

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

☐ 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.

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 *

Overstrom Alexander E. C.

(Last) (First) (Middle)

THE TOWER AT PNC PLAZA

300 FIFTH AVENUE

(Street)

PITTSBURGH PA 15222

(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

Officer (give title below) Other (specify below)

X Executive Vice President

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

X 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⁾		2,063	A	\$0	22,809	D	
\$5 Par Common Stock	02/14/2026		F ⁽²⁾		898	D	\$229.32	21,911	D	
\$5 Par Common Stock	02/16/2026		A ⁽³⁾		1,881	A	\$0	23,792	D	
\$5 Par Common Stock	02/16/2026		F ⁽⁴⁾		819	D	\$229.32	22,973	D	
\$5 Par Common Stock	02/16/2026		A ⁽⁵⁾		1,146	A	\$0	24,119	D	
\$5 Par Common Stock	02/16/2026		F ⁽⁶⁾		499	D	\$229.32	23,620	D	
\$5 Par Common Stock	02/18/2026		S		2,500	D	\$233.91	21,120	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On February 14, 2026, 2,063 shares of The PNC Financial Services Group, Inc. ("PNC") common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 14, 2025 (the "2025 RSUs"), following approval by the Human Resources Committee (the "Committee") of a payout of 100% 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, 1,881 shares of PNC common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 16, 2024 (the "2024 RSUs"), following approval by the Committee of a payout of 100% 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, 1,146 shares of PNC common stock vested pursuant to an award of restricted stock units granted to the reporting person on February 16, 2023 (the "2023 RSUs"), following approval by the Committee of a payout of 100% 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 Alexander E. Overstrom

02/18/2026

** Signature of Reporting Person

Date