337	\$ 333
Service cost	133	122	4	3	4	4
Interest cost	139	160	6	8	8	11
Amendments	(4)					
Actuarial (gains)/losses and changes in assumptions (a)	(88)	306	(4)	17	(11)	11
Participant contributions					3	3
Federal Medicare subsidy on benefits paid					1	
Benefits paid	(320)	(301)	(21)	(30)	(25)	(25)
Projected benefit obligation from BBVA acquisition	389		32		9	
Projected benefit obligation at December 31	\$ 5,423	\$ 5,174	\$ 280	\$ 263	\$ 326	\$ 337
Fair value of plan assets at January 1	\$ 6,073	\$ 5,654			\$ 262	\$ 247
Actual return on plan assets	670	720			2	14
Employer contribution			\$ 21	\$ 30	20	23
Participant contributions					3	3
Federal Medicare subsidy on benefits paid					1	
Benefits paid	(320)	(301)	(21)	(30)	(25)	(25)
Fair value of plan assets from BBVA acquisition	365					
Fair value of plan assets at December 31	\$ 6,788	\$ 6,073			\$ 263	\$ 262
Funded status	\$ 1,365	\$ 899	\$ (280)	\$ (263)	\$ (63)	\$ (75)
Amounts recognized on the consolidated balance sheet						
Noncurrent asset	\$ 1,365	\$ 899				
Current liability			\$ (25)	\$ (25)	\$ (2)	\$ (2)
Noncurrent liability			(255)	(238)	(61)	(73)
Net amount recognized on the consolidated balance sheet	\$ 1,365	\$ 899	\$ (280)	\$ (263)	\$ (63)	\$ (75)
Amounts recognized in AOCI consist of:						
Prior service cost (credit)	\$ 17	\$ 25			\$ 1	\$ 2
Net actuarial loss (gain)	(186)	299	\$ 80	\$ 90	(2)	4
Amount of loss (gain) recognized in AOCI	\$ (169)	\$ 324	\$ 80	\$ 90	\$ (1)	\$ 6

(a) The actuarial (gains)/losses and changes in assumptions in 2021 and 2020 were primarily related to a change in the discount rate used to measure the projected benefit obligation.

#### **PNC Pension Plan Assets**

The long-term investment strategy for pension plan assets in our qualified pension plan (the Plan) is to:

- Meet present and future benefit obligations to all participants and beneficiaries;
- Cover reasonable expenses incurred to provide such benefits, including expenses incurred in the administration of the Trust and the Plan;
- Provide sufficient liquidity to meet benefit and expense payment requirements on a timely basis; and
- Provide a total return that, over the long term, maximizes the ratio of trust assets to liabilities by maximizing investment return, at an appropriate level of risk.

The Plan's named investment fiduciary has the ability to make short to intermediate term asset allocation shifts under the dynamic asset allocation strategy based on factors such as the Plan's funded status, the named investment fiduciary's view of return on equities relative to long term expectations, the named investment fiduciary's view on the direction of interest rates and credit spreads, and other relevant financial or economic factors which would be expected to impact the ability of the Trust to meet its obligation to participants and beneficiaries. Accordingly, the allowable asset allocation ranges have been updated to incorporate the flexibility required by the dynamic allocation policy.

The asset strategy allocations for the Plan at the end of 2021 and 2020, and the target allocation range at the end of 2021, by asset category, are as follows.

**Table 100: Asset Strategy Allocations**

Asset Category	Target Allocation Range	Percentage of Plan Assets by Strategy at December 31	
		2021	2020
Domestic Equity	15 – 40%	20 %	23 %
International Equity	10 – 25%	17 %	18 %
Private Equity	0 – 15%	12 %	10 %
Total Equity	30 – 70%	49 %	51 %
Domestic Fixed Income	10 – 40%	28 %	25 %
High Yield Fixed Income	0 – 25%	7 %	8 %
Total Fixed Income	10 – 65%	35 %	33 %
Real estate	0 – 10%	5 %	5 %
Other	0 – 20%	11 %	11 %
Total	100%	100 %	100 %

The asset category represents the allocation of Plan assets in accordance with the investment objective of each of the Plan’s investment managers. Certain domestic equity investment managers utilize derivatives and fixed income securities as described in their Investment Management Agreements to achieve their investment objective under the Investment Policy Statement. Other investment managers may invest in eligible securities outside of their assigned asset category to meet their investment objectives. The actual percentage of the fair value of total Plan assets held as of December 31, 2021 for equity securities, fixed income securities, real estate and all other assets are 57%, 25%, 5% and 13%, respectively.

We believe that, over the long term, asset allocation is the single greatest determinant of risk. Asset allocation will deviate from the target percentages due to market movement, cash flows, investment manager performance and implementation of shifts under the dynamic asset allocation policy. Material deviations from the asset allocation targets can alter the expected return and risk of the Trust. However, frequent rebalancing of the asset allocation targets may result in significant transaction costs, which can impair the Trust’s ability to meet its investment objective. Accordingly, the Trust portfolio is periodically rebalanced to maintain asset allocation within the target ranges described above.

In addition to being diversified across asset classes, the Trust is diversified within each asset class. Secondary diversification provides a reasonable basis for the expectation that no single security or class of securities will have a disproportionate impact on the total risk and return of the Trust.

Where investment strategies permit the use of derivatives and/or currency management, language is incorporated in the managers’ guidelines to define allowable and prohibited transactions and/or strategies. Derivatives are typically employed by investment managers to modify risk/return characteristics of their portfolio(s), implement asset allocation changes in a cost effective manner, or reduce transaction costs. Under the managers’ investment guidelines, derivatives may not be used solely for speculation or leverage. Derivatives are to be used only in circumstances where they offer the most efficient economic means of improving the risk/reward profile of the portfolio.

## Fair Value Measurements

As further described in Note 15 Fair Value, GAAP establishes the framework for measuring fair value, including a hierarchy used to classify the inputs used in measuring fair value.

A description of the valuation methodologies used for assets measured at fair value at both December 31, 2021 and 2020 follows:

**Table 101: Pension Plan Valuation Methodologies**

<u>Asset</u>	<u>Valuation Methodology</u>
Money market funds	• Valued at the NAV of the shares held by the pension plan at year end.
U.S. government and agency securities	• Valued at the closing price reported on the active market on which the individual securities are traded.
Corporate debt	• If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. Such securities are generally classified within Level 2 of the valuation hierarchy but may be a Level 3 depending on the level of liquidity and activity in the market for the security.
Common stock	
Mutual funds	• Valued based on third-party pricing of the fund which is not actively traded.
Other investments	• Derivative financial instruments - recorded at estimated fair value as determined by third-party appraisals and pricing models.
Derivative financial instruments	• Group annuity contracts - measured at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.
Group annuity contracts	• Preferred stock - Valued at the closing price reported on an active market on which the securities are traded.
Preferred stock	
Investments measured at NAV	• Collective trust fund investments - Valued based upon the units of such collective trust fund held by the Plan at year end multiplied by the respective unit value. The unit value of the collective trust fund is based upon significant observable inputs, although it is not based upon quoted prices in an active market. The underlying investments of the collective trust funds consist primarily of equity securities, debt obligations, short-term investments, and other marketable securities. Due to the nature of these securities, there are no unfunded commitments or redemption restrictions.
Collective trust fund investments	
Limited partnerships	• Limited partnerships - Valued by investment managers based on recent financial information used to estimate fair value. The unit value of limited partnerships is based upon significant observable inputs, although it is not based upon quoted market prices in an active market.

These methods may result in fair value calculations that may not be indicative of net realizable values or future fair values. Furthermore, while the pension plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021 and 2020.

**Table 102: Pension Plan Assets - Fair Value Hierarchy**

In millions	December 31, 2021				December 31, 2020			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
Interest bearing cash		\$ 11		\$ 11				
Money market funds	\$ 725			725	\$ 572			572
U.S. government and agency securities	583	124		707	446	\$ 126		572
Corporate debt		962	\$ 4	966		730	\$ 3	733
Common stock	739		1	740	738		1	739
Mutual funds		278		278		290		290
Other		148		148	1	214		215
Investments measured at NAV (a)				3,213				2,952
Total	\$ 2,047	\$ 1,523	\$ 5	\$ 6,788	\$ 1,757	\$ 1,360	\$ 4	\$ 6,073

(a) Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy.

The following table provides information regarding our estimated future cash flows related to our various plans.

**Table 103: Estimated Cash Flows**

In millions	Pension Plans		Postretirement Benefits	
	Qualified Pension	Nonqualified Pension		
Estimated 2022 employer contributions	\$	25	\$	23
Estimated future benefit payments				
2022	\$ 328	\$ 25	\$	23
2023	\$ 339	\$ 25	\$	23
2024	\$ 346	\$ 24	\$	24
2025	\$ 351	\$ 24	\$	23
2026	\$ 339	\$ 22	\$	23
2027-2031	\$ 1,616	\$ 100	\$	104

The qualified pension plan contributions are deposited into the Trust, and the qualified pension plan benefit payments are paid from the Trust. We do not expect to be required to make a contribution to the qualified plan for 2022 based on the funding calculations under the Pension Protection Act of 2006. For the other plans, total contributions and the benefit payments are the same and represent expected benefit amounts, which are paid from general assets. Postretirement benefits are net of participant contributions. Estimated cash flows reflect the partial funding of postretirement medical and life insurance obligations in the VEBA.

The components of net periodic benefit cost/(income) and other amounts recognized in OCI were as follows:

**Table 104: Components of Net Periodic Benefit Cost (a)**

Year ended December 31 – in millions	Qualified Pension Plan			Nonqualified Pension Plan			Postretirement Benefits		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Net periodic cost consists of:									
Service cost	\$ 133	\$ 122	\$ 115	\$ 4	\$ 3	\$ 3	\$ 4	\$ 4	\$ 4
Interest cost	139	160	186	6	8	10	8	11	13
Expected return on plan assets	(273)	(302)	(288)				(6)	(6)	(5)
Amortization of prior service cost/(credit)	4	4	4						
Amortization of actuarial (gain)/loss			4	6	5	4			
Net periodic cost (benefit)	\$ 3	\$ (16)	\$ 21	\$ 16	\$ 16	\$ 17	\$ 6	\$ 9	\$ 12
Other changes in plan assets and benefit obligations recognized in OCI:									
Current year prior service cost/(credit)	(4)		21						
Amortization of prior service (cost)/credit	(4)	(4)	(4)						
Current year actuarial loss/(gain)	(485)	(112)	(193)	(4)	17	25	(7)	3	9
Amortization of actuarial gain/(loss)			(4)	(6)	(5)	(4)			
Total recognized in OCI	\$ (493)	\$ (116)	\$ (180)	\$ (10)	\$ 12	\$ 21	\$ (7)	\$ 3	\$ 9
Total amounts recognized in net periodic cost and OCI	\$ (490)	\$ (132)	\$ (159)	\$ 6	\$ 28	\$ 38	\$ (1)	\$ 12	\$ 21

(a) The service cost component is included in Personnel expense on the Consolidated Income Statement. All other components are included in Other noninterest expense on the Consolidated Income Statement.

The weighted-average assumptions used (as of the beginning of each year) to determine the net periodic costs shown in Table 105 were as follows:

**Table 105: Net Periodic Costs - Assumptions**

As of January 1	Net Periodic Cost Determination		
	2021	2020	2019
Discount rate (a)			
Qualified pension (b)	2.60 %	3.30 %	4.30 %
Nonqualified pension	2.15 %	3.05 %	4.15 %
Postretirement benefits	2.40 %	3.20 %	4.20 %
Rate of compensation increase (average) (c)	4.25 %	4.25 %	3.50 %
Interest crediting rate (average)			
Qualified Pension	3.70 %	3.85 %	3.95 %
Nonqualified pension	4.00 %	4.15 %	4.20 %
Postretirement benefits	1.30 %	2.05 %	3.05 %
Assumed health care cost trend rate (d)			
Initial trend	6.00 %	6.25 %	6.50 %
Ultimate trend	5.00 %	5.00 %	5.00 %
Year ultimate trend reached	2025	2025	2025
Expected long-term return on plan assets (c) (e)	4.40 %	5.50 %	5.75 %

- (a) The 2021 discount rate for each plan is a blended rate that is inclusive of the BBVA plans acquired during the year.  
(b) The 2019 qualified pension discount rate was 4.15% at the time of remeasurement on January 31, 2019 as a result of a plan amendment.  
(c) Rate disclosed is for the qualified pension plan.  
(d) Rate is applicable only to the postretirement benefit plans.  
(e) The 2021 rate is a blended rate that is inclusive of the BBVA plan assets acquired during the year.

The weighted-average assumptions used (as of the end of each year) to determine year end obligations for pension and postretirement benefits were as follows:

**Table 106: Other Pension Assumptions**

Year ended December 31	2021	2020
Discount rate		
Qualified pension	2.90 %	2.55 %
Nonqualified pension	2.65 %	2.10 %
Postretirement benefits	2.80 %	2.40 %
Rate of compensation increase (average) (a)	4.25 %	4.25 %
Interest crediting rate (average)		
Qualified pension	3.70 %	3.70 %
Nonqualified pension	4.00 %	4.00 %
Postretirement benefits	1.65 %	1.30 %
Assumed health care cost trend rate (b)		
Initial trend	6.00 %	6.00 %
Ultimate trend	4.50 %	5.00 %
Year ultimate trend reached	2025	2025

- (a) Rate disclosed is for the qualified pension plan.  
(b) Rate is applicable only to the postretirement benefit plans.

The discount rates are determined independently for each plan by comparing the expected future benefits that will be paid under each plan with yields available on high quality corporate bonds of similar duration. For this analysis, 10% of bonds with the highest yields and 40% with the lowest yields were removed from the bond universe.

The expected return on plan assets is a long-term assumption established by considering historical and anticipated returns of the asset classes invested in by the pension plan and the allocation strategy currently in place among those classes. For purposes of setting and reviewing this assumption, “long-term” refers to the period over which the plan’s projected benefit obligations will be disbursed. We review this assumption at each measurement date and adjust it if warranted. Our selection process references certain historical data and the current environment, but primarily utilizes qualitative judgment regarding future return expectations. We also examine the assumption used by other companies with similar pension investment strategies. Taking into account all of these factors, as well as the BBVA plan assets acquired during the year, the expected long-term return on merged plan assets for determining net periodic pension cost for 2021 was 4.40%. We are increasing our expected long-term return on assets to 4.50% for determining pension cost for 2022. This decision was made after considering the views of both internal and external capital market advisors, particularly with regard to the effects of the recent economic environment on long-term prospective equity and fixed income returns.

With all other assumptions held constant, a 0.50% decline in the discount rate would have resulted in an immaterial change in net periodic benefit cost in 2021 and to be recognized in 2022 for each of the qualified pension, nonqualified pension and postretirement benefit plans.

### **Defined Contribution Plans**

The ISP is a qualified defined contribution plan that covers all of our eligible employees. Newly-hired full time employees and part-time employees who are eligible to participate in the ISP are automatically enrolled in the ISP with a deferral rate equal to 4% of eligible compensation in the absence of an affirmative election otherwise. Employee benefits expense related to the ISP was \$168 million in 2021, \$147 million in 2020 and \$139 million in 2019, representing cash contributed to the ISP by PNC.

The ISP is a 401(k) Plan and includes an employee stock ownership feature. Employee contributions are invested in a number of investment options, including pre-mixed portfolios and individual core funds, available under the ISP at the direction of the employee.

BBVA maintained a defined contribution plan, the BBVA USA SmartInvestor 401(k) plan. This plan was terminated on October 9, 2021, and the assets were transferred into the PNC ISP.

## **NOTE 18 STOCK BASED COMPENSATION PLANS**

We have long-term incentive award plans (Incentive Plans) that provide for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, incentive shares/performance units, restricted share units, other share-based awards and dollar-denominated awards to executives and, other than incentive stock options, to non-employee directors. Certain Incentive Plan awards may be paid in stock, cash or a combination of stock and cash. We typically grant a substantial portion of our stock-based compensation awards during the first quarter of each year.

### **Performance Share Unit Awards and Restricted Share Unit Awards**

The fair value of nonvested performance share unit awards and restricted share unit awards is initially determined based on prices not less than the market value of our common stock on the date of grant with a reduction for estimated forfeitures. The value of certain performance share unit awards is subsequently remeasured based on the achievement of one or more performance goals. Additionally, certain performance share unit awards could require subsequent adjustment due to certain discretionary risk review triggers.

The weighted-average grant date fair value of performance share unit awards and restricted share unit awards granted in 2021, 2020 and 2019 was \$61.04, \$150.23 and \$117.53 per share, respectively. The total intrinsic value of performance share unit awards and restricted share unit awards vested during 2021, 2020 and 2019 was approximately \$207 million, \$213 million and \$218 million, respectively. We recognize compensation expense for such awards ratably over the corresponding vesting and/or performance periods for each type of program.

A rollforward of the nonvested performance share unit and restricted share unit awards follows:

**Table 107: Nonvested Performance Share Unit Awards and Restricted Share Unit Awards - Rollforward**

Shares in thousands	Nonvested Performance Share Units	Weighted-Average Grant Date Fair Value	Nonvested Restricted Share Units	Weighted-Average Grant Date Fair Value
December 31, 2020	664	\$ 130.08	3,457	\$ 137.73
Granted (a)	169	\$ 158.76	1,267	\$ 161.34
Vested/Released (a)	(234)	\$ 141.82	(1,030)	\$ 147.92
Forfeitures			(112)	\$ 144.87
<b>December 31, 2021</b>	<b>599</b>	<b>\$ 133.59</b>	<b>3,582</b>	<b>\$ 142.94</b>

(a) Includes adjustments for achieving specific performance goals for Performance Share Unit Awards granted in prior periods.

In Table 107, the units and related weighted-average grant date fair value of the performance unit share awards exclude the effect of dividends on the underlying shares, as those dividends will be paid in cash if and when the underlying shares are issued to the participants.

## NOTE 19 INCOME TAXES

The components of income tax expense from continuing operations are as follows:

**Table 108: Components of Income Tax Expense**

Year ended December 31 In millions	2021	2020	2019
<b>Current</b>			
Federal	\$ 894	\$ 669	\$ 570
State	191	158	152
Total current	\$ 1,085	\$ 827	\$ 722
<b>Deferred</b>			
Federal	123	(373)	187
State	55	(28)	(8)
Total deferred	\$ 178	\$ (401)	\$ 179
<b>Total</b>	<b>\$ 1,263</b>	<b>\$ 426</b>	<b>\$ 901</b>

Significant components of deferred tax assets and liabilities are as follows:

**Table 109: Deferred Tax Assets and Liabilities**

December 31 – in millions	2021	2020
<b>Deferred tax assets</b>		
Allowance for loan and lease losses	\$ 1,170	\$ 1,288
Allowance for unfunded lending related commitments	161	141
Compensation and benefits	290	227
Partnership investments	73	121
Loss and credit carryforward	140	162
Accrued expenses	151	107
Lease obligations	563	528
Other	238	163
Total gross deferred tax assets	2,786	2,737
Valuation allowance	(33)	(26)
Total deferred tax assets	2,753	2,711
<b>Deferred tax liabilities</b>		
Leasing	1,023	1,179
Right of Use Assets	488	476
Goodwill and intangibles	278	193
Fixed assets	704	592
Net unrealized gains on securities and financial instruments	120	929
Other	343	143
Total deferred tax liabilities	2,956	3,512
<b>Net deferred tax liability</b>	<b>\$ 203</b>	<b>\$ 801</b>

A reconciliation between the statutory and effective tax rates from continuing operations follows:

**Table 110: Reconciliation of Statutory and Effective Tax Rates**

Year ended December 31	2021	2020	2019
Statutory tax rate	21.0 %	21.0 %	21.0 %
Increases (decreases) resulting from:			
State taxes net of federal benefit	2.6	2.0	2.3
Tax-exempt interest	(0.9)	(1.7)	(1.5)
Life insurance	(0.8)	(1.6)	(1.0)
Tax credits	(4.4)	(6.0)	(4.2)
Unrecognized tax benefits	0.3	(1.6)	(0.1)
Subsidiary liquidation		(1.2)	
Other	0.3	1.5	(0.1)
Effective tax rate	18.1 %	12.4 %	16.4 %

The net operating loss carryforwards at December 31, 2021 and 2020 follow:

**Table 111: Net Operating Loss Carryforwards**

Dollars in millions	December 31, 2021		December 31, 2020		Expiration
Net Operating Loss Carryforwards:					
Federal	\$	166	\$	282	2030-2032
State	\$	872	\$	848	2022-2039

The majority of the tax credit carryforwards expire in 2022-2040 and were \$51 million at December 31, 2021 and \$58 million at December 31, 2020. Some federal and state net operating loss and credit carryforwards are from acquired entities and utilization is subject to various statutory limitations. We anticipate that we will be able to fully utilize our carryforwards for federal tax purposes. However, we have recorded an insignificant valuation allowance against our carryforwards for state tax purposes as of December 31, 2021.

Retained earnings included \$0.1 billion at both December 31, 2021 and 2020 in allocations for bad debt deductions of former thrift subsidiaries for which no income tax has been provided. Under current law, if certain subsidiaries use these bad debt reserves for purposes other than to absorb bad debt losses, they will be subject to Federal income tax at the current corporate tax rate.

A reconciliation of the beginning and ending balance of unrecognized tax benefits is as follows:

**Table 112: Change in Unrecognized Tax Benefits**

In millions	2021	2020	2019
Balance of gross unrecognized tax benefits at January 1	\$ 265	\$ 130	\$ 207
Increases:			
Positions taken during a current period		265	
Acquired unrecognized tax benefits	8		
Positions taken during a prior period	7		
Decreases:			
Positions taken during a prior period	(2)		(77)
Settlements with taxing authorities	(3)	(130)	
Balance of gross unrecognized tax benefits at December 31	\$ 275	\$ 265	\$ 130
Favorable impact if recognized	\$ 217	\$ 209	\$ 76

We do not expect that the balance of unrecognized tax benefits will significantly increase or decrease in the next twelve months.

We are subject to U.S. federal income tax as well as income tax in most states and some foreign jurisdictions. Table 113 summarizes the status of significant IRS examinations.

**Table 113: IRS Tax Examination Status**

	Years under examination		Status at December 31, 2021
	PNC Financial Services Group, Inc.	BBVA USA Bancshares, Inc.	
Federal	2019	2018	Under Exam

In addition, we are under continuous examinations by various state taxing authorities. With few exceptions, we are no longer subject to state and local and foreign income tax examinations by taxing authorities for periods before 2013. For all open audits, any potential adjustments have been considered in establishing our unrecognized tax benefits as of December 31, 2021.

Our policy is to classify interest and penalties associated with income taxes as income tax expense. For 2021 and 2020, the amount of gross interest and penalties was insignificant. At December 31, 2021 and 2020, the related amounts of accrued interest and penalties were also insignificant.

## NOTE 20 REGULATORY MATTERS

We are subject to the regulations of certain federal, state and foreign agencies and undergo examinations by such regulatory authorities.

The ability to undertake new business initiatives (including acquisitions), the access to and cost of funding for new business initiatives, the ability to pay dividends, the ability to repurchase shares or other capital instruments, the level of deposit insurance costs, and the level and nature of regulatory oversight depend, in large part, on a financial institution's capital strength.

As of January 1, 2020, the 2019 Tailoring Rules became effective for PNC. The most significant changes involve the election to exclude specific AOCI items from CET1 capital and higher thresholds used to calculate CET1 capital deductions.

On March 27, 2020, the regulatory agencies issued an interim final rule delaying the estimated impact on regulatory capital stemming from implementing the CECL standard. The estimated CECL impact was added to CET1 through December 31, 2021, and will be phased-out over the following three years. PNC and PNC Bank elected the five-year transition period as of March 31, 2020.

At December 31, 2021 and 2020, PNC and PNC Bank, our domestic banking subsidiary, were both considered "well capitalized," based on applicable U.S. regulatory capital ratio requirements.

The following table sets forth the Basel III regulatory capital ratios at December 31, 2021 and 2020, for PNC and PNC Bank:

**Table 114: Basel Regulatory Capital (a)**

December 31 Dollars in millions	Amount			Ratios	
	2021	2020	2021	2020	“Well Capitalized” Requirements
Risk-based capital					
Common equity Tier 1					
PNC	\$ 40,066	\$ 39,735	10.3 %	12.2 %	N/A
PNC Bank	\$ 42,024	\$ 35,232	11.1 %	11.0 %	6.5 %
Tier 1					
PNC	\$ 45,075	\$ 43,252	11.6 %	13.2 %	6.0 %
PNC Bank	\$ 42,024	\$ 35,232	11.1 %	11.0 %	8.0 %
Total					
PNC	\$ 52,451	\$ 51,001	13.5 %	15.6 %	10.0 %
PNC Bank	\$ 49,083	\$ 42,440	12.9 %	13.2 %	10.0 %
Leverage					
PNC	\$ 45,075	\$ 43,252	8.2 %	9.5 %	N/A
PNC Bank	\$ 42,024	\$ 35,232	7.8 %	7.9 %	5.0 %

(a) Calculated using the regulatory capital methodology applicable to us during both 2021 and 2020.

The principal source of parent company cash flow is the dividends it receives from PNC Bank, which may be impacted by the following:

- Capital needs,
- Laws and regulations,
- Corporate policies,
- Contractual restrictions, and
- Other factors.

Also, there are statutory and regulatory limitations on the ability of national banks to pay dividends or make other capital distributions. The amount available for dividend payments to the parent company by PNC Bank without prior regulatory approval was approximately \$2.4 billion at December 31, 2021.

Under federal law, a bank subsidiary generally may not extend credit to, or engage in other types of covered transactions (including the purchase of assets) with, the parent company or its non-bank subsidiaries on terms and under circumstances that are not substantially the same as comparable transactions with nonaffiliates. A bank subsidiary may not extend credit to, or engage in a covered transaction with, the parent company or a non-bank subsidiary if the aggregate amount of the bank's extensions of credit and other covered transactions with the parent company or non-bank subsidiary exceeds 10% of the capital stock and surplus of such bank subsidiary or the aggregate amount of the bank's extensions of credit and other covered transactions with the parent company and all non-bank subsidiaries exceeds 20% of the capital stock and surplus of such bank subsidiary. Such extensions of credit, with limited exceptions, must be at least fully collateralized in accordance with specified collateralization thresholds, with the thresholds varying based on the type of assets serving as collateral. In certain circumstances, federal regulatory authorities may impose more restrictive limitations.

The Federal Reserve is authorized to establish reserve requirements for certain types of deposits and other liabilities of depository institutions. Effective March 26, 2020, the reserve requirement ratios were reduced to zero. At December 31, 2021, the balance outstanding at the Federal Reserve Bank was \$73.8 billion. This amount is included in Interest-earning deposits with banks on our Consolidated Balance Sheet.

## NOTE 21 LEGAL PROCEEDINGS

We establish accruals for legal proceedings, including litigation and regulatory and governmental investigations and inquiries, when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated. Any such accruals are adjusted thereafter as appropriate to reflect changed circumstances. When we are able to do so, we also determine estimates of possible losses or ranges of possible losses, whether in excess of any related accrued liability or where there is no accrued liability, for disclosed legal proceedings ("Disclosed Matters," which are those matters disclosed in this Note 21). For Disclosed Matters where we are able to estimate such possible losses or ranges of possible losses, as of December 31, 2021, we estimate that it is reasonably possible that we could incur losses in excess of related accrued liabilities, if any, in an aggregate amount less than \$300 million. The estimates included in this amount are based on our analysis of currently available information and are subject to significant judgment and a variety of assumptions and uncertainties. As new information is obtained we may change our estimates. Due to the inherent subjectivity of the assessments and unpredictability of outcomes of legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to us from the legal proceedings in question. Thus, our exposure and ultimate losses may be higher, and possibly significantly so, than the amounts accrued or this aggregate amount.

In our experience, legal proceedings are inherently unpredictable. One or more of the following factors frequently contribute to this inherent unpredictability: the proceeding is in its early stages; the damages sought are unspecified, unsupported or uncertain; it is unclear whether a case brought as a class action will be allowed to proceed on that basis or, if permitted to proceed as a class action, how the class will be defined; the other party is seeking relief other than or in addition to compensatory damages (including, in the case of regulatory and governmental investigations and inquiries, the possibility of fines and penalties); the matter presents meaningful legal uncertainties, including novel issues of law; we have not engaged in meaningful settlement discussions; discovery has not started or is not complete; there are significant facts in dispute; the possible outcomes may not be amenable to the use of statistical or quantitative analytical tools; predicting possible outcomes depends on making assumptions about future decisions of courts or regulatory bodies or the behavior of other parties; and there are a large number of parties named as defendants (including where it is uncertain how damages or liability, if any, will be shared among multiple defendants). Generally, the less progress that has been made in the proceedings or the broader the range of potential results, the harder it is for us to estimate losses or ranges of losses that it is reasonably possible we could incur.

As a result of these types of factors, we are unable, at this time, to estimate the losses that are reasonably possible to be incurred or ranges of such losses with respect to some of the matters disclosed, and the aggregate estimated amount provided above does not include an estimate for every Disclosed Matter. Therefore, as the estimated aggregate amount disclosed above does not include all of the Disclosed Matters, the amount disclosed above does not represent our maximum reasonably possible loss exposure for all of the

Disclosed Matters. The estimated aggregate amount also does not reflect any of our exposure to matters not so disclosed, as discussed below under “Other.”

We include in some of the descriptions of individual Disclosed Matters certain quantitative information related to the plaintiff’s claim against us as alleged in the plaintiff’s pleadings or other public filings or otherwise publicly available information. While information of this type may provide insight into the potential magnitude of a matter, it does not necessarily represent our estimate of reasonably possible loss or our judgment as to any currently appropriate accrual.

Some of our exposure in Disclosed Matters may be offset by applicable insurance coverage. We do not consider the possible availability of insurance coverage in determining the amounts of any accruals (although we record the amount of related insurance recoveries that are deemed probable up to the amount of the accrual) or in determining any estimates of possible losses or ranges of possible losses.

### **Interchange Litigation**

Beginning in June 2005, a series of antitrust lawsuits were filed against Visa®, Mastercard®, and several major financial institutions, including cases naming National City (since merged into The PNC Financial Services Group, Inc.) and its subsidiary, National City Bank of Kentucky (since merged into National City Bank which in turn was merged into PNC Bank). The plaintiffs in these cases are merchants operating commercial businesses throughout the U.S., as well as trade associations. Some of these cases (including those naming National City entities) were brought as class actions on behalf of all persons or business entities that have accepted Visa or Mastercard. The cases have been consolidated for pre-trial proceedings in the U.S. District Court for the Eastern District of New York under the caption *In re Payment Card Interchange Fee and Merchant-Discount Antitrust Litigation* (Master File No. 1:05-md-1720- MKB-JO).

In July 2012, the parties entered into a memorandum of understanding with the class plaintiffs and an agreement in principle with certain individual plaintiffs with respect to a settlement of these cases, under which the defendants agreed to pay approximately \$6.6 billion collectively to the class and individual settling plaintiffs and agreed to changes in the terms applicable to their respective card networks (including an eight-month reduction in default credit interchange rates). The parties entered into a definitive agreement with respect to this settlement in October 2012. The court granted final approval of the settlement in December 2013. Several objectors appealed the order of approval to the U.S. Court of Appeals for the Second Circuit, which issued an order in June 2016, reversing approval of the settlement and remanding for further proceedings. In November 2016, the plaintiffs filed a petition for a writ of certiorari with the U.S. Supreme Court to challenge the court of appeal’s decision. The Supreme Court denied the petition in March 2017.

As a result of the reversal of the approval of the settlement, the class actions have resumed in the district court. In November 2016, the district court appointed separate interim class counsel for a proposed class seeking damages and a proposed class seeking equitable (injunctive) relief. In February 2017, each of these counsel filed a proposed amended and supplemental complaint on behalf of its respective proposed class. These complaints make similar allegations, including that the defendants conspired to monopolize and to fix the prices for general purpose card network services, that the restructuring of Visa and Mastercard, each of which included an initial public offering, violated the antitrust laws, and that the defendants otherwise imposed unreasonable restraints on trade, resulting in the payment of inflated interchange fees and other fees, which also violated the antitrust laws. In their complaints, collectively the plaintiffs seek, among other things, injunctive relief, unspecified damages (trebled under the antitrust laws) and attorneys’ fees. PNC is named as a defendant in the complaint seeking damages but is not named as a defendant in the complaint that seeks equitable relief.

In September 2017, the magistrate judge at the district court granted in part and denied in part the plaintiffs’ motions to file their proposed amended complaints. The dispute over amendment arose in part from the decision in *United States v. American Express, Co.*, 838 F.3d 179 (2d Cir. 2016), in which the court held that the relevant market in a similar complaint against American Express is “two-sided,” i.e., requires consideration of effects on consumers as well as merchants. In June 2018, the U.S. Supreme Court affirmed (under the caption *Ohio v. American Express Co.*) the court of appeals decision. Previously, the plaintiffs in this litigation had alleged a one-sided market, and, as a result of the court’s decision in *American Express*, they sought leave to add claims based on a two-sided market. The order allowed the complaint to be amended to include allegations pertaining to a two-sided market only to the extent those claims are not time-barred, but held that the two-sided market allegations do not relate back to the time of the original complaint and are not subject to tolling. In October 2017, the plaintiffs appealed this order to the presiding district court judge. In August 2018, the judge overruled this decision, finding that the two-sided market allegations do relate back.

In September 2018, the relevant parties entered an amended definitive agreement to resolve the claims of the class seeking damages. In this amended settlement agreement, the parties agreed, among other things, to the following terms:

- An additional settlement payment from all defendants of \$900 million, with Visa's share of the additional settlement payment being \$600 million. The additional settlement payment will be added to the approximately \$5.3 billion previously paid by the defendants pursuant to the original 2012 settlement agreement.
- Up to \$700 million may be returned to the defendants (with up to \$467 million to Visa) if more than 15% of class members (by payment volume) opt out of the class. As more than 15% of class members opted out of the class, \$700 million has been returned to the defendants (\$467 million to Visa).

This amended settlement agreement is subject to court approval. Following preliminary approval in January 2019, and after class notice, the submission of opt-outs, and the filing of objections, the district court granted final approval of the settlement in December 2019. Several objectors have appealed the district court's order granting final approval to the U.S. Court of Appeals for the Second Circuit. Oral argument of this appeal is presently scheduled for March 16, 2022. Some merchants that opted out from the settlement have brought lawsuits against Visa and Mastercard and one or more of the issuing banks. Resolution by Visa of claims by merchants that opted out of the settlement, including those that file lawsuits, have been or will be paid from the Visa litigation escrow account.

National City and National City Bank entered into judgment and loss sharing agreements with Visa and certain other banks with respect to all of the above referenced litigation. We were not originally named as defendants in any of the Visa or Mastercard related antitrust litigation nor were we initially parties to the judgment or loss sharing agreements. However, we became responsible for National City's and National City Bank's position in the litigation and responsibilities under the agreements through our acquisition of National City. In addition, following Visa's reorganization in 2007 in contemplation of its initial public offering, U.S. Visa members received shares of Class B Visa common stock, convertible upon resolution of specified litigation, including the remaining litigation described above, into shares of Class A Visa common stock, with the conversion rate adjusted to reflect amounts paid or escrowed to resolve the specified litigation, and also remained responsible for indemnifying Visa against the specified litigation. Our Class B Visa common stock is all subject to this conversion adjustment provision, and we are now responsible for the indemnification obligations of our predecessors as well as ourselves. We have also entered into a Mastercard Settlement and Judgment Sharing Agreement with Mastercard and other financial institution defendants and an Omnibus Agreement Regarding Interchange Litigation Sharing and Settlement Sharing with Visa, Mastercard and other financial institution defendants. The Omnibus Agreement, in substance, apportions resolution of the claims in this litigation into a Visa portion and a Mastercard portion, with the Visa portion being two-thirds and the Mastercard portion being one-third. This apportionment only applies in the case of either a global settlement involving all defendants or an adverse judgment against the defendants, to the extent that damages either are related to the merchants' inter-network conspiracy claims or are otherwise not attributed to specific Mastercard or Visa conduct or damages. The Mastercard portion (or any Mastercard-related liability not subject to the Omnibus Agreement) will then be apportioned under the Mastercard Settlement and Judgment Sharing Agreement among Mastercard and PNC and the other financial institution defendants that are parties to this agreement. The responsibility for the Visa portion (or any Visa-related liability not subject to the Omnibus Agreement) will be apportioned under the pre-existing indemnification responsibilities and judgment and loss sharing agreements.

#### **USAA Patent Infringement Litigation**

In September 2020, a lawsuit (*United Services Automobile Association v. PNC Bank N.A.* (Case No. 2:20-cv-319)) was filed in the United States District Court for the Eastern District of Texas against PNC Bank for patent infringement ("the first Texas case"). The plaintiff amended its complaint in December 2020. As amended, the complaint alleges that PNC's mobile remote deposit capture systems infringe on four patents owned by the plaintiff. The plaintiff seeks, among other things, a judgment that PNC is infringing each of the patents, damages for willful infringement, and attorneys' fees. In December 2020, we filed a motion to dismiss the amended complaint, and in January 2021, we filed a motion to transfer the lawsuit to the United States District Court for the Western District of Pennsylvania. In February 2021, we answered the amended complaint and asserted counterclaims alleging that the plaintiff infringed four patents owned by PNC Bank, as well as for a declaratory judgment that PNC Bank does not infringe certain patents asserted by the plaintiff. In March 2021, the plaintiff filed a motion to dismiss two of the patent infringement counterclaims, as well as to sever the patent infringement counterclaims for trial. In June 2021, the plaintiff filed an answer to PNC's counterclaims and asserted a counterclaim in reply seeking a declaratory judgment that two of the asserted PNC patents are unenforceable due to inequitable conduct and unclean hands in prosecution of the patents. In September 2021, the court denied our motion to dismiss and our motion to transfer the case. In November 2021, the court denied the plaintiff's motion to dismiss two of the patent infringement counterclaims. Also in November 2021, the court issued a memorandum opinion and order construing certain claim terms of the patents in suit.

In December 2020, we filed a lawsuit (*PNC Bank, N.A. v. United Services Automobile Association* (Case No. 2:20-cv-1886)) in the United States District Court for the Western District of Pennsylvania against USAA seeking declaratory judgment of non-infringement as to two of the patents at issue in the first Texas case and awarding PNC its fees and costs. In January 2021, USAA filed a motion to dismiss or transfer PNC Bank's declaratory judgment complaint. In June 2021, the court stayed this case pending a decision on the motion to transfer filed by PNC Bank in the first Texas case. The United States District Court for the Eastern District of Texas denied PNC Bank's motion to transfer in the first Texas case in September 2021. This case presently remains stayed.

In March 2021, USAA filed a second lawsuit (*United Services Automobile Association v. PNC Bank N.A.* (Case No. 2:21-cv-110)) in the United States District Court for the Eastern District of Texas against PNC Bank for patent infringement. The complaint alleges that PNC's mobile remote deposit capture systems infringe two patents owned by the plaintiff. The plaintiff seeks, among other things, a judgment that PNC is infringing each of the patents, damages for willful infringement, and attorneys' fees. In April 2021, we moved to consolidate this action with the first Texas case and we filed motions to dismiss and transfer this action. In July 2021, this action was consolidated with the first Texas case (together, "the consolidated cases"). In September 2021, the court denied our motion to dismiss and our motion to transfer for the same reasons set forth in its September 2021 orders in the first Texas case. In November 2021, the court issued a memorandum opinion and order construing certain claim terms of the patents in suit. Trial in the consolidated cases is presently scheduled to commence on April 18, 2022.

In July 2021, USAA filed a third lawsuit (*United Services Automobile Association v. PNC Bank N.A.* (Case No. 2:21-cv-246)) in the United States District Court for the Eastern District of Texas against PNC Bank for patent infringement ("the third Texas case"). The complaint alleges that PNC's mobile remote deposit capture systems, including its new versions, infringe three additional patents owned by the plaintiff. The plaintiff seeks, among other things, a judgment that PNC is infringing each of the patents, damages for willful infringement, and attorneys' fees. In July 2021, we filed motions to dismiss and transfer this action; the court denied these motions in January 2022. Trial in this case is presently scheduled to commence on August 22, 2022.

In August 2021, USAA filed a lawsuit (*United Services Automobile Association v. BBVA USA* (Case No. 2:21-cv-311)) in the United States District Court for the Eastern District of Texas against BBVA USA for patent infringement ("the BBVA USA Texas case"). The complaint alleges that BBVA USA's remote deposit capture systems infringe the same six USAA patents at issue in the consolidated cases. The plaintiff seeks, among other things, a judgment that BBVA USA is infringing each of the patents, damages for willful infringement, and attorneys' fees. In October 2021, BBVA USA was merged into PNC Bank. Also in October 2021, we answered the complaint and asserted counterclaims for a declaratory judgment that the asserted patents are invalid and not infringed. Trial in this case is presently scheduled to commence on October 31, 2022.

In January 2022, the Patent Trial and Appeal Board granted institution of inter partes review ("IPR") with respect to petitions filed by PNC for three of the six patents at issue in the consolidated cases and in the BBVA USA Texas case. The Patent Trial and Appeal Board denied institution of an IPR with respect to PNC's petitions for one of the six patents at issue in the consolidated cases and in the BBVA USA Texas case. PNC's petitions for IPR with respect to the other two patents in the consolidated cases and the BBVA USA Texas case and with respect to the three patents in the third Texas case remain pending. The IPR proceedings at the Patent Trial and Appeal Board, presently scheduled to commence on October 25 and 26, 2022, will review the patentability of the claims in the patents for which IPR is granted.

### **Regulatory and Governmental Inquiries**

We are the subject of investigations, audits, examinations and other forms of regulatory and governmental inquiry covering a broad range of issues in our consumer, mortgage, brokerage, securities and other financial services businesses, as well as other aspects of our operations. In some cases, these inquiries are part of reviews of specified activities at multiple industry participants; in others, they are directed at PNC individually. From time to time, these inquiries have involved and may in the future involve or lead to regulatory enforcement actions and other administrative proceedings. These inquiries have also led to and may in the future lead to civil or criminal judicial proceedings. Some of these inquiries result in remedies including fines, penalties, restitution, or alterations in our business practices, and in additional expenses and collateral costs and other consequences. Such remedies and other consequences typically have not been material to us from a financial standpoint, but could be in the future. Even if not financially material, they may result in significant reputational harm or other adverse consequences.

Our practice is to cooperate fully with regulatory and governmental investigations, audits and other inquiries, including that described in this Note 21.

### **Other**

In addition to the proceedings or other matters described above, PNC and persons to whom we may have indemnification obligations, in the normal course of business, are subject to various other pending and threatened legal proceedings in which claims for monetary damages and other relief are asserted. We do not anticipate, at the present time, that the ultimate aggregate liability, if any, arising out of such other legal proceedings will have a material adverse effect on our financial position. However, we cannot now determine whether or not any claims asserted against us or others to whom we may have indemnification obligations, whether in the proceedings or other matters described above or otherwise, will have a material adverse effect on our results of operations in any future reporting period, which will depend on, among other things, the amount of the loss resulting from the claim and the amount of income otherwise reported for the reporting period.

## NOTE 22 PARENT COMPANY

Summarized financial information of the parent company is as follows:

**Table 115: Parent Company - Income Statement**

Year ended December 31 – in millions	2021	2020	2019
<b>Operating Revenue</b>			
Dividends from continuing operations:			
Bank subsidiaries and bank holding company	\$ 3,980	\$ 13,701	\$ 3,570
Non-bank subsidiaries (a)	424	345	290
Interest income	15	38	169
Noninterest income	41	37	48
<b>Total operating revenue</b>	<b>4,460</b>	<b>14,121</b>	<b>4,077</b>
<b>Operating Expense</b>			
Interest expense	129	179	325
Other expense	245	91	146
<b>Total operating expense</b>	<b>374</b>	<b>270</b>	<b>471</b>
Income before income taxes and equity in undistributed net income of subsidiaries	4,086	13,851	3,606
Equity in undistributed net income of subsidiaries:			
Bank subsidiaries and bank holding company	1,085	(12,009)	671
Non-bank subsidiaries	543	(86)	164
Income from continuing operations before taxes	5,714	1,756	4,441
Income tax expense (benefit) from continuing operations (a)	41	(1,206)	(101)
Net income from continuing operations	5,673	2,962	4,542
Dividends from discontinued operations:			
Bank subsidiaries and bank holding company		126	460
Equity in undistributed net income of subsidiaries from discontinued operations:			
Bank subsidiaries and bank holding company		5,651	528
Income from discontinued operations before taxes		5,777	988
Income taxes from discontinued operations		1,222	161
<b>Net income from discontinued operations</b>		<b>4,555</b>	<b>827</b>
Net income	\$ 5,673	\$ 7,517	\$ 5,369
Other comprehensive income, net of tax:			
Net pension and other postretirement benefit plan activity arising during the period	11	1	(2)
Other comprehensive income (loss)	11	1	(2)
<b>Comprehensive income</b>	<b>\$ 5,684</b>	<b>\$ 7,518</b>	<b>\$ 5,367</b>

(a) Prior period amounts reflect the immaterial impact of adopting ASU 2019-12 - *Income Tax Simplification*. See the Recently Adopted Accounting Standards portion of Note 1 Accounting Policies in this Report for additional details on this adoption.

**Table 116: Parent Company - Balance Sheet**

December 31 – in millions	2021		2020	
<b>Assets</b>				
Cash held at banking subsidiary	\$	5,367	\$	14,882
Restricted deposits with banking subsidiary		175		175
Investments in:				
Bank subsidiaries and bank holding company		56,596		45,992
Non-bank subsidiaries		2,693		1,984
Loans with affiliates		1,179		1,021
Other assets		1,999		1,934
Total assets	\$	68,009	\$	65,988
<b>Liabilities</b>				
Subordinated debt (a)	\$	982	\$	1,010
Senior debt (a)		10,362		9,567
Other borrowed funds from affiliates		343		780
Accrued expenses and other liabilities		627		621
Total liabilities		12,314		11,978
<b>Equity</b>				
Shareholders' equity		55,695		54,010
Total liabilities and equity	\$	68,009	\$	65,988

(a) See Note 10 Borrowed Funds for additional information on contractual rates and maturity dates of senior debt and subordinated debt for parent company.

In connection with certain affiliates' commercial and residential mortgage servicing operations, the parent company has committed to maintain such affiliates' net worth above minimum requirements.

**Table 117: Parent Company - Interest Paid and Income Tax Refunds**

Year ended December 31 – in millions	Interest Paid		Income Tax Refunds	
2021	\$	307	\$	386
2020	\$	335	\$	29
2019	\$	300	\$	26

**Table 118: Parent Company - Statement of Cash Flows**

Year ended December 31 – in millions	2021		2020		2019
<b>Operating Activities</b>					
Net income	\$	5,673	\$	7,517	\$ 5,369
Adjustments to reconcile net income to net cash provided by operating activities:					
Equity in undistributed net earnings of subsidiaries		(1,628)			(1,363)
Return on investment in subsidiaries				6,444	
Other		(248)		237	218
Net cash provided (used) by operating activities	\$	3,797	\$	14,198	\$ 4,224
<b>Investing Activities</b>					
Proceeds from available for sale securities	\$	300			
Net change in loans and securities from affiliates		(1,188)	\$	(2,808)	\$ 664
Net change in nonrestricted interest-earning deposits				7,024	(2,369)
Net cash paid for acquisition		(11,358)			
Other		(5)			(8)
Net cash provided (used) by investing activities	\$	(12,251)	\$	4,216	\$ (1,713)
<b>Financing Activities</b>					
Net change in other borrowed funds from affiliates	\$	(435)	\$	473	\$ 228
Proceeds from long-term borrowings		1,692		1,986	4,180
Repayments of long-term borrowings		(500)		(1,750)	(1,300)
Preferred stock issuances		1,484			
Preferred stock redemptions				(480)	
Common and treasury stock issuances		66		65	90
Acquisition of treasury stock		(1,079)		(1,624)	(3,578)
Preferred stock cash dividends paid		(233)		(229)	(236)
Common stock cash dividends paid		(2,056)		(1,979)	(1,895)
Net cash provided (used) by financing activities	\$	(1,061)	\$	(3,538)	\$ (2,511)
<b>Net increase (decrease) in cash and due from banks</b>	\$	(9,515)	\$	14,876	
<b>Net cash provided by operating activities of discontinued operations</b>				11,542	\$ 299
<b>Net cash activity from continuing operations</b>		(9,515)		3,334	(299)
Cash and restricted deposits held at banking subsidiary at beginning of year		15,057		181	181
Cash and restricted deposits held at banking subsidiary at end of year	\$	5,542	\$	15,057	\$ 181

## NOTE 23 SEGMENT REPORTING

We have three reportable business segments:

- Retail Banking
- Corporate & Institutional Banking
- Asset Management Group

Results of individual businesses are presented based on our internal management reporting practices. There is no comprehensive, authoritative body of guidance for management accounting equivalent to GAAP; therefore, the financial results of our individual businesses are not necessarily comparable with similar information for any other company. We periodically refine our internal methodologies as management reporting practices are enhanced. To the extent significant and practicable, retrospective application of new methodologies is made to prior period reportable business segment results and disclosures to create comparability with the current period.

During the second quarter of 2020, we divested our entire 22.4% investment in BlackRock, which had previously been reported as a separate business segment. See Note 2 Acquisition and Divestiture Activity for additional information on the sale and details on our results and cash flow for 2020 and 2019.

Total business segment financial results differ from total consolidated net income. These differences are reflected in the “Other” category in Table 119. “Other” includes residual activities that do not meet the criteria for disclosure as a separate reportable business, such as asset and liability management activities including net securities gains or losses, ACL for investment securities, certain trading activities, certain runoff consumer loan portfolios, private equity investments, intercompany eliminations, certain corporate overhead, tax adjustments that are not allocated to business segments, exited businesses and differences between business segment performance reporting and financial statement reporting (GAAP). The “Other” category also includes our BlackRock held for sale asset in 2019. Assets, revenue and earnings attributable to foreign activities were not material in the periods presented for comparison.

Financial results are presented, to the extent practicable, as if each business operated on a stand-alone basis. Additionally, we have aggregated the results for corporate support functions within “Other” for financial reporting purposes.

Net interest income in business segment results reflects our internal funds transfer pricing methodology. Assets receive a funding charge and liabilities and capital receive a funding credit based on a transfer pricing methodology that incorporates product repricing characteristics, tenor and other factors.

We have allocated the ALLL and the allowance for unfunded lending related commitments based on the loan exposures within each business segment’s portfolio. Key reserve assumptions and estimation processes react to and are influenced by observed changes in loan portfolio performance experience, the financial strength of the borrower and economic conditions. Key reserve assumptions are periodically updated.

**Table 119: Results of Businesses**

Year ended December 31  
In millions

	Retail Banking	Corporate & Institutional Banking	Asset Management Group	Other	Consolidated (a)
<b>2021</b>					
<b>Income Statement</b>					
Net interest income	\$ 6,206	\$ 4,526	\$ 476	\$ (561)	\$ 10,647
Noninterest income	2,796	3,783	987	998	8,564
Total revenue	9,002	8,309	1,463	437	19,211
Provision for (recapture of) credit losses	(101)	(646)	(7)	(25)	(779)
Depreciation and amortization	293	208	23	542	1,066
Other noninterest expense	6,623	3,271	918	1,124	11,936
Income (loss) from continuing operations before income taxes (benefit) and noncontrolling interests	2,187	5,476	529	(1,204)	6,988
Income taxes (benefit) from continuing operations	508	1,138	123	(506)	1,263
Net income (loss) from continuing operations	1,679	4,338	406	(698)	5,725
Less: Net income attributable to noncontrolling interests	31	14		6	51
Net income (loss) from continuing operations excluding noncontrolling interests	\$ 1,648	\$ 4,324	\$ 406	\$ (704)	\$ 5,674
Average Assets	\$ 106,331	\$ 188,470	\$ 11,677	\$ 216,688	\$ 523,166
<b>2020</b>					
<b>Income Statement</b>					
Net interest income	\$ 5,609	\$ 3,999	\$ 357	\$ (19)	\$ 9,946
Noninterest income	2,519	3,062	854	520	6,955
Total revenue	8,128	7,061	1,211	501	16,901
Provision for (recapture of) credit losses	968	2,088	21	98	3,175
Depreciation and amortization	251	197	45	490	983
Other noninterest expense	5,768	2,659	813	74	9,314
Income (loss) from continuing operations before income taxes (benefit) and noncontrolling interests	1,141	2,117	332	(161)	3,429
Income taxes (benefit) from continuing operations	266	433	77	(350)	426
Net income from continuing operations	875	1,684	255	189	3,003
Less: Net income attributable to noncontrolling interests	31	10			41
Net income from continuing operations excluding noncontrolling interests	\$ 844	\$ 1,674	\$ 255	\$ 189	\$ 2,962
Average Assets	\$ 97,643	\$ 183,189	\$ 8,186	\$ 160,277	\$ 449,295
<b>2019</b>					
<b>Income Statement</b>					
Net interest income	\$ 5,520	\$ 3,637	\$ 288	\$ 520	\$ 9,965
Noninterest income	2,648	2,537	991	698	6,874
Total revenue	8,168	6,174	1,279	1,218	16,839
Provision for (recapture of) credit losses	517	284	(1)	(27)	773
Depreciation and amortization	230	198	62	545	1,035
Other noninterest expense	5,781	2,615	877	266	9,539
Income from continuing operations before income taxes (benefit) and noncontrolling interests	1,640	3,077	341	434	5,492
Income taxes (benefit) from continuing operations	377	629	79	(184)	901
Net income from continuing operations	1,263	2,448	262	618	4,591
Less: Net income attributable to noncontrolling interests	50			(1)	49
Net income from continuing operations excluding noncontrolling interests	\$ 1,213	\$ 2,448	\$ 262	\$ 619	\$ 4,542
Average Assets	\$ 92,959	\$ 164,243	\$ 7,360	\$ 135,773	\$ 400,335

(a) There were no material intersegment revenues for 2021, 2020 and 2019.

### **Business Segment Products and Services**

**Retail Banking** provides deposit, lending, brokerage, insurance services, investment management and cash management products and services to consumer and small business customers. Our customers are serviced through our branch network, ATMs, call centers, online banking and mobile channels. As a result of the BBVA acquisition, we have become a coast-to-coast Retail Bank. Our national expansion strategy is designed to grow customers with digitally-led banking and a thin branch network as we expand into new markets. Deposit products include checking, savings and money market accounts and certificates of deposit. Lending products include residential mortgages, home equity loans and lines of credit, auto loans, credit cards, education loans and personal and small business

loans and lines of credit. The residential mortgage loans are directly originated within our branch network and nationwide, and are typically underwritten to agency and/or third-party standards, and either sold, servicing retained or held on our balance sheet. Brokerage, investment management and cash management products and services include managed, education, retirement and trust accounts.

**Corporate & Institutional Banking** provides lending, treasury management and capital markets-related products and services to mid-sized and large corporations, and government and not-for-profit entities. Lending products include secured and unsecured loans, letters of credit and equipment leases. The Treasury Management business provides corporations with cash and investment management services, receivables and disbursement management services, funds transfer services, international payment services and access to online/mobile information management and reporting services. Within Treasury Management, PNC Global Transfers (formerly BBVA Transfer Services, Inc.) provides wholesale money transfer processing capabilities between the U.S. and Mexico and other countries primarily in Central and South America. Capital markets-related products and services include foreign exchange, derivatives, fixed income, securities underwriting, loan syndications, mergers and acquisitions advisory and equity capital markets advisory related services. We also provide commercial loan servicing and technology solutions for the commercial real estate finance industry. Products and services are provided nationally.

**Asset Management Group** provides private banking for high net worth and ultra high net worth clients and institutional asset management. The Asset Management group is composed of two distinct operating units:

- PNC Private Bank provides products and services to emerging affluent, high net worth and ultra high net worth individuals and their families including investment and retirement planning, customized investment management, credit and cash management solutions, and trust management and administration. In addition, multi-generational family planning services are also provided to ultra high net worth individuals and their families which include estate, financial, tax, fiduciary and customized performance reporting through PNC Private Bank Hawthorn.
- Institutional Asset Management provides outsourced chief investment officer, custody, private real estate, cash and fixed income client solutions, and retirement plan fiduciary investment services to institutional clients including corporations, healthcare systems, insurance companies, unions, municipalities and non-profits.

## NOTE 24 FEE-BASED REVENUE FROM CONTRACTS WITH CUSTOMERS

A subset of our noninterest income relates to certain fee-based revenue within the scope of ASC Topic 606 *Revenue from Contracts with Customers* (Topic 606). The objective of the standard is to clarify the principles for recognizing revenue from contracts with customers across all industries and to develop a common revenue standard under GAAP. The standard requires the application of a five-step recognition model to contracts, allocating the amount of consideration we expect to be entitled to across distinct promises in the contract, called performance obligations, and recognizing revenue when or as those services are transferred to the customer.

Fee-based revenue within the scope of Topic 606 is recognized within our three reportable business segments: Retail Banking, Corporate & Institutional Banking and Asset Management Group. Interest income, income from lease contracts, fair value gains from financial instruments (including derivatives), income from mortgage servicing rights and guarantee products, letter of credit fees, non-refundable fees associated with acquiring or originating a loan and gains from the sale of financial assets are outside of the scope of Topic 606.

Tables 120, 121 and 122 present noninterest income within the scope of Topic 606 disaggregated by segment. A description of the fee-based revenue and how it is recognized for each segment's principal services and products follows each table.

## **Retail Banking**

**Table 120: Retail Banking Noninterest Income Disaggregation**

In millions	Year ended December 31		
	2021	2020	2019
<b>Product</b>			
Debit card fees	\$ 665	\$ 522	\$ 535
Deposit account fees	490	463	642
Brokerage fees	464	367	356
Net credit card fees (a)	221	179	186
Merchant services	174	154	216
Other	271	225	255
Total in-scope noninterest income by product	\$ 2,285	\$ 1,910	\$ 2,190
<b>Reconciliation to total Retail Banking noninterest income</b>			
Total in-scope noninterest income	\$ 2,285	\$ 1,910	\$ 2,190
Total out-of-scope noninterest income (b)	511	609	458
Total Retail Banking noninterest income	\$ 2,796	\$ 2,519	\$ 2,648

(a) Net credit card fees consists of interchange fees of \$ 582 million, \$469 million and \$498 million and credit card reward costs of \$ 361 million, \$290 million and \$312 million for the years ended December 31, 2021, 2020 and 2019, respectively.

(b) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### **Debit Card and Net Credit Card Fees**

As an issuing bank, Retail Banking earns interchange fee revenue from debit and credit card transactions. By offering card products, we maintain and administer card-related services, such as credit card reward programs, account data and statement information, card activation, card renewals, and card suspension and blockage. Interchange fees are earned when cardholders make purchases and are presented in Table 120 net of credit card reward costs, which are earned by customers when they make purchases.

### **Deposit Account Fees**

Retail Banking provides demand deposit, money market and savings account products for consumer and small business customers. Services include online and branch banking, overdraft and wire transfer services, imaging services and cash alternative services, such as money orders and cashier's checks. We recognize fee income at the time these services are performed for the customer.

### **Brokerage Fees**

Retail Banking earns fee revenue by providing its customers a wide range of investment options through its brokerage services including mutual funds, annuities, stocks, bonds, long-term care and insurance products, and managed accounts. We earn fee revenue for transaction-based brokerage services, such as the execution of market trades, once the transaction has been completed as of the trade date. In other cases, such as investment management services, we earn fee revenue over the term of the customer contract.

### **Merchant Services**

Retail Banking earns fee revenue for debit and credit card processing services and products. We provide these services to merchant businesses including point-of-sale payment acceptance capabilities and customized payment processing built around the merchant's specific requirements. We earn fee revenue as the merchant's customers make purchases.

### **Other**

Other noninterest income primarily includes ATM fees earned from our customers and non-PNC customers. These fees are recognized as transactions occur.

## Corporate & Institutional Banking

Table 121: Corporate & Institutional Banking Noninterest Income Disaggregation

In millions	Year ended December 31		
	2021	2020	2019
<b>Product</b>			
Treasury management fees	\$ 1,159	\$ 897	\$ 840
Capital markets fees	1,110	759	547
Commercial mortgage banking activities	141	111	102
Other	90	83	77
Total in-scope noninterest income by product	\$ 2,500	\$ 1,850	\$ 1,566
<b>Reconciliation to total Corporate &amp; Institutional Banking noninterest income</b>			
Total in-scope noninterest income	\$ 2,500	\$ 1,850	\$ 1,566
Total out-of-scope noninterest income (a)	1,283	1,212	971
Total Corporate & Institutional Banking noninterest income	\$ 3,783	\$ 3,062	\$ 2,537

(a) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### Treasury Management Fees

Corporate & Institutional Banking provides corporations with cash and investment management services, receivables and disbursement management services, funds transfer services, international payment services and access to online/mobile information management and reporting services. Within Treasury Management, PNC Global Transfers (formerly BBVA Transfer Services, Inc.) provides wholesale money transfer processing capabilities between the U.S. and Mexico and other countries primarily in Central and South America. Treasury management fees are primarily recognized over time as we perform these services.

### Capital Markets Fees

Capital markets fees include securities underwriting fees, merger and acquisition advisory fees and other advisory-related fees. We recognize these fees when the related transaction closes.

### Commercial Mortgage Banking Activities

Commercial mortgage banking activities include servicing responsibilities where we do not own the servicing rights. Servicing responsibilities typically consist of collecting and remitting monthly borrower principal and interest payments, maintaining escrow deposits, performing loss mitigation and foreclosure activities, and, in certain instances, funding of servicing advances. We recognize servicing fees over time as we perform these activities.

### Other

Other noninterest income within Corporate & Institutional Banking is primarily comprised of fees from collateral management and asset management services. We earn these fees over time as we perform these services.

## Asset Management Group

Table 122: Asset Management Group Noninterest Income Disaggregation

In millions	Year ended December 31		
	2021	2020	2019
<b>Customer Type</b>			
PNC Private Bank	\$ 752	\$ 634	\$ 620
Institutional Asset Management	221	202	242
Total in-scope noninterest income by customer type (a)	\$ 973	\$ 836	\$ 862
<b>Reconciliation to Asset Management Group noninterest income</b>			
Total in-scope noninterest income	\$ 973	\$ 836	\$ 862
Total out-of-scope noninterest income (b)	14	18	129
Total Asset Management Group noninterest income	\$ 987	\$ 854	\$ 991

(a) Amounts include \$964 million of Asset Management Fees and \$9 million of Brokerage Fees for the year ended December 31, 2021. Amounts for years ended December 31, 2020 and 2019 consist only of Asset Management Fees. As described in the "Asset Management Services and Brokerage Fees" narrative following this table 122, Brokerage Fees were assumed by the Asset Management Group as a result of the BBVA acquisition.

(b) Out-of-scope noninterest income includes revenue streams that fall under the scope of other accounting and disclosure requirements outside of Topic 606.

### **Asset Management Services and Brokerage Fees**

Asset Management Group provides both personal wealth and institutional asset management services including investment management, custody services, retirement planning, family planning, trust management and retirement plan fiduciary investment services. As a result of the acquisition of BBVA, the Asset Management Group assumed brokerage account client assets, resulting in brokerage fee revenue, included in the table above for the year ended December 31, 2021. We recognize fee revenue over the term of the customer contract based on the value of assets under management at a point in time.

### **NOTE 25 SUBSEQUENT EVENTS**

On January 6, 2022, PNC announced the redemption on January 18, 2022 of all of the outstanding senior bank notes due February 17, 2022 issued by PNC Bank, National Association in the amount of \$1.25 billion. The securities had a distribution rate of 2.625% and an original scheduled maturity date of February 17, 2022. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date.

On January 6, 2022, PNC announced the redemption on February 7, 2022 of all of the outstanding senior notes due March 8, 2022 issued by PNC (as successor-in-interest to PNC Funding Corp) in the amount of \$1.0 billion. The securities had a distribution rate of 3.30% and an original scheduled maturity date of March 8, 2022. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date.

On February 11, 2022, PNC announced the redemption on February 24, 2022 of all of the outstanding senior floating rate bank notes due February 24, 2023 issued by PNC Bank, National Association in the amount of \$1.0 billion. The securities had an original scheduled maturity date of February 24, 2023. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date.

On February 11, 2022, PNC announced the redemption on February 24, 2022 of all of the outstanding senior bank notes due February 24, 2023 issued by PNC Bank, National Association in the amount of \$500 million. The securities had a distribution rate of 1.743% and an original scheduled maturity date of February 24, 2023. The redemption price was equal to \$1,000 per \$1,000 in principal amount, plus any accrued and unpaid distributions to the redemption date.

# STATISTICAL INFORMATION (UNAUDITED)

## THE PNC FINANCIAL SERVICES GROUP, INC.

### AVERAGE CONSOLIDATED BALANCE SHEET AND NET INTEREST ANALYSIS (a) (b) (c) (d)

Taxable-equivalent basis Dollars in millions	2021			2020			2019		
	Average Balances	Interest Income/ Expense	Average Yields/ Rates	Average Balances	Interest Income/ Expense	Average Yields/ Rates	Average Balances	Interest Income/ Expense	Average Yields/ Rates
<b>Assets</b>									
Interest-earning assets:									
Investment securities									
Securities available for sale									
Residential mortgage-backed									
Agency	\$ 57,325	\$ 881	1.54 %	\$ 50,594	\$ 1,109	2.19 %	\$ 31,526	\$ 867	2.75 %
Non-agency	1,100	84	7.64 %	1,480	109	7.36 %	1,746	141	8.08 %
Commercial mortgage-backed	6,093	149	2.45 %	6,865	183	2.67 %	5,676	162	2.85 %
Asset-backed	5,745	99	1.72 %	5,090	129	2.53 %	5,199	172	3.31 %
U.S. Treasury and government agencies	34,394	448	1.30 %	17,234	324	1.88 %	17,642	435	2.47 %
Other	4,852	144	2.97 %	4,564	160	3.51 %	3,200	107	3.34 %
Total securities available for sale	109,509	1,805	1.65 %	85,827	2,014	2.35 %	64,989	1,884	2.90 %
Securities held to maturity									
Residential mortgage-backed							15,421	438	2.84 %
Commercial mortgage-backed							553	21	3.80 %
Asset-backed				18			120	5	4.17 %
U.S. Treasury and government agencies	805	23	2.86 %	786	22	2.80 %	767	22	2.87 %
Other	660	27	4.09 %	648	28	4.32 %	1,816	80	4.41 %
Total securities held to maturity	1,465	50	3.41 %	1,452	50	3.44 %	18,677	566	3.03 %
Total investment securities	110,974	1,855	1.67 %	87,279	2,064	2.36 %	83,666	2,450	2.93 %
Loans									
Commercial and industrial	143,389	4,180	2.92 %	139,254	4,276	3.07 %	123,524	5,157	4.17 %
Commercial real estate	33,159	991	2.99 %	28,765	858	2.98 %	28,526	1,235	4.33 %
Equipment lease financing	6,286	240	3.82 %	6,812	263	3.86 %	7,255	285	3.93 %
Consumer	54,338	2,602	4.79 %	55,423	2,730	4.93 %	55,671	3,083	5.54 %
Residential real estate	31,524	1,047	3.32 %	22,379	852	3.81 %	20,040	844	4.21 %
Total loans	268,696	9,060	3.37 %	252,633	8,979	3.55 %	235,016	10,604	4.51 %
Interest-earning deposits with banks	79,869	103	0.13 %	47,333	100	0.21 %	16,878	353	2.09 %
Other interest-earning assets	8,539	190	2.23 %	9,553	239	2.50 %	12,425	458	3.69 %
Total interest-earning assets/interest income	468,078	11,208	2.39 %	396,798	11,382	2.87 %	347,985	13,865	3.98 %
Noninterest-earning assets	55,088			52,497			52,350		
Total assets	\$ 523,166			\$ 449,295			\$ 400,335		
<b>Liabilities and Equity</b>									
Interest-bearing liabilities:									
Interest-bearing deposits									
Money market	\$ 68,124	19	0.03 %	\$ 60,229	138	0.23 %	\$ 55,505	609	1.10 %
Demand	101,471	30	0.03 %	82,295	109	0.13 %	65,729	354	0.54 %
Savings	91,194	44	0.05 %	75,574	233	0.31 %	62,938	696	1.11 %
Time deposits	18,439	33	0.18 %	20,673	163	0.79 %	20,416	327	1.60 %
Total interest-bearing deposits	279,228	126	0.05 %	238,771	643	0.27 %	204,588	1,986	0.97 %
Borrowed funds									
Federal Home Loan Bank borrowings	661	3	0.45 %	9,470	103	1.09 %	22,253	569	2.56 %
Bank notes and senior debt	22,390	224	1.00 %	27,030	428	1.58 %	26,781	869	3.24 %
Subordinated debt	6,432	86	1.34 %	5,936	112	1.89 %	5,588	214	3.83 %
Other	5,025	48	0.96 %	5,502	75	1.36 %	6,906	159	2.30 %
Total borrowed funds	34,508	361	1.05 %	47,938	718	1.50 %	61,528	1,811	2.94 %
Total interest-bearing liabilities/interest expense	313,736	487	0.16 %	286,709	1,361	0.47 %	266,116	3,797	1.43 %
Noninterest-bearing liabilities and equity:									
Noninterest-bearing deposits	139,683			95,055			72,212		
Accrued expenses and other liabilities	15,299			15,774			13,371		
Equity	54,448			51,757			48,636		
Total liabilities and equity	\$ 523,166			\$ 449,295			\$ 400,335		
Interest rate spread			2.23 %			2.40 %			2.55 %
Benefit from use of noninterest bearing sources			0.06			0.13			0.34
Net interest income/margin	\$ 10,721		2.29 %	\$ 10,021		2.53 %	\$ 10,068		2.89 %

(a) Calculated using average daily balances.

(b) Nonaccrual loans are included in loans, net of unearned income. The impact of financial derivatives used in interest rate risk management is included in the interest income/expense and average yields/rates of the related assets and liabilities. Basis adjustments related to hedged items are included in noninterest-earning assets and noninterest-bearing liabilities. Average balances of securities are based on amortized historical cost (excluding adjustments to fair value, which are included in other assets). Average balances for certain loans and borrowed funds accounted for at fair value are included in noninterest-earning assets and noninterest-bearing liabilities, with changes in fair value recorded in Noninterest income.

(c) Loan fees for the years ended December 31, 2021, 2020 and 2019 were \$208 million, \$156 million and \$163 million, respectively.

(d) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income and yields for all interest-earning assets, as well as net interest margins, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP. See Reconciliation of Taxable-Equivalent Net Interest Income in this Statistical Information section for more information.

# ANALYSIS OF YEAR-TO-YEAR CHANGES IN NET INTEREST INCOME (a) (b)

Taxable-equivalent basis In millions	2021/2020			2020/2019		
	Increase/(Decrease) in Income/ Expense Due to Changes in:			Increase/(Decrease) in Income/ Expense Due to Changes in:		
	Volume	Rate	Total	Volume	Rate	Total
<b>Interest-Earning Assets</b>						
Investment securities						
Securities available for sale						
Residential mortgage-backed						
Agency	\$ 134	\$ (362)	\$ (228)	\$ 445	\$ (203)	\$ 242
Non-agency	\$ (29)	\$ 4	(25)	\$ (20)	\$ (12)	(32)
Commercial mortgage-backed	\$ (20)	\$ (14)	(34)	\$ 32	\$ (11)	21
Asset-backed	\$ 15	\$ (45)	(30)	\$ (4)	\$ (39)	(43)
U.S. Treasury and government agencies	\$ 247	\$ (123)	124	\$ (10)	\$ (101)	(111)
Other	\$ 10	\$ (26)	(16)	\$ 48	\$ 5	53
Total securities available for sale	\$ 476	\$ (685)	(209)	\$ 532	\$ (402)	130
Securities held to maturity						
Residential mortgage-backed				\$ (219)	\$ (218)	(437)
Commercial mortgage-backed				\$ (11)	\$ (11)	(22)
Asset-backed				\$ (2)	\$ (3)	(5)
U.S. Treasury and government agencies				\$ 1	\$ (1)	
Other	\$ 1	\$ (1)		\$ (50)	\$ (2)	(52)
Total securities held to maturity				\$ (584)	\$ 68	(516)
Total investment securities	\$ 481	\$ (690)	(209)	\$ 102	\$ (488)	(386)
Loans						
Commercial and industrial	\$ 125	\$ (221)	(96)	\$ 600	\$ (1,482)	(882)
Commercial real estate	\$ 131	\$ 2	133	\$ 10	\$ (387)	(377)
Equipment lease financing	\$ (20)	\$ (3)	(23)	\$ (17)	\$ (5)	(22)
Consumer	\$ (53)	\$ (75)	(128)	\$ (14)	\$ (339)	(353)
Residential real estate	\$ 314	\$ (119)	195	\$ 94	\$ (85)	9
Total loans	\$ 555	\$ (474)	81	\$ 751	\$ (2,376)	(1,625)
Interest-earning deposits with banks	\$ 52	\$ (49)	3	\$ 254	\$ (507)	(253)
Other interest-earning assets	\$ (24)	\$ (25)	(49)	\$ (92)	\$ (127)	(219)
Total interest-earning assets	\$ 1,883	\$ (2,057)	(174)	\$ 1,755	\$ (4,238)	(2,483)
<b>Interest-Bearing Liabilities</b>						
Interest-bearing deposits						
Money market	\$ 16	\$ (135)	(119)	\$ 48	\$ (519)	(471)
Demand	\$ 21	\$ (100)	(79)	\$ 72	\$ (317)	(245)
Savings	\$ 40	\$ (229)	(189)	\$ 118	\$ (581)	(463)
Time deposits	\$ (16)	\$ (114)	(130)	\$ 4	\$ (168)	(164)
Total interest-bearing deposits	\$ 94	\$ (611)	(517)	\$ 287	\$ (1,630)	(1,343)
Borrowed funds						
Federal Home Loan Bank borrowings	\$ (62)	\$ (38)	(100)	\$ (233)	\$ (233)	(466)
Bank notes and senior debt	\$ (64)	\$ (140)	(204)	\$ 8	\$ (449)	(441)
Subordinated debt	\$ 9	\$ (35)	(26)	\$ 12	\$ (114)	(102)
Other	\$ (7)	\$ (20)	(27)	\$ (28)	\$ (56)	(84)
Total borrowed funds	\$ (172)	\$ (185)	(357)	\$ (339)	\$ (754)	(1,093)
Total interest-bearing liabilities	\$ 113	\$ (987)	(874)	\$ 276	\$ (2,712)	(2,436)
Change in net interest income	\$ 1,704	\$ (1,004)	700	\$ 1,302	\$ (1,349)	(47)

(a) Changes attributable to rate/volume are prorated into rate and volume components.

(b) Interest income calculated as taxable-equivalent interest income. To provide more meaningful comparisons of interest income, we use interest income on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP. See Reconciliation of Taxable-Equivalent Net Interest Income in this Statistical Information section for more information.

## RECONCILIATION OF TAXABLE-EQUIVALENT NET INTEREST INCOME (NON-GAAP) (a)

Year ended December 31 In millions									
		2021		2020		2019		2018	2017
Net interest income (GAAP)	\$	10,647	\$	9,946	\$	9,965	\$	9,721	9,108
Taxable-equivalent adjustments		74		75		103		115	215
Net interest income (Non-GAAP)	\$	10,721	\$	10,021	\$	10,068	\$	9,836	9,323

(a) The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest income, we use interest income on a taxable-equivalent basis by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. This adjustment is not permitted under GAAP.

## RECONCILIATION OF FEE INCOME (NON-GAAP)

Year ended December 31 In millions									
		2021		2020		2019			
Noninterest income									
Asset management	\$	964	\$	836	\$	862			
Consumer services		1,845		1,484		1,555			
Corporate services		2,924		2,167		1,914			
Residential mortgage		456		604		368			
Service charges on deposits		535		500		702			
Total fee income		6,724		5,591		5,401			
Other		1,840		1,364		1,473			
Total noninterest income	\$	8,564	\$	6,955	\$	6,874			

## RECONCILIATION OF TANGIBLE BOOK VALUE PER COMMON SHARE (NON-GAAP)

December 31 Dollars in millions, except per share data									
		2021		2020		2019			
Book value per common share	\$	120.61	\$	119.11	\$	104.59			
Tangible book value per common share									
Common shareholders' equity	\$	50,685	\$	50,493	\$	45,321			
Goodwill and other intangible assets		(11,406)		(9,381)		(9,441)			
Deferred tax liabilities on goodwill and other intangible assets		270		188		187			
Tangible common shareholders' equity	\$	39,549	\$	41,300	\$	36,067			
Period-end common shares outstanding (in millions)		420		424		433			
Tangible book value per common share (Non-GAAP) (a)	\$	94.11	\$	97.43	\$	83.30			

(a) Tangible book value per common share is a non-GAAP measure and is calculated based on tangible common shareholders' equity divided by period-end common shares outstanding. We believe this non-GAAP measure serves as a useful tool to help evaluate the strength and discipline of a company's capital management strategies and as an additional, conservative measure of total company value.

## SELECTED LOAN MATURITIES AND INTEREST SENSITIVITY

December 31, 2021 In millions	Loans Due After 1 Year		Contractual Maturity Range				
	Predetermined Rate	Floating or Adjustable Rate	1 Year or Less	After 1 Year Through 5 Years	After 5 Years Through 15 Years	After 15 Years	Gross Loans
Commercial							
Commercial and industrial	\$ 20,951	\$ 90,821	\$ 41,161	\$ 96,158	\$ 12,991	\$ 2,623	\$ 152,933
Commercial real estate	7,011	17,302	9,702	19,400	4,183	730	34,015
Equipment lease financing	4,236	205	1,689	3,618	823		6,130
Total commercial	32,198	108,328	52,552	119,176	17,997	3,353	193,078
Consumer							
Residential real estate	27,652	10,129	1,931	4,852	13,257	19,672	39,712
Home equity	12,700	9,896	1,465	4,458	8,292	9,846	24,061
Automobile	12,333		4,302	11,509	824		16,635
Credit card			6,626				6,626
Education	534	1,764	235	843	1,300	155	2,533
Other consumer	1,421	375	3,931	1,673	123		5,727
Total consumer	54,640	22,164	18,490	23,335	23,796	29,673	95,294
Total loans	\$ 86,838	\$ 130,492	\$ 71,042	\$ 142,511	\$ 41,793	\$ 33,026	\$ 288,372

At December 31, 2021, \$43.6 billion notional amount of receive-fixed interest rate swaps were designated as part of cash flow hedging strategies that converted the floating rate (LIBOR) on the underlying commercial loans to a fixed rate as part of risk management strategies.

## Uninsured Deposits

The aggregate amount of uninsured deposits, defined as (i) the portion of deposit accounts in U.S. offices that exceed the FDIC insurance limit or similar state deposit insurance regime and (ii) amounts in any other uninsured investment or deposit accounts that are classified as deposits and not subject to any federal or state deposit insurance regime were estimated to be \$0.2 billion at both December 31, 2021 and 2020. The portion of U.S. time deposits in excess of the FDIC insurance limit or similar state deposit regime was \$0.9 billion at December 31, 2021. Time deposits that were otherwise uninsured were \$6.0 billion at December 31, 2021, all of which had a remaining maturity of three months or less.

## GLOSSARY

### DEFINED TERMS

2019 Tailoring Rules – Rules adopted by the federal banking agencies to better tailor the application of their capital, liquidity, and enhanced prudential requirements for banking organizations to the asset size and risk profile (as measured by certain regulatory metrics) of the banking organization. Effective January 1, 2020, the agencies' capital and liquidity rules classify all BHCs with \$100 billion or more in total assets into one of four categories (Category I, Category II, Category III, and Category IV).

Adjusted average total assets – Primarily consisted of total average quarterly (or annual) assets plus/less unrealized losses (gains) on investment securities, less goodwill and certain other intangible assets (net of eligible deferred taxes).

Allowance for credit losses (ACL) – A valuation account that is deducted from or added to the amortized cost basis of the related financial assets to present the net carrying value at the amount expected to be collected on the financial asset.

Amortized cost basis – Amount at which a financial asset is originated or acquired, adjusted for applicable accretion or amortization of premiums, discounts and net deferred fees or costs, collection of cash, charge-offs, foreign exchange and fair value hedge accounting adjustments.

Basel III common equity Tier 1 (CET1) capital - Common stock plus related surplus, net of treasury stock, plus retained earnings, plus accumulated other comprehensive income for securities currently, and those transferred from, available for sale and pension and other postretirement benefit plans, subject to phase-in limits, less goodwill, net of associated deferred tax liabilities, less other disallowed intangibles, net of deferred tax liabilities and plus/less other adjustments. Significant common stock investments in unconsolidated financial institutions, as well as mortgage servicing rights and deferred tax assets, must then be deducted to the extent such items (net of associated deferred tax liabilities) individually exceed 10%, or in the aggregate exceed 15%, of our adjusted Basel III common equity Tier 1 capital.

Basel III common equity Tier 1 (CET1) capital (Tailoring Rules) - Common stock plus related surplus, net of treasury stock, plus retained earnings, less goodwill, net of associated deferred tax liabilities, less other disallowed intangibles, net of deferred tax liabilities and plus/less other adjustments. Investments in unconsolidated financial institutions, as well as mortgage servicing rights and deferred tax assets, must then be deducted to the extent such items (net of associated deferred tax liabilities) individually exceed 25% of our adjusted Basel III common equity Tier 1 capital.

Basel III common equity Tier 1 capital ratio – Common equity Tier 1 capital divided by period-end risk-weighted assets (as applicable).

Basel III Tier 1 capital – Common equity Tier 1 capital, plus qualifying preferred stock, plus certain trust preferred capital securities, plus certain noncontrolling interests that are held by others and plus/less other adjustments.

Basel III Tier 1 capital ratio – Basel III Tier 1 capital divided by period-end risk-weighted assets (as applicable).

Basel III Total capital – Tier 1 capital plus qualifying subordinated debt, plus certain trust preferred securities, plus, under the Basel III transitional rules and the standardized approach, the allowance for loan and lease losses included in Tier 2 capital and other.

Basel III Total capital ratio – Basel III Total capital divided by period-end risk-weighted assets (as applicable).

Basel Committee – Basel Committee on Banking Supervision.

BBVA – BBVA USA Bancshares, Inc.

BBVA USA – BBVA USA, the Alabama-chartered bank subsidiary of BBVA USA Bancshares, Inc.

BlackRock – BlackRock, Inc.

Charge-off – Process of removing a loan or portion of a loan from our balance sheet because it is considered uncollectible. We also record a charge-off when a loan is transferred from portfolio holdings to held for sale by reducing the loan carrying amount to the fair value of the loan, if fair value is less than carrying amount.

Collateral dependent loans – Loans expected to be repaid substantially through the operation or sale of the collateral underlying the loan when a borrower is experiencing financial difficulty, and for which we have elected to measure the loan at the estimated fair

value of collateral (less costs to sell if sale or foreclosure of the property is expected). Additionally, we consider a loan to be collateral dependent when foreclosure or liquidation of the underlying collateral is probable.

Combined loan-to-value ratio (CLTV) – This is the aggregate principal balance(s) of the mortgages on a property divided by its appraised value or purchase price.

Common shareholders' equity – Total shareholders' equity less the liquidation value of preferred stock.

Company – The PNC Financial Services Group, Inc. and its subsidiaries (interchangeable with “PNC”, “we”, “us”, “the Company” or “the Corporation” on this Report).

COVID-19 – The coronavirus that emerged in late 2019, which resulted in a worldwide pandemic beginning in 2020 (interchangeable with “the pandemic”, or “the COVID-19 pandemic” on this Report).

Credit valuation adjustment – Represents an adjustment to the fair value of our derivatives for our own and counterparties' non-performance risk.

Criticized commercial loans – Loans with potential or identified weaknesses based upon internal risk ratings that comply with the regulatory classification definitions of “Special Mention,” “Substandard” or “Doubtful.”

Current Expected Credit Loss (CECL) – Methodology for estimating the ACL on in-scope financial assets held at amortized cost and unfunded lending related commitments, which uses a combination of expected losses over a reasonable and supportable forecast period, a reversion period and long run average credit losses for their estimated contractual term.

Discretionary client assets under management – Assets over which we have sole or shared investment authority for our customers/clients. We do not include these assets on our Consolidated Balance Sheet.

Dodd-Frank – Dodd-Frank Wall Street Reform and Consumer Protection Act.

Earning assets – Assets that generate income, which include: interest-earning deposits with banks, loans held for sale, loans, investment securities and certain other assets.

Effective duration – A measurement, expressed in years, that, when multiplied by a change in interest rates, would approximate the percentage change in value of on- and off-balance sheet positions.

Efficiency – Noninterest expense divided by total revenue.

Estimated contractual term – In the context of CECL, the contractual term of the financial asset or credit exposure, adjusted for estimated draws and prepayments, certain embedded extension options and extensions granted under troubled debt restructurings.

Exchange Act – Securities Exchange Act of 1934, as amended.

Exposure at default (EAD) – The credit exposure estimated to be outstanding in the event of default of a credit obligor.

Fair value – 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.

Federal Reserve – The Board of Governors of the Federal Reserve System.

Fee income – Refers to the following categories within Noninterest income: Asset management, Consumer services, Corporate services, Residential mortgage and Service charges on deposits.

FICO score – A credit bureau-based industry standard score created by Fair Isaac Co. which predicts the likelihood of borrower default. We use FICO scores both in underwriting and assessing credit risk in our consumer lending portfolio. Lower FICO scores indicate likely higher risk of default, while higher FICO scores indicate likely lower risk of default.

Foreign exchange contracts – Contracts that provide for the future receipt and delivery of foreign currency at previously agreed-upon terms.

Futures and forward contracts – Contracts in which the buyer agrees to purchase and the seller agrees to deliver a specific financial instrument at a predetermined price or yield. May be settled either in cash or by delivery of the underlying financial instrument.

Home price index (HPI) – A broad measure of the movement of single-family house prices in the U.S.

Interest rate swap contracts – Contracts that are entered into primarily as an asset/liability management strategy to reduce interest rate risk. Interest rate swap contracts are exchanges of interest rate payments, such as fixed-rate payments for floating-rate payments, based on notional principal amounts.

Intrinsic value – The difference between the price, if any, required to be paid for stock issued pursuant to an equity compensation arrangement and the fair market value of the underlying stock.

Leverage ratio – Basel III Tier 1 capital divided by average quarterly adjusted total assets.

London InterBank Offered Rate (LIBOR) – LIBOR is the average interest rate charged when banks in the London wholesale money market (or interbank market) borrow unsecured funds from each other. LIBOR rates are used as a benchmark for interest rates on a global basis. Our product set includes loans priced using LIBOR as a benchmark.

Loan-to-value ratio (LTV) – A calculation of a loan's collateral coverage that is used both in underwriting and assessing credit risk in our lending portfolio. LTV is the sum total of loan obligations secured by collateral divided by the market value of that same collateral. Market value of the collateral is based on an independent valuation of the collateral. For example, a LTV of less than 90% is better secured and has less credit risk than a LTV of greater than or equal to 90%.

Long run average – In the context of CECL, expected credit losses or credit risk parameters for the remaining estimated contractual maturity beyond the reasonable and supportable forecast and reversion periods. The long run average is generally derived from historical loss information and current portfolio characteristics, without considering current or forecasted conditions.

Loss given default (LGD) – Assuming a credit obligor enters default status, an estimate of loss, based on collateral type, collateral value, loan exposure and other factors. LGD is net of recovery, through any means, including but not limited to the liquidation of collateral or deficiency judgments rendered from foreclosure or bankruptcy proceedings.

Nonaccrual loans – Loans for which we do not accrue interest income. Nonaccrual loans include nonperforming loans, in addition to loans accounted for under fair value option and loans accounted for as held for sale for which full collection of contractual principal and/or interest is not probable.

Nondiscretionary client assets under administration – Assets we hold for our customers/clients in a nondiscretionary, custodial capacity. We do not include these assets on our Consolidated Balance Sheet.

Nonperforming assets – Nonperforming assets include nonperforming loans, OREO and foreclosed assets. We do not accrue interest income on assets classified as nonperforming.

Nonperforming loans – Loans accounted for at amortized cost whose credit quality has deteriorated to the extent that full collection of contractual principal and interest is not probable, including TDRs which have not returned to performing status. Interest income is not recognized on nonperforming loans. Nonperforming loans exclude certain government insured or guaranteed loans for which we expect to collect substantially all principal and interest, loans held for sale, and loans accounted for under the fair value option.

Notional amount – The basis to which the underlying referenced interest rate, security price, credit spread or other index is applied to determine required payments under the derivative contract.

Off-balance sheet arrangements – Activities that involve entities that are not consolidated or otherwise reflected in our Consolidated Balance Sheet.

Operating leverage – The period to period dollar or percentage change in total revenue less the dollar or percentage change in noninterest expense. A positive variance indicates that revenue growth exceeded expense growth (*i.e.*, positive operating leverage) while a negative variance implies expense growth exceeded revenue growth (*i.e.*, negative operating leverage).

Options – Contracts that grant the purchaser, for a premium payment, the right, but not the obligation, to either purchase or sell the associated financial instrument at a set price during a specified period or at a specified date in the future.

Other real estate owned (OREO) and foreclosed assets – Assets taken in settlement of troubled loans primarily through deed-in-lieu of foreclosure or foreclosure. Foreclosed assets include real and personal property. Certain assets that have a government-guarantee which are classified as other receivables are excluded.

PNC Bank – PNC Bank, National Association.

Probability of default (PD) – An estimate of the likelihood that a credit obligor will enter default status.

Purchased credit deteriorated assets (PCD) – Acquired loans or debt securities that, at acquisition, are determined to have experienced a more-than-insignificant deterioration in credit quality since origination or issuance.

Reasonable and supportable forecast period – In the context of CECL, the period for which forecasts and projections of macroeconomic variables have been determined to be reasonable and supportable, and are used as inputs for ACL measurement.

Recovery – Cash proceeds received on a loan that we had previously charged-off. We credit the amount received to the allowance for loan and lease losses.

Reversion period – In the context of CECL, the period between the end of the reasonable and supportable forecast period and the point at which losses are expected to have reverted to their long run average, in order to reflect an overall reasonable estimate of expected credit losses.

Risk appetite – A dynamic, forward-looking view on the aggregate amount of risk we are willing and able to take in executing business strategy in light of the current business environment.

Risk limits – Quantitative measures based on forward-looking assumptions that allocate our aggregate risk appetite (e.g., measure of loss or negative events) to business lines, legal entities, specific risk categories, concentrations and as appropriate, other levels.

Risk profile – The risk profile is a point-in-time assessment of risk. The profile represents overall risk position in relation to the desired risk appetite. The determination of the risk profile's position is based on qualitative and quantitative analysis of reported risk limits, metrics, operating guidelines and qualitative assessments.

Risk-weighted assets – Computed by the assignment of specific risk-weights (as defined by the Board of Governors of the Federal Reserve System) to assets and off-balance sheet instruments.

Secured Overnight Financing Rate (SOFR) – SOFR is a reference rate that is based on overnight transactions in the U.S. Treasury repurchase market.

Servicing rights – Intangible assets or liabilities created by an obligation to service assets for others. Typical servicing rights include the right to receive a fee for collecting and forwarding payments on loans and related taxes and insurance premiums held in escrow.

Supplementary leverage exposure – The sum of adjusted average assets and certain off-balance sheet exposures, including undrawn credit commitments and derivative potential future exposures.

Supplementary leverage ratio – Basel III Tier 1 capital divided by Supplementary leverage exposure.

Taxable-equivalent interest income – The interest income earned on certain assets that is completely or partially exempt from federal income tax. These tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of yields and margins for all interest-earning assets, we use interest income on a taxable-equivalent basis in calculating average yields and net interest margins by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on other taxable investments. This adjustment is not permitted under GAAP on the Consolidated Income Statement.

Troubled debt restructuring (TDR) – A loan whose terms have been restructured in a manner that grants a concession to a borrower experiencing financial difficulties.

Unfunded lending related commitments – Standby letters of credit, financial guarantees, commitments to extend credit and similar unfunded obligations that are not unilaterally, unconditionally, cancellable at PNC's option.

Value-at-risk (VaR) – A statistically-based measure of risk that describes the amount of potential loss which may be incurred due to adverse market movements. The measure is of the maximum loss which should not be exceeded on 95 out of 100 days for a 95% VaR.

**Yield curve** – A graph showing the relationship between the yields on financial instruments or market indices of the same credit quality with different maturities. For example, a “normal” or “positive” yield curve exists when long-term bonds have higher yields than short-term bonds. A “flat” yield curve exists when yields are the same for short-term and long-term bonds. A “steep” yield curve exists when yields on long-term bonds are significantly higher than on short-term bonds. An “inverted” or “negative” yield curve exists when short-term bonds have higher yields than long-term bonds.

## ACRONYMS

<b>ACL</b>	Allowance for credit losses	<b>GNMA</b>	Government National Mortgage Association
<b>ALLL</b>	Allowance for loan and lease losses	<b>GSIB</b>	Globally systemically important bank
<b>AML</b>	Anti-Money Laundering	<b>HPI</b>	Home price index
<b>AOCI</b>	Accumulated other comprehensive income	<b>ISDA</b>	International Swaps and Dealer Association
<b>ASC</b>	Accounting Standards Codification	<b>ISP</b>	The PNC Incentive Savings Plan
<b>ASU</b>	Accounting Standards Update	<b>LCR</b>	Liquidity Coverage Ratio
<b>BEC</b>	Business email compromise scams	<b>LGD</b>	Loss given default
<b>BHC</b>	Bank holding company	<b>LIBOR</b>	London Interbank Offered Rate
<b>BHC Act</b>	Bank Holding Company Act of 1956	<b>LIHTC</b>	Low income housing tax credit
<b>bps</b>	Basis points	<b>LLC</b>	Limited liability company
<b>BSA</b>	Bank Secrecy Act	<b>LTV</b>	Loan-to-value ratio
<b>BSBY</b>	Bloomberg Short Term Bank Yield Index	<b>MD&amp;A</b>	Management’s Discussion and Analysis of Financial Condition and Results of Operations
<b>CARES Act</b>	Coronavirus Aid, Relief and Economic Security Act	<b>MSR</b>	Mortgage servicing right
<b>CCAR</b>	Comprehensive Capital Analysis and Review	<b>NAV</b>	Net asset value
<b>CECL</b>	Current Expected Credit Losses	<b>NSFR</b>	Net Stable Funding Ratio
<b>CET1</b>	Common equity tier 1	<b>OCC</b>	Office of the Comptroller of the Currency
<b>CFPB</b>	Consumer Financial Protection Bureau	<b>OCI</b>	Other comprehensive income
<b>CFTC</b>	Commodity Futures Trading Commission	<b>OREO</b>	Other real estate owned
<b>CLTV</b>	Combined loan-to-value ratio	<b>OTC</b>	Over-the-counter
<b>CRA</b>	Community Reinvestment Act	<b>OTTI</b>	Other than temporary impairment
<b>DFAST</b>	Dodd-Frank capital stress testing	<b>PCD</b>	Purchased credit deteriorated
<b>DUS</b>	Delegated Underwriting and Servicing program	<b>PD</b>	Probability of default
<b>EAD</b>	Exposure at default	<b>PPP</b>	Paycheck Protection Program
<b>ERISA</b>	Employee Retirement Income Security Act of 1974, as amended	<b>RAC</b>	Reserve Adequacy Committee
<b>ERM</b>	Enterprise Risk Management	<b>ROAPs</b>	Removal of account provisions
<b>FDI Act</b>	Federal Deposit Insurance Act	<b>ROU</b>	Right-of-use assets
<b>FDIC</b>	Federal Deposit Insurance Corporation	<b>SCB</b>	Stress capital buffer
<b>FHA</b>	Federal Housing Administration	<b>SCCL</b>	Single counterparty credit limit
<b>FHLB</b>	Federal Home Loan Bank	<b>SEC</b>	Securities and Exchange Commission
<b>FHLMC</b>	Federal Home Loan Mortgage Corporation	<b>SOFR</b>	Secured Overnight Financing Rate
<b>FICO</b>	Fair Isaac Corporation (credit score)	<b>SPE</b>	Special purpose entity
<b>FinCEN</b>	Financial Crimes Enforcement Network	<b>TDR</b>	Troubled debt restructuring
<b>FINRA</b>	Financial Industry Regulatory Authority	<b>U.S.</b>	United States of America
<b>FNMA</b>	Federal National Mortgage Association	<b>USD</b>	United States Dollar
<b>FOMC</b>	Federal Open Market Committee	<b>VA</b>	Department of Veterans Affairs
<b>FSOC</b>	Financial Stability Oversight Council	<b>VaR</b>	Value-at-risk
<b>GAAP</b>	Accounting principles generally accepted in the United States of America	<b>VEBA</b>	Voluntary Employee Beneficiary Association
<b>GDP</b>	Gross Domestic Product	<b>VIE</b>	Variable interest entity
<b>GLB Act</b>	Gramm-Leach-Bliley Act		

## ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A – CONTROLS AND PROCEDURES

#### MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of The PNC Financial Services Group, Inc. and subsidiaries (PNC) is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act Rule 13a-15(f).

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We performed an evaluation under the supervision and with the participation of our management, including the Chairman, President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of PNC’s internal control over financial reporting as of December 31, 2021. This assessment was based on criteria for effective internal control over financial reporting described in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that PNC maintained effective internal control over financial reporting as of December 31, 2021.

PricewaterhouseCoopers LLP, the independent registered public accounting firm that audited our consolidated financial statements as of and for the year ended December 31, 2021 included in this Report, has also audited the effectiveness of PNC’s internal control over financial reporting as of December 31, 2021. The report of PricewaterhouseCoopers LLP is included under Item 8 of this Report.

#### DISCLOSURE CONTROLS AND PROCEDURES AND CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

As of December 31, 2021, we performed an evaluation under the supervision and with the participation of our management, including the Chairman, President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures and of changes in our internal control over financial reporting.

Based on that evaluation, our Chairman, President and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as amended) were effective as of December 31, 2021, and that there has been no change in PNC’s internal control over financial reporting that occurred during the fourth quarter of 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 9B – OTHER INFORMATION

None.

## PART III

### ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain of the information regarding our directors (or nominees for director), executive officers and Audit Committee (and Audit Committee financial experts), required by this item is included under the captions “Election of Directors (Item 1),” and “Corporate Governance – Board committees – Audit Committee,” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference.

Additional information regarding our executive officers is included in Part I of this Report under the caption “Information about our Executive Officers.”

Information regarding our compliance with Section 16(a) of the Securities Exchange Act of 1934 is included, to the extent necessary, under the caption “Delinquent Section 16(a) Reports” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference.

Certain information regarding our PNC Code of Business Conduct and Ethics required by this item is included under the captions “Corporate Governance – Our Code of Business Conduct and Ethics” and “Director and Executive Officer Relationships – Code of Business Conduct and Ethics” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated

herein by reference. Our PNC Code of Business Conduct and Ethics is available on our corporate website at [www.pnc.com/corporategovernance](http://www.pnc.com/corporategovernance). In addition, any future amendments to, or waivers from, a provision of the PNC Code of Business Conduct and Ethics that applies to our directors or executive officers (including our principal executive officer, principal financial officer, and principal accounting officer or controller) will be posted at this internet address.

## ITEM 11 – EXECUTIVE COMPENSATION

The information required by this item is included under the captions “Corporate Governance – Board committees – Human Resources Committee – Compensation committee interlocks and insider participation,” “Director Compensation,” “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Compensation and Risk,” “Compensation Tables,” “Change in Control and Termination of Employment” and “CEO Pay Ratio” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference. In accordance with Item 407(e)(5) of Regulation S-K, the information set forth under the caption “Compensation Committee Report” in such Proxy Statement will be deemed to be furnished in this Report and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act as a result of furnishing the disclosure in this manner.

## ITEM 12 – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item regarding security ownership of certain beneficial owners and management is included under the caption “Security Ownership of Management and Certain Beneficial Owners” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference.

Information regarding our compensation plans under which PNC equity securities are authorized for issuance as of December 31, 2021 is included in the table which follows. Additional information regarding these plans is included in Note 18 Stock Based Compensation Plans in the Notes to Consolidated Financial Statements in Item 8 of this Report.

### Equity Compensation Plan Information At December 31, 2021

	(a)		(b)		(c)
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights		Weighted-average exercise price of outstanding options, warrants and rights (1)		Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	4,482,292 (2)	\$	63.04		23,890,239 (3)
Equity compensation plans not approved by security holders					
<b>Total</b>	<b>4,482,292</b>	<b>\$</b>	<b>63.04</b>		<b>23,890,239</b>

(1) – The weighted-average exercise price does not take into account restricted stock units or incentive performance units because they have no exercise price.

(2) – Of this total, the following amounts relate to the 2016 Incentive Award Plan (2016 Incentive Plan), approved by shareholders on April 26, 2016: 3,579,373 are stock-payable restricted stock units (at a maximum share award level), 737,912 are performance share units (at maximum share award level) and 53,268 are deferred stock units (at a maximum share award level). Also included in this total are the following amounts that relate to the 2006 Incentive Award Plan, as amended and restated (2006 Incentive Plan): 28,134 are stock options and 83,605 are stock-payable restricted stock units (at a maximum award level).

Following shareholder approval of the 2016 Incentive Plan, no further grants were permitted under the 2006 Incentive Plan, and the balance of shares authorized but unissued under the 2006 Incentive Plan were made available under the 2016 Incentive Plan.

(3) – Includes 1,956,393 shares available for issuance under the Employee Stock Purchase Plan, of which 71,227 shares are subject to purchase during the purchase period ending December 31, 2021. The amount available for awards under the 2016 Incentive Plan is 21,933,846.

## ITEM 13 – CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is included under the captions “Director and Executive Officer Relationships – Director independence, – Transactions with directors, – Family relationships, and – Indemnification and advancement of costs” and “Related Person Transactions” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference.

## ITEM 14 – PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is included under the caption “Ratification of Independent Registered Public Accounting Firm” in our Proxy Statement to be filed for the 2022 annual meeting of shareholders and is incorporated herein by reference.

## PART IV

## ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES

### FINANCIAL STATEMENTS, FINANCIAL STATEMENT SCHEDULES

Our consolidated financial statements required in response to this Item are incorporated by reference from Item 8 of this Report. Audited consolidated financial statements of BlackRock, Inc. as of December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 are filed with this Report as Exhibit 99.1 and incorporated herein by reference.

### EXHIBIT INDEX

Exhibit No.	Description	Method of Filing +
2.1.1	<a href="#"><u>Stock Purchase Agreement, dated as of November 15, 2020, between Banco Bilbao Vizcaya Argentaria, S.A. and The PNC Financial Services Group, Inc.</u></a>	Incorporated herein by reference to Exhibit 2.1 of the Corporation’s Current Report on Form 8-K filed November 19, 2020
2.1.2	<a href="#"><u>Amendment No. 1 to the Purchase Agreement</u></a>	Incorporated herein by reference to Exhibit 2.1.2 of the Corporation’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2021
3.1.1	<a href="#"><u>Amended and Restated Articles of Incorporation of the Corporation, effective January 2, 2009</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2008
3.1.2	<a href="#"><u>Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O dated July 21, 2011</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed July 27, 2011
3.1.3	<a href="#"><u>Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P dated April 19, 2012</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed April 24, 2012
3.1.4	<a href="#"><u>Statement with Respect to Shares of 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q dated September 14, 2012</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed September 21, 2012
3.1.5	<a href="#"><u>Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series R dated May 2, 2013</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed May 7, 2013
3.1.6	<a href="#"><u>Amendment to Amended and Restated Articles of Incorporation of the Corporation, effective November 19, 2015</u></a>	Incorporated herein by reference to Exhibit 3.1.6 of the Corporation’s Current Report on Form 8-K filed November 20, 2015
3.1.7	<a href="#"><u>Statement with Respect to Shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series S dated October 27, 2016</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed November 1, 2016
3.1.8	<a href="#"><u>Statement with Respect to Shares of the 3.400% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series T</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed September 13, 2021
3.2	<a href="#"><u>Amended and Restated Bylaws of the Corporation effective February 10, 2022</u></a>	Incorporated herein by reference to Exhibit 3.1 of the Corporation’s Current Report on Form 8-K filed February 11, 2022

Exhibit No.	Description	Method of Filing +
4.1	There are no instruments with respect to long-term debt of the Corporation and its subsidiaries that involve a total amount of securities authorized thereunder that exceed 10 percent of the total assets of the Corporation and its subsidiaries on a consolidated basis. The Corporation agrees to provide the SEC with a copy of instruments defining the rights of holders of long-term debt of the Corporation and its subsidiaries on request.	
4.2	<a href="#"><u>Deposit Agreement dated July 27, 2011, between the Corporation, Computershare Trust Company, N.A., Computershare Inc. and the holders from time to time of the Depositary Receipts representing interests in the Series O preferred stock</u></a>	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed July 27, 2011
4.3	<a href="#"><u>Deposit Agreement, dated April 24, 2012, between the Corporation, Computershare Trust Company, N.A., Computershare Inc. and the holders from time to time of the Depositary Receipts representing interests in the Series P preferred stock</u></a>	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed April 24, 2012
4.4	<a href="#"><u>Deposit Agreement, dated May 7, 2013, between the Corporation, Computershare Trust Company, N.A., Computershare Inc. and the holders from time to time of the Depositary Receipts representing interests in the Series R preferred stock</u></a>	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed May 7, 2013
4.5	<a href="#"><u>Deposit Agreement, dated November 1, 2016, between the Corporation, Computershare Trust Company, N.A., Computershare Inc. and the holders from time to time of the Depositary Receipts representing interests in the Series S preferred stock</u></a>	Incorporated herein by reference to Exhibit 4.2 of the Corporation's Current Report on Form 8-K filed November 1, 2016
4.6	<a href="#"><u>Deposit Agreement, dated September 13, 2021, between the Corporation, Computershare Trust Company, N.A., Computershare Inc. and the holders from time to time of the Depositary Receipts representing interests in the Series T preferred stock</u></a>	Incorporated herein by reference to Exhibit 4.1 of the Corporation's Current Report on Form 8-K filed September 13, 2021
4.7	<a href="#"><u>Form of PNC Bank, National Association Subordinated Fixed Rate Global Bank Note issued prior to January 16, 2014</u></a>	Incorporated herein by reference to Exhibit 4.11 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004
4.8.1	<a href="#"><u>Issuing and Paying Agency Agreement, dated January 16, 2014, between PNC Bank, National Association and PNC Bank, National Association, relating to the \$25 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</u></a>	Incorporated herein by reference to Exhibit 4.25 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013
4.8.2	<a href="#"><u>Amendment No. 1 to Issuing and Paying Agency Agreement, dated May 22, 2015, between PNC Bank, National Association and PNC Bank, National Association, relating to the \$30 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</u></a>	Incorporated herein by reference to Exhibit 4.21.2 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015
4.8.3	<a href="#"><u>Amendment No. 2 to Issuing and Paying Agency Agreement, dated May 27, 2016, between PNC Bank, National Association and PNC Bank, National Association, relating to the \$40 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</u></a>	Incorporated herein by reference to Exhibit 4.20.3 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016
4.9	<a href="#"><u>Forms of PNC Bank, National Association Senior Global Bank Notes issued after January 16, 2014 (included in Exhibit 4.8.1)</u></a>	Incorporated herein by reference to Exhibit 4.25 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013

Exhibit No.	Description	Method of Filing +
4.10	<a href="#">Forms of PNC Bank, National Association Subordinated Global Bank Notes issued on or after May 22, 2015 (included in Exhibit 4.8.2)</a>	Incorporated herein by reference to Exhibit 4.21.2 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015
4.11	<a href="#">Description of the Corporation's Securities</a>	Filed herewith
10.1.1	<a href="#">The Corporation's Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.2 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008*
10.1.2	<a href="#">Amendment 2009-1 to the Corporation's Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.3 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009*
10.1.3	<a href="#">Amendment 2013-1 to the Corporation's Supplemental Executive Retirement Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.1.3 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013*
10.2.1	<a href="#">The Corporation's ERISA Excess Pension Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.4 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008*
10.2.2	<a href="#">Amendment 2009-1 to the Corporation's ERISA Excess Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.6 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009*
10.2.3	<a href="#">Amendment 2011-1 to the Corporation's ERISA Excess Pension Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.8 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011*
10.2.4	<a href="#">Amendment 2013-1 to the Corporation's ERISA Excess Pension Plan, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.2.4 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013*
10.3.1	<a href="#">The Corporation's Key Executive Equity Program, as amended and restated effective January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.6 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008*
10.3.2	<a href="#">Amendment 2009-1 to the Corporation's Key Executive Equity Program, as amended and restated as of January 1, 2009</a>	Incorporated herein by reference to Exhibit 10.9 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009*
10.4.1	<a href="#">The Corporation's Supplemental Incentive Savings Plan, as amended and restated effective January 1, 2010</a>	Incorporated herein by reference to Exhibit 10.17 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011*
10.4.2	<a href="#">Amendment 2013-1 to the Corporation's Supplemental Incentive Savings Plan, as amended and restated effective January 1, 2010</a>	Incorporated herein by reference to Exhibit 10.4.2 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013*
10.5.1	<a href="#">The Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.62 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009*
10.5.2	<a href="#">Amendment 2009-1 to the Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.17 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009*
10.5.3	<a href="#">Amendment 2010-1 to the Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.20 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2010*
10.5.4	<a href="#">Amendment 2011-1 to the Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.23 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011*
10.5.5	<a href="#">Amendment 2012-1 to the Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.24 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012*

Exhibit No.	Description	Method of Filing +
10.5.6	<a href="#">Amendment 2013-1 to the Corporation and Affiliates Deferred Compensation Plan, as amended and restated May 5, 2009</a>	Incorporated herein by reference to Exhibit 10.5.6 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013*
10.6.1	<a href="#">The Corporation and Affiliates Deferred Compensation and Incentive Plan, as amended and restated effective January 1, 2020</a>	Incorporated herein by reference to Exhibit 10.6.3 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2019*
10.6.2	<a href="#">Amendment 2021-1 to the Corporation and Affiliates Deferred Compensation and Incentive Plan, as amended and restated effective January 1, 2020</a>	Incorporated herein by reference to Exhibit 10.6.1 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021*
10.6.3	<a href="#">Amendment 2021-2 to the Corporation and Affiliates Deferred Compensation and Incentive Plan, as amended and restated effective January 1, 2020</a>	Filed herewith*
10.7	<a href="#">The PNC Financial Services Group, Inc. 2016 Incentive Award Plan</a>	Incorporated herein by reference to Exhibit 99.1 of the Corporation's Form S-8 (File No. 333-210995) filed April 29, 2016*
10.8.1	<a href="#">The Corporation's 2006 Incentive Award Plan, as amended and restated effective as of March 11, 2011</a>	Incorporated herein by reference to Exhibit 10.70 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011*
10.8.2	<a href="#">Addendum to the Corporation's 2006 Incentive Award Plan, effective as of January 26, 2012</a>	Incorporated herein by reference to Exhibit 10.28 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011*
10.9	<a href="#">The Corporation's Directors Deferred Compensation Plan, as amended and restated effective January 1, 2015</a>	Incorporated herein by reference to Exhibit 10.52 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014*
10.10	<a href="#">The Corporation's 2016 Incentive Award Plan Directors Deferred Stock Unit Program effective January 1, 2017</a>	Incorporated herein by reference to Exhibit 10.16 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016*
10.11	<a href="#">Trust Agreement between the Corporation, as settlor, and Matrix Trust Company, as trustee</a>	Incorporated herein by reference to Exhibit 10.15 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2017*
10.12	<a href="#">Trust Agreement between PNC Investment Corp., as settlor, and PNC Bank, National Association, as trustee</a>	Incorporated herein by reference to Exhibit 10.34 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005*
10.13	<a href="#">Certificate of Corporate Action for Grantor Trusts effective January 1, 2012</a>	Incorporated herein by reference to Exhibit 10.37 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2011*
10.14	<a href="#">Certificate of Corporate Action for Grantor Trusts effective December 1, 2021</a>	Filed herewith*
10.15	<a href="#">The Corporation's Employee Stock Purchase Plan, as amended and restated as of January 1, 2020</a>	Incorporated herein by reference to Exhibit 4.4 of the Corporation's Form S-8 (File No. 333-238049) filed May 6, 2020*
10.16	<a href="#">2012 forms of employee stock option, restricted stock and restricted share unit agreements</a>	Incorporated herein by reference to Exhibit 10.77 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012*
10.17	<a href="#">Forms of employee stock option, restricted stock and restricted share unit agreements with varied vesting, payment and other circumstances</a>	Incorporated herein by reference to Exhibit 10.78 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012*
10.18	<a href="#">2013 forms of employee stock option and restricted share unit agreements</a>	Incorporated herein by reference to Exhibit 10.64 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012*
10.19	<a href="#">Additional 2013 forms of employee stock option, performance unit, restricted stock and restricted share unit agreements</a>	Incorporated herein by reference to Exhibit 10.82 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013*

Exhibit No.	Description	Method of Filing +
10.20	<a href="#">2019 Form of Performance Share Units Award Agreement</a>	Incorporated herein by reference to Exhibit 10.45 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019*
10.21	<a href="#">2019 Form of Restricted Share Units Award Agreement</a>	Incorporated herein by reference to Exhibit 10.46 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019*
10.22	<a href="#">2019 Form of Restricted Share Units Award Agreement - Senior Leader Program</a>	Incorporated herein by reference to Exhibit 10.47 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019*
10.23	<a href="#">2020 Form of Performance Share Units Award Agreement</a>	Incorporated herein by reference to Exhibit 10.39 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020*
10.24	<a href="#">2020 Form of Restricted Share Units Award Agreement</a>	Incorporated herein by reference to Exhibit 10.40 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020*
10.25	<a href="#">2020 Form of Restricted Share Units Award Agreement - Senior Leader Program</a>	Incorporated herein by reference to Exhibit 10.41 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020*
10.26	<a href="#">2021 Form of Performance Share Units Award Agreement</a>	Filed herewith*
10.27	<a href="#">2021 Form of Restricted Share Units Award Agreement</a>	Incorporated herein by reference to Exhibit 10.36 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021*
10.28	<a href="#">2021 Form of Restricted Share Units Award Agreement – Senior Leader Program</a>	Incorporated herein by reference to Exhibit 10.37 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021*
10.29.1	<a href="#">Time Sharing Agreement, dated as of November 15, 2017, by and between the Corporation and William S. Demchak</a>	Incorporated herein by reference to Exhibit 10.31.1 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2020*
10.29.2	<a href="#">Time Sharing Agreements Amendment and Termination Agreement, dated as of February 27, 2020, by and between the Corporation and William S. Demchak</a>	Incorporated herein by reference to Exhibit 10.31.2 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2020*
10.30	<a href="#">Form of change of control employment agreements</a>	Incorporated herein by reference to Exhibit 10.51 of the Corporation's Current Report on Form 8-K filed August 16, 2016*
10.31.1	<a href="#">The National City Corporation 2004 Deferred Compensation Plan, as amended and restated effective January 1, 2005</a>	Incorporated herein by reference to Exhibit 10.35 of National City Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006*
10.31.2	<a href="#">Amendment to The National City Corporation 2004 Deferred Compensation Plan, as amended and restated effective January 1, 2005</a>	Incorporated herein by reference to Exhibit 10.56 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2010*
10.32.1	<a href="#">Distribution Agreement, dated January 16, 2014, between PNC Bank, National Association and the Dealers named therein, relating to the \$25 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</a>	Incorporated by reference to Exhibit 10.47 of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014
10.32.2	<a href="#">Amendment No. 1 to Distribution Agreement, dated May 22, 2015, between PNC Bank, National Association and the Dealers named therein, relating to the \$30 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</a>	Incorporated herein by reference to Exhibit 10.47.2 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015

Exhibit No.	Description	Method of Filing +
10.32.3	<a href="#">Amendment No. 2 to Distribution Agreement, dated May 27, 2016, between PNC Bank, National Association and the Dealers named therein, relating to the \$40 billion Global Bank Note Program for the Issue of Senior and Subordinated Bank Notes</a>	Incorporated herein by reference to Exhibit 10.48.3 of the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016
21	<a href="#">Schedule of Certain Subsidiaries of the Corporation</a>	Filed herewith
22	<a href="#">Subsidiary Issuers of Guaranteed Securities</a>	Filed herewith
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, the Corporation's Independent Registered Public Accounting Firm</a>	Filed herewith
23.2	<a href="#">Consent of Deloitte &amp; Touche LLP, Independent Registered Public Accounting Firm of BlackRock, Inc.</a>	Filed herewith
24	<a href="#">Powers of Attorney</a>	Filed herewith
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	Filed herewith
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	Filed herewith
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350</a>	Furnished herewith
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350</a>	Furnished herewith
99.1	<a href="#">Audited consolidated financial statements of BlackRock, Inc. as of December 31, 2021 and 2020 and for each of the three years ended December 31, 2021</a>	Filed herewith
101.INS	Inline XBRL Instance Document	Filed herewith**
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	

+ Incorporated document references to filings by the Corporation are to SEC File No. 001-09718, and to filings by National City Corporation are to SEC File No. 001-10074.

\* Denotes management contract or compensatory plan.

\*\* The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL.

You can obtain copies of these Exhibits electronically at the SEC's website at [www.sec.gov](http://www.sec.gov). The Exhibits are also available as part of this Form 10-K on PNC's corporate website at [www.pnc.com/secfilings](http://www.pnc.com/secfilings). Shareholders and bondholders may also obtain copies of Exhibits, without charge, by contacting Shareholder Relations at 800-843-2206 or via e-mail at [investor.relations@pnc.com](mailto:investor.relations@pnc.com). The Interactive Data File (XBRL) exhibit is only available electronically.

## ITEM 16 – FORM 10-K SUMMARY

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

**The PNC Financial Services Group, Inc.**  
(Registrant)

By: /s/ Robert Q. Reilly  
Robert Q. Reilly  
Executive Vice President and Chief Financial Officer  
February 25, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of The PNC Financial Services Group, Inc. and in the capacities indicated on February 25, 2022.

<u>Signature</u>	<u>Capacities</u>
<u>/s/ William S. Demchak</u> William S. Demchak	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Robert Q. Reilly</u> Robert Q. Reilly	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gregory H. Kozich</u> Gregory H. Kozich	Senior Vice President and Controller (Principal Accounting Officer)
* Joseph Alvarado; Charles E. Bunch; Debra A. Cafaro; Marjorie Rodgers Cheshire; Andrew T. Feldstein; Richard J. Harshman; Daniel R. Hesse; Linda R. Medler; Robert A. Niblock; Martin Pfinsgraff; Bryan Salesky; Toni Townes- Whitley; Michael J. Ward	Directors
*By: <u>/s/ Alicia Powell</u> Alicia Powell, Attorney-in-Fact, pursuant to Powers of Attorney filed herewith	

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES  
EXCHANGE ACT OF 1934**

In this Exhibit 4.11, when we refer to “PNC”, “we”, “us”, or “our” or when we otherwise refer to ourselves, we mean The PNC Financial Services Group, Inc., excluding, unless otherwise expressly stated or the context requires, our subsidiaries.

We have three classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Act”): (1) our Common Stock; (2) Depositary Shares Each Representing a 1/4,000 Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P; and (3) \$1.80 Cumulative Convertible Preferred Stock - Series B, par value \$1.00.

**DESCRIPTION OF COMMON STOCK**

**General**

We are authorized to issue 800,000,000 shares of our common stock, par value \$5.00 per share.

The following summary is not complete. You should refer to the applicable provisions of the following for a complete statement of the terms and rights of the common stock:

- Our Amended and Restated Articles of Incorporation (the “Articles of Incorporation”), which you can find as Exhibit 3.1 to our Annual Report on Form 10-K for the year ended December 31, 2008, including the statements with respect to shares pursuant to which certain outstanding series of preferred stock were issued,
- an amendment to the Articles of Incorporation, which you can find as Exhibit 3.1.6 to our Current Report on Form 8-K filed November 20, 2015,
- the statement with respect to shares governing our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed July 27, 2011,
- the statement with respect to shares governing our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed April 24, 2012,
- the statement with respect to shares governing our 5.375% Non-Cumulative Perpetual Preferred Stock, Series Q, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed September 21, 2012,
- the statement with respect to shares governing our Non-Cumulative Perpetual Preferred Stock, Series R, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed May 7, 2013,
- the statement with respect to shares governing our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series S, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed November 1, 2016,
- the statement with respect to shares governing our 3.400% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series T, which you can find as Exhibit 3.1 to our Current Report on Form 8-K filed September 13, 2021, and
- the Pennsylvania Business Corporation Law (the “PBCL”).

Holders of common stock are entitled to one vote per share on all matters submitted to shareholders. Holders of common stock have neither cumulative voting rights nor any preemptive rights for the purchase of additional

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shares of any class of our stock, and are not subject to liability for further calls or assessments. The common stock does not have any sinking fund, conversion or redemption provisions.

In the event of dissolution or winding up of our affairs, holders of common stock will be entitled to share ratably in all assets remaining after payments to all creditors and payments required to be made in respect of outstanding preferred stock (including accrued and unpaid dividends thereon) have been made.

The Board may, except as otherwise required by applicable law or the rules of the NYSE, cause the issuance of authorized shares of common stock without shareholder approval to such persons and for such consideration as the Board may determine in connection with acquisitions by us or for other corporate purposes.

Computershare Trust Company, N.A., Canton, MA, is the transfer agent and registrar for our common stock. The shares of common stock are listed on the NYSE under the symbol "PNC." The outstanding shares of common stock are validly issued, fully paid and nonassessable, and the holders of the common stock are not subject to any liability as shareholders.

#### **Dividends and Other Payments**

Holders of our common stock are only entitled to receive such dividends as the Board or a duly authorized committee thereof may declare out of funds legally available for such payments. The payment of future dividends is subject to the discretion of the Board, which will consider, among other factors, economic and market conditions, our financial condition and operating results, and other factors, including contractual restrictions and applicable government regulations and policies (such as those relating to the ability of bank and non-bank subsidiaries to pay dividends to the parent company and regulatory capital limitations).

The amount of our dividends is also currently subject to the results of the supervisory assessment of capital adequacy and capital planning processes undertaken by the Board of Governors of the Federal Reserve System (the "Federal Reserve") and our primary bank regulators as part of the Federal Reserve's Comprehensive Capital Analysis and Review process. The Federal Reserve has the power to prohibit us from paying dividends without its approval.

We are incorporated in Pennsylvania and governed by the PBCL. Under the PBCL, we cannot pay dividends if, after giving effect to the dividend payments, we would be unable to pay our debts as they become due in the usual course of our business or our total assets would be less than the sum of our total liabilities plus the amount that would be needed, if we were to be dissolved at the time as of which the dividend is measured, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the dividends.

Subject to certain important exceptions, the terms of certain of our outstanding series of preferred stock and capital securities prohibit us from declaring or paying dividends or distributions on or redeeming, purchasing, acquiring or making a liquidation payment with respect to our common stock unless all accrued and unpaid dividends for all completed dividend periods with respect to such preferred stock or capital security, as applicable, have been paid.

In addition, we have outstanding junior subordinated debentures associated with certain capital securities, the terms of which permit us to defer interest payments on the debentures for up to five years. At any time when we have deferred interest payments on these debentures or if we are aware of any event that would be an event of default under the indenture governing those securities, subject to certain important exceptions, we may not declare or pay any dividends or distributions on, redeem, purchase, acquire or make a liquidation payment with respect to any of our common stock.

Dividends from our subsidiary banks are the primary source of funds for payment of dividends to our shareholders, and there are statutory limits on the amount of dividends that our subsidiary banks can pay to us without regulatory approval. We are a holding company that conducts substantially all of our operations through our banking subsidiaries and other subsidiaries. As a result, our ability to make dividend payments on the common stock depends primarily on certain federal regulatory considerations and the receipt of dividends and other distributions

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from our subsidiaries. There are various legal and regulatory restrictions on the ability of our banking subsidiaries to pay dividends or make other payments to us, and those restrictions can vary among the different subsidiaries based on performance, capital and other factors.

Further information concerning dividend restrictions and other factors that could limit our ability to pay dividends, including restrictions on loans, dividends or advances from bank subsidiaries to the parent company are included in our Annual Report on Form 10-K.

### **Other Provisions**

The Articles of Incorporation and our Amended and Restated Bylaws (the “Bylaws”) contain various provisions that may discourage or delay attempts to gain control of PNC. The Bylaws include provisions:

- authorizing the Board to fix the size of the Board between five and 25 directors,
- authorizing directors to fill vacancies on the Board occurring between annual shareholder meetings, including vacancies resulting from an increase in the number of directors,
- authorizing only the Board, the Chairman of the Board or the Chief Executive Officer to call a special meeting of shareholders,
- providing advance notice requirements for director nominations and business to be properly brought before a shareholder meeting, and
- authorizing a majority of the Board to alter, amend, add to or repeal the Bylaws.

The Articles of Incorporation vest the authority to make, amend and repeal the Bylaws in the Board, subject to the power of our shareholders to change any such action.

Provisions of Pennsylvania law also could make it more difficult for a third party to acquire control of PNC or have the effect of discouraging a third party from attempting to control PNC. The PBCL allows Pennsylvania corporations to elect to either be covered or not be covered by certain “anti-takeover” provisions. We have elected in the Bylaws not to be covered by Subchapter G of Chapter 25 of the PBCL, which would otherwise enable existing shareholders of PNC in certain circumstances to block the voting rights of an acquiring person who makes or proposes to make a control-share acquisition. We have also opted out of the protection of Subchapter H of Chapter 25 of the PBCL, which would otherwise enable us to recover certain payments made to shareholders who have evidenced an intent to acquire control of PNC. However, the following provisions of the PBCL do apply to us:

- shareholders are not entitled to call a special meeting (Section 2521),
- unless the Articles of Incorporation provide otherwise (which as of the date hereof they do not), action by shareholder consent must be unanimous (Section 2524),
- shareholders are not entitled to propose an amendment to the Articles of Incorporation (Section 2535),
- certain transactions with interested shareholders (such as mergers or sales of assets between PNC and a shareholder) where the interested shareholder is a party to the transaction or is treated differently from other shareholders require approval by a majority of the disinterested shareholders (Section 2538),
- a five-year moratorium exists on certain business combinations with a 20% or more shareholder (Sections 2551-2556), and
- shareholders have a right to “put” their shares to a 20% shareholder at a “fair value” for a reasonable period after the 20% stake is acquired (Sections 2541-2547).

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In addition, in certain instances the ability of the Board to issue authorized but unissued shares of common stock and preferred stock may have an anti-takeover effect.

The existence of the above provisions could result in PNC being less attractive to a potential acquirer, or result in our shareholders receiving less for their shares of common stock than otherwise might be available if there is a takeover attempt.

The ability of a third party to acquire PNC is also limited under applicable banking regulations. The Bank Holding Company Act of 1956 (the “Bank Holding Company Act”) requires any “bank holding company” (as defined in the Bank Holding Company Act) to obtain the approval of the Federal Reserve prior to acquiring more than 5% of our outstanding common stock. Any person other than a bank holding company is required to obtain prior approval of the Federal Reserve to acquire 10% or more of our outstanding common stock under the Change in Bank Control Act of 1978. Any person (other than an individual) that seeks to acquire 25% or more of our outstanding common stock, or that would own or control more than 5% of our outstanding common stock and have other relationships that would, pursuant to Federal Reserve regulations or rulings, provide the holder a “controlling influence” over PNC, also must obtain the prior approval of the Federal Reserve under the Bank Holding Company Act and, if approved, is then subject to regulation as a bank holding company under the Bank Holding Company Act. Furthermore, while we do not have a shareholder rights plan currently in effect, under Pennsylvania law the Board can adopt a shareholder rights plan without stockholder approval. If adopted, a shareholder rights plan could result in substantial dilution to a person or group that attempts to acquire PNC on terms not approved by the Board.

## **DESCRIPTION OF PREFERRED STOCK**

### **General**

Our authorized capital stock includes 20,000,000 shares of preferred stock, par value \$1.00 per share, as reflected in the Articles of Incorporation.

The following summary does not purport to be complete and is qualified in its entirety by reference to the pertinent sections of the Articles of Incorporation and any statements with respect to shares for any series of preferred stock. You should read the Articles of Incorporation, which includes the designations relating to each series of preferred stock.

We have six outstanding series of preferred stock:

- \$1.80 Cumulative Convertible Preferred Stock, Series B, with a per share liquidation preference of \$40.00 (“Series B Preferred Stock”) (38,542 authorized),
- Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O, with a per share liquidation preference of \$100,000 (“Series O Preferred Stock”) (10,000 authorized),
- Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P, with a per share liquidation preference of \$100,000 (“Series P Preferred Stock”) (15,750 authorized),
- Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series R, with a per share liquidation preference of \$100,000 (“Series R Preferred Stock”) (5,000 authorized),
- Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series S, with a per share liquidation preference of \$100,000 (“Series S Preferred Stock”) (5,250 authorized), and
- 3.400% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series T, with a per share liquidation preference of \$100,000 (“Series T Preferred Stock”) (15,000 authorized).

The following authorized and issued preferred stock has been redeemed and restored to the status of authorized but unissued preferred stock and is no longer outstanding:



- 98,583 shares of \$1.80 Cumulative Convertible Preferred Stock, Series A ,
- 1,433,935 shares of \$1.60 Cumulative Convertible Preferred Stock, Series C,
- 1,766,140 shares of \$1.80 Cumulative Convertible Preferred Stock, Series D,
- 338,100 shares of \$2.60 Cumulative Nonvoting Preferred Stock, Series E,
- 6,000,000 shares of Fixed/Adjustable Rate Noncumulative Preferred Stock, Series F,
- 50,000 shares of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series K,
- 1,500 shares of 9.875% Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series L,
- 5,001 shares of Non-Cumulative Perpetual Preferred Stock, Series M, and
- 4,800 shares of Non-Cumulative Perpetual Preferred Stock, Series Q.

The Board is authorized without further shareholder action to cause the issuance of additional shares of preferred stock in one or more series, each with the preferences, limitations, designations, conversion or exchange rights, voting rights, dividend rights, redemption provisions, voluntary and involuntary liquidation rights and other rights as the Board may determine at the time of issuance.

The rights of the holders of our common stock are subject to any rights and preferences of the outstanding series of preferred stock and the preferred stock that may be offered. In addition, the rights of the holders of our common stock and any outstanding series of our preferred stock would be subject to the rights and preferences of any additional shares of preferred stock, or any series thereof, which might be issued in the future.

### Summary of Key Terms of Outstanding Preferred Stock

The following is a summary of certain terms of our outstanding preferred stock. To the extent not included in the table, we have also described certain aspects of our outstanding preferred stock below.

Preferred Series	Annual Dividend Rate	Cumulative Dividend	Conversion Rate	Voting Right (Based on Conversion Rate)	Liquidation Value per Share	Redeemable
B	\$1.80	Yes	1 preferred: 8 common	Yes	\$ 40	No
O	(1)	No	None	(1)	\$ 100,000	(1)
P	(1)	No	None	(1)	\$ 100,000	(1)
R	(1)	No	None	(1)	\$ 100,000	(1)
S	(1)	No	None	(1)	\$ 100,000	(1)
T	(1)	No	None	(1)	\$ 100,000	(1)

(1) See discussion of particular terms for this series of preferred stock below.

Computershare Trust Company, N.A., Canton, MA, is the transfer agent and registrar for the outstanding preferred stock. The Series B, Series O, Series R, Series S and Series T Preferred Stock are currently traded in the over-the-counter market. The Series P Preferred Stock is listed on the NYSE under the symbol “PNCPRP.” The outstanding preferred stock is fully paid and nonassessable. Holders of the outstanding preferred stock have no preemptive rights to subscribe for any additional securities that may be issued by us.

Because we are a holding company, our rights and the rights of holders of our securities, including the holders of preferred stock, to participate in the assets of any PNC subsidiary upon its liquidation or recapitalization will be subject to the prior claims of such subsidiary’s creditors and preferred shareholders, except to the extent we may be a creditor with recognized claims against such subsidiary or a holder of preferred shares of such subsidiary.

We have elected to offer depositary shares evidenced by depositary receipts for our Series O, Series P, Series R, Series S and Series T Preferred Stock. Each depositary share represents a fractional interest (as specified in the prospectus supplement relating to the particular series of preferred stock) in a share of a particular series of preferred

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stock issued and deposited with a depository (as defined below). For a further description of the depository shares, you should read “*Description of Depositary Shares*” below.

### ***Dividends and Other Payments***

The holders of the outstanding preferred stock are entitled to receive dividends, if declared by the Board or a duly authorized committee thereof. We will pay dividends to the holders of record as they appear on our stock books on the record dates fixed by the Board or a duly authorized committee thereof.

All series of preferred stock, with respect to the priority of payment of dividends, rank senior to all classes of common stock and any class of preferred stock we issue that specifically provides that it will rank junior to such preferred stock in respect to dividends, whether or not the preferred stock is designated as cumulative or noncumulative.

The Board will not declare and pay a dividend on our common stock or on any class or series of our stock ranking subordinate as to dividends to a series of preferred stock (other than dividends payable in our common stock or in any class or series of our stock ranking subordinate as to dividends and assets to such series), until we have paid in full dividends for all past dividend periods on all outstanding senior ranking cumulative preferred stock and have declared a current dividend on all preferred stock ranking senior to that series. If we do not pay in full dividends for any dividend period on all shares of preferred stock ranking equally as to dividends, all such shares will participate ratably in the payment of dividends for that period in proportion to the full amounts of dividends to which they are entitled.

Subject to certain important exceptions, the terms of certain of our outstanding series of capital securities prohibit us from declaring or paying dividends or distributions on or redeeming, purchasing, acquiring or making a liquidation payment with respect to our preferred stock unless all accrued and unpaid dividends for all completed dividend periods with respect to such capital security have been paid.

In addition, we have outstanding junior subordinated debentures associated with certain capital securities, the terms of which permit us to defer interest payments on the debentures for up to five years. At any time when we have deferred interest payments on these debentures or if we are aware of any event that would be an event of default under the indenture governing those securities, subject to certain important exceptions, we may not declare or pay any dividends or distributions on, redeem, purchase, acquire or make a liquidation payment with respect to any of our preferred stock.

Dividends from our subsidiary banks are the primary source of funds for payment of dividends to holders of preferred stock, and there are statutory limits on the amount of dividends that our subsidiary banks can pay to us without regulatory approval. We are a holding company that conducts substantially all of our operations through our banking subsidiaries and other subsidiaries. As a result, our ability to make dividend payments on the preferred stock depends primarily on certain federal regulatory considerations and the receipt of dividends and other distributions from our subsidiaries. There are various legal and regulatory restrictions on the ability of our banking subsidiaries to pay dividends or make other payments to us, and those restrictions can vary among the different subsidiaries based on performance, capital and other factors.

*Series B Preferred Stock Dividends.* Holders of outstanding Series B Preferred Stock are entitled to cumulative dividends at the annual rate set forth above in the table titled “Summary of Certain Key Terms of Preferred Stock,” which are payable quarterly when and as declared by the Board.

*Series O, Series P, Series R, Series S and Series T Preferred Stock Dividends.* Dividends on shares of the Series O, Series P, Series R, Series S and T Preferred Stock are not mandatory. Holders of such series of preferred stock are entitled to receive, when, as, and if declared by the Board or a duly authorized committee thereof, out of assets legally available for the payment of dividends under Pennsylvania law, non-cumulative cash dividends based on the liquidation preference of such series of preferred stock at a rate equal to:

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- In the case of the Series O Preferred Stock, three-month LIBOR plus a spread of 3.678% per annum for each quarterly dividend period from August 1, 2021 through the redemption date of the Series O Preferred Stock, if any, payable in arrears on February 1, May 1, August 1 and November 1 of each year.
- In the case of the Series P Preferred Stock, 6.125% per annum for each quarterly dividend period from the issue date of the depositary shares to, but excluding, May 1, 2022, and three-month LIBOR plus a spread of 4.0675% per annum for each quarterly dividend period from May 1, 2022 through the redemption date of the Series P Preferred Stock, if any, payable in arrears on February 1, May 1, August 1 and November 1 of each year.
- In the case of the Series R Preferred Stock, 4.850% per annum for each semi-annual dividend period from the issue date of the depositary shares to, but excluding, June 1, 2023, payable in arrears on June 1 and December 1 of each year, and three-month LIBOR plus a spread of 3.04% per annum for each quarterly dividend period from June 1, 2023 through the redemption date of the Series R Preferred Stock, if any, payable in arrears on March 1, June 1, September 1 and December 1 of each year.
- In the case of the Series S Preferred Stock, 5.000% per annum for each semi-annual dividend period from the issue date of the depositary shares to, but excluding, November 1, 2026, payable in arrears on May 1 and November 1 of each year, and three-month LIBOR plus a spread of 3.30% per annum for each quarterly dividend period from November 1, 2026 through the redemption date of the Series S Preferred Stock, if any, payable in arrears on February 1, May 1, August 1 and November 1 of each year.
- In the case of the Series T Preferred Stock, 3.400% per annum for each quarterly dividend period from the issue date of the depositary shares to, but excluding, September 15, 2026, and the five-year U.S. Treasury rate plus a spread of 2.595% per annum for each quarterly dividend period from September 15, 2026 through the redemption date of the Series T Preferred Stock, if any, payable in arrears on March 15, June 15, September 15 and December 15 of each year.

In the event we issue additional shares of any such series of preferred stock after the original issue date, dividends on such shares will accrue from the original issue date of such additional shares, or in the case of the Series T Preferred Stock, if such additional shares are issued after the first dividend payment date for the Series T Preferred Stock, dividends on such additional shares will accrue from the date on which such shares are issued (if it is a dividend payment date) or the dividend payment date next preceding the date they are issued.

A dividend period for any such series of preferred stock is the period from and including a dividend payment date to, but excluding, the next dividend payment date. Dividends payable on any such series of preferred stock for the period in which the interest rate is fixed, and in the case of the Series T Preferred Stock, also for the period in which the interest rate is based on the five-year U.S. Treasury rate, are computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends payable on any such series of preferred stock for any period in which the interest rate is based on three-month LIBOR will be computed based on the actual number of days in a dividend period and a 360-day year. Dollar amounts resulting from that calculation will be rounded to the nearest cent, with one-half cent being rounded upward. Dividends on any such series of preferred stock will cease to accrue on the redemption date, if any, as described below under “*Redemption by PNC*,” unless we default in the payment of the redemption price of the shares called for redemption.

Dividends on shares of Series O, Series P, Series R, Series S and Series T Preferred Stock are not cumulative. Accordingly, if the Board or a duly authorized committee thereof does not declare a dividend payable on any noncumulative preferred stock in respect of a dividend period, then no dividend will be deemed to have accrued for such dividend period, be payable on the applicable dividend payment date or be cumulative, and we will have no obligation to pay any dividend for that dividend period, whether or not the Board or a duly authorized committee thereof declares a dividend on that series of preferred stock for any future dividend period.

During a dividend period with respect to each of the Series O, Series P, Series R, Series S and Series T Preferred Stock, so long as any share of such series remains outstanding, unless in each case of clause (i) through (iii) below the full dividends for the preceding dividend period on all outstanding shares of Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, have been declared and paid or declared and a sum sufficient

ix, Series B or Series A Preferred Stock, as applicable, have been declared and paid or declared and a sum sufficient

for the payment thereof has been set aside, (i) no dividend will be declared or paid or set aside for payment and no distribution will be declared or made or set aside for payment on any junior stock (other than (a) a dividend payable solely in such junior stock or (b) any dividend in connection with the implementation of a shareholders' rights plan, or the redemption or repurchase of any rights under any such plan), (ii) no shares of junior stock will be repurchased, redeemed or otherwise acquired for consideration by us (other than (a) as a result of a reclassification of such junior stock for or into other junior stock, (b) the exchange or conversion of one share of such junior stock for or into another share of junior stock, (c) through the use of the proceeds of a substantially contemporaneous sale of other shares of junior stock, (d) purchases, redemptions or other acquisitions of shares of such junior stock in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants, (e) purchases of shares of such junior stock pursuant to a contractually binding requirement to buy such junior stock existing prior to the preceding dividend period, including under a contractually binding stock repurchase plan, or (f) the purchase of fractional interests in shares of such junior stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged), nor will any monies be paid to or made available for a sinking fund for the redemption of any such securities by us, and (iii) no shares of parity stock will be repurchased, redeemed or otherwise acquired for consideration by us other than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the applicable series of preferred stock and such parity stock, except by conversion into or exchange for junior stock.

As used in this description, (i) "junior stock" means our common stock and any other class or series of our stock hereafter authorized over which the Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of PNC and (ii) "parity stock" means any other class or series of our stock that ranks on parity with the Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of PNC. The following series of preferred stock are considered parity stock: Series B, Series O, Series P, Series R, Series S and Series T Preferred Stock.

When dividends are not paid in full upon the shares of Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, and any parity stock, all dividends declared upon shares of such series of preferred stock and any parity stock will be declared on a proportional basis so that the amount of dividends declared per share will bear to each other the same ratio that accrued dividends for such series of preferred stock, and accrued dividends, including any accumulations, on any parity stock, bear to each other for the then-current dividend period.

Dividends on the Series R, Series S and Series T Preferred Stock will not be declared, paid or set aside for payment to the extent such act would cause us to fail to comply with the laws and regulations applicable to us, including applicable regulatory capital rules.

Subject to the foregoing, and not otherwise, dividends (payable in cash, stock or otherwise), as may be determined by the Board or a duly authorized committee thereof, may be declared and paid on our common stock and any other stock ranking equally with or junior to any of the Series O, Series P, Series R, Series S or Series T Preferred Stock from time to time out of any assets legally available for such payment, and the holders of Series O, Series P, Series R, Series S and Series T Preferred Stock shall not be entitled to participate in any such dividend.

### ***Voting***

Except as provided herein or in the applicable statement with respect to shares, or as required by applicable law, the holders of preferred stock are not be entitled to vote. Except as otherwise required by law or provided by the Board and described in the applicable statement with respect to shares, holders of preferred stock having voting rights and holders of common stock vote together as one class. Holders of preferred stock do not have cumulative voting rights. We are not required to obtain any consent of the holders of preferred stock of a given series in connection with the authorization, designation, increase or issuance of any shares of preferred stock that rank junior or equal to the preferred stock of such series with respect to dividends and liquidation rights.

*Right to Elect Two Directors upon Nonpayment.* If we fail to pay, or declare and set apart for payment, dividends on outstanding shares of preferred stock of a series for six quarterly dividend periods, or their equivalent, whether or not consecutive, the number of directors on the Board will be increased by two at the first annual meeting

whether or not consecutive, the number of directors on the Board will be increased by two at the first annual meeting

of shareholders held thereafter, and at such meeting and each subsequent annual meeting until cumulative dividends payable for all past dividend periods and continuous noncumulative dividends for at least one year on all outstanding shares of preferred stock of such series entitled thereto shall have been paid, or declared and set apart for payment, in full, the holders of outstanding shares of preferred stock of all series will have the right, voting together as a class, to elect such two additional directors to the Board to hold office for a term of one year. Upon such payment, or such declaration and setting apart for payment, in full, the terms of the two additional directors so elected will terminate and the number of directors on the Board will be reduced by two, and such voting rights of the holders of shares of preferred stock will end, subject to an increase in the number of directors on the Board as described above and the reversioning of such voting right in the event of each and every additional failure in the payment of dividends for six quarterly dividend periods, or their equivalent, whether or not consecutive, as described above.

Under interpretations adopted by the Federal Reserve or its staff, if the holders of preferred stock of any series become entitled to vote for the election of directors because dividends on such series are in arrears as described above, that series may then be deemed a “class of voting securities” and a holder (other than an individual) of 25% or more of such series (or a holder of 5% or more if it otherwise exercises a “controlling influence” over PNC) may then be subject to regulation as a bank holding company in accordance with the Bank Holding Company Act. In addition, when the series is deemed a class of voting securities, any other bank holding company may be required to obtain the prior approval of the Federal Reserve to acquire or retain more than 5% of that series, and any person other than a bank holding company may be required to obtain the prior approval of the Federal Reserve to acquire or retain 10% or more of that series.

*Voting Rights under Pennsylvania Law.* The PBCL attaches mandatory voting rights to preferred stock in connection with certain amendments to the Articles of Incorporation, under which the holders of preferred stock of a particular series would be entitled to vote as a class if the amendment would:

- authorize the Board to fix and determine the relative rights and preferences, as between series, of any preferred or special class,
- make any change in the preferences, limitations or special rights (other than preemptive rights or the right to vote cumulatively) of the shares of a class or series adverse to the class or series,
- authorize a new class or series of shares having a preference as to dividends or assets which is senior to the shares of a class or series,
- increase the number of authorized shares of any class or series having a preference as to dividends or assets which is senior in any respect to the shares of a class or series, or
- make the outstanding shares of a class or series redeemable by a method that is not pro rata, by lot or otherwise equitable.

Holders of outstanding shares of preferred stock are also entitled under Pennsylvania law to vote as a class on a plan of merger that effects any change in the Articles of Incorporation if the holders would have been entitled to a class vote under the statutory provision relating to the adoption of articles amendments discussed above.

*Series B Preferred Stock Voting.* Holders of outstanding Series B Preferred Stock are entitled to a number of votes equal to the number of full shares of common stock into which their preferred stock is convertible. Unless we receive the consent of the holders of at least two-thirds of the outstanding shares of preferred stock of all series, we will not:

- create or increase the authorized number of shares of any class of stock ranking senior to the preferred stock as to dividends or assets, or
- change the preferences, qualifications, privileges, limitations, restrictions or special or relative rights of the preferred stock in any material respect adverse to the holders of the preferred stock.



*Series O, Series P, Series R, Series S and Series T Preferred Stock Voting.* Except as described above or otherwise herein or in the applicable statement with respect to shares, or as required by applicable law, holders of the Series O, Series P, Series R, Series S and Series T Preferred Stock have no voting rights.

So long as any shares of the Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, remain outstanding, the affirmative vote or consent of the holders of at least two-thirds of all outstanding shares of the series, voting separately as a class, shall be required to:

- authorize, increase the authorized amount of or issue shares of any class or series of stock ranking senior to such series of preferred stock with respect to dividends or the distribution of assets upon liquidation, dissolutions or winding up of PNC,
- issue any obligation or security convertible into or evidencing the right to purchase any class or series of stock ranking senior to such series of preferred stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up of PNC,
- amend the provisions of the Articles of Incorporation so as to adversely affect the powers, preferences, privileges or rights of such series of preferred stock, taken as a whole, provided, however, that any increase in the amount of the authorized or issued shares of such series of preferred stock or authorized common stock or preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred stock ranking equally with or junior to such series of preferred stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) or the distribution of assets upon liquidation, dissolution or winding up of PNC will not be deemed to adversely affect the powers, preferences, privileges or rights of such series of preferred stock, or
- consolidate with or merge into any other entity unless (i) the shares of such series of preferred stock outstanding at the time of such consolidation or merger are converted into or exchanged for preference securities having such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of such series of preferred stock, taken as a whole, or (ii) in the case of the Series T Preferred Stock only, such shares remain outstanding.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding shares of Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by us for the benefit of the holders of such series of preferred stock to effect such redemption.

### ***Liquidation of PNC***

In the event of the voluntary or involuntary liquidation, dissolution or winding up of PNC, the holders of each outstanding series of preferred stock will be entitled to receive liquidating distributions before any distribution of assets is made to the holders of our common stock or any other class or series of shares ranking junior to that series, in the amount fixed by the Board for that series and described in the applicable prospectus supplement, plus, if dividends on that series are cumulative, accrued and unpaid dividends.

Subject to certain important exceptions, the terms of certain of our outstanding capital securities prohibit us from making a liquidation payment with respect to our preferred stock unless all accrued and unpaid dividends for all completed dividend periods with respect to that capital security have been paid.

In addition, we have outstanding junior subordinated debentures associated with certain capital securities, the terms of which permit us to defer interest payments on the debentures for up to five years. At any time when we have deferred interest payments on these debentures or if we are aware of any event that would be an event of default under the indenture governing those securities, subject to certain important exceptions, we may not make a liquidation payment with respect to any of our preferred stock.



### ***Redemption by PNC***

Subject to certain important exceptions, the terms of certain of our outstanding capital securities prohibit us from redeeming our preferred stock unless all accrued and unpaid dividends for all completed dividend periods with respect to that capital security have been paid.

In addition, we have outstanding junior subordinated debentures associated with certain capital securities, the terms of which permit us to defer interest payments on the debentures for up to five years. At any time when we have deferred interest payments on these debentures or if we are aware of any event that would be an event of default under the indenture governing those securities, subject to certain important exceptions, we may not redeem any of our preferred stock.

Redemption of preferred stock is generally subject to compliance with applicable regulatory capital rules, including any applicable approvals.

*Series B Preferred Stock Redemption.* The Series B Preferred Stock are not currently redeemable nor entitled to the benefit of any retirement or sinking fund to be applied to the purchase or redemption of such shares.

*Series O, Series P, Series R, Series S and Series T Preferred Stock Redemption.* The Series O, Series P, Series R, Series S and Series T Preferred Stock are not subject to any mandatory redemption, sinking fund or other similar provisions, and the holders of such series of preferred stock have no right to require the redemption or repurchase of such series of preferred stock (or any depositary shares representing such series of preferred stock).

The Series O Preferred Stock is redeemable at our option, in whole or part, on any date on or after August 1, 2021, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

The Series P Preferred Stock is redeemable at our option, in whole or in part, on any date on or after May 1, 2022, at a redemption price equal to \$100,000 per share (equivalent to \$25.00 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

The Series R Preferred Stock is redeemable at our option, in whole or in part, from time to time, on any dividend payment date on or after June 1, 2023, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

The Series S Preferred Stock is redeemable at our option, in whole or in part, from time to time, on any dividend payment date on or after November 1, 2026, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

The Series T Preferred Stock is redeemable at our option, in whole or in part, from time to time, on any dividend payment date on or after September 15, 2026, at a redemption price equal to \$100,000 per share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends, without accumulation of any undeclared dividends.

We may redeem shares of the Series O, Series P, Series R, Series S or Series T Preferred Stock at any time within 90 days following the occurrence of a regulatory capital treatment event (as defined below), in whole but not part, at a redemption price equal to \$100,000 per share of preferred stock (equivalent to \$1,000 per depositary share in the case of the Series O, Series R, Series S and Series T Preferred Stock and \$25.00 per depositary share in the case of the Series P Preferred Stock), plus any declared and unpaid dividends, and in the case of the Series O, Series P, Series R and Series S Preferred Stock any accrued and unpaid dividends on the shares of preferred stock called for redemption up to the redemption date, or in the case of the Series T Preferred Stock, an amount equal to the partial dividend that would have accrued from the prior scheduled dividend payment date to the redemption date. A “regulatory capital treatment event” means the good faith determination by us that as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States



that is enacted or becomes effective after the initial issuance of any share of the applicable series of preferred stock; (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any share of the applicable series of preferred stock; or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of the applicable series of preferred stock, there is more than an insubstantial risk that we will not be entitled to treat the full liquidation value of the shares of the applicable series of preferred stock then outstanding as “additional Tier 1 capital” (or its equivalent) for purposes of the regulatory capital rules of the Federal Reserve (or, as and if applicable, the regulatory capital regulations of any appropriate successor federal banking agency), as then in effect and applicable, for as long as any share of the applicable series of preferred stock is outstanding.

Redemption of the Series O, Series P, Series R, Series S or Series T Preferred Stock, as applicable, is subject to our receipt of any required prior approvals from the Federal Reserve and to the satisfaction of any conditions set forth in the capital guidelines of the Federal Reserve applicable to the redemption of such series of preferred stock.

### ***Conversion***

*Series B Preferred Stock.* Holders of outstanding Series B Preferred Stock currently are entitled to the conversion privileges set forth above in the table titled “Summary of Certain Key Terms of Preferred Stock.” Series B Preferred Stock is convertible into our common stock (unless called for redemption and not converted within the time allowed therefor) at any time at the option of the holder. No adjustment will be made for dividends on preferred stock converted or on common stock issuable upon conversion. The conversion rate of Series B Preferred Stock will be adjusted in certain events, including payment of stock dividends on, or splits or combinations of, the common stock or issuance to holders of common stock of rights to purchase common stock at a price per share less than 90% of current market price as defined in the Articles of Incorporation. Appropriate adjustments in the conversion provisions also will be made in the event of certain reclassifications, consolidations or mergers or the sale of substantially all of the assets of PNC.

*Series O, Series P, Series R, Series S and Series T Preferred Stock Conversion.* The Series O, Series P, Series R, Series S and Series T Preferred Stock are not currently entitled to any conversion privileges.

## **DESCRIPTION OF DEPOSITARY SHARES**

We have elected to offer fractional interests in the Series O, Series P, Series R, Series S and Series T Preferred Stock, rather than whole shares of preferred stock as follows:

- Depositary Shares, each representing a 1/100 interest in a share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series O,
- Depositary Shares Each Representing a 1/4,000 interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P,
- Depositary Shares, each representing a 1/100 interest in a share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series R,
- Depositary Shares, each representing a 1/100 interest in a share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series S, and
- Depositary Shares, each representing a 1/100 interest in a share of 3.400% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series T.

We have provided for the issuance by a depositary to the public of receipts for depositary shares, and each of these depositary shares represents a fraction of a share of a particular series of preferred stock.

The shares of any series of preferred stock represented by the depositary shares are deposited pursuant to a deposit agreement between us and a depositary selected by us. The depositary is a bank or trust company and will have its principal office in the United States and a combined capital and surplus of at least \$50,000,000. The prospectus supplement relating to a series of depositary shares will set forth the name and address of the depositary. Subject to the terms of the deposit agreement, each owner of a depositary share will be entitled, in proportion to the

applicable fractional interest in a share of preferred stock represented by such depositary share, to all the rights and

preferences of the preferred stock represented thereby, including any dividend, voting, redemption, conversion and liquidation rights.

The depositary shares are evidenced by depositary receipts issued under the deposit agreement.

#### **Dividends and Other Distributions**

The depositary will distribute any cash dividends or other cash distributions received in respect of the preferred stock to the record holders of depositary shares relating to the underlying preferred stock in proportion to the number of depositary shares held by the holders.

If we make a distribution other than in cash, the depositary will distribute any property received by it to the record holders of depositary shares entitled to those distributions, unless the depositary determines that the distribution cannot be made proportionally among those holders or that it is not feasible to make a distribution. In that event, the depositary may, with our approval, sell the property and distribute the net proceeds from the sale to the holders of the depositary shares in proportion to the number of depositary shares they hold.

#### **Redemption of Depositary Shares**

Whenever we redeem shares of preferred stock held by the depositary, the depositary will redeem, as of the same redemption date, the number of depositary shares representing the shares of preferred stock so redeemed. If fewer than all of the outstanding depositary shares are to be redeemed, the depositary will select the depositary shares to be redeemed *pro rata* or by lot as may be determined by the depositary. The redemption price per depositary share will be equal to the applicable fraction of the redemption price per share payable with respect to that series of preferred stock.

Depositary shares called for redemption will no longer be outstanding after the applicable redemption date, and all rights of the holders of such depositary shares will cease, except the right to receive any money or other property upon surrender to the depositary of the depositary receipts evidencing those depositary shares.

#### **Voting the Preferred Stock**

Upon receipt of notice of any meeting at which the holders of preferred stock are entitled to vote, the depositary will mail the information contained in the notice of meeting to the record holders of depositary shares representing shares of such preferred stock. Each record holder of such depositary shares on the record date, which will be the same date as the record date for the preferred stock, may instruct the depositary to vote the amount of the preferred stock represented by the holder's depositary shares. To the extent possible, the depositary will vote the amount of the preferred stock represented by such depositary shares in accordance with the instructions it receives. We will agree to take all reasonable actions that the depositary determines are necessary to enable the depositary to vote as instructed. If the depositary does not receive specific instructions from the holders of any depositary shares representing such preferred stock, it will not vote the amount of the preferred stock represented by such depositary shares.

#### **Conversion of Preferred Stock**

If a series of preferred stock represented by the depositary shares is convertible into shares of our common stock or any other class of our capital securities, we will accept the delivery of depositary receipts to convert such preferred stock using the same procedures as those for delivery of certificates for such preferred stock. If the depositary shares represented by a depositary receipt are to be converted in part only, the depositary will issue a new depositary receipt or depositary receipts for the depositary shares that are not converted.

#### **Amendment and Termination of the Deposit Agreement**

We and the depositary may amend the form of depositary receipt evidencing the depositary shares and any provision of the deposit agreement at any time. However, any amendment that materially and adversely alters the rights of the holders of depositary shares will not be effective unless the amendment has been approved by the



holders of at least a majority of the depositary shares then outstanding. Except as may be otherwise provided in the applicable deposit agreement, we or the depositary may terminate the deposit agreement only if (i) all outstanding depositary shares have been redeemed or (ii) there has been a final distribution of the underlying preferred stock in connection with any liquidation, dissolution or winding up of PNC.

### **Charges of Depositary**

We will pay all transfer and other taxes and governmental charges arising solely from the existence of the depositary arrangements. We will also pay charges of the depositary in connection with the initial deposit of the preferred stock and the initial issuance of the depositary shares, all withdrawals of shares of preferred stock by holders of depositary shares, and any redemption or exchange of the preferred stock at our option. Holders of depositary shares will pay other transfer and other taxes and governmental charges and such other charges as are expressly provided in the deposit agreement to be for their accounts.

### **Resignation and Removal of Depositary**

The depositary may resign at any time by delivering to us notice of its election to do so, and we may remove the depositary at any time by delivering to the depositary notice of such removal. Any such resignation or removal will take effect only upon the appointment of a successor depositary and such successor depositary's acceptance of its appointment. The successor depositary must be a bank or trust company having its principal office in the United States and having a combined capital and surplus of at least \$50,000,000.

### **Miscellaneous**

The depositary will forward to the holders of depositary shares all reports and communications that we deliver to the depositary and that we are required to furnish to the holders of the preferred stock.

Neither we nor the depositary will be liable if we are prevented or delayed by law or any circumstance beyond our control in performing our obligations under the deposit agreement. Our obligations and the obligations of the depositary under the deposit agreement will be limited to performance in good faith of our respective duties under the deposit agreement. Neither we nor the depositary will be obligated to appear in, prosecute or defend any action, suit or other legal proceeding relating to any depositary shares or preferred stock unless satisfactory indemnity is furnished. Both we and the depositary may rely upon written advice of counsel or accountants, or upon information provided by holders of preferred stock or depositary shares or other persons believed by us in good faith to be competent, and on any written notice, request, direction or document believed by us to be genuine and to have been signed or presented by the proper party or parties. The depositary may also rely on information provided by us.





**AMENDMENT 2021-2**

**THE PNC FINANCIAL SERVICES GROUP, INC. AND AFFILIATES  
DEFERRED COMPENSATION AND INCENTIVE PLAN  
(as amended and restated as of January 1, 2020)**

WHEREAS, The PNC Financial Services Group, Inc. ("PNC") sponsors The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan (the "Plan");

WHEREAS, Section 10 of the Plan authorizes PNC to amend the Plan; and

WHEREAS, PNC wishes to amend the Plan to (i) merge the Compass SmartInvestor 401(k) Benefit Restoration Plan with and into the Plan; and (ii) make other clarifying changes.

NOW, THEREFORE, IT IS RESOLVED, that, effective as of December 1, 2021 (or such other date as set forth below, the Plan is hereby amended as follows:

1. Effective December 1, 2021, a new Appendix B is added to the Plan immediately following Appendix A, to read as follows:

**"APPENDIX B**

**MERGER OF THE BBVA BENEFIT RESTORATION PLAN**

Prior to the effective date of the transaction described in Share Purchase Agreement, dated as of November 15, 2020 (as amended), between Banco Bilbao Vizcaya Argentaria, S.A. and The PNC Financial Services Group, Inc. (the "Transaction"), the accrued benefits of all but one participant under the Compass SmartInvestor 401(k) Benefit Restoration Plan (the "BBVA Benefit Restoration Plan") were spun off and transferred to Banco Bilbao Vizcaya Argentaria, S.A. (or an affiliate that did not become an affiliate of the Corporation following Transaction). The remaining participant in the BBVA Benefit Restoration Plan after the Transaction was in payment status, and no employees were eligible, nor could any become eligible, to participate in the BBVA Benefit Restoration Plan. Effective December 1, 2021, the BBVA Benefit Restoration Plan was merged with and into the Plan, and the benefit payments to the single legacy BBVA Benefit Restoration Plan participant became an obligation of the Plan (which benefit payments could be made from the Trust or any grantor trust established prior to the Transaction to assist in funding obligations under the BBVA Benefit Restoration Plan). In accordance with the terms of the BBVA Benefit Election Plan and his elections, the remaining participant in the legacy BBVA Benefit Restoration Plan is receiving a benefit in the form of thirty-six monthly installments, the last of which is due on July 1, 2024 and, if he dies before such date, the monthly installments will continue to be made to his Beneficiary following his death until July 1, 2024.

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Executed and adopted by the Chief Human Resources Officer of The PNC Financial Services Group, Inc. this 30th day of November, 2021 pursuant to the authority delegated by the PNC's Human Resources Committee.

/s/ Vicki C. Henn

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Vicki C. Henn  
Executive Vice President  
Chief Human Resources Officer





**THE PNC FINANCIAL SERVICES GROUP, INC.**

**CERTIFICATE OF CORPORATE ACTION**

I, Vicki C. Henn, pursuant to the authority granted in connection with the transaction described in Share Purchase Agreement, dated as of November 15, 2020 (as amended), between Banco Bilbao Vizcaya Argentaria, S.A. and The PNC Financial Services Group, Inc. (the “Purchase Agreement”) and by resolutions of the Human Resources Committee of The PNC Financial Services Group, Inc. (“PNC”) Board of Directors, and acting in my capacity as the Executive Vice President and Chief Human Resources Officer of PNC do hereby take the following actions, effective as of the dates set forth below:

1. Termination of the BBVA DCP. In connection with the consummation of the transaction described in the Purchase Agreement, all of the benefits under the Compass Deferred Compensation Plan (“BBVA DCP”) were paid out in full, and no new employees could become eligible for the BBVA DCP, such that, on the date the last of the benefits were paid under the BBVA DCP, the BBVA DCP ceased to be an ongoing plan. Effective as of the date set forth below, the BBVA DCP is hereby formally terminated.
2. Merger of BBVA Restoration Plan with and into the DCIP. Prior to the effective date of the transaction described in the Purchase Agreement (the “Transaction”), the accrued benefits of all but one participant under the Compass SmartInvestor 401(k) Benefit Restoration Plan (the “BBVA Benefit Restoration Plan”) were spun off and transferred to Banco Bilbao Vizcaya Argentaria, S.A. (or an affiliate of Banco Bilbao Vizcaya Argentaria, S.A. that did not become an affiliate of PNC following the Transaction), and the remaining participant in the BBVA Benefit Restoration Plan after the Transaction, [NAME REDACTED], is in payment status, and no employees is eligible, nor could any become eligible, to participate in the BBVA Benefit Restoration Plan. Effective December 1, 2021, the BBVA Benefit Restoration Plan is merged with and into The PNC Financial Services Group, Inc. Deferred Compensation and Incentive Plan (“DCIP”) and Amendment 2021-2 to the DCIP, reflecting the merger of the BBVA Restoration Plan with and into the DCIP, shall be adopted in substantially the form attached hereto.
3. Spinoff of Assets from BBVA Restoration Trust and Transfer to DCIP. The Compass Deferred Compensation Plan and the Compass SmartInvestor 401(k) Benefit Restoration Plan Master Trust (“BBVA Restoration Trust”) was established in accordance with its terms as a master trust providing a source of funds to meet obligations under the BBVA DCP and the BBVA Benefit Restoration Plan. Effective December 1, 2021, the assets attributable to hypothetical account of [NAME REDACTED], the sole remaining participant in the BBVA Benefit Restoration Plan (the assets, the “Spun-Off Assets” and the transaction spinning off the assets, the “Spin-Off”), shall be spun off from the BBVA Restoration Trust and transferred to, and merged with, the trust established

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(in relevant part) to provide a source of funds to meet PNC's obligations under the DCIP and maintained pursuant to the Trust Agreement by and between the Company and PNC Bank, National Association, dated as of November 3, 2005, as amended ("DCIP Trust Agreement").

4. Amend the DCIP Trust Agreement. Effective December 1, 2021, immediately following the Spin-Off, Attachment "A" to the DCIP Trust Agreement is updated to add "the hypothetical account of [NAME REDACTED] under the Compass SmartInvestor 401(k) Benefit Restoration Plan" to the end of the list immediately following the entry "The PNC Financial Services Group, Inc. and Affiliates Deferred Compensation and Incentive Plan" and immediately prior to the new paragraph that begins "This schedule may be updated from time to time..."
5. Transfer Sponsorship of BBVA Restoration Trust and Adopt First Amendment to BBVA Trust Agreement. Effective December 1, 2021, immediately following the Spin-Off, (i) sponsorship of the BBVA Restoration Trust is transferred to BBVA S.A, New York Branch ("BBVA SA"), which BBVA SA intends to use as a source of funds to meet its obligations under the BBVA Compass Bancshares, Inc. Non-Qualified Retirement Plan and Agreement for Manuel Sanchez Rodriguez, and (ii) the First Amendment to the Master Trust Agreement Between BBVA Compass Bancshares, Inc. and Fidelity Management Trust Company Compass Deferred Compensation Plan and Compass SmartInvestor 401(k) Benefit Restoration Plan Master Trust ("BBVA Trust Agreement"), reflecting the Spin-Off and transfer of sponsorship of the BBVA Restoration Trust to BBVA SA after the Spin-Off, shall be adopted in substantially the form attached hereto.
6. Ratify Prior and Future Acts. All actions previously taken, or actions taken in the future, by proper officers of PNC or their duly authorized delegates to implement the foregoing certificate are hereby ratified, confirmed, and approved as acts of the PNC with the same effect as though a certificate or resolution authorizing such action had been duly adopted by the undersigned or the PNC's Board of Directors prior to the time such action was taken.

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Executed this 30th day of November, 2021.

/s/ Vicki C. Henn

Vicki C. Henn  
Executive Vice President  
Chief Human Resources Officer

*[Signature Page to Certificate of Corporate Action]*

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**THE PNC FINANCIAL SERVICES GROUP, INC.  
2016 INCENTIVE AWARD PLAN**

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**PERFORMANCE SHARE UNITS AWARD AGREEMENT**

This Agreement, which includes the attached appendices (this “Agreement”) sets forth the terms and conditions of your performance share unit award made pursuant to The PNC Financial Services Group, Inc. 2016 Incentive Award Plan and any sub-plans thereto.

Appendix A to this Agreement sets forth additional terms and conditions of the Award, including restrictive covenant provisions. Appendix B to this Agreement sets forth certain definitions applicable to this Agreement generally. Appendix C to this Agreement sets forth the performance-based vesting conditions applicable to the Award and certain related definitions. Capitalized terms not otherwise defined in the body of this Agreement have the meaning ascribed to such terms in the Plan or Appendices A, B or C.

The Corporation and the Grantee named below (referenced in this Agreement as “you” or “your”) agree as follows:

Subject to your timely acceptance of this Agreement (as described in Section A below), the Corporation grants to you the Award set forth below, subject to the terms and conditions of the Plan and this Agreement.

**A. GRANT AND ACCEPTANCE OF PSUs**

<b>GRANTEE</b>	[Name]
<b>GRANT DATE</b>	[Date]
<b>AWARD</b>	Performance share units (“ <u>PSUs</u> ”), each representing a right to receive one Share, and related Dividend Equivalents, payable in cash.
<b>TARGET</b>	[# of Shares] PSUs and related Dividend Equivalents
<b>PERFORMANCE PERIOD</b>	January 1, 2021- December 31, 2023 (other than limited exceptions in the event of death or a Change of Control, as described in <u>Appendix C</u> ).

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**AWARD  
ACCEPTANCE;  
AWARD  
EFFECTIVE DATE**

You must accept this Award by delivering an executed unaltered copy of this Agreement to the Corporation within 30 days of your receipt of this Agreement. Upon such execution and delivery of this Agreement by both you and the Corporation, this Agreement is effective as of the Grant Date (the "Award Effective Date"). If you do not properly accept this Award, the Corporation may, in its sole discretion, cancel the Award at any time thereafter.

**B. VESTING REQUIREMENTS**

**B.1** *An Award becomes vested only upon satisfaction of both the service-based vesting requirements and the performance-based vesting requirements set forth below.*

**SERVICE-BASED  
VESTING  
REQUIREMENTS**

Except as otherwise provided in this Agreement, you must remain continuously employed through and including the Committee-determined Final Award Date (as defined in Appendix B) or such earlier date as prescribed by Section B.2 below.

**PERFORMANCE-  
BASED VESTING  
REQUIREMENTS**

Provided the service-based vesting requirements have been met, the Award will vest and become payable on the applicable Final Award Date upon the achievement of the performance goals set forth in Appendix C to this Agreement.

**B.2 EFFECT OF TERMINATION OF EMPLOYMENT PRIOR TO THE  
FINAL AWARD DATE ON VESTING REQUIREMENTS**

**RETIREMENT**

Notwithstanding anything to the contrary in this Agreement, if your employment with PNC is terminated due to your Retirement, and not for Cause, then the service-based vesting requirements of the Award will be satisfied as of your Termination Date, but the Award will not vest and become payable until the Final Award Date, subject to satisfaction of the performance-based vesting requirements and your continued compliance with the terms and conditions of this Agreement.

**DISABILITY**

Notwithstanding anything to the contrary in this Agreement, if your employment with PNC is terminated by PNC due to your Disability, and not for Cause, then the service-based vesting



requirements of the Award will be satisfied as of your Termination Date, but the Award will not vest and become payable until the Final Award Date, subject to satisfaction of the performance-based vesting requirements and your continued compliance with the terms and conditions of this Agreement.

#### **DEATH**

Notwithstanding anything to the contrary in this Agreement, if your employment with PNC ceases by reason of your death, or if you die after a termination of employment with PNC due to Disability or Retirement or following an Anticipatory Termination, but prior to the Final Award Date, then the service-based requirements of the Award will be satisfied as of your date of death, and the performance-based vesting requirements will be satisfied as further described in Appendix C.

#### **ANTICIPATORY TERMINATION**

Notwithstanding anything to the contrary in this Agreement, if your termination of employment with PNC is an Anticipatory Termination, then the service-based vesting requirements of the Award will be satisfied as of the Termination Date, but the Award will not vest and become payable until the Final Award Date, subject to satisfaction of the performance-based vesting requirements and your continued compliance with the terms of this Agreement.

#### **TERMINATION FOLLOWING A CHANGE OF CONTROL**

Notwithstanding anything to the contrary in this Agreement, if you have been continuously employed by PNC, including any successor entity, through the date of a Change of Control, and your employment with PNC is terminated following such Change of Control (but prior to the Final Award Date):

- (a) by PNC other than for Misconduct,
- (b) by you for Good Reason, or
- (c) for any reason (other than for Misconduct) on or after the first business day of the calendar year following the end of the Performance Period,

(each, a “Qualifying Termination”), then the

service-based requirements of the Award will be

satisfied as of your Termination Date, and the performance-based vesting requirements will be satisfied as further described in Appendix C.

For the avoidance of doubt, upon the occurrence of a Change of Control, the Award will not become vested until the service-based vesting requirements are satisfied, either as set forth in Section B.1. or as a result of your Retirement, your termination of employment by reason of death or Disability, or the occurrence of a Qualifying Termination.

<b>C.</b>		<b>FORFEITURE</b>
<b>C.1</b>	<b>FORFEITURE UPON FAILURE TO MEET SERVICE-BASED VESTING REQUIREMENTS</b>	Except as otherwise provided in Section B.2 above, if you cease to be an employee of PNC prior to an applicable Final Award Date, you will not have satisfied the service-based vesting requirements and the Award will be automatically forfeited and cancelled as of your Termination Date. Upon such forfeiture or cancellation, neither you nor your successors, heirs, assigns or legal representatives will have any further rights or interest in the Award under this Agreement.
<b>C.2</b>	<b>FORFEITURE IN CONNECTION WITH DETRIMENTAL CONDUCT</b>	At any time prior to the Final Award Date, to the extent that PNC (acting through a PNC Designated Person) determines in its sole discretion (a) that you have engaged in Detrimental Conduct and (b) to forfeit and cancel all or a specified portion of the outstanding Award as a result of such determination, then such portion will be forfeited and cancelled effective as of the date of such determination.
<b>C.3</b>	<b>FORFEITURE UPON FAILURE TO SATISFY PERFORMANCE CONDITIONS</b>	If the final Corporate Performance Factor (as defined in <u>Appendix C</u> ) is determined by the Committee to be 0.00%, the Award will be eligible to be forfeited and cancelled without payment of any consideration by PNC as of the date of such determination.
<b>D.</b>		<b>DIVIDEND EQUIVALENTS</b>
<b>D.1</b>	<b>GENERALLY</b>	As of the Award Effective Date, you will be entitled to earn accrued cash Dividend Equivalents on the vested Payout Share Units (defined in

Appendix C), in an amount equal to the cash

dividends that would have been paid (without interest or reinvestment) between the Grant Date and the Final Award Date, as though you were the record holder of such Payout Share Units, and such Payout Share Units had been issued and outstanding shares on the Grant Date through the Final Award Date.

**D.2 ACCRUED  
DIVIDEND  
EQUIVALENT  
PAYMENTS**

(a) Generally. Accrued Dividend Equivalents will vest and be paid out in cash, less the payment of any applicable withholding taxes pursuant to Section 6 of Appendix A, if and when the Award vests and pays out (at which point such Dividend Equivalents will terminate). Dividend Equivalents are subject to the same vesting requirements and payout size adjustments as the Award. If the PSUs to which such Dividend Equivalents relate are forfeited and cancelled, such related Dividend Equivalents will also be forfeited and cancelled.

(b) Payment Upon a Change of Control. Accrual of Dividend Equivalents will cease as of the Change of Control. Upon a Change of Control, Dividend Equivalents accrued (without reinvestment or interest) between the Grant Date and the Change of Control will vest and be paid out in cash, less the payment of any applicable withholding taxes pursuant to Section 6 of Appendix A, if and when the Award vests and pays out, as if you were the record holder of the number of Shares equal to the number of vested Payout Share Units underlying the Award from the Grant Date through the date of the Change of Control.

**E. PAYMENT OF THE AWARD**

**E.1 PAYMENT TIMING** Except as otherwise provided below, vested Payout Share Units that remain outstanding will be settled as soon as practicable following the applicable Final Award Date (and no later than (x) December 31st following the year of death, in the event of your death, or (y) March 15th following the year the Award vests).

**E.2 FORM OF  
PAYMENT;  
AMOUNT** (a) Payment Generally. Except as provided in subsection (b) below, your Final Award will be settled at the time set forth in Section E.1 by



delivery to you of that number of whole Shares equal to the number of Payout Share Units under your Final Award, less the payment of any applicable withholding taxes pursuant to Section 6 of Appendix A.

(b) Payment On or After a Change of Control.

Upon vesting on or after a Change of Control, vested Payout Share Units will be settled at the time set forth in Section E.1 by payment to you of cash in an amount equal to that number of whole Shares equal to the number of vested Payout Share Units, multiplied by the then current Fair Market Value of a share of Common Stock on the date of the Change of Control (subject to any applicable adjustment pursuant to Section 2 of Appendix A), less the payment of any applicable withholding taxes pursuant to Section 6 of Appendix A. Related accrued Dividend Equivalent payments will be paid to you in cash as described in Section D.2(b).

No interest will be paid with respect to any such payments made pursuant to this Section E.

**F. RESTRICTIVE COVENANTS**

Upon your acceptance of this Award, you shall become subject to the restrictive covenant provisions set forth in Section 1 of Appendix A.

**G. CLAWBACK**

The Award, and any right to receive and retain any Shares (if applicable), cash or other value pursuant to the Award, is subject to rescission, cancellation or recoupment, in whole or in part, if and to the extent so provided under the Corporation's Incentive Compensation Adjustment and Clawback Policy, as in effect from time to time with respect to the Award, or any other applicable clawback, adjustment or similar policy in effect on or established after the Grant Date and to any clawback or recoupment that may be required by applicable law or regulation.

By accepting this Award, you agree that you are obligated to provide all assistance necessary to the Corporation to recover or recoup the Shares, cash or other value pursuant to the Award which are

subject to recovery or recoupment pursuant to

applicable law, government regulation, stock exchange listing requirement or PNC policy. Such assistance shall include completing any documentation necessary to recover or recoup the Shares, cash or other value pursuant to the Award from any accounts you maintain with PNC or any pending or future compensation.

A copy of the Incentive Compensation Adjustment and Clawback Policy is included in the materials distributed to you with this Agreement.

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**THE PNC FINANCIAL SERVICES GROUP, INC.  
2016 INCENTIVE AWARD PLAN**

**PERFORMANCE SHARE UNITS AWARD AGREEMENT**

**APPENDIX A**

**ADDITIONAL PROVISIONS**

**1. Restrictive Covenants.** You and PNC acknowledge and agree that you have received adequate consideration with respect to enforcement of the provisions of this Section 1 by virtue of accepting this Award (regardless of whether the Award or any portion thereof is ultimately settled and paid to you); that such provisions are reasonable and properly required for the adequate protection of the business of PNC and its subsidiaries; and that enforcement of such provisions will not prevent you from earning a living.

(a) Non-Solicitation; No-Hire. You agree to comply with the provisions of this Section 1(a) during the period of your employment with PNC and the 12-month period following your Termination Date, regardless of the reason for such termination of employment, as follows:

i. *Non-Solicitation.* You will not, directly or indirectly, either for your own benefit or purpose or for the benefit or purpose of any Person other than PNC, solicit, call on, do business with, or actively interfere with PNC's relationship with, or attempt to divert or entice away, any Person that you should reasonably know (A) is a customer of PNC for which PNC provides any services as of your Termination Date, or (B) was a customer of PNC for which PNC provided any services at any time during the 12 months preceding your Termination Date, or (C) was, as of your Termination Date, considering retention of PNC to provide any services.

ii. *No-Hire.* You will not, directly or indirectly, either for your own benefit or purpose or for the benefit or purpose of any Person other than PNC, employ or offer to employ, call on, or actively interfere with PNC's relationship with, or attempt to divert or entice away, any employee of PNC. You also will not assist any other Person in such activities.

Notwithstanding Section 1(a)(i) and Section 1(a)(ii) above, if your termination of employment with PNC is an Anticipatory Termination, then commencing immediately after your Termination Date, the provisions of Section 1(a)(i) and Section 1(a)(ii) will no longer apply and will be replaced with the following provision:

"No-Hire. You agree that you will not, for a period of one year

after your Termination Date, employ or offer to employ, solicit, actively

interfere with PNC or any PNC affiliate's relationship with, or attempt to divert or entice away, any officer of PNC or any affiliate of PNC."

(b) Confidentiality. During your employment with PNC and thereafter regardless of the reason for termination of such employment, you will not disclose or use in any way any confidential business or technical information or trade secret acquired in the course of such employment, all of which is the exclusive and valuable property of PNC whether or not conceived of or prepared by you, other than (i) information generally known in PNC's industry or acquired from public sources, (ii) as required in the course of employment by PNC, (iii) as required by any court, supervisory authority, administrative agency or applicable law, or (iv) with the prior written consent of PNC. Nothing in this Agreement, including this Section 1(b), is intended to limit you from reporting possible violations of law or regulation to any governmental entity or any self-regulatory organization or making other disclosures that are protected under the whistleblower provisions of federal, state or local law or regulation. You further understand and agree that you are not required to contact or receive consent from PNC before engaging in such communications with any such authorities.

(c) Ownership of Inventions. You will promptly and fully disclose to PNC any and all inventions, discoveries, improvements, ideas or other works of inventorship or authorship, whether or not patentable, that have been or will be conceived and/or reduced to practice by you during the term of your employment with PNC, whether alone or with others, and that are (i) related directly or indirectly to the business or activities of PNC or (ii) developed with the use of any time, material, facilities or other resources of PNC ("Developments"). You agree to assign and hereby do assign to PNC or its designee all of your right, title and interest, including copyrights and patent rights, in and to all Developments. You will perform all actions and execute all instruments that PNC or any subsidiary will deem necessary to protect or record PNC's or its designee's interests in the Developments. The obligations of this Section 1(c) will be performed by you without further compensation and will continue beyond your Termination Date.

(d) Enforcement Provisions. You understand and agree to the following provisions regarding enforcement of Section 1 of this Agreement:

i. *Equitable Remedies*. A breach of the provisions of Sections 1(a) – 1(c) will cause PNC irreparable harm, and PNC will therefore be entitled to seek issuance of immediate, as well as permanent, injunctive relief restraining you, and each and every person and entity acting in concert or participating with you, from initiation and/or continuation of such breach.

ii. *Tolling Period*. If it becomes necessary or desirable for PNC to seek compliance with the provisions of Section 1(a) by legal proceedings, the period during which you will comply with said provisions will extend for a period of 12 months from the date PNC institutes legal proceedings for injunctive or other relief.

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iii. *Reform.* If any of Sections 1(a) – 1(c) are determined by a court of competent jurisdiction to be unenforceable because unreasonable either as to length of time or area to which the restriction applies, it is the intent of both parties that the court reduce and reform the restriction so as to apply the greatest limitations considered enforceable by the court.

iv. *Waiver of Jury Trial.* Each of you and PNC hereby waives any right to trial by jury with regard to any suit, action or proceeding under or in connection with any of Sections 1(a) – 1(c).

v. *Application of Defend Trade Secrets Act.* Regardless of any other provision in this Agreement, you may be entitled to immunity and protection from retaliation under the Defend Trade Secrets Act of 2016 for disclosing trade secrets under certain limited circumstances, as set forth in PNC's Defend Trade Secrets Act policy. The policy is available for viewing on PNC's intranet under the "PNC Ethics" page.

**2. Capital Adjustments upon a Change of Control.** Upon the occurrence of a Change of Control, (a) the number, class and kind of PSUs then outstanding under the Award will automatically be adjusted to reflect the same changes as are made to outstanding shares of Common Stock generally, (b) the value per share unit of any share-denominated award amount will be measured by reference to the per share value of the consideration payable to a holder of Common Stock in connection with such Corporate Transaction or Transactions if applicable, and (c) with respect to stock-payable PSUs only, if the effect of the Corporate Transaction or Transactions on a holder of Common Stock is to convert that shareholder's holdings into consideration that does not consist solely (other than as to a minimal amount) of shares of Common Stock, then the entire value of any payment to be made to you will be made solely in cash at the applicable time specified in this Agreement.

**3. Fractional Shares.** No fractional Shares will be delivered to you. If the outstanding vested PSUs being settled in Shares include a fractional interest, such fractional interest will be eliminated by rounding down to the nearest whole share unit.

**4. No Rights as a Shareholder.** You will have no rights as a shareholder of the Corporation by virtue of this Award unless and until Shares are issued and delivered in settlement of the Award pursuant to and in accordance with this Agreement.

**5. Transfer Restrictions.**

(a) The Award may not be sold, assigned, transferred, exchanged, pledged, or otherwise alienated or hypothecated.

(b) If you are deceased at the time any outstanding vested PSUs are settled and paid out in accordance with the terms of this Agreement, such delivery of Shares, cash payment or other payment (as applicable) shall be made to the executor or

administrator of your estate or to your other legal representative or, as permitted under

the election procedures of the Plan's third-party administrator, to your designated beneficiary, in each case, as determined in good faith by the Corporation. Any delivery of Shares, cash payment or other payment made in good faith by the Corporation to your executor, other legal representative or permissible designated beneficiary, or retained by the Corporation for taxes pursuant to Section 6 of this Appendix A, shall extinguish all right to payment hereunder.

**6. Withholding Taxes.**

(a) You shall be solely responsible for any applicable taxes (including, without limitation, income and excise taxes), penalties and interest that you incur in connection hereunder. The Corporation will, at the time any withholding tax obligation arises in connection herewith, retain an amount sufficient to satisfy the minimum amount of taxes then required to be withheld by the Corporation in connection therewith from amounts then payable hereunder to you.

(b) If any such withholding is required prior to the time amounts are payable to you hereunder or if such amounts are not sufficient to satisfy such obligation in full, the withholding will be taken from other compensation then payable to you or as otherwise determined by PNC.

(c) The Corporation will withhold cash from any amounts then payable to you hereunder that are settled in cash. Unless the Committee or PNC Designated Person determines otherwise, with respect to stock-payable PSUs only, the Corporation will retain whole Shares from any amounts then payable to you hereunder (or pursuant to any other PSUs previously awarded to you under the Plan) in the form of Shares. For purposes of this Section 6(c), Shares retained to satisfy applicable withholding tax requirements will be valued at their Fair Market Value on the date the tax withholding obligation arises (as such date is determined by the Corporation).

**7. Employment.** Neither the granting of the Award nor any payment with respect to such Award authorized hereunder nor any term or provision of this Agreement shall constitute or be evidence of any understanding, expressed or implied, on the part of PNC to employ you for any period or in any way alter your status as an employee at will.

**8. Miscellaneous.**

(a) Subject to the Plan and Interpretations. In all respects the Award and this Agreement are subject to the terms and conditions of the Plan, which has been made available to you and is incorporated herein by reference. The terms of the Plan will not be considered an enlargement of any benefits under this Agreement. If the Plan and this Agreement conflict, the provisions of the Plan will govern. Interpretations of the Plan and this Agreement by the Committee are binding on you and PNC.

(b) Governing Law and Jurisdiction. This Agreement is governed by and construed under the laws of the Commonwealth of Pennsylvania, without reference to its

conflict of laws provisions. Any dispute or claim arising out of or relating to this

Agreement or claim of breach hereof will be brought exclusively in the Federal court for the Western District of Pennsylvania or in the Court of Common Pleas of Allegheny County, Pennsylvania. By execution of this Agreement, you and PNC hereby consent to the exclusive jurisdiction of such courts, and waive any right to challenge jurisdiction or venue in such courts with regard to any suit, action, or proceeding under or in connection with this Agreement.

(c) Headings; Entire Agreement. Headings used in this Agreement are provided for reference and convenience only, are not considered part of this Agreement, and will not be employed in the construction of this Agreement. This Agreement, including any appendices or exhibits attached hereto, constitutes the entire agreement between you and PNC with respect to the subject matters addressed herein, and supersedes all other discussions, negotiations, correspondence, representations, understandings and agreements between the parties concerning the subject matters hereof.

(d) Modification. Modifications or adjustments to the terms of this Agreement may be made by the Corporation as permitted in accordance with the Plan or as provided for in this Agreement. No other modification of the terms of this Agreement will be effective unless embodied in a separate, subsequent writing signed by you and by an authorized representative of the Corporation.

(e) No Waiver. Failure of PNC to demand strict compliance with any of the terms, covenants or conditions of this Agreement will not be deemed a waiver of such term, covenant or condition, nor will any waiver or relinquishment of any such term, covenant or condition on any occasion or on multiple occasions be deemed a waiver or relinquishment of such term, covenant or condition.

(f) Severability. The restrictions and obligations imposed by this Agreement are separate and severable, and it is the intent of both parties that if any restriction or obligation imposed by any of these provisions is deemed by a court of competent jurisdiction to be void for any reason whatsoever, the remaining provisions, restrictions and obligations will remain valid and binding upon you.

(g) Applicable Laws. Notwithstanding anything in this Agreement, PNC will not be required to comply with any term, covenant or condition of this Agreement if and to the extent prohibited by law, including but not limited to Federal banking and securities regulations, or as otherwise directed by one or more regulatory agencies having jurisdiction over PNC.

(h) Compliance with Section 409A of the Internal Revenue Code. It is the intention of the parties that the Award and this Agreement comply with the provisions of Section 409A of the Internal Revenue Code to the extent, if any, that such provisions are applicable. This Agreement will be administered in a manner consistent with this intent, including as set forth in Section 20 of the Plan. If the Award includes a "series of installment payments" (within the meaning of Section 1.409A-2(b)(2)(iii) of the Treasury

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Regulations), your right to the series of installment payments will be treated as a right to a series of separate payments and not as a right to a single payment.

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**THE PNC FINANCIAL SERVICES GROUP, INC.  
2016 INCENTIVE AWARD PLAN**

**PERFORMANCE SHARE UNITS AWARD AGREEMENT**

**APPENDIX B**

**DEFINITIONS**

**Certain Definitions.** Except as otherwise provided, the following definitions apply for purposes of this Agreement.

“Anticipatory Termination” means a termination of employment where PNC terminates your employment with PNC (other than for Misconduct or Disability) prior to the date on which a Change of Control occurs, and you reasonably demonstrated that such termination of employment (i) was at the request of a third party that has taken steps reasonably calculated to effect a Change of Control or (ii) otherwise arose in connection with or in anticipation of a Change of Control.

“Award Effective Date” has the meaning set forth in Section A of this Agreement.

“Change of Control” means:

(a) Any Person becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (x) the then-outstanding shares of Common Stock (the “Outstanding PNC Common Stock”) or (y) the combined voting power of the then-outstanding voting securities of the Corporation entitled to vote generally in the election of directors (the “Outstanding PNC Voting Securities”). The following acquisitions will not constitute a Change of Control for purposes of this definition: (1) any acquisition directly from the Corporation, (2) any acquisition by the Corporation, (3) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Corporation or any company controlled by, controlling or under common control with the Corporation (an “Affiliated Company”), (4) any acquisition pursuant to an Excluded Combination (as defined below) or (5) an acquisition of beneficial ownership representing between 20% and 40%, inclusive, of the Outstanding PNC Voting Securities or Outstanding PNC Common Stock if the Incumbent Board (as defined below) as of immediately prior to any such acquisition approves such acquisition either prior to or immediately after its occurrence;

(b) Individuals who, as of the date hereof, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board (excluding any Board seat that is vacant or otherwise unoccupied). For purposes of this definition, any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the shareholders of the Corporation, was approved by a vote of at least two-thirds of the directors then comprising the Incumbent Board will be considered as though such individual was a member of the Incumbent Board, but

be considered as though such individual was a member of the incumbent Board, but

excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;

(c) Consummation of a reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Corporation or any of its subsidiaries, a sale or other disposition of all or substantially all of the assets of the Corporation, or the acquisition of assets or stock of another entity by the Corporation or any of its subsidiaries (each, a “Business Combination”). A transaction otherwise meeting the definition of Business Combination will not be treated as a Change of Control if following completion of the transaction all or substantially all of the beneficial owners of the Outstanding PNC Common Stock and the Outstanding PNC Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 60% of the then-outstanding shares of Common Stock (or, for a non-corporate entity, equivalent securities) and the combined voting power of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body), as the case may be, of the entity resulting from such Business Combination (including, without limitation, an entity that, as a result of such transaction, owns the Corporation or all or substantially all of the Corporation’s assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the Outstanding PNC Common Stock and the Outstanding PNC Voting Securities, as the case may be (such a Business Combination, an “Excluded Combination”); or

(d) Approval by the shareholders of the Corporation of a complete liquidation or dissolution of the Corporation.

“Competitive Activity” means any participation in, employment by, ownership of any equity interest exceeding one percent in, or promotion or organization of, any Person other than PNC (1) engaged in business activities similar to some or all of the business activities of PNC during your employment or (2) engaged in business activities that you know PNC intends to enter within the next 12 months (or, if after your Termination Date, within the first 12 months after your Termination Date), in either case whether you are acting as agent, consultant, independent contractor, employee, officer, director, investor, partner, shareholder, proprietor or in any other individual or representative capacity therein. For purposes of Competitive Activity as defined herein (and as such similar term is defined in any equity-based award agreement held by you), the term “subsidiary” will not include any company in which PNC holds an interest pursuant to its merchant banking authority.

“Detrimental Conduct” means:

(a) You have engaged in, without the prior written consent of PNC (with consent to be given or withheld at PNC’s sole discretion), in any Competitive Activity in the Restricted Territory at any time during the period of your employment with PNC and the 12-month period following your Termination Date.

the 12-month period following your Termination Date;

(b) any act of fraud, misappropriation, or embezzlement by you against PNC or one of its subsidiaries or any client or customer of PNC or one of its subsidiaries; or

(c) you are convicted (including a plea of guilty or of nolo contendere) of, or you enter into a pre-trial disposition with respect to, the commission of a felony that relates to or arises out of your employment or other service relationship with PNC.

You will be deemed to have engaged in Detrimental Conduct for purposes of this Agreement only if and when the Committee or other PNC Designated Person determines that you have engaged in conduct described in clause (a) or clause (b) above or that an event described in clause (c) above has occurred with respect to you. Detrimental Conduct will not apply to conduct by or activities of successors to the Award by will or the laws of descent and distribution in the event of your death.

No determination that you have engaged in Detrimental Conduct may be made (x) on or after your Termination Date if your termination of employment was an Anticipatory Termination or (y) between the time PNC enters into an agreement providing for a Change of Control and the time such agreement either terminates or results in a Change of Control.

“Final Award Date” means (a) the date on which the Committee makes its determination as to the size of the payout to be paid out to you in accordance with this Agreement (such payout amount, the “Final Award”), if any, following the end of the Performance Period, (b) in the event of your death prior to the last calendar year of the Performance Period, the date on which the Committee makes its determination of a Final Award, if any, following the calendar year of your death, or (c) if a Change of Control has occurred prior to the date described in (a) and a Final Award has been authorized, the date upon which the service requirements are satisfied.

“Good Reason” means the definition of Good Reason contained in the Change of Control Employment Agreement between you and PNC or any substitute employment agreement entered into between you and PNC then in effect or, if none, the occurrence of any of the following events without your consent:

(a) the assignment of any duties to you inconsistent in any material respect with your position (including status, offices, titles and reporting requirements), or any other material diminution in such position, authority, duties or responsibilities;

(b) any material reduction in your rate of base salary or the amount of your annual bonus opportunity (or, if less, the bonus opportunity established for PNC’s similarly situated employees for any year), or a material reduction in the level of any other employee benefits for which you are eligible receive below those offered to PNC’s similarly situated employees;

(c) PNC’s requiring you to be based at any office or location outside of a fifty (50)-mile radius from the office where you were employed on the Grant Date;



(d) any action or inaction that constitutes a material breach by PNC of any agreement entered into between you and PNC; or

(e) the failure by PNC to require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of PNC to assume expressly and agree to perform this Agreement in the same manner and to the same extent that PNC would be required to perform it if no such succession had taken place.

Notwithstanding the foregoing, none of the events described above shall constitute Good Reason unless and until (i) you first notify PNC in writing describing in reasonable detail the condition which constitutes Good Reason within 90 days of its initial occurrence, (ii) PNC fails to cure such condition within 30 days after receipt of such written notice, and (iii) you terminate employment within two years of its initial occurrence.

Your mental or physical incapacity following the occurrence of an event described above in clauses (a) through (e) shall not affect your ability to terminate employment for Good Reason, and your death following delivery of a notice of termination for Good Reason shall not affect your estate's entitlement to severance payments benefits provided hereunder upon a termination of employment for Good Reason.

"Misconduct" means, as it relates to an Anticipatory Termination or following a Change of Control, (a) your willful and continued failure to substantially perform your duties with PNC (other than any such failure resulting from incapacity due to physical or mental illness), after a written demand for substantial performance is delivered to you by the Board or the CEO that specifically identifies the manner in which the Board or the CEO believes that you have not substantially performed your duties; or (b) your willful engagement in illegal conduct or gross misconduct that is materially and demonstrably injurious to PNC or any of its subsidiaries. For purposes of clauses (a) and (b), no act or failure to act, on your part, shall be considered willful unless it is done, or omitted to be done, by you in bad faith and without reasonable belief that your action or omission was in the best interests of PNC. Any act, or failure to act, based upon the instructions or prior approval of the Board, the CEO or your superior or based upon the advice of counsel for PNC, will be conclusively presumed to be done, or omitted to be done, by you in good faith and in the best interests of PNC.

Your cessation of employment will be deemed to be a termination of your employment with PNC for Misconduct only if and when there shall have been delivered to you, as part of the notice of your termination, a copy of a resolution duly adopted by the affirmative vote of not less than a majority of the entire membership of the Board, at a Board meeting called and held for the purpose of considering such termination, finding on the basis of clear and convincing evidence that, in the good faith opinion of the Board, you are guilty of conduct described in clause (a) or clause (b) above and, in either case, specifying the



particulars thereof in detail. Such resolution shall be adopted only after (i) reasonable notice of such Board meeting is provided to you, together with written notice that PNC believes that you are guilty of conduct described in clause (a) or clause (b) above and, in either case, specifying the particulars thereof in detail, and (ii) you are given an opportunity, together with counsel, to be heard before the Board.

“Payout Share Units” refers to the performance-adjusted number of units that are eligible to vest.

“Person” means any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act.

“PNC Designated Person” means (a) the Committee or its delegate if you are (or were when you ceased to be an employee of PNC) either a Group 1 covered employee (Corporate Executive Group member) including any equivalent successor classification or subject to the reporting requirements of Section 16(a) of the Exchange Act with respect to PNC securities (or both); or (b) the Committee, the CEO, or the Chief Human Resources Officer of PNC, or any other individual or group as may be designated by one of the foregoing to act as PNC Designated Person for purposes of this Agreement.

“Qualifying Termination” has the meaning set forth in Section B of this Agreement.

“Restricted Territory” means (a) if you are employed by (or, if you are not an employee, providing the majority of your services to) PNC in the United States or Canada as of the Termination Date, the United States and Canada, (b) if you are employed by (or, if you are not an employee, providing the majority of your services to) PNC in the United Kingdom as of the Termination Date, the United Kingdom or (c) if you are employed by (or, if you are not an employee, providing the majority of your services to) PNC in Germany as of the Termination Date, Germany or the United Kingdom.

“Retirement” means your termination of employment with PNC at any time for any reason (other than termination of employment by reason of your death, by PNC for Cause or by reason of termination of employment in connection with a divestiture of assets or a divestiture of one or more subsidiaries of PNC if the Committee or the CEO or his or her designee so determines prior to such divestiture) on or after the first date on which you have both attained at least age 55 and completed five years of service, where a year of service is determined in the same manner as the determination of a year of vesting service calculated under the provisions of The PNC Financial Services Group, Inc. Pension Plan.

“Termination Date” means the last day of your employment with PNC. If you are employed by a Subsidiary that ceases to be a Subsidiary or ceases to be a consolidated subsidiary of the Corporation under U.S. generally accepted accounting principles and you do not continue to be employed by or otherwise have a Service Relationship with PNC, then for purposes of this Agreement, your employment with PNC terminates effective at the time this occurs.





**THE PNC FINANCIAL SERVICES GROUP, INC.  
2016 INCENTIVE AWARD PLAN**

**PERFORMANCE SHARE UNITS AWARD AGREEMENT**

**APPENDIX C**

**PERFORMANCE-BASED VESTING CONDITIONS**

The following table sets forth the performance-based vesting conditions of the Award:

1.	<i>General Overview and Definitions</i>	<p>Performance-based vesting and payout of your Award is determined based on the level of satisfaction of three performance metrics during the Performance Period – two corporate performance metrics and one risk-related performance metric. These metrics are described in more detail in the paragraphs below.</p> <p>“PNC” for purposes of this <u>Appendix C</u> as it refers to performance-based vesting conditions means the Corporation and its consolidated subsidiaries for financial reporting purposes.</p> <p>Each performance metric will be measured or reviewed on an annual basis for each calendar year (i.e., calendar year 2021, calendar year 2022 and calendar year 2023) during the Performance Period (each, a “<u>Performance Year</u>”). A Performance Year may refer to a partial calendar year in certain limited circumstances (e.g., in connection with death or a Change of Control) as further described in this <u>Appendix C</u>.</p> <p>The three performance metrics are:</p> <ol style="list-style-type: none"><li>1. <i>Relative Average EPS Growth</i> - Annual growth in earnings per share, measured for each Performance Year and then averaged for the Performance Period and compared to similar performance of other members of PNC’s Peer Group based on PNC’s percentile rank using a continuous percentile rank calculation (“<u>Relative Average EPS Growth</u>”), where for purposes of this definition:</li></ol>



		<p>a. “<u>EPS</u>” means the publicly-reported diluted earnings per share of PNC or other Peer Group members for the Performance Year, in each case as adjusted, on an after-tax basis, for the impact of the items set forth in paragraph 3 below (rounded to the nearest cent), and</p> <p>b. “<u>EPS Growth</u>,” with respect to a given Performance Year, means the growth or decline in EPS achieved by PNC or other Peer Group members for that Performance Year as compared to EPS for the comparable period of the prior calendar year, expressed as a percentage (rounded to the nearest one-hundredth).</p> <p>c. “<u>Peer Group</u>” refers to the Committee-determined peer group as of the Grant Date. Performance will be measured based on the Peer Group on the last day of the Performance Period, taking into account name changes and the elimination from the Peer Group of any members since the beginning of the Performance Period (e.g., due to consolidation or merger). In the event of a merger of two members of the Peer Group during the Performance Period, the financial information of the resulting new company will be compared to that of the acquiring member of the Peer Group (as determined on a corporate accounting basis.)</p> <p>The Peer Group for this Award consists of the following members: PNC, Bank of America Corporation, Capital One Financial Corporation, Citizens Financial Group, Inc., Fifth Third Bancorp, JPMorgan Chase &amp; Co., KeyCorp, M&amp;T Bank Corporation, Regions Financial Corporation, Truist Financial Corp., U.S. Bancorp, and Wells Fargo &amp; Company</p> <p>2. <i>Average ROE</i> - Annual return on equity (“<u>ROE</u>”), with specified adjustments as described in paragraph 3, measured for each Performance Year and then averaged for the Performance Period (“<u>Average ROE</u>”)</p>
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		<p>and compared to specified performance targets established by the Committee.</p> <p>3. <i>CET1 Ratio</i> - Whether PNC has met or exceeded the common equity Tier 1 capital spot ratio limit as then in effect and applicable to The PNC Financial Services Group, Inc. ("<u>CET1 Ratio</u>") (which may be on a pro forma fully phased-in basis, if applicable) as set forth in PNC's Enterprise Capital Management Policy (or any successor policy) and monitored at least quarterly.</p> <p>All performance metrics, including any adjustments, will be determined on the basis of:</p> <p>(x) with respect to PNC's absolute performance, PNC's internal financial information;</p> <p>(y) with respect to PNC's relative performance to other members of the Peer Group, either publicly-disclosed financial information or, in the case of PNC, internal financial information that is anticipated to be publicly disclosed in an upcoming filing with the SEC; and</p> <p>(z) with respect to other members of the Peer Group, publicly-disclosed financial information,</p> <p>in each case, only where such amounts can be reasonably determined as of the date immediately prior to the date the Committee makes its determination as to the size of the payout.</p>
2.	<p><i>Calculating Corporate Performance Metrics</i></p>	<p>(a) <i>Calculating Average ROE.</i> For each Performance Year, annual ROE (expressed as a percentage, rounded to the nearest one-hundredth) is calculated and adjusted for the items set forth in paragraph 3. At the end of the Performance Period, Average ROE is determined by calculating the average of PNC's annual ROE for each Performance Year, then rounding to the nearest one-hundredth.</p> <p>(b) <i>Calculating Relative Average EPS Growth.</i> Annual EPS Growth for PNC and each other member of the Peer Group is calculated for each Performance Year, adjusted for the items set forth in paragraph 3, expressed as a percentage and rounded to the nearest one-hundredth.</p>

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		<p>At the end of the Performance Period, the annual EPS Growth percentages for each Performance Year are averaged. PNC's average EPS Growth is compared to the average of each other member of the Peer Group to determine PNC's percentile rank, based on a continuous percentile rank calculation and expressed as a percentage (rounded to the nearest one-hundredth).</p> <p><i>(c) Calculating the Corporate Performance Factor.</i></p> <p>(i) Once the Average ROE and Relative Average EPS Growth are determined, a corporate performance factor, expressed as a percentage, is calculated using the table attached as <u>Exhibit 1</u>, applying bilinear interpolation and rounding to the nearest one-hundredth (such percentage, the "Corporate Performance Factor"). The Corporate Performance Factor will range from 0.00% to 150.00%. The Corporate Performance Factor may be adjusted by the Committee as described in paragraph 7.</p> <p>(ii) In the event of your death or a Change of Control, the provisions of paragraph 8 will govern the calculation of the Corporate Performance Factor.</p>
3.	<i>Adjustments to Corporate Performance Metrics</i>	<p>For purposes of measuring (a) EPS Growth performance for PNC and other members of the Peer Group or (b) ROE for PNC, earnings or EPS performance results, as applicable, will be adjusted, on an after-tax basis, for the impact of any of the following where such impact occurs during a given Performance Year (or, if applicable, during the prior year comparison period for a given year):</p> <ul style="list-style-type: none"> <li>• discontinued operations (as such term is used under GAAP);</li> <li>• acquisition costs and merger integration costs;</li> <li>• in PNC's case, the net impact on PNC related to the sale of its equity stake in BlackRock; and</li> <li>• items resulting from a change in U.S. federal tax law, which includes one-time adjustments to U.S. federal tax law (i.e., benefits or losses associated with the revaluation of assets or liabilities due to a change in tax law), but does not include (i) any going-forward changes to run rate income as a result of a change in U.S. federal tax law, to the</li> </ul>



		<p>extent such going-forward changes are reasonably determinable, or (ii) benefits or losses realized from the resolution of certain outstanding tax matters (e.g., court decision that reverses an earlier tax position) or changes in a company's organizational tax structure.</p> <p>In the case of the EPS growth metric and the ROE performance metric, there will be an additional adjustment to add the amount disclosed as provision for credit losses (or the equivalent) and subtract the amount disclosed as total net charge-offs.</p> <p>In the case of the EPS growth metric, the impact of any stock splits (whether in the form of a stock split or a stock dividend) may result in an additional adjustment.</p> <p>Adjustments will be made if the impact of such events occurs during a Performance Year (or partial year, if applicable), or, for purposes of determining EPS Growth, during the prior year comparison period for a Performance Year.</p> <p>The Committee may also take into account other unusual or nonrecurring adjustments (applied on a consistent basis) in determining the Final Award.</p> <p>After-tax adjustments for PNC and, where applicable, other members of the Peer Group, will be calculated using the same methodology for making such adjustments on an after-tax basis.</p>
4.	<i>Applying the Risk Performance Metric</i>	<p><i>(a) CET1 Ratio Generally.</i> The Award is subject to one risk performance factor based on whether PNC has met or exceeded the CET1 Ratio as of the last day of each Performance Year. The current CET1 Ratio is 7.0%.</p> <p><i>(b) Determination of Annual CET1 Ratio.</i> As soon as practicable following the end of the Performance Period, PNC will present information to the Committee relating to (i) the CET1 Ratio compared to (ii) the actual CET1 Ratio achieved by PNC with respect to each Performance Year, based on PNC's publicly reported financial results for the period ending on the applicable end date.</p>

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		<ul style="list-style-type: none"> <li>• If PNC meets or exceeds the CET1 Ratio for each Performance Year, the risk performance metric is satisfied.</li> <li>• If PNC does not meet the CET1 Ratio for a Performance Year, 1/3 of the target number of PSUs are eligible for forfeiture on the Final Award Date. The Committee will conduct a final review and adjust the target number of PSUs accordingly as of the Final Award Date.</li> </ul>
5.	<i>Risk Performance Review Adjustment</i>	<p>In addition, and independent from the CET1 Ratio performance metric described in paragraph 4 above, on or prior to the Final Award Date, the Committee has the discretion to conduct a risk performance review relating to a risk-related action of potentially material consequence to PNC.</p> <p>If the Committee exercises its discretion to conduct a risk performance review, the Committee will review and determine if a downward adjustment for risk performance is appropriate. If so, the Committee will determine the size of the risk adjustment to the Corporate Performance Factor (including reducing such Corporate Performance Factor to zero.)</p> <p>Any determination to conduct a risk performance review will be made shortly after the close of the Performance Period, but no later than the 45<sup>th</sup> day following the close of the Performance Period, and any required review will be conducted no later than the end of the first quarter following the close of the Performance Period.</p>
6.	<i>Committee Discretion</i>	<p>Notwithstanding the levels of corporate and risk performance achieved by PNC, the Committee may use its discretion to reduce or increase the number of Payout Share Units (including a reduction to zero) as it deems equitable to maintain the intended economics of the Award in light of changed circumstances.</p> <p>Such circumstances are limited to external events affecting PNC, its financial statements or members of its Peer Group</p>

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		<p>that are substantially outside of PNC's control and could not reasonably be planned for as of the Grant Date.</p> <p><i>Discretion in Connection with a Change of Control.</i> The Committee will have no discretion to adjust the calculated maximum Payout Share Units following a Change of Control or during a Change of Control Coverage Period. In the event (a) your termination of employment with PNC is an Anticipatory Termination, (b) a Change of Control is pending, and (c) the Committee-determined Final Award Date occurs prior to the Change of Control, the Committee will have no discretion to adjust your calculated maximum Payout Share Units under these circumstances.</p>
7.	<p><i>Calculation of Payout Share Units and Determination of Final Award</i></p>	<p>Following the end of the Performance Period, the Committee reviews performance against the performance metrics and makes its determination as to the Final Award, as follows:</p> <p>(1) <i>Application of Risk Performance Metric</i> - The Committee first determines whether or not to reduce the target number of PSUs under the Award, based on the application of the risk performance metric, as follows:</p> <p>(a) If PNC has met or exceeded the CET1 Ratio for each Performance Year, there is no reduction in the number of target PSUs under the Award.</p> <p>(b) If PNC has not met the CET1 Ratio for any Performance Year, then for each Performance Year the CET1 Ratio was not met, the Committee can elect to reduce the target number of PSUs by one-third.</p> <p>(2) <i>Committee Review of Performance Factor</i> - Next, the Committee determines whether to approve the calculated Corporate Performance Factor, a lower percentage or a higher percentage based on application of any risk-related adjustment (described in paragraph 5) or other Committee discretion consistent with paragraph 6.</p> <p>(3) <i>Final Award Determination</i> - Once the Committee approves the final Corporate Performance Factor, it applies this percentage to (x) the target number of PSUs (as reduced for any failure to meet the CET1 Ratio during the Performance Period), and rounds down to the nearest whole share unit. The resulting amount is the number of</p>

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		<p>Payout Share Units that are eligible to vest and be settled on the Final Award Date (i.e., the Final Award). <b>In no event can the size of the Final Award be greater than 150.00% of the target number of PSUs.</b></p> <p><i>(4) Special Rules Regarding the Final Award Date</i> – The Final Award will become vested and payable as of the Final Award Date, which term is defined in <u>Appendix B</u>. The Final Award Date is typically the date on which the Committee makes its determination as to the size of the payout to be paid out to you, but:</p> <ul style="list-style-type: none"> <li>• In the event of a Change of Control, the amount of Payout Share Units will be calculated (as of the date of the Change of Control) as described in paragraph 8 below and determination of the Final Award will be made as soon as practicable after the Change of Control.</li> <li>• In the event of your death (prior to a Change of Control), the amount of Payout Share Units will be calculated as described in paragraph 8 below as soon as practicable following the calendar year of your death. In the event of your death following a Change of Control, the Payout Share Units and the Final Award Date will be determined as described above.</li> </ul>
8.		<i>Determination of Payout Share Units Upon Death or a Change of Control</i>
	Death	<p>Notwithstanding anything to the contrary in this Agreement, if your employment with PNC ceases by reason of your death (or if you die following a termination of employment with PNC due to Disability or Retirement or following an Anticipatory Termination), but prior to the Committee-determined Final Award Date, then the total number of Payout Share Units is calculated based on (a) target corporate performance for all Performance Years and (b) actual risk performance for the completed Performance Years and the Performance Year in which the date of death occurs, and no risk adjustments for any remaining years in the Performance Period. The amount of Payout Share Units is rounded down to the nearest whole share unit. This amount is not pro-rated, but remains subject to the Committee's exercise of discretion.</p> <p>If a Change of Control occurs after your death and in the same calendar year of your death (but prior to the time the</p>



		Committee makes a Final Award determination), the Final Award will be calculated as described below under “Change of Control” as though you remained continuously employed with PNC as of the Change of Control.
	Change of Control	<p>Upon a Change of Control, the total number of Payout Share Units is calculated based on (a) target corporate performance for all Performance Years and (b) actual risk performance for the completed Performance Years, rounded down to the nearest whole share unit. For any remaining Performance Years (including the year of the Change of Control), if the CET1 Ratio was not met or exceeded as of the quarter-end immediately preceding the Change of Control, then for each Performance Year, one-third of the target number of PSUs will be forfeited and expire as of the Change of Control.</p> <p>The Committee does not have discretion to adjust this amount of Payout Share Units.</p>
9.	<i>Definition of Change of Control Coverage Period</i>	<p>“<u>Change of Control Coverage Period</u>” means a period commencing on the occurrence of a Change of Control Triggering Event (defined below) and ending upon the earlier to occur of (a) the date of a Change of Control Failure (defined below) and (b) the date of a Change of Control. After the termination of any Change of Control Coverage Period, another Change of Control Coverage Period will commence upon the occurrence of another Change of Control Triggering Event.</p> <p>For purposes of this definition:</p> <ul style="list-style-type: none"> <li>a “<u>Change of Control Triggering Event</u>” means the occurrence of either of the following: (i) the Board or the Corporation’s shareholders approve a Business Combination, other than an Excluded Combination (as defined in the definition of Change of Control in <u>Appendix B</u>), or (ii) the commencement of a proxy contest in which any Person seeks to replace or remove a majority of the members of the Board</li> <li>a “<u>Change of Control Failure</u>” means: (x) with respect to a Change of Control Triggering Event, the Corporation’s shareholders vote against the transaction approved by the Board or the agreement</li> </ul>



		to consummate the transaction is terminated; or (y) with respect to a Change of Control Triggering Event described in clause (ii) of the definition above, the proxy contest fails to replace or remove a majority of the members of the Board.
10.	<i>Committee Determination</i>	The Committee may make prospective adjustments to the Award. All determinations made by the Committee or otherwise by PNC hereunder shall be made in its sole discretion and shall be final, binding and conclusive for all purposes on all parties.

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### EXHIBIT 1: CORPORATE PERFORMANCE FACTOR

Once Average ROE and Relative Average EPS Growth are determined, the Corporate Performance Factor is calculated using the table below.

Bilinear interpolation applies for performance between the threshold and maximum levels (in either direction). If Average ROE falls below the threshold in the table below, and PNC's percentile rank relating to average relative EPS is at or below the 25<sup>th</sup> percentile, the award is eligible for forfeiture.

The calculated payout percentage will range from 0.00% to 150.00%.

2021-2023 PSU Payout Grid				
Three-Year Average ROE (absolute)		Three-Year Average EPS Growth (relative)		
		<i>PNC Percent Rank at the 25th percentile or below</i>	<i>PNC Percent Rank at the 50th percentile</i>	<i>PNC Percent Rank at the 75th percentile or above</i>
	13.00%	100.0%	125.0%	150.0%
	11.50%	87.5%	112.5%	137.5%
	10.50%	75.0%	100.0%	125.0%
	9.50%	62.5%	87.5%	100.0%
	8.00%	50.0%	75.0%	87.5%
	Below	0.0%	25.0%	50.0%

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**IN WITNESS WHEREOF, the Corporation has caused this Agreement to be signed on its behalf as of the Grant Date.**

**THE PNC FINANCIAL SERVICES GROUP, INC.**

**By:**

**ATTEST:**

**By:**

**ACCEPTED AND AGREED TO by GRANTEE**

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**Grantee**

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**THE PNC FINANCIAL SERVICES GROUP, INC.**  
**SCHEDULE OF CERTAIN SUBSIDIARIES**  
**(As of December 31, 2021)**

<b>Name</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>
PNC Bancorp, Inc. <sup>(1)</sup>	Delaware
PNC Bank, National Association <sup>(1)</sup>	United States
PNC Equipment Finance, LLC	Delaware
PNC Merchant Services Company	Delaware
PNC NCNVINV, Inc.	Delaware
PNC Investments, LLC	Delaware
PNC Holding, LLC <sup>(1)</sup>	Delaware
PNC Investment Company, LLC	Delaware
PNC Capital Markets, LLC	Pennsylvania
PNC Capital Finance, LLC	Delaware

- (1) The names of the subsidiaries of the indicated entities are omitted because such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

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Subsidiary Issuers of Guaranteed Securities

The 100% owned finance subsidiary of The PNC Financial Services Group, Inc. ("PNC") identified in the table below, has issued the securities listed opposite each of such subsidiary issuer in the table below. PNC has fully and unconditionally guaranteed (or effectively provided for the full and unconditional guarantee of) all such securities:

<u>Subsidiary Issuer</u>	<u>Guaranteed Securities</u>
PNC Capital Trust C	Floating rate preferred trust securities

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-210994 and 333-261622) and Form S-8 (Nos. 333-156540, 333-18069, 333-65040, 333-136808, 333-172931, 333-156886, 333-177896, 333-134169, 333-139345, 333-143182, 333-177898, 333-156527, 333-198461, 333-210995, 333-229874, 333-238049 and 033-62311) of The PNC Financial Services Group, Inc. of our report dated February 25, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Pittsburgh, Pennsylvania  
February 25, 2022





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference of our report dated February 25, 2022, relating to the financial statements of BlackRock, Inc. appearing in Exhibit 99.1 to this Annual Report on Form 10-K of The PNC Financial Services Group, Inc. (the "Corporation") for the year ended December 31, 2021, in the following Registration Statements of the Corporation:

- Forms S-3 relating to the Corporation's Dividend Reinvestment and Stock Purchase Plan (No. 333-210994)
- Forms S-8 relating to the Corporation's Employee Stock Purchase Plan (Nos. 333-156540, 333-238049, and 033-62311)
- Forms S-8 relating to the Corporation's Supplemental Incentive Savings Plan and the Corporation and Affiliates' Deferred Compensation Plan (Nos. 333-18069, 333-65040, 333-136808, and 333-172931)
- Form S-8 relating to the Corporation's Supplemental Incentive Savings Plan and the Corporation and Affiliates' Deferred Compensation Plan (No. 333-156886)
- Form S-8 relating to the Corporation's Deferred Compensation and Incentive Plan (Nos. 333-177896 and 333-198461)
- Forms S-8 relating to the Corporation's 2006 Incentive Award Plan (Nos. 333-134169, 333-139345, 333-143182 and 333-177898)
- Form S-8 relating to various National City plans (No. 333-156527)
- Form S-8 relating to the Corporation's 2016 Incentive Award Plan (No. 333-210995)
- Form S-8 relating to the Corporation's Deferred Compensation and Incentive Plan and the Corporation's Directors Deferred Compensation Plan (No. 333-229874)
- Form S-3 relating to the shelf registration statement of debt securities, common stock, preferred stock, purchase contracts, units, warrants and depository shares to be issued by the Corporation (No. 333-261622)

/s/ Deloitte & Touche LLP

New York, New York  
February 25, 2022

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POWER OF ATTORNEY

The PNC Financial Services Group, Inc.

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned Directors and/or Officers of The PNC Financial Services Group, Inc. (the "Corporation"), a Pennsylvania corporation, hereby names, constitutes and appoints Robert Q. Reilly, Gregory H. Kozich, Laura L. Long and Alicia G. Powell, and each of them, as such person's true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, and to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission (the "Commission"), in connection with the filing with the Commission of an Annual Report on Form 10-K of the Corporation for the fiscal year ended December 31, 2021 (the "2021 Form 10-K"); including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name in his or her capacity as a member of the Board of Directors of the Corporation and/or as an Officer of the Corporation to the 2021 Form 10-K and such other form or forms as may be appropriate to be filed with the Commission as he or she may deem appropriate, together with all exhibits thereto, and to any and all amendments or supplements thereto and to any other documents filed with the Commission, as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all that said attorney-in-fact and agent, acting alone may lawfully do or cause to be done by virtue hereof.

This Power of Attorney will be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania. The execution of this Power of Attorney is not intended to, and does not, revoke any prior powers of attorney other than the revocation, in accordance with applicable laws, of any power of attorney previously granted specifically in connection with the filing of the 2021 Form 10-K (and any and all related documents, including any amendments or supplements to the 2021 Form 10-K).

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IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney in the capacities indicated as of this 20th day of February, 2022.

<u>Name/Signature</u>	<u>Capacity</u>
<u>/s/ William S. Demchak</u> William S. Demchak	Chairman, Chief Executive Officer and President (Principal Executive Officer) and Director
<u>/s/ Robert Q. Reilly</u> Robert Q. Reilly	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gregory H. Kozich</u> Gregory H. Kozich	Senior Vice President and Controller (Principal Accounting Officer)

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/s/ Joseph Alvarado Director  
Joseph Alvarado

/s/ Charles E. Bunch Director  
Charles E. Bunch

/s/ Debra A. Cafaro Director  
Debra A. Cafaro

/s/ Marjorie Rodgers Cheshire Director  
Marjorie Rodgers Cheshire

/s/ Andrew T. Feldstein Director  
Andrew T. Feldstein

/s/ Richard J. Harshman Director  
Richard J. Harshman

/s/ Daniel R. Hesse Director  
Daniel R. Hesse

/s/ Linda R. Medler Director  
Linda R. Medler

/s/ Robert A. Niblock Director  
Robert A. Niblock

/s/ Martin Pfinsgraff Director  
Martin Pfinsgraff

/s/ Bryan S. Salesky Director  
Bryan S. Salesky

/s/ Toni Townes-Whitley Director  
Toni Townes-Whitley

/s/ Michael J. Ward Director  
Michael J. Ward

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In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

***CERTIFICATION OF CHIEF EXECUTIVE OFFICER***

I, William S. Demchak, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2021 of The PNC Financial Services Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2022

/s/ William S. Demchak

William S. Demchak

Chairman, President and Chief Executive Officer

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Robert Q. Reilly, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2021 of The PNC Financial Services Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2022

/s/ Robert Q. Reilly

Robert Q. Reilly

Executive Vice President and Chief Financial Officer

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2021 of The PNC Financial Services Group, Inc. (Corporation) as filed with the Securities and Exchange Commission on the date hereof (Report), I, William S. Demchak, Chairman, President and Chief Executive Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation for the dates and periods covered by the Report.

This certificate is being made for the exclusive purpose of compliance by the Chief Executive Officer of the Corporation with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used by any person or for any reason other than as specifically required by law.

/s/ William S. Demchak

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William S. Demchak

Chairman, President and Chief Executive Officer

February 25, 2022

In accordance with Exchange Act Rules 13a-14(f) and 15d-14(f), this certification does not relate to Interactive Data Files as defined in Rule 11 of Regulation S-T.

**CERTIFICATION BY CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2021 of The PNC Financial Services Group, Inc. (Corporation) as filed with the Securities and Exchange Commission on the date hereof (Report), I, Robert Q. Reilly, Executive Vice President and Chief Financial Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation for the dates and periods covered by the Report.

This certificate is being made for the exclusive purpose of compliance by the Chief Financial Officer of the Corporation with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be used by any person or for any reason other than as specifically required by law.

/s/ Robert Q Reilly

Robert Q. Reilly

Executive Vice President and Chief Financial Officer

February 25, 2022

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of BlackRock, Inc.:

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial condition of BlackRock, Inc. and subsidiaries (the "Company") as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows, for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### Impairment of indefinite-lived intangible assets — Refer to Notes 2 and 12 to the financial statements

#### *Critical Audit Matter Description*

The Company's indefinite-lived intangible assets are comprised of management contracts and trade names/trademarks acquired in business acquisitions. The Company performs its impairment assessment of its indefinite-lived intangible assets at least annually, as of July 31st. In evaluating whether it is more likely than not that the fair value of indefinite-lived intangibles is less than carrying value, the Company performs an assessment of factors impacting the fair value of the indefinite lived intangible asset, including assets under management ("AUM"), revenue basis points, projected AUM growth rates, operating margins, tax rates and discount rates. In addition, the Company also considers macroeconomic conditions; industry and market considerations; and Company-specific events. The assessment of whether an indefinite-lived intangible asset is determined to be more likely than not impaired requires management to make judgments about the factors that impact the indefinite-lived intangible assets' fair value.

Given the significant judgments made by management when assessing the likelihood of impairment of the Company's indefinite-lived intangible assets, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions requires a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the determination of fair value of indefinite-lived intangible assets included the following, among others:

- We tested the design and operating effectiveness of controls over the Company's indefinite-lived intangible asset impairment analysis, including those related to management's assessment of the factors that impact the fair value of the Company's indefinite lived intangible assets.
- We evaluated management's assessment of the factors considered including AUM growth rates, revenue basis points, operating margins, tax rates and discount rate by comparing management's assumptions to historical amounts; and internal communications to management and the Board of Directors. Further, with the assistance of our fair value specialists, we evaluated the Company's assumptions by comparing them to analyst and industry reports; the Company's peers; GDP growth rates; inflation rates; and other macroeconomic factors utilizing external market data.
- We evaluated the impact of changes in the impairment factors, including macroeconomic conditions, industry and market considerations, and Company-specific events from July 31, 2021, the annual impairment assessment date, to December 31, 2021 and evaluated any changes in the impairment factors.

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/s/ Deloitte & Touche LLP

New York, New York  
February 25, 2022

We have served as the Company's auditor since 2002.

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# BlackRock, Inc.

## Consolidated Statements of Financial Condition

(in millions, except shares and per share data)

	December 31, 2021	December 31, 2020
<b>Assets</b>		
Cash and cash equivalents(1)	\$ 9,323	\$ 8,664
Accounts receivable	3,789	3,535
Investments(1)	7,262	6,919
Separate account assets	86,226	104,663
Separate account collateral held under securities lending agreements	7,081	16,507
Property and equipment (net of accumulated depreciation of \$1,256 and \$1,098 at December 31, 2021 and 2020, respectively)	762	681
Intangible assets (net of accumulated amortization of \$399 and \$291 at December 31, 2021 and 2020, respectively)	18,453	18,263
Goodwill	15,351	14,551
Operating lease right-of-use assets	1,621	649
Other assets(1)	2,780	2,550
<b>Total assets</b>	<b>\$ 152,648</b>	<b>\$ 176,982</b>
<b>Liabilities</b>		
Accrued compensation and benefits	\$ 2,951	\$ 2,499
Accounts payable and accrued liabilities	1,397	1,028
Borrowings	7,446	7,264
Separate account liabilities	86,226	104,663
Separate account collateral liabilities under securities lending agreements	7,081	16,507
Deferred income tax liabilities	2,758	3,673
Operating lease liabilities	1,872	755
Other liabilities(1)	4,024	2,937
<b>Total liabilities</b>	<b>113,755</b>	<b>139,326</b>
<b>Commitments and contingencies (Note 16)</b>		
<b>Temporary equity</b>		
Redeemable noncontrolling interests	1,087	2,322
<b>Permanent equity</b>		
BlackRock, Inc. stockholders' equity		
Common stock, \$0.01 par value:	2	2
Shares authorized: 500,000,000 at December 31, 2021 and 2020;		
Shares issued: 172,075,373 at December 31, 2021 and 2020;		
Shares outstanding: 151,684,491 and 152,532,885 at December 31, 2021 and 2020, respectively		
Additional paid-in capital	19,640	19,293
Retained earnings	27,688	24,334
Accumulated other comprehensive loss	(550)	(337)
Treasury stock, common, at cost (20,390,882 and 19,542,488 shares held at December 31, 2021 and 2020, respectively)	(9,087)	(8,009)
<b>Total BlackRock, Inc. stockholders' equity</b>	<b>37,693</b>	<b>35,283</b>
Nonredeemable noncontrolling interests	113	51
<b>Total permanent equity</b>	<b>37,806</b>	<b>35,334</b>
<b>Total liabilities, temporary equity and permanent equity</b>	<b>\$ 152,648</b>	<b>\$ 176,982</b>

(1) At December 31, 2021, cash and cash equivalents, investments, other assets and other liabilities include \$251 million, \$3,968 million, \$50 million and \$1,919 million, respectively, related to consolidated variable interest entities ("VIEs"). At December 31, 2020, cash and cash equivalents, investments, other assets and other liabilities include \$155 million, \$4,253 million, \$90 million and \$952 million, respectively, related to consolidated VIEs.

See accompanying notes to consolidated financial statements.

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# BlackRock, Inc.

## Consolidated Statements of Income

(in millions, except shares and per share data)

	2021	2020	2019
<b>Revenue</b>			
Investment advisory, administration fees and securities lending revenue:			
Related parties	\$ 11,474	\$ 9,079	\$ 8,323
Other third parties	3,786	3,560	3,454
Total investment advisory, administration fees and securities lending revenue	15,260	12,639	11,777
Investment advisory performance fees	1,143	1,104	450
Technology services revenue	1,281	1,139	974
Distribution fees	1,521	1,131	1,069
Advisory and other revenue	169	192	269
Total revenue	19,374	16,205	14,539
<b>Expense</b>			
Employee compensation and benefits	6,043	5,041	4,470
Distribution and servicing costs	2,200	1,835	1,685
Direct fund expense	1,313	1,063	978
General and administration	2,221	2,465	1,758
Amortization of intangible assets	147	106	97
Total expense	11,924	10,510	8,988
Operating income	7,450	5,695	5,551
<b>Nonoperating income (expense)</b>			
Net gain (loss) on investments	841	972	342
Interest and dividend income	87	62	97
Interest expense	(205)	(205)	(203)
Total nonoperating income (expense)	723	829	236
Income before income taxes	8,173	6,524	5,787
Income tax expense	1,968	1,238	1,261
Net income	6,205	5,286	4,526
Less:			
Net income (loss) attributable to noncontrolling interests	304	354	50
Net income attributable to BlackRock, Inc.	\$ 5,901	\$ 4,932	\$ 4,476
<b>Earnings per share attributable to BlackRock, Inc. common stockholders:</b>			
Basic	\$ 38.76	\$ 32.13	\$ 28.69
Diluted	\$ 38.22	\$ 31.85	\$ 28.43
<b>Weighted-average common shares outstanding:</b>			
Basic	152,236,047	153,489,422	156,014,343
Diluted	154,404,357	154,840,582	157,459,546

See accompanying notes to consolidated financial statements.

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# BlackRock, Inc.

## Consolidated Statements of Comprehensive Income

(in millions)

	2021	2020	2019
<b>Net income</b>	<b>\$ 6,205</b>	<b>\$ 5,286</b>	<b>\$ 4,526</b>
Other comprehensive income (loss):			
Foreign currency translation adjustments(1)	(213)	234	120
<b>Other comprehensive income (loss)</b>	<b>(213)</b>	<b>234</b>	<b>120</b>
<b>Comprehensive income</b>	<b>5,992</b>	<b>5,520</b>	<b>4,646</b>
Less: Comprehensive income (loss) attributable to noncontrolling interests	304	354	50
<b>Comprehensive income attributable to BlackRock, Inc.</b>	<b>\$ 5,688</b>	<b>\$ 5,166</b>	<b>\$ 4,596</b>

(1) Amount for 2021 includes a gain from a net investment hedge of \$46 million (net of tax expense of \$14 million). Amount for 2020 includes a loss from a net investment hedge of \$54 million (net of tax benefit of \$17 million). Amount for 2019 includes a gain from a net investment hedge of \$11 million (net of tax expense of \$3 million).

See accompanying notes to consolidated financial statements.

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BlackRock, Inc.  
Consolidated Statements of Changes in Equity

(in millions)	Additional Paid-in Capital(1)	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock Common	Total BlackRock Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total Permanent Equity	Redeemable Noncontrolling Interests / Temporary Equity
December 31, 2018	\$ 19,170	\$ 19,282	\$ (691)	\$ (5,387)	\$ 32,374	\$ 59	\$ 32,433	\$ 1,107
Net income	—	4,476	—	—	4,476	7	4,483	43
Dividends declared (\$13.20 per share)	—	(2,096)	—	—	(2,096)	—	(2,096)	—
Stock-based compensation	567	—	—	—	567	—	567	—
PNC preferred stock capital contribution	60	—	—	—	60	—	60	—
Retirement of preferred stock	(60)	—	—	—	(60)	—	(60)	—
Issuance of common shares related to employee stock transactions	(549)	—	—	566	17	—	17	—
Employee tax withholdings related to employee stock transactions	—	—	—	(245)	(245)	—	(245)	—
Shares repurchased	—	—	—	(1,666)	(1,666)	—	(1,666)	—
Subscriptions (redemptions/distributions) — noncontrolling interest holders	—	—	—	—	—	2	2	1,456
Net consolidations (deconsolidations) of sponsored investment funds	—	—	—	—	—	(2)	(2)	(1,290)
Other comprehensive income (loss)	—	—	120	—	120	—	120	—
December 31, 2019	\$ 19,188	\$ 21,662	\$ (571)	\$ (6,732)	\$ 33,547	\$ 66	\$ 33,613	\$ 1,316
Net income	—	4,932	—	—	4,932	(1)	4,931	355
Dividends declared (\$14.52 per share)	—	(2,260)	—	—	(2,260)	—	(2,260)	—
Stock-based compensation	622	—	—	—	622	—	622	—
Issuance of common shares related to employee stock transactions	(515)	—	—	532	17	—	17	—
Employee tax withholdings related to employee stock transactions	—	—	—	(297)	(297)	—	(297)	—
Shares repurchased	—	—	—	(1,512)	(1,512)	—	(1,512)	—
Subscriptions (redemptions/distributions) — noncontrolling interest holders	—	—	—	—	—	(14)	(14)	2,065
Net consolidations (deconsolidations) of sponsored investment funds	—	—	—	—	—	—	—	(1,414)
Other comprehensive income (loss)	—	—	234	—	234	—	234	—
December 31, 2020	\$ 19,295	\$ 24,334	\$ (337)	\$ (8,009)	\$ 35,283	\$ 51	\$ 35,334	\$ 2,322
Net income	—	5,901	—	—	5,901	(2)	5,899	306
Dividends declared (\$16.52 per share)	—	(2,547)	—	—	(2,547)	—	(2,547)	—
Stock-based compensation	734	—	—	—	734	—	734	—
Issuance of common shares related to employee stock transactions	(387)	—	—	407	20	—	20	—
Employee tax withholdings related to employee stock transactions	—	—	—	(285)	(285)	—	(285)	—
Shares repurchased	—	—	—	(1,200)	(1,200)	—	(1,200)	—
Subscriptions (redemptions/distributions) — noncontrolling interest holders	—	—	—	—	—	67	67	1,408
Net consolidations (deconsolidations) of sponsored investment funds	—	—	—	—	—	(3)	(3)	(2,949)
Other comprehensive income (loss)	—	—	(213)	—	(213)	—	(213)	—
December 31, 2021	\$ 19,642	\$ 27,688	\$ (550)	\$ (9,087)	\$ 37,693	\$ 113	\$ 37,806	\$ 1,087

(1) Amounts include \$2 million of common stock at December 31, 2021, 2020, 2019 and 2018.

See accompanying notes to consolidated financial statements.

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# BlackRock, Inc.

## Consolidated Statements of Cash Flows

(in millions)

	2021	2020	2019
<b>Operating activities</b>			
Net income	\$ 6,205	\$ 5,286	\$ 4,526
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:			
Depreciation and amortization	415	358	296
Noncash lease expense	144	118	109
Stock-based compensation	734	622	567
Deferred income tax expense (benefit)	(865)	(157)	17
Charitable Contribution	—	589	—
Gain related to the Charitable Contribution	—	(122)	—
Contingent consideration fair value adjustments	34	23	53
Other investment gains	(165)	(244)	(30)
Net (gains) losses within CIPs	(302)	(501)	(254)
Net (purchases) proceeds within CIPs	(1,683)	(2,282)	(1,746)
(Earnings) losses from equity method investees	(315)	(148)	(116)
Distributions of earnings from equity method investees	84	32	70
Changes in operating assets and liabilities:			
Accounts receivable	(322)	(313)	(433)
Investments, trading	323	160	(21)
Other assets	(172)	(60)	141
Accrued compensation and benefits	412	487	58
Accounts payable and accrued liabilities	342	(115)	(111)
Other liabilities	75	10	(242)
<b>Net cash provided by/(used in) operating activities</b>	<b>4,944</b>	<b>3,743</b>	<b>2,884</b>
<b>Investing activities</b>			
Purchases of investments	(910)	(359)	(693)
Proceeds from sales and maturities of investments	429	187	417
Distributions of capital from equity method investees	95	183	136
Net consolidations (deconsolidations) of sponsored investment funds	(104)	(71)	(110)
Acquisitions, net of cash acquired	(1,106)	—	(1,510)
Purchases of property and equipment	(341)	(194)	(254)
<b>Net cash provided by/(used in) investing activities</b>	<b>(1,937)</b>	<b>(254)</b>	<b>(2,014)</b>
<b>Financing activities</b>			
Proceeds from long-term borrowings	991	2,245	992
Repayments of long-term borrowings	(750)	—	(1,000)
Cash dividends paid	(2,547)	(2,260)	(2,096)
Repurchases of common stock	(1,485)	(1,809)	(1,911)
Net proceeds from (repayments of) borrowings by CIPs	32	51	111
Net (redemptions/distributions paid)/subscriptions received from noncontrolling interest holders	1,475	2,051	1,458
Other financing activities	(3)	(34)	(137)
<b>Net cash provided by/(used in) financing activities</b>	<b>(2,287)</b>	<b>244</b>	<b>(2,583)</b>
<b>Effect of exchange rate changes on cash, cash equivalents and restricted cash</b>	<b>(61)</b>	<b>102</b>	<b>54</b>
<b>Net increase/(decrease) in cash, cash equivalents and restricted cash</b>	<b>659</b>	<b>3,835</b>	<b>(1,659)</b>
<b>Cash, cash equivalents and restricted cash, beginning of year</b>	<b>8,681</b>	<b>4,846</b>	<b>6,505</b>
<b>Cash, cash equivalents and restricted cash, end of year</b>	<b>\$ 9,340</b>	<b>\$ 8,681</b>	<b>\$ 4,846</b>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for:			
Interest	\$ 189	\$ 183	\$ 193
Income taxes (net of refunds)	\$ 2,720	\$ 1,308	\$ 1,168
<b>Supplemental schedule of noncash investing and financing transactions:</b>			
Issuance of common stock	\$ 387	\$ 515	\$ 549
PNC preferred stock capital contribution	\$ —	\$ —	\$ 60
Charitable Contribution of an investment	\$ —	\$ (589)	\$ —
Increase/(decrease) in noncontrolling interests due to net consolidation (deconsolidation) of sponsored investment funds	\$ (2,952)	\$ (1,414)	\$ (1,292)

See accompanying notes to consolidated financial statements.

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# BlackRock, Inc.

## Notes to the Consolidated Financial Statements

### 1. Business Overview

BlackRock, Inc. (together, with its subsidiaries, unless the context otherwise indicates, "BlackRock" or the "Company") is a leading publicly traded investment management firm providing a broad range of investment management and technology services to institutional and retail clients worldwide.

BlackRock's diverse platform of alpha-seeking active, index and cash management investment strategies across asset classes enables the Company to tailor investment outcomes and asset allocation solutions for clients. Product offerings include single- and multi-asset portfolios investing in equities, fixed income, alternatives and money market instruments. Products are offered directly and through intermediaries in a variety of vehicles, including open-end and closed-end mutual funds, *iShares*® and BlackRock exchange-traded funds ("ETFs"), separate accounts, collective trust funds ("CTFs") and other pooled investment vehicles. BlackRock also offers technology services, including the investment and risk management technology platform, Aladdin®, Aladdin Wealth, eFront, and Cachematrix, as well as advisory services and solutions to a broad base of institutional and wealth management clients.

### 2. Significant Accounting Policies

#### **Basis of Presentation**

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and include the accounts of the Company and its controlled subsidiaries. Noncontrolling interests ("NCI") on the consolidated statements of financial condition represent the portion of CIPs and a consolidated affiliate (collectively, "consolidated entities") in which the Company does not have direct equity ownership. Intercompany balances and transactions have been eliminated upon consolidation.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting periods. Actual results could differ from those estimates.

Certain prior period presentations and disclosures, while not required to be recast, were reclassified to ensure comparability with current period classifications.

**Cash and Cash Equivalents.** Cash and cash equivalents primarily consists of cash, money market funds and short-term, highly liquid investments with original maturities of three months or less. Cash and cash equivalent balances that are legally restricted from use by the Company are recorded in other assets on the consolidated statements of financial condition. Cash balances maintained by consolidated VIEs and voting rights entities ("VREs") are not considered legally restricted and are included in cash and cash equivalents on the consolidated statements of financial condition.

#### **Investments**

**Investments in Debt Securities.** The Company classifies debt investments as held-to-maturity or trading based on the Company's intent and ability to hold the debt security to maturity or its intent to sell the security.

Held-to-maturity securities are purchased with the positive intent and ability to be held to maturity and are recorded at amortized cost on the consolidated statements of financial condition.

Trading securities are those investments that are purchased principally for the purpose of selling them in the near term. Trading securities are carried at fair value on the consolidated statements of financial condition with changes in fair value recorded in nonoperating income (expense) on the consolidated statements of income. Trading securities include certain investments in collateralized loan obligations ("CLOs") for which the fair value option is elected in order to reduce operational complexity of bifurcating embedded derivatives.

**Investments in Equity Securities.** Equity securities are generally carried at fair value on the consolidated statements of financial condition with changes in the fair value recorded through net income ("FVTNI") within nonoperating income (expense). For nonmarketable equity securities, the Company generally elects to apply the practicality exception to fair value measurement, under which such securities will be measured at cost, less impairment, plus or minus observable price changes for identical or similar securities of the same issuer with such changes recorded in the consolidated statements of income. Dividends received are recorded as dividend income within nonoperating income (expense).

**Equity Method.** The Company applies the equity method of accounting for equity investments where the Company does not consolidate the investee, but can exert significant influence over the financial and operating policies of the investee. The evaluation of whether the Company exerts control or significant influence over the financial and operational policies of its investees is based on the facts and circumstances surrounding each individual investment. Factors considered in these evaluations may include the type of investment, the legal structure of the investee, the terms and structure of the investment agreement, including investor voting or other rights, the terms of BlackRock's advisory agreement or other agreements with the investee, any influence BlackRock may have on the governing board of the investee, the legal rights of other investors in the entity pursuant to the entity's operating documents and the relationship between BlackRock and other investors in the entity. The Company's share of the investee's underlying net income or loss is recorded as net gain (loss) on investments within nonoperating income (expense) and as other revenue for certain strategic minority investments since such investees are considered to be an extension of the Company's core business. The Company's share of net income of the investee is recorded based upon the most current information available at the time, which may precede the date of the consolidated statement of financial condition. Distributions received reduce the Company's carrying value of the investee and the cost basis if deemed to be a return of capital.

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*Impairments of Investments.* Management periodically assesses equity method, nonmarketable investments, and held-to-maturity investments for impairment. If impairment exists, an impairment charge would be recorded for the excess of the carrying amount of the investment over its estimated fair value in the consolidated statements of income.

For equity method investments and nonmarketable investments, impairment evaluation considers qualitative factors, including the financial conditions and specific events related to an investee, that may indicate the fair value of the investment is less than its carrying value. For held-to-maturity investments, impairment is evaluated using market values, where available, or the expected future cash flows of the investment.

For the Company's investments in CLOs, the Company reviews cash flow estimates over the life of each CLO investment. On a quarterly basis, if the present value of the estimated future cash flows is lower than the carrying value of the investment and there is an adverse change in estimated cash flows, an impairment is considered to be other-than-temporary.

**Consolidation.** The Company performs an analysis for investment products to determine if the product is a VIE or a VRE. Factors considered in this analysis include the entity's legal organization, the entity's capital structure and equity ownership, the rights of equity investment holders and the Company's contractual involvement with, and economic interest in, the entity and any related party or de facto agent implications of the Company's involvement with the entity. Entities that are determined to be VIEs are consolidated if the Company is the primary beneficiary ("PB") of the entity. VREs are typically consolidated if the Company holds the majority voting interest. Upon the occurrence of certain events (such as contributions and redemptions, either by the Company, or third parties, or amendments to an entity's governing documents), management reviews and reconsiders its previous conclusion regarding the status of an entity as a VIE or a VRE. Additionally, management continually reconsiders whether the Company is deemed to be a VIE's PB that consolidates such entity.

*Consolidation of Variable Interest Entities.* Certain investment products for which a controlling financial interest is achieved through arrangements that do not involve or are not directly linked to voting interests are deemed consolidated VIEs. BlackRock reviews factors, including whether or not i) the entity has equity at risk that is sufficient to permit the entity to finance its activities without additional subordinated support from other parties and ii) the equity holders at risk have the obligation to absorb losses, the right to receive residual returns, and the right to direct the activities of the entity that most significantly impact the entity's economic performance, to determine if the investment product is a VIE.

The PB of a VIE is defined as the variable interest holder that has a controlling financial interest in the VIE. A controlling financial interest is defined as (i) the power to direct the activities of the VIE that most significantly impact its economic performance and (ii) the obligation to absorb losses of the entity or the right to receive benefits from the entity that potentially could be significant to the VIE. The Company generally consolidates VIEs in which it holds an economic interest of 10% or greater and deconsolidates such VIEs once equity ownership falls below 10%.

*Consolidation of Voting Rights Entities.* BlackRock is required to consolidate an investee to the extent that BlackRock can exert control over the financial and operating policies of the investee, which generally exists if there is a greater than 50% voting equity interest.

*Retention of Specialized Investment Company Accounting Principles.* Upon consolidation of sponsored investment products, the Company retains the specialized investment company accounting principles of the underlying funds. All of the underlying investments held by such CIPs are carried at fair value with corresponding changes in the investments' fair values reflected in nonoperating income (expense) on the consolidated statements of income. When the Company no longer controls these funds due to reduced ownership percentage or other reasons, the funds are deconsolidated and accounted for as an equity method investment or equity securities FVTNI.

**Separate Account Assets and Liabilities.** Separate account assets are maintained by BlackRock Life Limited, a wholly owned subsidiary of the Company, which is a registered life insurance company in the United Kingdom, and represent segregated assets held for purposes of funding individual and group pension contracts. The life insurance company does not underwrite any insurance contracts that involve any insurance risk transfer from the insured to the life insurance company. The separate account assets primarily include equity securities, debt securities, money market funds and derivatives. The separate account assets are not subject to general claims of the creditors of BlackRock. These separate account assets and the related equal and offsetting liabilities are recorded as separate account assets and separate account liabilities on the consolidated statements of financial condition.

The net investment income attributable to separate account assets supporting individual and group pension contracts accrues directly to the contract owner and is not reported on the consolidated statements of income. While BlackRock has no economic interest in these separate account assets and liabilities, BlackRock earns policy administration and management fees associated with these products, which are included in investment advisory, administration fees and securities lending revenue on the consolidated statements of income.

**Separate Account Collateral Assets Held and Liabilities Under Securities Lending Agreements.** The Company facilitates securities lending arrangements whereby securities held by separate accounts maintained by BlackRock Life Limited are lent to third parties under global master securities lending agreements. In exchange, the Company receives collateral by obtaining either a) legal title or b) first ranking priority security interest. The minimum collateral values generally range from approximately 102% to 112% of the value of the securities lent in order to reduce counterparty risk. The required collateral value is calculated on a daily basis. The global master securities lending agreements provide the Company the right to request additional collateral or, in the event of borrower default, the right to liquidate collateral. The securities lending transactions entered into by the Company are accompanied by an agreement that entitles the Company to request the borrower to return the securities at any time; therefore, these transactions are not reported as sales.

In situations where the Company receives the legal title to collateral under these securities lending arrangements, the Company records an asset on the consolidated statements of financial condition in addition to an equal collateral liability for the obligation to return the collateral. Additionally, in situations where the Company obtains a first ranking priority security interest in the collateral, the Company does not have the ability to pledge or resell the collateral and therefore does not record the collateral on the consolidated statements of financial condition.

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At December 31, 2021 and 2020, the fair value of loaned securities held by separate accounts was approximately \$13.2 billion and \$15.2 billion, respectively, and the fair value of the collateral under these securities lending agreements was approximately \$14.1 billion and \$16.5 billion, respectively, of which approximately \$7.1 billion as of 2021 and \$16.5 billion as of 2020 was recognized on the consolidated statements of financial condition. During 2021 and 2020, the Company had not resold or repledged any of the collateral received under these arrangements. The securities lending revenue earned from lending securities held by the separate accounts is included in investment advisory, administration fees and securities lending revenue on the consolidated statements of income.

**Property and Equipment.** Property and equipment are recorded at cost less accumulated depreciation. Depreciation is generally determined by cost less any estimated residual value using the straight-line method over the estimated useful lives of the various classes of property and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of the estimated useful life or the remaining lease term.

The Company capitalizes certain costs incurred in connection with developing or obtaining software within property and equipment. Capitalized software costs are amortized, beginning when the software product is ready for its intended use, over the estimated useful life of the software of approximately three years.

**Goodwill and Intangible Assets.** Goodwill represents the cost of a business acquisition in excess of the fair value of the net assets acquired. The Company has determined that it has one reporting unit for goodwill impairment testing purposes, the consolidated BlackRock single operating segment, which is consistent with internal management reporting and management's oversight of operations. In its assessment of goodwill for impairment, the Company considers such factors as the book value and market capitalization of the Company.

On a quarterly basis, the Company considers if triggering events have occurred that may indicate a potential goodwill impairment. If a triggering event has occurred, the Company performs assessments, which may include reviews of significant valuation assumptions, to determine if goodwill may be impaired. The Company performs an impairment assessment of its goodwill at least annually, as of July 31st.

Intangible assets are comprised of indefinite-lived intangible assets and finite-lived intangible assets acquired in a business acquisition. The value of contracts to manage assets in proprietary open-end funds and collective trust funds and certain other commingled products without a specified termination date is generally classified as indefinite-lived intangible assets. In addition, trade names/trademarks are considered indefinite-lived intangible assets when they are expected to generate cash flows indefinitely.

Indefinite-lived intangible assets and goodwill are not amortized. Finite-lived investor/customer relationships, technology-related assets, and management contracts, which relate to acquired separate accounts and funds, that are expected to contribute to the future cash flows of the Company for a specified period of time, are amortized over their useful lives. On a quarterly basis, the Company considers whether the indefinite-lived and finite-lived classifications are still appropriate.

The Company performs assessments to determine if any intangible assets are potentially impaired at least annually, as of July 31st. The carrying value of finite-lived assets and their remaining useful lives are reviewed to determine if circumstances exist which may indicate a potential impairment or revisions to the amortization period.

In evaluating whether it is more likely than not that the fair value of indefinite-lived intangibles is less than its carrying value, BlackRock assesses various significant qualitative factors, including assets under management ("AUM"), revenue basis points, projected AUM growth rates, operating margins, tax rates and discount rates. If an indefinite-lived intangible is determined to be more likely than not impaired, then the fair value of the asset is compared with its carrying value and any excess of the carrying value over the fair value would be recognized as an expense in the period in which the impairment occurs.

For finite-lived intangible assets, if potential impairment circumstances are considered to exist, the Company will perform a recoverability test using an undiscounted cash flow analysis. If the carrying value of the asset is determined not to be recoverable based on the undiscounted cash flow test, the difference between the carrying value of the asset and its current fair value would be recognized as an expense in the period in which the impairment occurs.

**Consolidated Affiliate.** During the second quarter of 2021, the Company formed a majority-controlled asset management company in China - BlackRock CCB Wealth Management Company Ltd. ("VWC"). VWC is 50.1% owned by the Company. The Company consolidates VWC, which it deems to be a VRE, because it exerts control over the financial and operating policies of the entity, based on the Company's 50.1% ownership and voting rights.

**Noncontrolling Interests.** NCI consist of third-party investments in the Company's CIPs ("NCI – CIPs") and the VWC. The Company reports NCI in stockholders' equity, separate from the parent's equity, on the consolidated statements of financial condition. NCI that are redeemable at the option of the holders are classified as temporary equity at estimated redemption value and nonredeemable NCI are classified as a component of permanent equity in the consolidated statements of financial condition. In addition, the Company reports net income (loss) attributable to redeemable and nonredeemable NCI holders in net income (loss) attributable to NCI in the consolidated statements of income.

**Treasury Stock.** The Company records common stock purchased for treasury at cost. At the date of subsequent reissuance, the treasury stock account is reduced by the cost of such stock using the average cost method.

**Revenue Recognition.** Revenue is recognized upon transfer of control of promised services to customers in an amount to which the Company expects to be entitled in exchange for those services. The Company enters into contracts that can include multiple services, which are accounted for separately if they are determined to be distinct. Consideration for the Company's services is generally in the form of variable consideration because the amount of fees is subject to market conditions that are outside of the Company's influence. The Company includes variable consideration in revenue when it is no longer probable of significant reversal, i.e. when the associated uncertainty is resolved. For some contracts with customers, the Company has discretion to involve a third party in providing services to the customer. Generally, the Company is deemed to be the principal in these arrangements because the Company controls the promised services before they are transferred to customers, and accordingly presents the revenue gross of related costs.

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*Investment Advisory, Administration Fees and Securities Lending Revenue.* Investment advisory and administration fees are recognized as the services are performed over time because the customer is receiving and consuming the benefits as they are provided by the Company. Fees are primarily based on agreed-upon percentages of AUM and recognized for services provided during the period, which are distinct from services provided in other periods. Such fees are affected by changes in AUM, including market appreciation or depreciation, foreign exchange translation and net inflows or outflows. Investment advisory and administration fees for investment funds are shown net of fee waivers. In addition, the Company may contract with third parties to provide sub-advisory services on its behalf. The Company presents the investment advisory fees and associated costs to such third-party advisors on a gross basis where it is deemed to be the principal and on a net basis where it is deemed to be the agent. Management judgment involved in making these assessments is focused on ascertaining whether the Company is primarily responsible for fulfilling the promised service.

The Company also earns revenue by lending securities on behalf of clients, primarily to highly rated banks and broker-dealers. The securities loaned are collateralized by either cash or securities, generally ranging from 102% to 112% of the value of the loaned securities. Securities lending fees are based on a) a percentage of the notional value of the loaned securities and b) a spread between the interest earned on the reinvested cash collateral and the amount rebated to the borrower. Revenue is recognized over time as services are performed. Generally, the securities lending fees are shared between the Company and the funds or other third-party accounts managed by the Company from which the securities are borrowed. For 2021, 2020 and 2019, securities lending revenue earned by the Company totaled \$555 million, \$652 million and \$617 million, respectively, and is recorded in investment advisory, administration and securities lending revenue on the consolidated statements of income. Investment advisory, administration fees and securities lending revenue are reported together as the fees for these services often are agreed upon with clients as a bundled fee.

*Money Market Fee Waivers.* The Company may voluntarily waive a portion of its management fees on certain money market funds to ensure that they maintain a targeted level of daily net investment income (the "Yield Support waivers"). During 2021 and 2020, these waivers resulted in a reduction of management fees of approximately \$500 million and \$35 million, respectively, which was partially offset by a reduction of BlackRock's distribution and servicing costs paid to financial intermediaries. There were no Yield Support waivers in 2019. The Company may increase or decrease the level of Yield Support waivers in future periods.

*Investment Advisory Performance Fees / Carried Interest.* The Company receives investment advisory performance fees, including incentive allocations (carried interest) from certain actively managed investment funds and certain separately managed accounts. These performance fees are dependent upon exceeding specified relative or absolute investment return thresholds, which vary by product or account, and include monthly, quarterly, annual or longer measurement periods.

Performance fees, including carried interest, are recognized when it is determined that they are no longer probable of significant reversal (such as upon the sale of a fund's investment or when the investment performance exceeds a contractual threshold at the end of a specified measurement period). Given the unique nature of each fee arrangement, contracts with customers are evaluated on an individual basis to determine the timing of revenue recognition. Significant judgement is involved in making such determination. Performance fees typically arise from investment management services that began in prior reporting periods. Consequently, a portion of the fees the Company recognizes may be partially related to the services performed in prior periods that meet the recognition criteria in the current period. At each reporting date, the Company considers various factors in estimating performance fees to be recognized, including carried interest.

The Company is allocated carried interest from certain alternative investment products upon exceeding performance thresholds. The Company may be required to reverse/return all, or part, of such carried interest allocations/distributions depending upon future performance of these funds. Carried interest subject to such clawback provisions is recorded in investments or cash and cash equivalents to the extent that it is distributed, on its consolidated statements of financial condition.

The Company records a liability for deferred carried interest to the extent it receives cash or capital allocations related to carried interest prior to meeting the revenue recognition criteria. A portion of the deferred carried interest may also be paid to certain employees. The ultimate timing of the recognition of performance fee revenue and related compensation expense, if any, is unknown.

*Technology services revenue.* The Company offers investment management technology systems, risk management services, wealth management and digital distribution tools, all on a fee basis. Clients include banks, insurance companies, official institutions, pension funds, asset managers, retail distributors and other investors. Fees earned for technology services are primarily recorded as services are performed over time and are generally determined using the value of positions on the Aladdin platform, or on a fixed-rate basis. Revenue derived from the sale of software licenses is recognized upon the granting of access rights.

*Distribution Fees.* The Company earns distribution and service fees related to distributing investment products and shareholder support services for investment portfolios. Distribution fees are passed-through to third-party distributors, which perform various fund distribution services and shareholder servicing of certain funds on the Company's behalf, and are recognized as distribution and servicing costs. The Company presents distribution fees and related distribution and servicing costs incurred on a gross basis.

Distribution fees primarily consist of ongoing distribution fees, shareholder servicing fees and upfront sales commissions for serving as the principal underwriter and/or distributor for certain managed mutual funds. The service of distribution is satisfied at the point in time when an investor makes an investment in a share class of the managed mutual funds. Fees are generally considered variable consideration because they are based on the value of AUM and are uncertain on trade date. Accordingly, the Company recognizes distribution fees over the investment period as the amounts become known and the portion recognized in the current period may relate to distribution services performed in prior periods. Upfront sales commissions are recognized on a trade date basis. Shareholder servicing fees are based on AUM and recognized in revenue as the services are performed.

*Advisory and other revenue.* Advisory and other revenue primarily includes fees earned for advisory services, fees earned for transition management services primarily comprised of commissions recognized in connection with buying and selling securities on behalf of customers, and equity method investment earnings related to certain strategic minority investments.

Advisory services fees are determined using fixed-rate fees and are recognized over time as the related services are completed.

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Commissions related to transition management services are recorded on a trade-date basis as transactions occur.

**Stock-based Compensation.** The Company recognizes compensation cost for equity classified awards based on the grant-date fair value of the award. The compensation cost is recognized over the period during which an employee is required to provide service (usually the vesting period) in exchange for the stock-based award.

The Company measures the grant-date fair value of restricted stock units ("RSUs") using the Company's stock price on the date of grant. Stock-based awards may have performance, market and/or service conditions. For employee stock options and instruments with market conditions, the Company uses pricing models. Compensation cost for awards containing performance conditions is recognized if it is probable that the conditions will be achieved. The probability of achievement is assessed on a quarterly basis. If a stock-based award is modified after the grant-date, incremental compensation cost is recognized for an amount equal to the excess of the fair value of the modified award over the fair value of the original award immediately before the modification. Awards under the Company's stock-based compensation plans vest over various periods. Compensation cost is recorded by the Company on a straight-line basis over the requisite service period for each separate vesting portion of the award as if the award is, in substance, multiple awards and is adjusted for actual forfeitures as they occur.

The Company amortizes the grant-date fair value of stock-based compensation awards made to retirement-eligible employees over the requisite service period. Upon notification of retirement, the Company accelerates the unamortized portion of the award over the contractually required retirement notification period.

The Company recognizes all excess tax benefits and deficiencies in income tax expense on the consolidated statements of income, which results in volatility of income tax expense as a result of fluctuations in the Company's stock price. Accordingly, the Company recorded a discrete income tax benefit of \$43 million, \$36 million and \$23 million during 2021, 2020 and 2019, respectively, for vested RSUs where the grant date stock price was lower than the vesting date stock price.

**Distribution and Servicing Costs.** Distribution and servicing costs include payments to third parties, primarily associated with distribution and servicing of client investments in certain BlackRock products. Distribution and servicing costs are expensed as incurred.

**Direct Fund Expense.** Direct fund expense, which is expensed as incurred, primarily consists of third-party nonadvisory expense incurred by BlackRock related to certain funds for the use of certain index trademarks, reference data for certain indices, custodial services, fund administration, fund accounting, transfer agent services, shareholder reporting services, audit and tax services as well as other fund-related expense directly attributable to the nonadvisory operations of the fund.

**Leases.** The Company determines if a contract is a lease or contains a lease at inception. The Company accounts for its office facility leases as operating leases, which may include escalation clauses that are based on an index or market rate. The Company accounts for lease and non-lease components, including common areas maintenance charges, as a single component for its leases. The Company elected the short-term lease exception for leases with an initial term of 12 months or less. Consequently, such leases are not recorded on the consolidated statements of financial condition. The Company's lease terms include options to extend or terminate the lease when it is reasonably certain they will be exercised or not, respectively.

The Company recognizes operating right-of-use ("ROU") assets and operating lease liabilities on the consolidated statements of financial condition based on the present value of future lease payments over the lease term at the commencement date discounted using an incremental borrowing rate ("IBR"). The IBR for individual leases is estimated considering the Company's or a subsidiary's credit rating using various financial metrics, such as revenue, operating margin and revenue growth, and, as appropriate, performing market analysis of yields on publicly traded bonds (secured or unsecured) with similar terms of comparable companies in a similar economic environment. ROU assets are tested for impairment when there is an indication that the carrying value of an asset may not be recoverable. Fixed lease payments made over the lease term are recorded as lease expense on a straight-line basis. Variable lease payments based on usage, changes in an index or market rate are expensed as incurred.

**Foreign Exchange.** Foreign currency transactions are recorded at the exchange rates prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are subsequently remeasured into the functional currencies of the Company's subsidiaries at the rates prevailing at each balance sheet date. Gains and losses arising on remeasurement are included in general and administration expense on the consolidated statements of income. Revenue and expenses are translated at average exchange rates during the period. Gains or losses resulting from translating foreign currency financial statements into US dollars are included in accumulated other comprehensive income (loss) ("AOCI"), a separate component of stockholders' equity, on the consolidated statements of financial condition.

**Income Taxes.** Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using currently enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized on the consolidated statements of income in the period that includes the enactment date.

Management periodically assesses the recoverability of its deferred income tax assets based upon expected future earnings, taxable income in prior carryback years, future deductibility of the asset, changes in applicable tax laws and other factors. If management determines that it is not more likely than not that the deferred tax asset will be fully recoverable in the future, a valuation allowance will be established for the difference between the asset balance and the amount expected to be recoverable in the future. This allowance will result in additional income tax expense. Further, the Company records its income taxes receivable and payable based upon its estimated income tax position.

**Earnings per Share ("EPS").** Basic EPS is calculated by dividing net income applicable to common shareholders by the weighted-average number of shares outstanding during the period. Diluted EPS includes the determinants of basic EPS and common stock equivalents outstanding during the period. Diluted EPS is computed using the treasury stock method.

Due to the similarities in terms between BlackRock's nonvoting participating preferred stock and the Company's common stock, the Company considered its nonvoting participating preferred stock to be a common stock equivalent for purposes of EPS calculations. As such, the Company has included the outstanding nonvoting participating preferred stock in the calculation of average basic and diluted shares outstanding. As of December 31, 2021 and 2020, there were no shares of preferred stock outstanding.

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**Business Segments.** The Company's management directs BlackRock's operations as one business, the asset management business. The Company utilizes a consolidated approach to assess performance and allocate resources. As such, the Company operates in one business segment.

#### **Fair Value Measurements**

**Hierarchy of Fair Value Inputs.** The Company uses a fair value hierarchy that prioritizes inputs to valuation approaches used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. Assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

##### Level 1 Inputs:

Quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date.

- Level 1 assets may include listed mutual funds, ETFs, listed equities and certain exchange-traded derivatives.

##### Level 2 Inputs:

Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; quotes from pricing services or brokers for which the Company can determine that orderly transactions took place at the quoted price or that the inputs used to arrive at the price are observable; and inputs other than quoted prices that are observable, such as models or other valuation methodologies.

- Level 2 assets may include debt securities, investments in CLOs, bank loans, short-term floating-rate notes, asset-backed securities, securities held within consolidated hedge funds, as well as over-the-counter derivatives, including interest and inflation rate swaps and foreign currency exchange contracts that have inputs to the valuations that generally can be corroborated by observable market data.

##### Level 3 Inputs:

Unobservable inputs for the valuation of the asset or liability, which may include nonbinding broker quotes. Level 3 assets include investments for which there is little, if any, market activity. These inputs require significant management judgment or estimation.

- Level 3 assets may include direct private equity investments held within consolidated funds, investments in CLOs and bank loans held within consolidated CLOs.
- Level 3 liabilities may include borrowings of consolidated CLOs and contingent liabilities related to acquisitions valued based upon discounted cash flow analyses using unobservable market data.

**Significance of Inputs.** The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument.

**Valuation Approaches.** The fair values of certain Level 3 assets and liabilities were determined using various valuation approaches as appropriate, including third-party pricing vendors, broker quotes and market and income approaches.

A significant number of inputs used to value equity, debt securities, investments in CLOs and bank loans is sourced from third-party pricing vendors. Generally, prices obtained from pricing vendors are categorized as Level 1 inputs for identical securities traded in active markets and as Level 2 for other similar securities if the vendor uses observable inputs in determining the price.

In addition, quotes obtained from brokers generally are nonbinding and categorized as Level 3 inputs. However, if the Company is able to determine that market participants have transacted for the asset in an orderly manner near the quoted price or if the Company can determine that the inputs used by the broker are observable, the quote is classified as a Level 2 input.

**Investments Measured at Net Asset Values.** As a practical expedient, the Company uses net asset value ("NAV") as the fair value for certain investments. The inputs to value these investments may include the Company's capital accounts for its partnership interests in various alternative investments, including hedge funds, real assets and private equity funds, which may be adjusted by using the returns of certain market indices. The various partnerships generally are investment companies, which record their underlying investments at fair value based on fair value policies established by management of the underlying fund. Fair value policies at the underlying fund generally require the fund to utilize pricing/valuation information from third-party sources, including independent appraisals. However, in some instances, current valuation information for illiquid securities or securities in markets that are not active may not be available from any third-party source or fund management may conclude that the valuations that are available from third-party sources are not reliable. In these instances, fund management may perform model-based analytical valuations that could be used as an input to value these investments.

**Fair Value Assets and Liabilities of Consolidated CLO.** The Company applies the fair value option provisions for eligible assets, including bank loans, held by a consolidated CLO. As the fair value of the financial assets of the consolidated CLO is more observable than the fair value of the borrowings of the consolidated CLO, the Company measures the fair value of the borrowings of the consolidated CLO equal to the fair value of the assets of the consolidated CLO less the fair value of the Company's economic interest in the CLO.

**Derivatives and Hedging Activities.** The Company does not use derivative financial instruments for trading or speculative purposes. The Company uses derivative financial instruments primarily for purposes of hedging exposures to fluctuations in foreign currency exchange rates of certain assets and liabilities, and market exposures for certain seed investments. However, certain CIPs also utilize derivatives as a part of their investment strategy.

The Company records all derivative financial instruments as either assets or liabilities at fair value on a gross basis in the consolidated statements of financial condition. Credit risks are managed through master netting and collateral support agreements. The amounts related to the right to reclaim or the obligation to return cash collateral may not be used to offset amounts due under the derivative instruments in the normal course of settlement. Therefore, such amounts are not offset against fair value amounts recognized for derivative instruments with the

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same counterparty and are included in other assets and other liabilities. Changes in the fair value of the Company's derivative financial instruments are recognized in earnings and, where applicable, are offset by the corresponding gain or loss on the related foreign-denominated assets or liabilities or hedged investments, on the consolidated statements of income.

The Company may also use financial instruments designated as net investment hedges for accounting purposes to hedge net investments in international subsidiaries whose functional currency is not US dollars. The gain or loss from revaluing net investment hedges at the spot rate is deferred and reported within AOCI on the consolidated statements of financial condition. The Company reassesses the effectiveness of its net investment hedge at least quarterly.

### 3. Acquisitions

#### **Aperio Group, LLC**

On February 1, 2021, the Company acquired 100% of the equity interests of Aperio Group, LLC (the "Aperio Transaction" or "Aperio"), a pioneer in customizing tax-optimized index equity separately managed accounts ("SMAs") for approximately \$1.1 billion in cash, using existing cash resources. The acquisition of Aperio increased BlackRock's SMA assets under management and expanded the breadth of the Company's capabilities via tax-managed strategies across factors, broad market indexing, and investor Environmental, Social, and Governance preferences across all asset classes.

The purchase price for the Aperio Transaction was allocated to the assets acquired and liabilities assumed based upon their estimated fair values at the date of the transaction. The goodwill recognized in connection with the acquisition is primarily attributable to anticipated synergies from the transaction. The amount of goodwill expected to be deductible for tax purposes is approximately \$0.6 billion. A summary of the fair values of the assets acquired and liabilities assumed in this acquisition is as follows:

(in millions)	Fair Value
Accounts receivable	\$ 16
Finite-lived intangible assets:	
Customer relationships <sup>(1)</sup>	270
Other	17
Goodwill	776
Deferred income tax liabilities	(16)
Other liabilities assumed	(12)
<b>Total consideration, net of cash acquired</b>	<b>\$ 1,051</b>
Summary of consideration, net of cash acquired:	
Cash paid	\$ 1,055
Cash acquired	(4)
<b>Total consideration, net of cash acquired</b>	<b>\$ 1,051</b>

<sup>(1)</sup> The fair value was determined based on the excess earnings method (a Level 3 input), has a weighted-average estimated useful life of approximately ten years and is amortized using an accelerated amortization method.

Finite-lived intangible assets are amortized over their estimated useful lives, which range from three to ten years. Amortization expense related to the finite-lived intangible assets was \$37 million for 2021. The finite-lived intangible assets had a weighted-average remaining useful life of approximately nine years with remaining amortization expense as follows:

(in millions)	Amount
<b>Year</b>	
2022	\$ 40
2023	38
2024	32
2025	29
2026	26
Thereafter	85
<b>Total</b>	<b>\$ 250</b>

The financial results of Aperio have been included in BlackRock's consolidated financial statements from the closing of the Aperio Transaction. For 2021, Aperio contributed \$78 million of revenue and did not have a material impact to net income attributable to BlackRock, Inc. Consequently, the Company has not presented pro forma combined results of operations for this acquisition.

#### **Baringa's Climate Change Scenario Model**

In June 2021, the Company completed the acquisition of Baringa Partners' Climate Change Scenario Model, which has been integrated into BlackRock's Aladdin Climate technology, and will enhance Aladdin Climate's capabilities and analytics. Total consideration, including contingent consideration, was not material to the Company's consolidated financial statements.

#### **Rhodium's Climate Risk Model**

In October 2021, the Company completed the acquisition of Rhodium Group's climate risk models related to the physical risks associated with climate change, which will enhance BlackRock's modeling of climate change and evolve its offering to meet changing industry and client needs. Total consideration was not material to the Company's consolidated financial statements.

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#### 4. Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents reported within the consolidated statements of financial condition to the cash, cash equivalents, and restricted cash reported within the consolidated statements of cash flows.

	December 31, 2021	December 31, 2020
(in millions)		
Cash and cash equivalents	\$ 9,323	\$ 8,664
Restricted cash included in other assets	17	17
Total cash, cash equivalents and restricted cash	\$ 9,340	\$ 8,681

#### 5. Investments

A summary of the carrying value of total investments is as follows:

	December 31, 2021	December 31, 2020
(in millions)		
Debt securities:		
Held-to-maturity investments	\$ 430	\$ 310
Trading securities (including \$1,140 trading debt securities of CIPs)	1,186	1,964
Total debt securities	1,616	2,274
Equity securities at FVTNI (including \$1,485 equity securities at FVTNI of CIPs)	1,738	2,317
Equity method investments(1)	1,694	1,081
Bank loans	284	248
Federal Reserve Bank stock(2)	96	94
Carried interest(3)	1,555	627
Other investments(4)	279	278
Total investments	\$ 7,262	\$ 6,919

(1) Equity method investments primarily include BlackRock's direct investments in certain BlackRock sponsored investment funds.

(2) At both December 31, 2021 and 2020, there were no indicators of impairment of Federal Reserve Bank stock, which is held for regulatory purposes and is restricted from sale.

(3) Carried interest represents allocations to BlackRock's general partner capital accounts from certain sponsored investment funds. These balances are subject to change upon cash distributions, additional allocations or reallocations back to limited partners within the respective funds.

(4) Other investments include BlackRock's investments in nonmarketable equity securities, which are measured at cost, adjusted for observable price changes and private equity and real asset investments of CIPs measured at fair value.

#### Held-to-Maturity Investments

The carrying value of held-to-maturity investments was \$430 million and \$310 million at December 31, 2021 and 2020, respectively. Held-to-maturity investments included certain investments in BlackRock sponsored CLOs and foreign government debt held primarily for regulatory purposes. The amortized cost (carrying value) of these investments approximated fair value (primarily a Level 2 input). At December 31, 2021, \$11 million of these investments mature between one year to five years, \$140 million of these investments mature between five to ten years and \$279 million mature after ten years.

#### Trading Debt Securities and Equity Securities at FVTNI

A summary of the cost and carrying value of trading debt securities and equity securities at FVTNI is as follows:

	December 31, 2021		December 31, 2020	
	Cost	Carrying Value	Cost	Carrying Value
(in millions)				
Trading debt securities:				
Corporate debt	\$ 703	\$ 701	\$ 1,591	\$ 1,641
Government debt	365	363	203	210
Asset/mortgage backed debt	126	122	132	113
Total trading debt securities	\$ 1,194	\$ 1,186	\$ 1,926	\$ 1,964
Equity securities at FVTNI:				
Equity securities/mutual funds	\$ 1,451	\$ 1,738	\$ 2,055	\$ 2,317
Total equity securities at FVTNI	\$ 1,451	\$ 1,738	\$ 2,055	\$ 2,317

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## 6. Consolidated Sponsored Investment Products

The Company consolidates certain sponsored investment funds accounted for as VREs because it is deemed to control such funds.

In the normal course of business, the Company is the manager of various types of sponsored investment vehicles, which may be considered VIEs. The Company may from time to time own equity or debt securities or enter into derivatives with the vehicles, each of which are considered variable interests. The Company's involvement in financing the operations of the VIEs is generally limited to its investments in the entity. The Company's consolidated VIEs include certain sponsored investment products in which BlackRock has an investment and as the investment manager, is deemed to have both the power to direct the most significant activities of the products and the right to receive benefits (or the obligation to absorb losses) that could potentially be significant to these sponsored investment products. The assets of these VIEs are not available to creditors of the Company. In addition, the investors in these VIEs have no recourse to the credit of the Company.

The following table presents the balances related to these CIPs accounted for as VIEs and VREs that were recorded on the consolidated statements of financial condition, including BlackRock's net interest in these products:

	December 31, 2021			December 31, 2020		
	VIEs	VREs	Total	VIEs	VREs	Total
(in millions)						
Cash and cash equivalents	\$ 251	\$ 57	\$ 308	\$ 155	\$ 51	\$ 206
Investments:						
Trading debt securities	870	270	1,140	1,618	310	1,928
Equity securities at FVTNI	1,100	385	1,485	1,592	413	2,005
Bank loans	284	—	284	248	—	248
Other investments	210	—	210	191	—	191
Carried interest	1,504	—	1,504	604	—	604
Total investments	3,968	655	4,623	4,253	723	4,976
Other assets	50	32	82	90	9	99
Other liabilities(1)	(1,919)	(82)	(2,001)	(952)	(70)	(1,022)
Noncontrolling interests - CIPs	(1,046)	(79)	(1,125)	(2,193)	(180)	(2,373)
BlackRock's net interest in CIPs	\$ 1,304	\$ 583	\$ 1,887	\$ 1,353	\$ 533	\$ 1,886

(1) At December 31, 2021 and 2020, other liabilities of VIEs primarily include deferred carried interest liabilities and borrowings of a consolidated CLO.

BlackRock's total exposure to CIPs represents the value of its economic ownership interest in these CIPs. Valuation changes associated with investments held at fair value by these CIPs are reflected in nonoperating income (expense) and partially offset in net income (loss) attributable to NCI for the portion not attributable to BlackRock.

The Company cannot readily access cash and cash equivalents held by CIPs to use in its operating activities.

Net gain (loss) related to consolidated VIEs is presented in the following table:

(in millions)	2021	2020	2019
Nonoperating net gain (loss) on consolidated VIEs	\$ 296	\$ 477	\$ 210
Net income (loss) attributable to NCI on consolidated VIEs	\$ 289	\$ 348	\$ 42

## 7. Variable Interest Entities

**Nonconsolidated VIEs.** At December 31, 2021 and 2020, the Company's carrying value of assets and liabilities included on the consolidated statements of financial condition pertaining to nonconsolidated VIEs and its maximum risk of loss related to VIEs for which it held a variable interest, but for which it was not the PB, was as follows:

(in millions)	Investments	Advisory Fee Receivables	Other Net Assets (Liabilities)	Maximum Risk of Loss(1)
<b>At December 31, 2021</b>				
Sponsored investment products	\$ 882	\$ 62	\$ (12)	\$ 961
<b>At December 31, 2020</b>				
Sponsored investment products	\$ 662	\$ 71	\$ (13)	\$ 750

(1) At both December 31, 2021 and 2020, BlackRock's maximum risk of loss associated with these VIEs primarily related to BlackRock's investments and the collection of advisory fee receivables.

The net assets of sponsored investment products that are nonconsolidated VIEs approximated \$20 billion and \$16 billion at December 31, 2021 and 2020, respectively.

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## 8. Fair Value Disclosures

### Fair Value Hierarchy

Assets and liabilities measured at fair value on a recurring basis

December 31, 2021 (in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV(1)	Other(2)	December 31, 2021
<b>Assets:</b>						
<b>Investments:</b>						
Debt securities:						
Held-to-maturity investments	\$ —	\$ —	\$ —	\$ —	\$ 430	\$ 430
Trading securities	—	1,169	17	—	—	1,186
Total debt securities	—	1,169	17	—	430	1,616
Equity securities at FVTNI:						
Equity securities/mutual funds	1,738	—	—	—	—	1,738
Equity method:						
Equity and fixed income mutual funds	245	—	—	—	—	245
Hedge funds/funds of hedge funds	—	—	—	369	—	369
Private equity funds	—	—	—	846	—	846
Real assets funds	—	—	—	234	—	234
Total equity method	245	—	—	1,449	—	1,694
Bank loans	—	14	270	—	—	284
Federal Reserve Bank Stock	—	—	—	—	96	96
Carried interest	—	—	—	—	1,555	1,555
Other investments(3)	—	—	5	96	178	279
Total investments	1,983	1,183	292	1,545	2,259	7,262
Other assets(4)	195	39	—	—	—	234
Separate account assets	54,675	30,786	—	—	765	86,226
<b>Separate account collateral held under securities lending agreements:</b>						
Equity securities	3,717	—	—	—	—	3,717
Debt securities	—	3,364	—	—	—	3,364
Total separate account collateral held under securities lending agreements	3,717	3,364	—	—	—	7,081
<b>Total</b>	<b>\$ 60,570</b>	<b>\$ 35,372</b>	<b>\$ 292</b>	<b>\$ 1,545</b>	<b>\$ 3,024</b>	<b>\$ 100,803</b>
<b>Liabilities:</b>						
Separate account collateral liabilities under securities lending agreements	\$ 3,717	\$ 3,364	\$ —	\$ —	\$ —	\$ 7,081
Other liabilities(5)	—	26	342	—	—	368
<b>Total</b>	<b>\$ 3,717</b>	<b>\$ 3,390</b>	<b>\$ 342</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 7,449</b>

(1) Amounts are comprised of certain investments measured at fair value using NAV (or its equivalent) as a practical expedient.

(2) Amounts are comprised of investments held at amortized cost and cost, adjusted for observable price changes, carried interest and certain equity method investments, which include sponsored investment funds and other assets, which are not accounted for under a fair value measure. In accordance with GAAP, certain equity method investees do not account for both their financial assets and liabilities under fair value measures; therefore, the Company's investment in such equity method investees may not represent fair value.

(3) Level 3 amounts primarily include direct investments in private equity companies held by consolidated private equity funds.

(4) Level 1 amount includes a minority investment in a publicly traded company.

(5) Level 2 amount primarily includes fair value of derivatives (See Note 9, *Derivatives and Hedging*, for more information). Level 3 amounts primarily include borrowings of a consolidated CLO classified based on the significance of unobservable inputs used for calculating the fair value of consolidated CLO assets, and contingent liabilities related to certain acquisitions (see Note 16, *Commitments and Contingencies*, for more information).

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Assets and liabilities measured at fair value on a recurring basis

December 31, 2020 (in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV(1)	Other(2)	December 31, 2020
<b>Assets:</b>						
<u>Investments:</u>						
Debt securities:						
Held-to-maturity investments	\$ —	\$ —	\$ —	\$ —	\$ 310	\$ 310
Trading securities	—	1,953	11	—	—	1,964
Total debt securities	—	1,953	11	—	310	2,274
Equity securities at FVTNI:						
Equity securities/mutual funds	2,317	—	—	—	—	2,317
Equity method:						
Equity and fixed income mutual funds	235	—	—	—	—	235
Hedge funds/funds of hedge funds	—	—	—	313	—	313
Private equity funds	—	—	—	315	—	315
Real assets funds	—	—	—	218	—	218
Total equity method	235	—	—	846	—	1,081
Bank loans	—	16	232	—	—	248
Federal Reserve Bank Stock	—	—	—	—	94	94
Carried interest	—	—	—	—	627	627
Other investments(3)	—	—	9	94	175	278
Total investments	2,552	1,969	252	940	1,206	6,919
Other assets(4)	205	13	—	—	—	218
Separate account assets	71,392	32,404	—	—	867	104,663
<u>Separate account collateral held under securities lending agreements:</u>						
Equity securities	13,126	—	—	—	—	13,126
Debt securities	—	3,381	—	—	—	3,381
Total separate account collateral held under securities lending agreements	13,126	3,381	—	—	—	16,507
<b>Total</b>	<b>\$ 87,275</b>	<b>\$ 37,767</b>	<b>\$ 252</b>	<b>\$ 940</b>	<b>\$ 2,073</b>	<b>\$ 128,307</b>
<b>Liabilities:</b>						
Separate account collateral liabilities under securities lending agreements	\$ 13,126	\$ 3,381	\$ —	\$ —	\$ —	\$ 16,507
Other liabilities(5)	—	68	272	—	—	340
<b>Total</b>	<b>\$ 13,126</b>	<b>\$ 3,449</b>	<b>\$ 272</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 16,847</b>

(1) Amounts are comprised of certain investments measured at fair value using NAV (or its equivalent) as a practical expedient.

(2) Amounts are comprised of investments held at amortized cost and cost, adjusted for observable price changes, carried interest and certain equity method investments, which include sponsored investment funds and other assets, which are not accounted for under a fair value measure. In accordance with GAAP, certain equity method investees do not account for both their financial assets and liabilities under fair value measures; therefore, the Company's investment in such equity method investees may not represent fair value.

(3) Level 3 amounts include direct investments in private equity companies held by consolidated private equity funds.

(4) Level 1 amount includes a minority investment in a publicly traded company.

(5) Level 3 amount primarily includes contingent liabilities related to certain acquisitions (see Note 16, *Commitments and Contingencies*, for more information) and borrowings of a consolidated CLO classified based on the significance of unobservable inputs used for calculating the fair value of consolidated CLO assets.

**Level 3 Assets.** Level 3 assets may include investments in CLOs and bank loans of consolidated CLOs, which were valued based on single-broker nonbinding quotes and direct private equity investments, which were valued using the market or income approach.

Level 3 investments of \$292 million and \$252 million at December 31, 2021 and 2020, respectively, primarily included bank loans of a consolidated CLO.

**Level 3 Liabilities.** Level 3 liabilities primarily include borrowings of a consolidated CLO, which were valued based on the fair value of the assets of the consolidated CLO less the fair value of the Company's economic interest in the CLO, and contingent liabilities related to certain acquisitions, which were valued based upon discounted cash flow analyses using unobservable market data inputs.

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**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for 2021**

<i>(in millions)</i>	December 31, 2020	Realized and Unrealized Gains (Losses)	Purchases	Sales and Maturities	Issuances and Other Settlements(1)	Transfers into Level 3	Transfers out of Level 3	December 31, 2021	Total Net Unrealized Gains (Losses) Included in Earnings(2)
<b>Assets:</b>									
<b>Investments:</b>									
Debt securities:									
Trading	\$ 11	\$ 2	\$ 43	\$ (22)	\$ —	\$ —	\$ (17)	\$ 17	\$ 2
Total debt securities	11	2	43	(22)	—	—	(17)	17	2
Private equity	9	1	—	—	—	—	(5)	5	1
Bank loans	232	—	46	(5)	—	15	(18)	270	—
Total investments	252	3	89	(27)	—	15	(40)	292	3
Total Level 3 assets	\$ 252	\$ 3	\$ 89	\$ (27)	\$ —	\$ 15	\$ (40)	\$ 292	\$ 3
<b>Liabilities:</b>									
Other liabilities	\$ 272	\$ (34)	\$ —	\$ —	\$ 36	\$ —	\$ —	\$ 342	\$ (34)
Total Level 3 liabilities	\$ 272	\$ (34)	\$ —	\$ —	\$ 36	\$ —	\$ —	\$ 342	\$ (34)

(1) Amounts primarily include net proceeds from borrowings of a consolidated CLO.

(2) Earnings attributable to the change in unrealized gains (losses) relating to assets and liabilities still held at the reporting date.

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for 2020**

<i>(in millions)</i>	December 31, 2019	Realized and Unrealized Gains (Losses)	Purchases	Sales and Maturities	Issuances and Other Settlements(1)	Transfers into Level 3	Transfers out of Level 3	December 31, 2020	Total Net Unrealized Gains (Losses) Included in Earnings(2)
<b>Assets:</b>									
<b>Investments:</b>									
Debt securities:									
Trading	\$ 8	\$ —	\$ 3	\$ —	\$ —	\$ —	\$ —	\$ 11	\$ —
Total debt securities	8	—	3	—	—	—	—	11	—
Private equity	9	—	8	(8)	—	—	—	9	—
Bank loans	177	—	75	(34)	—	20	(6)	232	—
Total investments	194	—	86	(42)	—	20	(6)	252	—
Total Level 3 assets	\$ 194	\$ —	\$ 86	\$ (42)	\$ —	\$ 20	\$ (6)	\$ 252	\$ —
<b>Liabilities:</b>									
Other liabilities	\$ 388	\$ (23)	\$ —	\$ —	\$ (139)	\$ —	\$ —	\$ 272	\$ (5)
Total Level 3 liabilities	\$ 388	\$ (23)	\$ —	\$ —	\$ (139)	\$ —	\$ —	\$ 272	\$ (5)

(1) Amounts include contingent liability payments related to certain acquisitions and proceeds from borrowings of a consolidated CLO.

(2) Earnings attributable to the change in unrealized gains (losses) relating to assets and liabilities still held at the reporting date.

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**Realized and Unrealized Gains (Losses) for Level 3 Assets and Liabilities.** Realized and unrealized gains (losses) recorded for Level 3 assets and liabilities are reported in nonoperating income (expense) on the consolidated statements of income. A portion of net income (loss) for consolidated sponsored investment funds is allocated to NCI to reflect net income (loss) not attributable to the Company.

**Transfers in and/or out of Levels.** Transfers in and/or out of levels are reflected when significant inputs, including market inputs or performance attributes, used for the fair value measurement become observable/unobservable, or when the carrying value of certain equity method investments no longer represents fair value as determined under valuation methodologies.

**Disclosures of Fair Value for Financial Instruments Not Held at Fair Value.** At December 31, 2021 and 2020, the fair value of the Company's financial instruments not held at fair value are categorized in the table below.

	December 31, 2021		December 31, 2020		Fair Value Hierarchy
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value	
(in millions)					
<b>Financial Assets(1):</b>					
Cash and cash equivalents	\$ 9,323	\$ 9,323	\$ 8,664	\$ 8,664	Level 1(2)
Other assets	22	22	69	69	Level 1(2)(4)
<b>Financial Liabilities:</b>					
Long-term borrowings	7,446	7,735	7,264	7,883	Level 2(5)

(1) See Note 5, *Investments*, for further information on investments not held at fair value.

(2) Cash and cash equivalents are carried at either cost or amortized cost, which approximates fair value due to their short-term maturities.

(3) At December 31, 2021 and 2020, approximately \$2,409 million and \$1,249 million, respectively, of money market funds were recorded within cash and cash equivalents on the consolidated statements of financial condition. Money market funds are valued based on quoted market prices, or \$1.00 per share, which generally is the NAV of the fund.

(4) Other assets include restricted cash and cash collateral deposited with certain derivative counterparties.

(5) Long-term borrowings are recorded at amortized cost, net of debt issuance costs. The fair value of the long-term borrowings, including the current portion of long-term borrowings, is determined using market prices at the end of December 2021 and 2020, respectively. See Note 15, *Borrowings*, for the fair value of each of the Company's long-term borrowings.

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## Investments in Certain Entities that Calculate NAV Per Share

As a practical expedient to value certain investments that do not have a readily determinable fair value and have attributes of an investment company, the Company uses NAV as the fair value. The following tables list information regarding all investments that use a fair value measurement to account for both their financial assets and financial liabilities in their calculation of a NAV per share (or equivalent).

### December 31, 2021

(in millions)	Ref	Fair Value	Total Unfunded Commitments	Redemption Frequency	Redemption Notice Period
<u>Equity method:</u> (1)					
Hedge funds/funds of hedge funds	(a)	\$ 369	\$ 141	Daily/Monthly (20%) Quarterly (20%) N/R (60%)	1 – 90 days
Private equity funds	(b)	846	153	N/R	N/R
Real assets funds	(c)	234	245	Quarterly (20%) N/R (80%)	60 days
<u>Consolidated sponsored investment products:</u>					
Real assets funds	(c)	90	101	N/R	N/R
Other funds		6	25	N/R	N/R
Total		\$ 1,545	\$ 665		

### December 31, 2020

(in millions)	Ref	Fair Value	Total Unfunded Commitments	Redemption Frequency	Redemption Notice Period
<u>Equity method:</u> (1)					
Hedge funds/funds of hedge funds	(a)	\$ 313	\$ 101	Daily/Monthly (21%) Quarterly (21%) N/R (58%)	1 – 90 days
Private equity funds	(b)	315	372	N/R	N/R
Real assets funds	(c)	218	205	Quarterly (31%) N/R (69%)	60 days
<u>Consolidated sponsored investment products:</u>					
Private equity funds of funds	(d)	19	7	N/R	N/R
Real assets funds	(c)	75	94	N/R	N/R
Total		\$ 940	\$ 779		

N/R – not redeemable

- (1) Comprised of equity method investments, which include investment companies that account for their financial assets and most financial liabilities under fair value measures; therefore, the Company's investment in such equity method investees approximates fair value.
- (a) This category includes hedge funds and funds of hedge funds that invest primarily in equities, fixed income securities, distressed credit, opportunistic and mortgage instruments and other third-party hedge funds. The fair values of the investments have been estimated using the NAV of the Company's ownership interest in partners' capital. The liquidation period for the investments in the funds that are not subject to redemption is unknown at both December 31, 2021 and 2020.
- (b) This category includes private equity funds that initially invest in nonmarketable securities of private companies, which ultimately may become public in the future. The fair values of these investments have been estimated using capital accounts representing the Company's ownership interest in the funds as well as other performance inputs. The Company's investment in each fund is not subject to redemption and is normally returned through distributions as a result of the liquidation of the underlying assets of the private equity funds. The liquidation period for the investments in these funds is unknown at both December 31, 2021 and 2020.
- (c) This category includes several real assets funds that invest directly and indirectly in real estate or infrastructure. The fair values of the investments have been estimated using capital accounts representing the Company's ownership interest in the funds. The Company's investments that are not subject to redemption or are not currently redeemable are normally returned through distributions and realizations of the underlying assets of the funds. The liquidation period for the investments in the funds that are not subject to redemptions is unknown at both December 31, 2021 and 2020. The total remaining unfunded commitments to real assets funds were \$346 million and \$299 million at December 31, 2021 and 2020, respectively. The Company's portion of the total remaining unfunded commitments was \$298 million and \$267 million at December 31, 2021 and 2020, respectively.
- (d) This category includes the underlying third-party private equity funds within consolidated BlackRock sponsored private equity funds of funds. These investments are not subject to redemption or are not currently redeemable; however, for certain funds, the Company may sell or transfer its interest, which may need approval by the general partner of the underlying funds. Due to the nature of the investments in this category, the Company reduces its investment by distributions that are received through the realization of the underlying assets of the funds. The liquidation period for the underlying assets of these funds is unknown.

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## Fair Value Option

At December 31, 2021 and 2020, the Company elected the fair value option for certain investments in CLOs of approximately \$47 million and \$35 million, respectively, reported within investments.

In addition, the Company elected the fair value option for bank loans and borrowings of a consolidated CLO, recorded within investments and other liabilities, respectively. The following table summarizes the information related to these bank loans and borrowings at December 31, 2021 and 2020:

(in millions)	December 31, 2021	December 31, 2020
<b>CLO Bank loans:</b>		
Aggregate principal amounts outstanding	\$ 281	\$ 250
Fair value	284	248
Aggregate unpaid principal balance in excess of (less than) fair value	\$ (3)	\$ 2
<b>CLO Borrowings:</b>		
Aggregate principal amounts outstanding	\$ 275	\$ 244
Fair value	\$ 278	\$ 246

At December 31, 2021, the principal amounts outstanding of the borrowings issued by the CLOs mature in 2030.

During the year ended December 31, 2021 and 2020, the net gains (losses) from the change in fair value of the bank loans and borrowings held by the consolidated CLO were not material and were recorded in net gain (loss) on the consolidated statements of income. The change in fair value of the assets and liabilities included interest income and expense, respectively.

## 9. Derivatives and Hedging

The Company maintains a program to enter into swaps to hedge against market price and interest rate exposures with respect to certain seed investments in sponsored investment products. At December 31, 2021 and 2020, the Company had outstanding total return swaps with aggregate notional values of approximately \$720 million and \$833 million, respectively.

The Company executes forward foreign currency exchange contracts to mitigate the risk of certain foreign exchange movements. At December 31, 2021 and 2020, the Company had outstanding forward foreign currency exchange contracts with aggregate notional values of approximately \$1.8 billion and \$2.8 billion, respectively and with expiration dates in January 2022 and January 2021, respectively.

At both December 31, 2021 and 2020, the Company had a derivative providing credit protection with a notional amount of approximately \$17 million to a counterparty, representing the Company's maximum risk of loss with respect to the derivative. The Company carries the derivative at fair value based on the expected discounted future cash outflows under the arrangement.

The following table presents the fair values of derivative instruments recognized in the consolidated statements of financial condition at December 31, 2021:

(in millions)	Assets			Liabilities		
	Statement of Financial Condition Classification	December 31, 2021	December 31, 2020	Statement of Financial Condition Classification	December 31, 2021	December 31, 2020
Derivative instruments						
Total return swaps	Other assets	\$ 5	\$ —	Other liabilities	\$ 14	\$ 50
Forward foreign currency exchange contracts	Other assets	34	13	Other liabilities	—	5
Total		\$ 39	\$ 13		\$ 14	\$ 55

The following table presents realized and unrealized gains (losses) recognized in the consolidated statements of income on derivative instruments:

(in millions)	Statement of Income Classification	Gains (Losses)		
Derivative Instruments		2021	2020	2019
Total return swaps	Nonoperating income (expense)	\$ (99)	\$ (93)	\$ (106)
Forward foreign currency exchange contracts	General and administration expense	(29)	47	55
<b>Total gain (loss) from derivative instruments</b>		<b>\$ (128)</b>	<b>\$ (46)</b>	<b>\$ (51)</b>

The Company consolidates certain sponsored investment funds, which may utilize derivative instruments as a part of the funds' investment strategies. The change in fair value of such derivatives, which is recorded in nonoperating income (expense), was not material for 2021, 2020 and 2019.

See Note 15, *Borrowings*, for more information on the Company's net investment hedge.

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## 10. Property and Equipment

Property and equipment consists of the following:

(in millions)	Estimated useful life-in years	December 31,	
		2021	2020
Property and equipment:			
Land	N/A	\$ 6	\$ 6
Building	39	33	33
Building improvements	15	31	30
Leasehold improvements	1-15	614	593
Equipment and computer software	3	914	822
Other transportation equipment	10	191	179
Furniture and fixtures	7	70	70
Construction in progress	N/A	159	46
Total		2,018	1,779
Less: accumulated depreciation and amortization		1,256	1,098
Property and equipment, net		\$ 762	\$ 681

N/A – Not Applicable

Qualifying software costs of approximately \$87 million, \$95 million and \$93 million have been capitalized within equipment and computer software during 2021, 2020 and 2019, respectively, and are being amortized over an estimated useful life of three years.

Depreciation and amortization expense was \$249 million, \$232 million and \$182 million for 2021, 2020 and 2019, respectively.

## 11. Goodwill

Goodwill activity during 2021 and 2020 was as follows:

(in millions)	2021	2020
Beginning of year balance	\$ 14,551	\$ 14,562
Acquisitions(1)	810	—
Other(2)	(10)	(11)
End of year balance	\$ 15,351	\$ 14,551

(1) In 2021, the \$810 million increase in goodwill resulted primarily from the Aperio Transaction, which closed on February 1, 2021. See Note 3, *Acquisitions*, for information on the Aperio Transaction.

(2) Amounts primarily resulted from a decline related to tax benefits realized from tax-deductible goodwill in excess of book goodwill from the acquisition of the fund-of-funds business of Quellos Group, LLC in October 2007 (the "Quellos Transaction"). Goodwill related to the Quellos Transaction will continue to be reduced in future periods by the amount of tax benefits realized from tax-deductible goodwill in excess of book goodwill from the Quellos Transaction. The balance of the Quellos tax-deductible goodwill in excess of book goodwill was approximately \$43 million and \$74 million at December 31, 2021 and 2020, respectively.

BlackRock assessed its goodwill for impairment as of July 31, 2021, 2020 and 2019 and considered such factors as the book value and the market capitalization of the Company. The impairment assessment indicated no impairment charges were required. The Company continues to monitor its book value per share compared with closing prices of its common stock for potential indicators of impairment. At December 31, 2021, the Company's common stock closed at a market price of \$915.56, which exceeded its book value of \$248.50 per share.

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## 12. Intangible Assets

Intangible assets at December 31, 2021 and 2020 consisted of the following:

<i>(in millions)</i>	Remaining Weighted- Average Estimated Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<b>At December 31, 2021</b>				
<b>Indefinite-lived intangible assets:</b>				
Management contracts	N/A	\$ 16,169	\$ —	\$ 16,169
Trade names/trademarks	N/A	1,403	—	1,403
License	N/A	6	—	6
Total indefinite-lived intangible assets		17,578	—	17,578
<b>Finite-lived intangible assets:</b>				
Management contracts	3.5	244	169	75
Investor/customer relationships	8.0	746	169	577
Technology-related	4.1	261	49	212
Trade names/trademarks	3.0	23	12	11
Total finite-lived intangible assets	6.6	1,274	399	875
Total intangible assets		\$ 18,852	\$ 399	\$ 18,453
<b>At December 31, 2020</b>				
<b>Indefinite-lived intangible assets:</b>				
Management contracts	N/A	\$ 16,169	\$ —	\$ 16,169
Trade names/trademarks	N/A	1,403	—	1,403
License	N/A	6	—	6
Total indefinite-lived intangible assets		17,578	—	17,578
<b>Finite-lived intangible assets:</b>				
Management contracts	4.0	283	172	111
Investor/customer relationships	8.2	476	88	388
Technology-related	6.4	203	25	178
Trade names/trademarks	2.3	14	6	8
Total finite-lived intangible assets	7.0	976	291	685
Total intangible assets		\$ 18,554	\$ 291	\$ 18,263

N/A – Not Applicable

The impairment tests performed for intangible assets as of July 31, 2021, 2020 and 2019 indicated no impairment charges were required.

Estimated amortization expense for finite-lived intangible assets for each of the five succeeding years is as follows:

<i>(in millions)</i>	Amount
<b>Year</b>	
2022	\$ 150
2023	142
2024	131
2025	123
2026	116

In 2021, in connection with the Aperio Transaction, the Company acquired \$270 million of finite-lived customer relationships, \$9 million of finite-lived trade name and \$8 million of finite-lived technology-related intangible assets, with weighted-average estimated lives of approximately 10 years, five years and three years, respectively. See Note 3, *Acquisitions*, for information on the Aperio Transaction.

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### 13. Leases

The following table presents components of lease cost included in general and administration expense on the consolidated statements of income:

<i>(in millions)</i>	2021	2020	2019
Lease cost:			
Operating lease cost(1)	\$ 184	\$ 147	\$ 141
Variable lease cost(2)	44	40	39
Total lease cost	\$ 228	\$ 187	\$ 180

(1) Amounts include short-term leases, which are immaterial for 2021, 2020 and 2019.

(2) Amounts include operating lease payments, which may be adjusted based on usage, changes in an index or market rate, as well as common area maintenance charges and other variable costs not included in the measurement of ROU assets and operating lease liabilities.

Supplemental information related to operating leases is summarized below:

<i>(in millions)</i>	2021	2020	2019
Supplemental cash flow information:			
Operating cash flows from operating leases included in the measurement of operating lease liabilities	\$ 75	\$ 154	\$ 142
Supplemental noncash information:			
ROU assets in exchange for operating lease liabilities in connection with the adoption of ASU 2016-02, "Leases"	\$ —	\$ —	\$ 661
ROU assets in exchange for operating lease liabilities	\$ 1,165	\$ 93	\$ 117

	December 31, 2021	December 31, 2020
Lease term and discount rate:		
Weighted-average remaining lease term	16 years	8 years
Weighted-average discount rate	3 %	3 %

*(in millions)*

#### Maturities of operating lease liabilities at December 31, 2021

	Amount
2022	\$ 144
2023	157
2024	158
2025	139
2026	129
Thereafter	1,599
Total lease payments	\$ 2,326
Less: imputed interest	(454)
Present value of lease liabilities	\$ 1,872

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#### 14. Other Assets

At December 31, 2021 and 2020, the Company had \$583 million and \$399 million of equity method investments, respectively, recorded within other assets on the consolidated statements of financial condition. In accordance with GAAP, certain equity method investees do not account for both their financial assets and liabilities under fair value measures; therefore, the Company's investment in such equity method investees may not represent fair value.

##### iCapital

On March 10, 2020, in connection with a recapitalization of iCapital Network, Inc. ("iCapital"), BlackRock received additional stock in exchange for certain securities it held, which resulted in a nonoperating pre-tax gain of approximately \$240 million in the consolidated statement of income for 2020. Following this transaction, the Company accounts for its interest in iCapital as an equity method investment, which is included in other assets on the consolidated statements of financial condition. During 2021, BlackRock recorded a nonoperating, noncash, pre-tax gain of \$119 million in the consolidated statements of income in connection with iCapital's most recent third-party equity financing. At December 31, 2021 and 2020, the carrying value of the Company's interest in iCapital was approximately \$409 million and \$296 million, respectively.

#### 15. Borrowings

##### Short-Term Borrowings

**2021 Revolving Credit Facility.** Since 2011, the Company has maintained an unsecured revolving credit facility which is available for working capital and general corporate purposes, and has been amended several times (the "2021 credit facility"). In March 2021, the 2021 credit facility was amended to increase the aggregate commitment amount to \$4.4 billion and to extend the maturity date to March 2026. In addition, the amendment incorporated certain sustainability-linked pricing metrics into the agreement. Specifically, the Company's applicable interest rate and commitment fee are subject to upward or downward adjustments on an annual basis if the Company achieves, or fails to achieve, certain specified targets. In December 2021, the 2021 credit facility was further amended to change certain interest rates on borrowings based on the London Interbank Offered Rates to certain specified replacement rates. The 2021 credit facility permits the Company to request up to an additional \$1.0 billion of borrowing capacity, subject to lender credit approval, which could increase the overall size of the 2021 credit facility to an aggregate principal amount of up to \$5.4 billion. The 2021 credit facility requires the Company not to exceed a maximum leverage ratio (ratio of net debt to earnings before interest, taxes, depreciation and amortization, where net debt equals total debt less unrestricted cash) of 3 to 1, which was satisfied with a ratio of less than 1 to 1 at December 31, 2021. At December 31, 2021, the Company had no amount outstanding under the 2021 credit facility.

**Commercial Paper Program.** The Company can issue unsecured commercial paper notes (the "CP Notes") on a private-placement basis up to a maximum aggregate amount outstanding at any time of \$4 billion. The commercial paper program is currently supported by the 2021 credit facility. At December 31, 2021, BlackRock had no CP Notes outstanding.

##### Long-Term Borrowings

The carrying value and fair value of long-term borrowings determined using market prices and EUR/USD foreign exchange rate at December 31, 2021 included the following:

(in millions)	Maturity Amount	Unamortized Discount and Debt Issuance Costs <sup>(1)</sup>	Carrying Value	Fair Value
3.375% Notes due 2022	\$ 750	\$ -	\$ 750	\$ 759
3.50% Notes due 2024	1,000	(2)	998	1,055
1.25% Notes due 2025	797	(3)	794	829
3.20% Notes due 2027	700	(3)	697	756
3.25% Notes due 2029	1,000	(11)	989	1,086
2.40% Notes due 2030	1,000	(6)	994	1,027
1.90% Notes due 2031	1,250	(11)	1,239	1,232
2.10% Notes due 2032	1,000	(15)	985	991
<b>Total Long-term Borrowings</b>	<b>\$ 7,497</b>	<b>\$ (51)</b>	<b>\$ 7,446</b>	<b>\$ 7,735</b>

(1) The unamortized discount and debt issuance costs are being amortized over the term of the notes.

Long-term borrowings at December 31, 2020 had a carrying value of \$7.3 billion and a fair value of \$7.9 billion determined using market prices at the end of December 2020.

**2032 Notes.** In December 2021, the Company issued \$1.0 billion in aggregate principal amount of 2.10% senior unsecured and unsubordinated notes maturing on February 25, 2032 (the "2032 Notes"). The net proceeds of the 2032 Notes are being used for general corporate purposes, which may include the future repayment of all or a portion of the \$750 million 3.375% Notes due June 2022. Interest of approximately \$21 million per year is payable semi-annually on February 25 and August 25 of each year, which commences on February 25, 2022. The 2032 Notes may be redeemed prior to November 25, 2031 in whole or in part at any time, at the option of the Company, at a "make-whole" redemption price or at 100% of the principal amount of the 2032 Notes thereafter.

**2031 Notes.** In April 2020, the Company issued \$1.25 billion in aggregate principal amount of 1.90% senior unsecured and unsubordinated notes maturing on January 28, 2031 (the "2031 Notes"). The net proceeds of the 2031 Notes were used for general corporate purposes. Interest of approximately \$24 million per year is payable semi-annually on January 28 and July 28 of each year, which commenced on July 28, 2020. The 2031 Notes may be redeemed prior to October 28, 2030 in whole or in part at any time, at the option of the Company, at a "make-whole" redemption price or at 100% of the principal amount of the 2031 Notes thereafter.

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**2030 Notes.** In January 2020, the Company issued \$1 billion in aggregate principal amount of 2.40% senior unsecured and unsubordinated notes maturing on April 30, 2030 (the "2030 Notes"). The net proceeds of the 2030 Notes were used for general corporate purposes. Interest of approximately \$24 million per year is payable semi-annually on April 30 and October 30 of each year, which commenced on April 30, 2020. The 2030 Notes may be redeemed prior to January 30, 2030 in whole or in part at any time, at the option of the Company, at a "make-whole" redemption price or at 100% of the principal amount of the 2030 Notes thereafter.

**2029 Notes.** In April 2019, the Company issued \$1 billion in aggregate principal amount of 3.25% senior unsecured and unsubordinated notes maturing on April 30, 2029 (the "2029 Notes"). The net proceeds of the 2029 Notes were used for general corporate purposes, which included a portion of the purchase price of the eFront Transaction, repayment of a portion of the \$1 billion 5.00% notes in December 2019 and repayment of borrowings under its commercial paper program. Interest is payable semi-annually on April 30 and October 30 of each year, which commenced on October 30, 2019, and is approximately \$33 million per year. The 2029 Notes may be redeemed prior to January 30, 2029 in whole or in part at any time, at the option of the Company, at a "make-whole" redemption price or at par thereafter.

**2027 Notes.** In March 2017, the Company issued \$700 million in aggregate principal amount of 3.20% senior unsecured and unsubordinated notes maturing on March 15, 2027 (the "2027 Notes"). The net proceeds of the 2027 Notes were used to fully repay \$700 million in aggregate principal amount outstanding of 6.25% notes in April 2017 prior to their maturity in September 2017. Interest is payable semi-annually on March 15 and September 15 of each year, and is approximately \$22 million per year. The 2027 Notes may be redeemed prior to maturity at any time in whole or in part at the option of the Company at a "make-whole" redemption price.

**2025 Notes.** In May 2015, the Company issued €700 million of 1.25% senior unsecured notes maturing on May 6, 2025 (the "2025 Notes"). The notes are listed on the New York Stock Exchange. The net proceeds of the 2025 Notes were used for general corporate purposes, including refinancing of outstanding indebtedness. Interest of approximately \$11 million per year based on current exchange rates is payable annually on May 6 of each year. The 2025 Notes may be redeemed in whole or in part prior to maturity at any time at the option of the Company at a "make-whole" redemption price.

Upon conversion to US dollars the Company designated the €700 million debt offering as a net investment hedge to offset its currency exposure relating to its net investment in certain euro functional currency operations. A gain of \$46 million (net of tax expense of \$14 million), loss of \$54 million (net of tax benefit of \$17 million), and a gain of \$11 million (net of tax expense of \$3 million) were recognized in other comprehensive income for 2021, 2020 and 2019, respectively. No hedge ineffectiveness was recognized during 2021, 2020 and 2019.

**2024 Notes.** In March 2014, the Company issued \$1 billion in aggregate principal amount of 3.50% senior unsecured and unsubordinated notes maturing on March 18, 2024 (the "2024 Notes"). The net proceeds of the 2024 Notes were used to refinance certain indebtedness which matured in the fourth quarter of 2014. Interest is payable semi-annually in arrears on March 18 and September 18 of each year, or approximately \$35 million per year. The 2024 Notes may be redeemed prior to maturity at any time in whole or in part at the option of the Company at a "make-whole" redemption price.

**2022 Notes.** In May 2012, the Company issued \$1.5 billion in aggregate principal amount of unsecured unsubordinated obligations. These notes were issued as two separate series of senior debt securities, including \$750 million of 1.375% notes, which were repaid in June 2015 at maturity, and \$750 million of 3.375% notes maturing in June 2022 (the "2022 Notes"). Net proceeds were used to fund the repurchase of BlackRock's common stock and Series B Preferred from Barclays and affiliates and for general corporate purposes. Interest on the 2022 Notes of approximately \$25 million per year is payable semi-annually on June 1 and December 1 of each year. The 2022 Notes may be redeemed prior to maturity at any time in whole or in part at the option of the Company at a "make-whole" redemption price. The "make-whole" redemption price represents a price, subject to the specific terms of the 2022 Notes and related indenture, that is the greater of (a) par value and (b) the present value of future payments that will not be paid because of an early redemption, which is discounted at a fixed spread over a comparable Treasury security.

**2021 Notes.** In May 2011, the Company issued \$1.5 billion in aggregate principal amount of unsecured unsubordinated obligations. These notes were issued as two separate series of senior debt securities, including \$750 million of 4.25% notes, which were repaid in May 2021 at maturity and \$750 million of floating rate notes, which were repaid in May 2013 at maturity. Net proceeds of this offering were used to fund the repurchase of BlackRock's Series B Preferred from affiliates of Merrill Lynch & Co., Inc. Interest on the 4.25% notes was approximately \$32 million per year.

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## 16. Commitments and Contingencies

**Investment Commitments.** At December 31, 2021, the Company had \$754 million of various capital commitments to fund sponsored investment products, including CIPs. These products include private equity funds, real assets funds and opportunistic funds. This amount excludes additional commitments made by consolidated funds of funds to underlying third-party funds as third-party noncontrolling interest holders have the legal obligation to fund the respective commitments of such funds of funds. Generally, the timing of the funding of these commitments is unknown and the commitments are callable on demand at any time prior to the expiration of the commitment. These unfunded commitments are not recorded on the consolidated statements of financial condition. These commitments do not include potential future commitments approved by the Company that are not yet legally binding. The Company intends to make additional capital commitments from time to time to fund additional investment products for, and with, its clients.

### Contingencies

**Contingent Payments Related to Business Acquisitions.** In connection with certain acquisitions, BlackRock is required to make contingent payments, subject to achieving specified performance targets, which may include revenue related to acquired contracts. The fair value of the remaining aggregate contingent payments at December 31, 2021 totaled \$64 million and is included in other liabilities on the consolidated statements of financial condition.

**Other Contingent Payments.** The Company acts as the portfolio manager in a series of derivative transactions and has a maximum potential exposure of \$17 million between the Company and a counterparty. See Note 9, *Derivatives and Hedging*, for further discussion.

**Legal Proceedings.** From time to time, BlackRock receives subpoenas or other requests for information from various US federal and state governmental and regulatory authorities and international governmental and regulatory authorities in connection with industry-wide or other investigations or proceedings. It is BlackRock's policy to cooperate fully with such matters. The Company, certain of its subsidiaries and employees have been named as defendants in various legal actions, including arbitrations and other litigation arising in connection with BlackRock's activities. Additionally, BlackRock-advised investment portfolios may be subject to lawsuits, any of which potentially could harm the investment returns of the applicable portfolio or result in the Company being liable to the portfolios for any resulting damages.

On April 5, 2017, BlackRock, Inc., BlackRock Institutional Trust Company, N.A. ("BTC"), the BlackRock, Inc. Retirement Committee and various sub-committees, and a BlackRock employee were named as defendants in a purported class action lawsuit brought in the US District Court for the Northern District of California by a former employee on behalf of all participants and beneficiaries in the BlackRock employee 401(k) Plan (the "Plan") from April 5, 2011 to the present. The lawsuit generally alleges that the defendants breached their duties towards Plan participants in violation of the Employee Retirement Income Security Act of 1974 by, among other things, offering investment options that were overly expensive, underperformed unaffiliated peer funds, focused disproportionately on active versus passive strategies, and were unduly concentrated in investment options managed by BlackRock. On October 18, 2017, the plaintiffs filed an Amended Complaint, which, among other things, added as defendants certain current and former members of the BlackRock Retirement and Investment Committees. The Amended Complaint also included a new purported class claim on behalf of investors in certain CTFs managed by BTC. Specifically, the plaintiffs allege that BTC, as fiduciary to the CTFs, engaged in self-dealing by, most significantly, selecting itself as the securities lending agent on terms that the plaintiffs claim were excessive. The Amended Complaint also alleged that BlackRock took undue risks in its management of securities lending cash reinvestment vehicles during the financial crisis. On August 23, 2018, the court granted permission to the plaintiffs to file a Second Amended Complaint ("SAC") which added as defendants the BlackRock, Inc. Management Development and Compensation Committee, the Plan's independent investment consultant and the Plan's Administrative Committee and its members. On October 22, 2018, BlackRock filed a motion to dismiss the SAC, and on June 3, 2019, the plaintiffs filed a motion seeking to certify both the Plan and the CTF classes. On September 3, 2019, the court granted BlackRock's motion to dismiss part of the plaintiffs' claim seeking to recover alleged losses in the securities lending vehicles but denied the motion to dismiss in all other respects. On February 11, 2020, the court denied the plaintiffs' motion to certify the CTF class and granted their motion to certify the Plan class. On April 27, 2020, the Ninth Circuit denied the plaintiffs' request to immediately appeal the class certification ruling. On September 24, 2020, the parties cross-moved for summary judgment, both of which were denied on January 12, 2021. On February 5, 2021, the parties reached a settlement in principle for \$9.65 million to resolve the remaining claims in the lawsuit, and this settlement was presented to the court for approval on March 23, 2021. There were no class member objections to the settlement following notice, and the court granted final approval of the settlement on November 3, 2021. A final judgment approving the settlement was entered in the district court on November 8, 2021. The case is now closed.

Management, after consultation with legal counsel, currently does not anticipate that the aggregate liability arising out of regulatory matters or lawsuits will have a material effect on BlackRock's results of operations, financial position, or cash flows. However, there is no assurance as to whether any such pending or threatened matters will have a material effect on BlackRock's results of operations, financial position or cash flows in any future reporting period. Due to uncertainties surrounding the outcome of these matters, management cannot reasonably estimate the possible loss or range of loss that may arise from these matters.

**Indemnifications.** In the ordinary course of business or in connection with certain acquisition agreements, BlackRock enters into contracts pursuant to which it may agree to indemnify third parties in certain circumstances. The terms of these indemnities vary from contract to contract and the amount of indemnification liability, if any, cannot be determined or the likelihood of any liability is considered remote. Consequently, no liability has been recorded on the consolidated statements of financial condition.

In connection with securities lending transactions, BlackRock has agreed to indemnify certain securities lending clients against potential loss resulting from a borrower's failure to fulfill its obligations under the securities lending agreement should the value of the collateral pledged by the borrower at the time of default be insufficient to cover the borrower's obligation under the securities lending agreement. The amount of securities on loan as of December 31, 2021 and subject to this type of indemnification was \$286 billion. In the Company's capacity as lending agent, cash and securities totaling \$304 billion were held as collateral for indemnified securities on loan at December 31, 2021. The fair value of these indemnifications was not material at December 31, 2021.

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## 17. Revenue

The table below presents detail of revenue for 2021, 2020 and 2019 and includes the product mix of investment advisory, administration fees and securities lending revenue and performance fees.

(in millions)	2021	2020	2019
<b>Investment advisory, administration fees and securities lending revenue:</b>			
Equity:			
Active	\$ 2,571	\$ 1,737	\$ 1,554
ETFs	4,658	3,499	3,495
Non-ETF index	771	664	667
Equity subtotal	8,000	5,900	5,716
Fixed income:			
Active	2,191	1,957	1,918
ETFs	1,201	1,119	963
Non-ETF index	471	463	405
Fixed income subtotal	3,863	3,539	3,286
Multi-asset	1,414	1,163	1,148
Alternatives:			
Illiquid alternatives	668	577	488
Liquid alternatives	629	502	413
Currency and commodities(1)	216	168	108
Alternatives subtotal	1,513	1,247	1,009
<b>Long-term</b>	<b>14,790</b>	<b>11,849</b>	<b>11,159</b>
Cash management	470	790	618
<b>Total investment advisory, administration fees and securities lending revenue</b>	<b>15,260</b>	<b>12,639</b>	<b>11,777</b>
Investment advisory performance fees:			
Equity	153	91	36
Fixed income	48	35	10
Multi-asset	32	35	19
Alternatives:			
Illiquid alternatives	208	83	136
Liquid alternatives	702	860	249
Alternatives subtotal	910	943	385
<b>Total performance fees</b>	<b>1,143</b>	<b>1,104</b>	<b>450</b>
<b>Technology services revenue</b>	<b>1,281</b>	<b>1,139</b>	<b>974</b>
Distribution fees:			
Retrocessions	1,098	736	658
12b-1 fees (US mutual fund distribution fees)	358	337	358
Other	65	58	53
<b>Total distribution fees</b>	<b>1,521</b>	<b>1,131</b>	<b>1,069</b>
Advisory and other revenue:			
Advisory	68	68	99
Other	101	124	170
<b>Total advisory and other revenue</b>	<b>169</b>	<b>192</b>	<b>269</b>
<b>Total revenue</b>	<b>\$ 19,374</b>	<b>\$ 16,205</b>	<b>\$ 14,539</b>

(1) Amounts include commodity ETFs.

The tables below present the investment advisory, administration fees and securities lending revenue by client type and investment style:

(in millions)	2021	2020	2019
<b>By client type:</b>			
Retail	\$ 4,957	\$ 3,651	\$ 3,411
ETFs	6,074	4,788	4,564
Institutional:			
Active	2,675	2,342	2,172
Index	1,084	1,068	1,012
Total institutional	3,759	3,410	3,184
<b>Long-term</b>	<b>14,790</b>	<b>11,849</b>	<b>11,159</b>
Cash management	470	790	618
<b>Total</b>	<b>\$ 15,260</b>	<b>\$ 12,639</b>	<b>\$ 11,777</b>
<b>By investment style:</b>			
Active	\$ 7,455	\$ 5,914	\$ 5,510
Index and ETFs	7,335	5,935	5,649
<b>Long-term</b>	<b>14,790</b>	<b>11,849</b>	<b>11,159</b>
Cash management	470	790	618
<b>Total</b>	<b>\$ 15,260</b>	<b>\$ 12,639</b>	<b>\$ 11,777</b>

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### Investment advisory and administration fees – remaining performance obligation

The tables below present estimated investment advisory and administration fees expected to be recognized in the future related to the unsatisfied portion of the performance obligations at December 31, 2021 and 2020:

#### December 31, 2021

(in millions)	2022	2023	2024	Thereafter	Total
Investment advisory and administration fees:					
Alternatives(1)(2)	\$ 161	\$ 147	\$ 86	\$ 77	\$ 471

#### December 31, 2020

(in millions)	2021	2022	2023	Thereafter	Total
Investment advisory and administration fees:					
Alternatives(1)(2)	\$ 148	\$ 144	\$ 112	\$ 107	\$ 511

- (1) Investment advisory and administration fees include management fees related to certain alternative products, which are based on contractual committed capital outstanding at December 31, 2021 and 2020. Actual management fees could be higher to the extent additional committed capital is raised. These fees are generally billed on a quarterly basis in arrears.
- (2) The Company elected the following practical expedients and therefore does not include amounts related to (1) performance obligations with an original duration of one year or less, and (2) variable consideration related to future service periods.

### Change in deferred carried interest liability

The table below presents changes in the deferred carried interest liability, which is included in other liabilities on the consolidated statements of financial condition, for the year ended December 31, 2021 and 2020:

(in millions)	2021	2020
Beginning balance	\$ 584	\$ 483
Net increase (decrease) in unrealized allocations	1,083	150
Performance fee revenue recognized	(159)	(49)
Ending balance	\$ 1,508	\$ 584

### Technology services revenue – remaining performance obligation

The tables below present estimated technology services revenue expected to be recognized in the future related to the unsatisfied portion of the performance obligations at December 31, 2021 and 2020:

#### December 31, 2021

(in millions)	2022	2023	2024	Thereafter	Total
Technology services revenue(1)(2)	\$ 115	\$ 55	\$ 33	\$ 36	\$ 239

#### December 31, 2020

(in millions)	2021	2022	2023	Thereafter	Total
Technology services revenue(1)(2)	\$ 118	\$ 58	\$ 33	\$ 22	\$ 231

- (1) Technology services revenue primarily includes upfront payments from customers, which the Company generally recognizes as services are performed.
- (2) The Company elected the following practical expedients and therefore does not include amounts related to (1) performance obligations with an original duration of one year or less, and (2) variable consideration related to future service periods.

In addition to amounts disclosed in the tables above, certain technology services contracts require fixed minimum fees, which are billed on a monthly or quarterly basis in arrears. The Company recognizes such revenue as services are performed. As of December 31, 2021, the estimated fixed minimum fees for 2022 for outstanding contracts approximated \$790 million. The term for these contracts, which are either in their initial or renewal period, ranges from one to five years.

The table below presents changes in the technology services deferred revenue liability for the year ended December 31, 2021 and 2020, which is included in other liabilities on the consolidated statements of financial condition:

(in millions)	2021	2020
Beginning balance	\$ 123	\$ 116
Additions(1)	94	89
Revenue recognized that was included in the beginning balance	(95)	(82)
Ending balance	\$ 122	\$ 123

- (1) Amounts are net of revenue recognized.

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## 18. Stock-Based Compensation

The components of stock-based compensation expense are as follows:

(in millions)	2021	2020	2019
Stock-based compensation:			
Restricted stock and RSUs	\$ 709	\$ 593	\$ 532
Stock options	25	29	35
Total stock-based compensation	\$ 734	\$ 622	\$ 567

**Stock Award and Incentive Plan.** Pursuant to the BlackRock, Inc. Second Amended and Restated 1999 Stock Award and Incentive Plan (the "Award Plan"), options to purchase shares of the Company's common stock at an exercise price not less than the market value of BlackRock's common stock on the date of grant in the form of stock options, restricted stock or RSUs may be granted to employees and nonemployee directors. A maximum of 41,500,000 shares of common stock were authorized for issuance under the Award Plan. Of this amount, 5,190,152 shares remain available for future awards at December 31, 2021. Upon exercise of employee stock options, the issuance of restricted stock or the vesting of RSUs, the Company issues shares out of treasury to the extent available.

**Restricted Stock and RSUs.** Pursuant to the Award Plan, restricted stock grants and RSUs may be granted to certain employees. Substantially all restricted stock and RSUs vest over periods ranging from one to three years and are expensed using the straight-line method over the requisite service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards. Restricted stock and RSUs are not considered participating securities for purposes of calculating EPS as the dividend equivalents are subject to forfeiture prior to vesting of the award.

Restricted stock and RSU activity for 2021 is summarized below.

Outstanding at	Restricted Stock and RSUs	Weighted-Average Grant Date Fair Value
December 31, 2020	2,139,930	\$ 489.81
Granted	886,378	\$ 749.44
Converted	(770,794)	\$ 506.68
Forfeited	(72,497)	\$ 574.82
<b>December 31, 2021</b>	<b>2,183,017</b>	<b>\$ 586.45</b>

The Company values restricted stock and RSUs at their grant-date fair value as measured by BlackRock's common stock price. The total fair market value of RSUs/restricted stock granted to employees during 2021, 2020 and 2019 was \$664 million, \$517 million and \$508 million, respectively. The total grant-date fair market value of RSUs/restricted stock converted to common stock during 2021, 2020 and 2019 was \$391 million, \$421 million and \$398 million, respectively.

RSUs/restricted stock granted in connection with annual incentive compensation under the Award Plan primarily related to the following:

	2021	2020	2019
Awards granted that vest ratably over three years from the date of grant	470,253	504,403	674,206
Awards granted that cliff vest 100% on:			
January 31, 2022	—	—	377,291
January 31, 2023	—	393,161	—
January 31, 2024	247,621	—	—
	<b>717,874</b>	<b>897,564</b>	<b>1,051,497</b>

In addition, the Company also granted RSUs of 168,504, 71,531 and 174,752 during 2021, 2020 and 2019, respectively, with varying vesting periods.

At December 31, 2021, the intrinsic value of outstanding RSUs was \$2.0 billion, reflecting a closing stock price of \$915.56.

At December 31, 2021, total unrecognized stock-based compensation expense related to unvested RSUs was \$472 million. The unrecognized compensation cost is expected to be recognized over the remaining weighted-average period of 1.0 years.

In January 2022, the Company granted under the Award Plan:

- 498,633 RSUs or shares of restricted stock to employees as part of annual incentive compensation that vest ratably over three years from the date of grant; and
- 197,817 RSUs or shares of restricted stock to employees that cliff vest 100% on January 31, 2025.
- 8,612 RSUs or shares of restricted stock to employees with various vesting schedules.

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**Performance-Based RSUs.** Pursuant to the Award Plan, performance-based RSUs may be granted to certain employees. Each performance-based award consists of a "base" number of RSUs granted to the employee. The number of shares that an employee ultimately receives at vesting will be equal to the base number of performance-based RSUs granted, multiplied by a predetermined percentage determined in accordance with the level of attainment of Company performance measures during the performance period and could be higher or lower than the original RSU grant. Performance-based RSUs are not considered participating securities as the dividend equivalents are subject to forfeiture prior to vesting of the award.

In the first quarter of 2021, 2020 and 2019, the Company granted 162,029, 238,478 and 283,014, respectively, performance-based RSUs to certain employees that cliff vest 100% on January 31, 2024, 2023 and 2022, respectively. These awards are amortized over a service period of three years. In January 2021, the Company granted 4,545 additional RSUs to certain employees based on the attainment of Company performance measures during the performance period.

Performance-based RSU activity for 2021 is summarized below.

Outstanding at	Performance-Based RSUs	Weighted-Average Grant Date Fair Value
December 31, 2020	700,217	\$ 494.51
Granted	162,029	\$ 739.22
Additional shares granted due to attainment of performance measures	4,545	\$ 566.44
Converted	(193,872)	\$ 566.44
Forfeited	(4,114)	\$ 486.12
<b>December 31, 2021</b>	<b>668,805</b>	<b>\$ 533.48</b>

The Company initially values performance-based RSUs at their grant-date fair value as measured by BlackRock's common stock price. The total grant-date fair market value of performance-based RSUs granted to employees during 2021, 2020 and 2019 was \$122 million, \$139 million and \$117 million, respectively.

At December 31, 2021, the intrinsic value of outstanding performance-based RSUs was \$612 million reflecting a closing stock price of \$915.56.

At December 31, 2021, total unrecognized stock-based compensation expense related to unvested performance-based awards was \$169 million. The unrecognized compensation cost is expected to be recognized over the remaining weighted-average period of 1.0 year.

In January 2022, the Company granted 143,846 performance-based RSUs to certain employees that cliff vest 100% on January 31, 2025. These awards are amortized over a service period of three years. The number of shares distributed at vesting could be higher or lower than the original grant based on the level of attainment of predetermined Company performance measures.

**Performance-based Stock Options.** Pursuant to the Award Plan, performance-based stock options may be granted to certain employees. Vesting of the performance-based stock options is contingent upon the achievement of obtaining 125% of BlackRock's grant-date stock price within five years from the grant date and the attainment of Company performance measures during the four-year performance period. If both hurdles are achieved, the award will vest in three equal installments at the end of 2022, 2023 and 2024, respectively. Both hurdles were achieved at December 31, 2021. Vested options can then be exercised up to nine years following the grant date. At December 31, 2021, the weighted average remaining life of the awards is approximately 4.9 years. The awards are generally forfeited if the employee leaves the Company before the respective vesting date. The expense for each tranche is amortized over the respective requisite service period. The Company assumes the performance condition will be achieved. If such condition is not met, no compensation cost is recognized and any recognized compensation cost is reversed. Stock option activity for 2021 is summarized below.

Outstanding at	Shares Under Option	Weighted Average Exercise Price
December 31, 2020	1,915,792	\$ 513.50
Forfeited	(97,869)	\$ 513.50
<b>December 31, 2021</b>	<b>1,817,923</b>	<b>\$ 513.50</b>

The options have a strike price of \$513.50, which was the closing price of the shares on the grant date. The grant-date fair value of the awards issued in 2017 was \$208 million and was estimated using a Monte Carlo simulation with an embedded lattice model using the assumptions included in the following table:

Grant Year	Expected Term (Years)	Expected Stock Volatility	Expected Dividend Yield	Risk-Free Interest Rate
2017	6.56	22.23%	2.16%	2.33%

The expected term was derived using a Monte Carlo simulation with the embedded lattice model and represents the period of time that options granted are expected to be outstanding. The expected stock volatility was based upon an average of historical stock price fluctuations of BlackRock's common stock and an implied volatility at the grant date. The dividend yield was calculated as the most recent quarterly dividend divided by the average three-month stock price as of the grant date. The risk-free interest rate is based on the US Treasury Constant Maturities yield curve at date of grant.

At December 31, 2021, total unrecognized stock-based compensation expense related to unvested performance-based stock options was \$49 million. The unrecognized compensation cost is expected to be recognized over the remaining weighted-average period of 1.9 years.

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**Employee Stock Purchase Plan ("ESPP").** The ESPP allows eligible employees to purchase the Company's common stock at 95% of the fair market value on the last day of each three-month offering period. The Company does not record compensation expense related to employees purchasing shares under the ESPP.

## 19. Deferred Cash Compensation and Employee Benefit Plans

### Deferred Cash Compensation Plans

The components of deferred cash compensation expense are as follows:

(in millions)	2021	2020	2019
Deferred cash compensation expense:			
IPDCP	\$ 304	\$ 185	\$ 161
VDCP	12	7	13
Other(1)	74	16	65
Total deferred cash compensation expense	\$ 390	\$ 208	\$ 238

(1) Amounts primarily relate to deferred cash compensation granted in connection with certain acquisitions.

**Deferred Cash Contribution Compensation Plan.** The Company adopted an Investment Professional Deferred Compensation Program ("IPDCP") for the purpose of providing deferred compensation and retention incentives to certain employees. For this plan, the final value of the deferred amount to be distributed in cash upon vesting is associated with investment returns of certain investment funds. In January 2021, 2020 and 2019, the Company granted approximately \$321 million, \$137 million, and \$140 million of deferred compensation that will fluctuate with investment returns and will vest ratably over three years from the date of grant. The liabilities for this plan were \$377 million and \$255 million at December 31, 2021 and 2020, respectively, and are reflected in the consolidated statements of financial condition as accrued compensation and benefits. In January 2022, the Company granted approximately \$257 million of additional deferred compensation that will fluctuate with investment returns and will vest ratably over three years from the date of grant. In addition, the liabilities related to other deferred cash contribution plans were approximately \$99 million and \$84 million at December 31, 2021 and 2020, respectively.

**Voluntary Deferred Compensation Plan.** The Company adopted a Voluntary Deferred Compensation Plan ("VDCP") that allows eligible employees in the United States to elect to defer between 1% and 100% of their annual cash incentive compensation. The participants must specify a deferral period of up to 10 years from the year of deferral and additionally, elect to receive distributions in the form of a lump sum or in up to 10 annual installments. The liability balance of \$101 million and \$82 million at December 31, 2021 and 2020, respectively, is reflected on the consolidated statements of financial condition as accrued compensation and benefits.

**Leadership Retention Carry Plan.** In 2019, the Company adopted a carried interest retention incentive program referred to as the BlackRock Leadership Retention Carry Plan, pursuant to which senior-level employees (but not including the Chief Executive Officer), as may be determined by the Company from time to time, will be eligible to receive a portion of the cash payments, based on their percentage points, in the total carried interest distributions payable to the Company from participating carry funds. Cash payments, if any, with respect to these percentage points will be made following the recipient's termination of employment due to qualified retirement, death or disability, subject to his or her execution of a release of claims and continued compliance with his or her restrictive covenant obligations following termination. There was no impact to the consolidated financial statements.

### Defined Contribution Plans

The Company has several defined contribution plans primarily in the United States and United Kingdom.

Certain of the Company's US employees participate in a defined contribution plan. Employee contributions of up to 8% of eligible compensation, as defined by the plan and subject to Internal Revenue Code limitations, are matched by the Company at 50% up to a maximum of \$5,000 annually. In addition, the Company makes an annual retirement contribution to eligible participants equal to 3-5% of eligible compensation. The Company's contribution expense related to this plan was \$101 million in 2021, \$93 million in 2020, and \$66 million in 2019.

Certain United Kingdom ("UK") wholly owned subsidiaries of the Company contribute to defined contribution plans for their employees. The contributions range between 6% and 15% of each employee's eligible compensation. The Company's contribution expense related to these plans was \$57 million in 2021, \$45 million in 2020, and \$41 million in 2019.

In addition, the contribution expense related to defined contribution plans in other regions was \$36 million in 2021, \$34 million in 2020 and \$29 million in 2019.

**Defined Benefit Plans.** The Company has several defined benefit pension plans with plan assets of approximately \$35 million and \$36 million at December 31, 2021 and 2020, respectively. The underfunded obligations at December 31, 2021 and 2020 were not material. Benefit payments for the next five years and in aggregate for the five years thereafter are not expected to be material.

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## 20. Related Party Transactions

### Determination of Related Parties

PNC. The Company considered PNC, along with its affiliates, to be a related party based on its level of capital stock ownership prior to the secondary offering in May 2020 by PNC of shares of the Company's stock. See Note 23, *Capital Stock*, for more information on PNC secondary offering. At December 31, 2021, PNC did not own any of the Company's capital stock and is no longer considered a related party.

*Registered Investment Companies and Equity Method Investments.* The Company considers the registered investment companies that it manages, which include mutual funds and exchange-traded funds, to be related parties as a result of the Company's advisory relationship. In addition, equity method investments are considered related parties, due to the Company's influence over the financial and operating policies of the investee.

### Revenue from Related Parties

Revenue for services provided by the Company to these and other related parties are as follows:

(in millions)	2021	2020	2019
Investment advisory, administration fees and securities lending revenue <sup>(1)</sup>	\$ 11,474	\$ 9,079	\$ 8,323
Investment advisory performance fees <sup>(1)</sup>	555	301	131
Technology services revenue <sup>(2)</sup>	-	4	9
Advisory and other revenue <sup>(3)</sup>	(16)	19	59
Total revenue from related parties	\$ 12,013	\$ 9,403	\$ 8,522

(1) Amounts primarily include revenue from registered investment companies and equity method investees.

(2) Amounts primarily include revenue from PNC and affiliates.

(3) Amounts primarily include the Company's share of the investee's underlying net income or (loss) from equity method investees.

The Company provides investment advisory and administration services to its open- and closed-end funds and other commingled or pooled funds and separate accounts in which related parties invest.

**Receivables and Payables with Related Parties.** Due from related parties, which is included within other assets on the consolidated statements of financial condition was \$162 million and \$109 million at December 31, 2021 and 2020, respectively, and primarily represented receivables from certain investment products managed by BlackRock. Accounts receivable at December 31, 2021 and 2020 included \$1.3 billion and \$1.1 billion, respectively, related to receivables from BlackRock mutual funds and ETFs, for investment advisory and administration services.

Due to related parties, which is included within other liabilities on the consolidated statements of financial condition, was \$17 million at both December 31, 2021 and 2020, respectively, and primarily represented payables to certain investment products managed by BlackRock.

## 21. Net Capital Requirements

The Company is required to maintain net capital in certain regulated subsidiaries within a number of jurisdictions, which is partially maintained by retaining cash and cash equivalent investments in those subsidiaries or jurisdictions. As a result, such subsidiaries of the Company may be restricted in their ability to transfer cash between different jurisdictions and to their parents. Additionally, transfers of cash between international jurisdictions may have adverse tax consequences that could discourage such transfers.

**Banking Regulatory Requirements.** BTC, a wholly owned subsidiary of the Company, is chartered as a national bank whose powers are limited to trust and other fiduciary activities and which is subject to regulatory capital requirements administered by the US Office of the Comptroller of the Currency. Federal banking regulators would be required to take certain actions and permitted to take other actions in the event of BTC's failure to meet minimum capital requirements that, if undertaken, could have a direct material effect on the Company's consolidated financial statements.

Quantitative measures established by regulators to ensure capital adequacy require BTC to maintain a minimum Common Equity Tier 1 capital and Tier 1 leverage ratio, as well as Tier 1 and total risk-based capital ratios. Based on BTC's calculations as of December 31, 2021 and 2020, it exceeded the applicable capital adequacy requirements.

(in millions)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2021</b>						
Total capital (to risk weighted assets)	\$ 816	119.8%	\$ 55	8.0%	\$ 68	10.0%
Common Equity Tier 1 capital (to risk weighted assets)	\$ 808	118.5%	\$ 31	4.5%	\$ 44	6.5%
Tier 1 capital (to risk weighted assets)	\$ 808	118.5%	\$ 41	6.0%	\$ 55	8.0%
Tier 1 capital (to average assets)	\$ 808	64.3%	\$ 50	4.0%	\$ 63	5.0%
<b>December 31, 2020</b>						
Total capital (to risk weighted assets)	\$ 740	184.6%	\$ 32	8.0%	\$ 40	10.0%
Common Equity Tier 1 capital (to risk weighted assets)	\$ 740	184.6%	\$ 18	4.5%	\$ 26	6.5%
Tier 1 capital (to risk weighted assets)	\$ 740	184.6%	\$ 24	6.0%	\$ 32	8.0%
Tier 1 capital (to average assets)	\$ 740	71.3%	\$ 41	4.0%	\$ 52	5.0%

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**Broker-dealers.** BlackRock Investments, LLC and BlackRock Execution Services are registered broker-dealers and wholly owned subsidiaries of BlackRock that are subject to the Uniform Net Capital requirements under the Securities Exchange Act of 1934, which requires maintenance of certain minimum net capital levels.

**Capital Requirements.** At December 31, 2021 and 2020, the Company was required to maintain approximately \$2.3 billion and \$2.2 billion, respectively, in net capital in certain regulated subsidiaries, including BTC, entities regulated by the Financial Conduct Authority and Prudential Regulation Authority in the United Kingdom, and the Company's broker-dealers. The Company was in compliance with all applicable regulatory net capital requirements.

## 22. Accumulated Other Comprehensive Income (Loss)

The following table presents changes in AOCI for 2021, 2020 and 2019:

(in millions)	2021	2020	2019
Beginning balance	\$ (337)	\$ (571)	\$ (691)
Foreign currency translation adjustments(1)	(213)	234	120
Ending balance	\$ (550)	\$ (337)	\$ (571)

(1) Amount for 2021 includes a gain from a net investment hedge of \$46 million (net of tax expense of \$14 million). Amount for 2020 includes a loss from a net investment hedge of \$54 million (net of tax benefit of \$17 million). Amount for 2019 includes a gain from a net investment hedge of \$11 million (net of tax expense of \$3 million).

## 23. Capital Stock

**May 2020 PNC Secondary Offering and Share Repurchase.** On May 15, 2020, a subsidiary of PNC completed the secondary offering of 31,628,573 shares of the Company's common stock at a price of \$420 per share, which included 823,188 shares of common stock issued upon the conversion of the Company's Series B Convertible Participating Preferred Stock and 2,875,325 shares of common stock under the fully exercised underwriters' option to purchase additional shares. Also on May 15, 2020, PNC completed the sale of 2,650,857 shares to the Company at a price of \$414.96 per share. The shares repurchased by the Company were in addition to the share repurchase authorization under the Company's existing share repurchase program. The secondary offering and the Company's share repurchase resulted in PNC's exit of its entire ownership position in the Company.

**Elimination of Preferred Stock.** As a result of PNC's exit of its entire ownership position in the Company, on October 6, 2020, the Company filed a Certificate of Elimination to its Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") with the Secretary of State for the state of Delaware eliminating each of the Company's Series A, B and C Convertible Participating Preferred Stock and Series D Participating Preferred Stock (collectively, the "Preferred Stock"). As of October 6, 2020 (the date of filing the Certificate of Elimination), there were no outstanding shares of the Preferred Stock.

**PNC Capital Contribution.** During 2019, PNC surrendered to BlackRock 143,458 shares of BlackRock Series C Preferred to fund certain long-term incentive plans ("LTIP") awards and completed its share delivery obligation in connection with its share surrender agreement.

**Cash Dividends for Common and Preferred Shares / RSUs.** During 2021, 2020 and 2019, the Company paid cash dividends of \$16.52 per share (or \$2,547 million), \$14.52 per share (or \$2,260 million) and \$13.20 per share (or \$2,096 million), respectively.

**Share Repurchases.** During 2021, the Company repurchased approximately 1.4 million common shares under the Company's existing share repurchase program for \$1.2 billion. At December 31, 2021, there were 3.6 million shares still authorized to be repurchased under the program.

The Company's common and preferred shares issued and outstanding and related activity consist of the following:

	Shares Issued				Shares Outstanding		
	Common Shares	Treasury Common Shares	Series B Preferred	Series C Preferred	Common Shares	Series B Preferred	Series C Preferred
December 31, 2018	171,252,185	(13,698,684)	823,188	143,458	157,553,501	823,188	143,458
Shares repurchased	—	(4,018,905)	—	—	(4,018,905)	—	—
Net issuance of common shares related to employee stock transactions	—	841,184	—	—	841,184	—	—
PNC LTIP capital contribution	—	—	—	(143,458)	—	—	(143,458)
December 31, 2019	171,252,185	(16,876,405)	823,188	—	154,375,780	823,188	—
Shares repurchased	—	(3,445,554)	—	—	(3,445,554)	—	—
Net issuance of common shares related to employee stock transactions	—	779,471	—	—	779,471	—	—
Exchange of preferred shares series B for common shares	823,188	—	(823,188)	—	823,188	(823,188)	—
December 31, 2020	172,075,373	(19,542,488)	—	—	152,532,885	—	—
Shares repurchased	—	(1,421,994)	—	—	(1,421,994)	—	—
Net issuance of common shares related to employee stock transactions	—	573,600	—	—	573,600	—	—
December 31, 2021	172,075,373	(20,390,882)	—	—	151,684,491	—	—

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## 24. Income Taxes

The components of income tax expense for 2021, 2020 and 2019, are as follows:

(in millions)	2021	2020	2019
Current income tax expense:			
Federal	\$ 2,031	\$ 720	\$ 735
State and local	226	86	109
Foreign	576	589	400
Total net current income tax expense	2,833	1,395	1,244
Deferred income tax expense (benefit):			
Federal	(935)	(66)	15
State and local	(150)	6	7
Foreign	220	(97)	(5)
Total net deferred income tax expense (benefit)	(865)	(157)	17
Total income tax expense	\$ 1,968	\$ 1,238	\$ 1,261

Income tax expense has been based on the following components of income before taxes, less net income (loss) attributable to NCI:

(in millions)	2021	2020	2019
Domestic	\$ 5,030	\$ 3,805	\$ 3,766
Foreign	2,839	2,365	1,971
Total	\$ 7,869	\$ 6,170	\$ 5,737

The foreign income before taxes includes countries that have statutory tax rates that are different than the US federal statutory tax rate of 21%, such as the United Kingdom, Germany, Canada and Netherlands.

A reconciliation of income tax expense with expected federal income tax expense computed at the applicable federal income tax rate of 21% for 2021, 2020 and 2019 is as follows:

(in millions)	2021	2020	2019
Statutory income tax expense	\$ 1,653 21%	\$ 1,296 21%	\$ 1,205 21%
Increase (decrease) in income taxes resulting from:			
State and local taxes (net of federal benefit)	121 2	81 1	96 2
Impact of federal, foreign, state, and local tax rate changes on deferred taxes	125 2	78 1	5 —
Stock-based compensation awards	(43) (1)	(36) —	(23) —
Charitable Contribution	— —	(128) (2)	— —
Effect of foreign tax rates	32 —	(100) (2)	(76) (1)
Other	80 1	47 1	54 —
Income tax expense	\$ 1,968 25%	\$ 1,238 20%	\$ 1,261 22%

Deferred income taxes are provided for the effects of temporary differences between the tax basis of an asset or liability and its reported amount in the consolidated financial statements. These temporary differences result in taxable or deductible amounts in future years.

The components of deferred income tax assets and liabilities are shown below:

(in millions)	December 31,	
	2021	2020
Deferred income tax assets:		
Compensation and benefits	\$ 649	\$ 295
Unrealized investment losses	—	20
Loss carryforwards	88	80
Capitalized costs	764	—
Other	898	659
Gross deferred tax assets	2,399	1,054
Less: deferred tax valuation allowances	(30)	(26)
Deferred tax assets net of valuation allowances	2,369	1,028
Deferred income tax liabilities:		
Goodwill and acquired indefinite-lived intangibles	4,245	4,096
Acquired finite-lived intangibles	144	159
Unrealized investment gains	71	—
Other	422	142
Gross deferred tax liabilities	4,882	4,397
Net deferred tax (liabilities)	\$ (2,513)	\$ (3,369)

Deferred income tax assets and liabilities are recorded net when related to the same tax jurisdiction. At December 31, 2021, the Company recorded on the consolidated statement of financial condition deferred income tax assets, within other assets, and deferred income tax liabilities of \$245 million and \$2,758 million, respectively. At December 31, 2020, the Company recorded on the consolidated statement of financial condition deferred income tax assets, within other assets, and deferred income tax liabilities of \$304 million and \$3,673 million, respectively.

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Income tax expense for 2021 included a \$126 million noncash net expense related to the revaluation of certain deferred tax assets and liabilities as a result of legislation enacted in the UK increasing its corporate tax rate and state and local income tax change. Income tax expense for 2021 also included a \$43 million discrete tax benefits related to stock-based compensation awards. Income tax expense for 2020 included a discrete tax benefit of \$241 million recognized in connection with the Charitable Contribution, partially offset by a noncash net expense of approximately \$79 million associated with the revaluation of certain deferred income tax assets and liabilities related to the legislation enacted in the United Kingdom increasing its corporate tax rate and state and local income tax changes. Income tax expense for 2020 also included \$139 million of net discrete tax benefits, including benefits related to changes in the Company's organizational entity structure and stock-based compensation awards.

At December 31, 2021 and 2020, the Company had available state net operating loss carryforwards of \$1.2 billion and \$2.0 billion, respectively, which will begin to expire in 2022. At December 31, 2021 and 2020, the Company had foreign net operating loss carryforwards of \$142 million and \$102 million, respectively, of which \$5 million will begin to expire in 2022.

At December 31, 2021 and 2020, the Company had \$30 million and \$26 million of valuation allowances for deferred income tax assets, respectively, recorded on the consolidated statements of financial condition.

Goodwill recorded in connection with the Quellos Transaction has been reduced during the period by the amount of tax benefit realized from tax-deductible goodwill. See Note 11, *Goodwill*, for further discussion.

Current income taxes are recorded net on the consolidated statements of financial condition when related to the same tax jurisdiction. At December 31, 2021, the Company had current income taxes receivable and payable of \$218 million and \$190 million, respectively, recorded in other assets and accounts payable and accrued liabilities, respectively. At December 31, 2020, the Company had current income taxes receivable and payable of \$175 million and \$131 million, respectively, recorded in other assets and accounts payable and accrued liabilities, respectively.

The following tabular reconciliation presents the total amounts of gross unrecognized tax benefits:

(in millions)	2021	2020	2019
Balance at January 1	\$ 940	\$ 900	\$ 795
Additions for tax positions of prior years	18	31	99
Reductions for tax positions of prior years	(4)	(8)	(27)
Additions based on tax positions related to current year	69	60	47
Lapse of statute of limitations	—	(3)	(4)
Settlements	(1)	(40)	(10)
Balance at December 31	\$ 1,022	\$ 940	\$ 900

Included in the balance of unrecognized tax benefits at December 31, 2021, 2020 and 2019, respectively, are \$616 million, \$565 million and \$513 million of tax benefits that, if recognized, would affect the effective tax rate.

The Company recognizes interest and penalties related to income tax matters as a component of income tax expense. Related to the unrecognized tax benefits noted above, the Company accrued interest and penalties of \$36 million during 2021 and in total, as of December 31, 2021, had recognized a liability for interest and penalties of \$200 million. The Company accrued interest and penalties of \$31 million during 2020 and in total, as of December 31, 2020, had recognized a liability for interest and penalties of \$164 million. The Company accrued interest and penalties of \$27 million during 2019 and in total, as of December 31, 2019, had recognized a liability for interest and penalties of \$133 million.

BlackRock is subject to US federal income tax, state and local income tax, and foreign income tax in multiple jurisdictions. Tax years after 2011 remain open to US federal income tax examination.

In June 2014, the Internal Revenue Service commenced its examination of BlackRock's 2010 through 2012 tax years of which 2010 and 2011 examination is closed. During 2019, 2020, and 2021, the Internal Revenue Service commenced its examination of BlackRock's 2013 through 2015 tax years, 2017 through 2018 tax years and 2019 tax year, respectively. While the examination impact on the Company's consolidated financial statements is undetermined, it is not expected to be material.

The Company is currently under audit in several state and local jurisdictions. The significant state and local income tax examinations are in New York State for tax years 2012 through 2014, New York City for tax years 2009 through 2011, and California for tax years 2015 through 2016. No state and local income tax audits cover years earlier than 2009. No state and local income tax audits are expected to result in an assessment material to BlackRock's consolidated financial statements.

Upon conclusion of its examination, Her Majesty's Revenue and Customs ("HMRC") issued a closure notice during 2017 for various UK BlackRock subsidiaries for tax years 2009 and years after. At that time, the Company decided to pursue litigation for the tax matters included on such notice. During 2020, the Company received a favorable decision from the First Tier Tribunal, however, HMRC received permission to appeal to the Upper Tribunal. The appeal hearing before the Upper Tribunal took place in February 2022. BlackRock does not expect the ultimate resolution to result in a material impact to the consolidated financial statements.

From time to time, BlackRock may receive or be subject to tax authorities' assessments and challenges related to income taxes. BlackRock does not currently expect the ultimate resolution of any existing matters to be material to the consolidated financial statements.

At December 31, 2021, it is reasonably possible the total amounts of unrecognized tax benefits will change within the next twelve months due to completion of tax authorities' exams or the expiration of statutes of limitations. Management estimates that the existing liability for uncertain tax positions could decrease by approximately \$30 million to \$125 million within the next twelve months.

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## 25. Earnings Per Share

The following table sets forth the computation of basic and diluted EPS for 2021, 2020 and 2019:

(in millions, except shares and per share data)

	2021	2020	2019
Net income attributable to BlackRock, Inc.	\$ 5,901	\$ 4,932	\$ 4,476
Basic weighted-average shares outstanding	152,236,047	153,489,422	156,014,343
Dilutive effect of:			
Nonparticipating RSUs	1,507,859	1,275,733	1,445,203
Stock options	660,451	75,427	—
Total diluted weighted-average shares outstanding	154,404,357	154,840,582	157,459,546
Basic earnings per share	\$ 38.76	\$ 32.13	\$ 28.69
Diluted earnings per share	\$ 38.22	\$ 31.85	\$ 28.43

Anti-dilutive RSUs and stock options for 2021, 2020 and 2019 were immaterial. Certain performance-based RSUs were excluded from diluted EPS calculation because the designated contingency was not met during 2021, 2020 and 2019, respectively. In addition, performance-based stock options were excluded from diluted EPS calculation for 2019 because the designated contingency was not met.

## 26. Segment Information

The Company's management directs BlackRock's operations as one business, the asset management business. The Company utilizes a consolidated approach to assess performance and allocate resources. As such, the Company operates in one business segment.

The following table illustrates total revenue for 2021, 2020 and 2019 by geographic region. These amounts are aggregated on a legal entity basis and do not necessarily reflect where the customer resides or affiliated services are provided.

(in millions)

Revenue	2021	2020	2019
Americas	\$ 12,399	\$ 10,593	\$ 9,703
Europe	6,105	4,940	4,158
Asia-Pacific	870	672	678
Total revenue	\$ 19,374	\$ 16,205	\$ 14,539

See Note 17, *Revenue*, for further information on the Company's sources of revenue.

The following table illustrates long-lived assets that consist of goodwill and property and equipment at December 31, 2021 and 2020 by geographic region. These amounts are aggregated on a legal entity basis and do not necessarily reflect where the asset is physically located.

(in millions)

Long-lived Assets	2021	2020
Americas	\$ 14,675	\$ 13,784
Europe	1,341	1,360
Asia-Pacific	97	88
Total long-lived assets	\$ 16,113	\$ 15,232

Americas is primarily comprised of the United States, Latin America and Canada, while Europe is primarily comprised of the United Kingdom, the Netherlands, France and Luxembourg. Asia-Pacific is primarily comprised of Hong Kong, Australia, Japan and Singapore.

## 27. Subsequent Events

On January 14, 2022, the Board of Directors approved BlackRock's quarterly dividend of \$4.88 per share to be paid on March 23, 2022 to stockholders of record at the close of business on March 7, 2022.

The Company conducted a review for additional subsequent events and determined that no subsequent events had occurred that would require accrual or additional disclosures.

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