

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

April 27, 2022
Date of Report (Date of earliest event reported)

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Commission File Number 001-09718

Pennsylvania
(State or other jurisdiction of
incorporation)

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)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to 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>
Common Stock, par value \$5.00		PNC	New York Stock Exchange
Depository Shares Each Representing a 1/4,000 Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series P		PNC P	New York Stock Exchange

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

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

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

(b) Charles E. Bunch did not stand for re-election to the Board of Directors (the “Board”) of The PNC Financial Services Group, Inc. (“PNC”) at the annual meeting of shareholders held on April 27, 2022, as he had reached the mandatory retirement age set forth in PNC’s corporate governance guidelines.

Item 5.07. Submission of Matters to a Vote of Security Holders

An annual meeting of shareholders of PNC was held on April 27, 2022 for the purpose of considering and acting upon the following matters:

- (1) The election of the 13 director nominees named in PNC’s proxy statement to serve until the next annual meeting and until their successors are elected and qualified;
- (2) The ratification of the Audit Committee’s selection of PricewaterhouseCoopers LLP as PNC’s independent registered public accounting firm for 2022;
- (3) An advisory vote to approve the compensation of PNC’s named executive officers; and
- (4) A shareholder proposal regarding a report on risk management and the nuclear weapons industry.

The final voting results for each proposal, as certified by the judge of election for the annual meeting, are described below. Fractional shares have been rounded as appropriate. For beneficial owners holding PNC shares at a bank or brokerage institution, a “broker non- vote” occurred if the owner failed to give voting instructions and the bank or broker was restricted from voting on the owner’s behalf under New York Stock Exchange rules.

- (1) The 13 director nominees named in PNC’s proxy statement were elected.

Nominee	For	%	Against	%	Abstain	Broker Non-Votes
Joseph Alvarado	339,835,882	99.26%	2,535,204	0.74%	2,339,865	32,565,973
Debra A. Cafaro	340,734,727	99.48%	1,778,036	0.52%	2,198,188	32,565,973
Marjorie Rodgers Cheshire	338,560,438	98.86%	3,914,451	1.14%	2,236,062	32,565,973
William S. Demchak	329,434,354	96.26%	12,814,160	3.74%	2,462,437	32,565,973
Andrew T. Feldstein	330,755,758	97.92%	7,017,994	2.08%	6,937,199	32,565,973
Richard J. Harshman	340,853,053	99.57%	1,484,971	0.43%	2,372,927	32,565,973
Daniel R. Hesse	316,107,794	92.32%	26,296,722	7.68%	2,306,435	32,565,973
Linda R. Medler	341,368,849	99.67%	1,128,819	0.33%	2,213,283	32,565,973
Robert A. Niblock	341,347,717	99.70%	1,039,908	0.30%	2,323,326	32,565,973
Martin Pfinsgraff	341,198,031	99.66%	1,172,818	0.34%	2,340,102	32,565,973
Bryan S. Salesky	341,229,787	99.66%	1,150,318	0.34%	2,330,846	32,565,973
Toni Townes-Whitley	341,095,668	99.60%	1,353,605	0.40%	2,261,678	32,565,973
Michael J. Ward	338,363,122	98.82%	4,026,121	1.18%	2,321,708	32,565,973

- (2) The Audit Committee’s selection of PricewaterhouseCoopers LLP as PNC’s independent registered public accounting firm for 2022 was ratified.

For	%	Against	%	Abstain	Broker Non-Votes
371,493,486	99.03%	3,622,070	0.97%	2,161,368	0

- (3) The compensation of PNC’s named executive officers was approved on an advisory basis.

For	%	Against	%	Abstain	Broker Non-Votes
327,203,667	95.82%	14,290,544	4.18%	3,216,740	32,565,973

(4) The shareholder proposal regarding a report on risk management and the nuclear weapons industry was not approved.

For	%	Against	%	Abstain	Broker Non-Votes
26,006,008	7.69%	312,315,694	92.31%	6,389,249	32,565,973

With respect to all of the preceding matters, holders of PNC common stock and voting preferred stock voted together as a single class. As of February 4, 2022, the record date for the annual meeting, there were 418,564,781 possible votes. The table below sets forth, as of February 4, 2022, the number of shares of each class or series of stock that were issued and outstanding and entitled to vote, the number of votes per share and the aggregate voting power of each class or series. The number of votes per share reflected below for the voting preferred stock is equal to the number of full shares of PNC common stock that can be acquired upon conversion of one share of voting preferred stock.

Title of Class or Series	Number of Shares Entitled to Vote	Votes Per Share	Aggregate Voting Power
Common Stock	418,560,245	1	418,560,245
\$1.80 Cumulative Convertible Preferred Stock - Series B	567	8	4,536

