

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 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

# Your Vote Counts!

THE PNC FINANCIAL SERVICES GROUP, INC.

2025 Annual Meeting

Annual Meeting Date: April 23, 2025

Time: 11:00 a.m. Eastern Time

Location: [www.virtualshareholdermeeting.com/PNC2025](http://www.virtualshareholdermeeting.com/PNC2025)

Vote by 11:59 p.m. Eastern Time on April 22, 2025



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



V64031-P21547

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 23, 2025.**

## Get informed before you vote

View the Notice of Annual Meeting and Proxy Statement and the 2024 Annual Report online OR you can receive a free paper or email copy of the materials by requesting them prior to April 9, 2025. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Electronically During the Meeting\*

April 23, 2025

11:00 a.m. Eastern Time

Virtually at:

[www.virtualshareholdermeeting.com/PNC2025](http://www.virtualshareholdermeeting.com/PNC2025)

\*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 <b>Nominees:</b>	✓ For
1a. Joseph Alvarado	✓ For
1b. Debra A. Cafaro	✓ For
1c. Marjorie Rodgers Cheshire	✓ For
1d. Douglas A. Dachille	✓ For
1e. William S. Demchak	✓ For
1f. Andrew T. Feldstein	✓ For
1g. Richard J. Harshman	✓ For
1h. Daniel R. Hesse	✓ For
1i. Renu Khator	✓ For
1j. Linda R. Medler	✓ For
1k. Robert A. Niblock	✓ For
1l. Martin Pfinsgraff	✓ For
1m. Bryan S. Salesky	✓ For
2. Ratification of the Audit Committee’s selection of PricewaterhouseCoopers LLP as PNC’s independent registered public accounting firm for 2025.	✓ For
3. Advisory vote to approve named executive officer compensation.	✓ For
<b>NOTE:</b> Authority also is given to vote on such other business as may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click “Delivery Settings”.