



ANNUAL MEETING OF SHAREHOLDERS OF
THE PNC FINANCIAL SERVICES GROUP, INC.

AGENDA

APRIL 26, 2023

ORDER OF BUSINESS:

- I. Call Meeting to Order – *William S. Demchak, Chairman, President and Chief Executive Officer*
- II. Welcome and Introductions – *William S. Demchak*
- III. Corporate Secretary’s Report – *Laura Gleason, Corporate Secretary*
- IV. Matters to be Acted Upon
 1. *Election of 13 director nominees*
 2. *Ratification of the Audit Committee’s selection of PricewaterhouseCoopers LLP as PNC’s independent registered public accounting firm for 2023*
 3. *Advisory vote to approve named executive officer compensation*
 4. *Advisory vote to approve the frequency of future advisory votes on named executive officer compensation*
- V. Questions and Answers Related to the Proposals
- VI. Closing of the Polls
- VII. Preliminary Report of the Judge of Election – *Laura Gleason*
- VIII. Vote Declaration and Adjournment – *William S. Demchak*
- IX. Remarks of the Chairman, President and Chief Executive Officer – *William S. Demchak*
- X. General Question and Answer Session