

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Novosel Stephanie</u> (Last) (First) (Middle) <u>THE TOWER AT PNC PLAZA</u> <u>300 FIFTH AVENUE</u> (Street) <u>PITTSBURGH PA 15222</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>PNC FINANCIAL SERVICES GROUP, INC. [PNC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/09/2024</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>\$5 Par Common Stock</u>	<u>1,188⁽¹⁾</u>	<u>I</u>	<u>401(k) Plan</u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Phantom Stock Unit</u>	<u>(2)</u>	<u>(2)</u>	<u>\$5 Par Common Stock</u>	<u>332⁽³⁾</u>	<u>(3)</u>	<u>I</u>	<u>Supplemental Incentive Savings Plan</u>

Explanation of Responses:

1. This amount represents the number of shares of PNC common stock indirectly held for the account of the reporting person under The PNC Incentive Savings Plan (the "ISP"), a defined contribution 401(k) plan. Shares of PNC common stock are not directly allocated to ISP participants, but instead are held in a unitized fund (the "ISP fund"), the majority of which consists of PNC common stock, and the remainder of which is invested in a money market fund. The percentage of assets in the ISP fund that are deemed to be invested in PNC common stock fluctuates from time to time and is not the result of volitional or discretionary actions of the reporting person. The reporting person's original Form 3 reflected the reporting person's holdings of units in the ISP fund, instead of the equivalent shares of PNC common stock represented by those units.

2. Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.

3. One phantom stock unit is the economic equivalent of the market value of the reporting person's PNC unitized stock fund balance, divided by the closing price of a share of PNC common stock as of the last quarterly statement date of the underlying plan account. The reporting person's original Form 3 reflected the reporting person's holdings of units in the fund, instead of the equivalent shares of PNC common stock represented by those units.

Remarks:

Laura Gleason, Attorney-in-Fact for Stephanie Novosel 12/11/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.