

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person

Kozich Gregory H

(Last) (First) (Middle)

THE TOWER AT PNC PLAZA
300 FIFTH AVENUE

(Street)
PITTSBURGH PA 15222-2707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

PNC FINANCIAL SERVICES GROUP, INC. [
PNC]

3. Date of Earliest Transaction (Month/Day/Year)

02/14/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

Controller

6. Individual or Joint/Group Filing (Check Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$5 Par Common Stock	02/14/2026		A ⁽¹⁾		657	A	\$0	17,345	D	
\$5 Par Common Stock	02/14/2026		F ⁽²⁾		172	D	\$229.32	17,173	D	
\$5 Par Common Stock	02/16/2026		A ⁽³⁾		784	A	\$0	17,957	D	
\$5 Par Common Stock	02/16/2026		F ⁽⁴⁾		205	D	\$229.32	17,752	D	
\$5 Par Common Stock	02/16/2026		A ⁽⁵⁾		716	A	\$0	18,468	D	
\$5 Par Common Stock	02/16/2026		F ⁽⁶⁾		187	D	\$229.32	18,281	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On February 14, 2026, 657 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of restricted share units granted to the reporting person in the first quarter of 2025 (the "2025 RSUs"), based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2025 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

2. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2025 RSUs.

3. On February 16, 2026, 784 shares of PNC common stock vested pursuant to an award of restricted share units granted to the reporting person in the first quarter of 2024 (the "2024 RSUs"), based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2024 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

4. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2024 RSUs.

5. On February 16, 2026, 716 shares of PNC common stock vested pursuant to an award of restricted share units granted to the reporting person in the first quarter of 2023 (the "2023 RSUs"), based on the satisfaction of the reporting person's service requirements and achievement against the risk-based performance criteria established under the award. Pursuant to the award, the 2023 RSUs pay out in shares of PNC common stock, and any accrued dividend equivalents are paid out in cash.

6. Represents shares withheld to cover the reporting person's tax liability in connection with the vesting of the 2023 RSUs.

Remarks:

Laura Gleason, Attorney-in-Fact
for Gregory H. Kozich

02/18/2026

** 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 4 (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.