

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

☒ Filed by the Registrant

☐ Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material under §240.14a-12

THE PNC FINANCIAL SERVICES GROUP, INC.



(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required
<input type="checkbox"/>	Fee paid previously with preliminary materials
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 259b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Your Vote Counts!

THE PNC FINANCIAL SERVICES GROUP, INC.

2024 Annual Meeting

Annual Meeting Date: April 24, 2024

Time: 11:00 a.m. Eastern Time

Location: www.virtualshareholdermeeting.com/PNC2024

Vote by April 23, 2024, 11:59 p.m. Eastern Time

THE PNC FINANCIAL SERVICES GROUP, INC.
THE TOWER AT PNC PLAZA
300 FIFTH AVENUE
PITTSBURGH, PA 15222



V32364-P01340-Z86512

You invested in THE PNC FINANCIAL SERVICES GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the Annual Meeting to be held on April 24, 2024.**

Get informed before you vote

View the Notice of Annual Meeting and Proxy Statement and the 2023 Annual Report online OR you can receive a free paper or email copy of the materials by requesting them prior to April 10, 2024. If you would like to request a copy of the materials for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Electronically During the Meeting*

April 24, 2024

11:00 a.m. Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/PNC2024

* Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming Annual Meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Joseph Alvarado	✓ For
1b. Debra A. Cafaro	✓ For
1c. Marjorie Rodgers Cheshire	✓ For
1d. William S. Demchak	✓ For
1e. Andrew T. Feldstein	✓ For
1f. Richard J. Harshman	✓ For
1g. Daniel R. Hesse	✓ For
1h. Renu Khator	✓ For
1i. Linda R. Medler	✓ For
1j. Robert A. Niblock	✓ For
1k. Martin Pfinsgraff	✓ For
1l. Bryan S. Salesky	✓ For
2. Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as PNC's independent registered public accounting firm for 2024.	✓ For
3. Advisory vote to approve named executive officer compensation.	✓ For
4. Approval of The PNC Financial Services Group, Inc. 2025 Employee Stock Purchase Plan.	✓ For
5. Shareholder proposal regarding report on risk management and implementation of PNC's Human Rights Statement in financing.	✗ Against
NOTE: Authority also is given to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.	

