

# Annual Meeting of Shareholders

April 26, 2023

The PNC Financial Services Group



# Agenda



- **Call Meeting to Order;** *William S. Demchak, Chairman, President and Chief Executive Officer*
- **Welcome and Introductions;** *William S. Demchak*
- **Corporate Secretary's Report;** *Laura Gleason, Corporate Secretary*
- **Matters to be Acted Upon**
  1. *Election of 13 Nominated Directors*
  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 PNC's named executive officer compensation*
  4. *Advisory vote to approve the frequency of future advisory votes on named executive officer compensation*
- **Questions and Answers Related to the Proposals**
- **Closing of the Polls**
- **Preliminary Report of Judge of Election;** *Laura Gleason*
- **Vote Declaration and Adjournment;** *William S. Demchak*
- **Remarks of the Chairman, President and Chief Executive Officer;** *William S. Demchak*
- **General Question and Answer Session**

# Qualified and Engaged Board of Director Nominees



Joseph Alvarado



Debra A. Cafaro



Marjorie Rodgers Cheshire



William S. Demchak



Andrew T. Feldstein



Richard J. Harshman



Daniel R. Hesse



Renu Khator



Linda R. Medler



Robert A. Niblock



Martin Pfinsgraff



Bryan S. Salesky



Toni Townes-Whitley

## Nominee Demographics

42%

*of independent director nominees are women*

33%

*of independent director nominees are racially diverse*

92%

*of director nominees are independent*

5 Years

*average tenure of director nominees*

# PNC's Executive Leadership Team



**William S. Demchak**  
Chairman, President and  
Chief Executive Officer



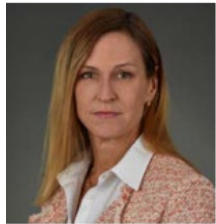
**Carole L. Brown**  
Head of Asset Management



**Richard K. Bynum**  
Chief Corporate  
Responsibility Officer



**Kieran Fallon**  
Chief Risk Officer



**Deborah Guild**  
Head of Enterprise  
Technology & Security



**Vicki Henn**  
Chief Human  
Resources Officer



**Gregory B. Jordan**  
General Counsel and Chief  
Administrative Officer



**Stacy M. Juchno**  
General Auditor



**Ganesh Krishnan**  
Enterprise Chief  
Information Officer



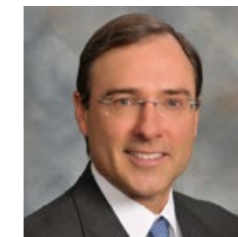
**Michael P. Lyons**  
Head of Corporate and  
Institutional Banking



**Alex Overstrom**  
Head of Retail Banking



**E William Parsley**  
Chief Operating Officer



**Robert Q. Reilly**  
Chief Financial Officer

# PNC Panel Participants



**William S. Demchak**  
Chairman, President and  
Chief Executive Officer



**Gregory Jordan**  
General Counsel and  
Chief Administrative Officer



**Laura Gleason**  
Corporate Secretary and  
Deputy General Counsel of  
Corporate Governance



**Bryan Gill**  
Director of  
Investor Relations

# Cautionary Statement Regarding Forward-Looking Information



This presentation is not intended as a full business or financial review and should be viewed in the context of all of the information made available by PNC in its SEC filings and on our corporate website.

The presentation contains forward-looking statements regarding our outlook for financial performance, such as earnings, revenues, expenses, tax rates, capital and liquidity levels and ratios, asset levels, asset quality, financial position, and other matters regarding or affecting PNC and its future business and operations, including sustainability strategy. Forward-looking statements are necessarily subject to numerous assumptions, risks and uncertainties, which change over time. The forward-looking statements in this presentation are qualified by the factors affecting forward-looking statements identified in the more detailed Cautionary Statement included in the Appendix. We provide greater detail regarding these as well as other factors in our 2022 Form 10-K, and in our other subsequent SEC filings. Our forward-looking statements may also be subject to risks and uncertainties including those we may discuss in this presentation or in our SEC filings. Future events or circumstances may change our outlook and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. Forward-looking statements in this presentation speak only as of the date of this presentation. We do not assume any duty and do not undertake any obligation to update those statements. Actual results or future events could differ, possibly materially, from those anticipated in forward-looking statements, as well as from historical performance. As a result, we caution against placing undue reliance on any forward-looking statements.

References to our corporate website are to [www.pnc.com](http://www.pnc.com) under “About Us - Investor Relations.” Our SEC filings are available both on our corporate website and on the SEC’s website at [www.sec.gov](http://www.sec.gov). We include web addresses here as inactive textual references only. Information on these websites is not part of this presentation.

# Delivered Strong Full Year 2022 Results

- Capitalized on opportunities across our coast-to-coast franchise
- Generated full year record revenue
- Grew loans and securities
- Maintained strong capital and liquidity positions
- Credit quality remained strong
- Continued momentum in legacy BBVA USA markets
- Returned \$6 billion of capital to shareholders through share repurchases and common dividends



**Record Revenue**  
**\$21.1 billion**

*(Full Year 2022)*

**Net Income**  
**\$6.1 billion**

*(Full Year 2022)*

**Earnings per Diluted Common Share**  
**\$13.85**

*(Full Year 2022)*

**Average Loan Growth**  
**15%**

*(Full Year 2022)*

# Prudently Managing Our Bank

## Providing Consistent Strength and Stability





# Appendix: **Cautionary Statement Regarding Forward-Looking Information**



We make statements in this presentation, and we may from time to time make other statements, regarding our outlook for financial performance, such as earnings, revenues, expenses, tax rates, capital and liquidity levels and ratios, asset levels, asset quality, financial position, and other matters regarding or affecting us and our future business and operations, including our sustainability strategy, that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as “believe,” “plan,” “expect,” “anticipate,” “see,” “look,” “intend,” “outlook,” “project,” “forecast,” “estimate,” “goal,” “will,” “should” and other similar words and expressions.

Forward-looking statements are necessarily subject to numerous assumptions, risks and uncertainties, which change over time. Future events or circumstances may change our outlook and may also affect the nature of the assumptions, risks and uncertainties to which our forward-looking statements are subject. Forward-looking statements speak only as of the date made. We do not assume any duty and do not undertake any obligation to update forward-looking statements. Actual results or future events could differ, possibly materially, from those anticipated in forward-looking statements, as well as from historical performance. As a result, we caution against placing undue reliance on any forward-looking statements.

Our forward-looking statements are subject to the following principal risks and uncertainties.

- Our businesses, financial results and balance sheet values are affected by business and economic conditions, including:
  - Changes in interest rates and valuations in debt, equity and other financial markets,
  - Disruptions in the U.S. and global financial markets,
  - Actions by the Federal Reserve Board, U.S. Treasury and other government agencies, including those that impact money supply, market interest rates and inflation,
  - Changes in customer behavior due to changing business and economic conditions or legislative or regulatory initiatives,
  - Changes in customers’, suppliers’ and other counterparties’ performance and creditworthiness,
  - Impacts of sanctions, tariffs and other trade policies of the U.S. and its global trading partners,
  - A continuation of recent turmoil in the banking industry, responsive measures to mitigate and manage it and related supervisory and regulatory actions and costs,
  - Impacts of changes in federal, state and local governmental policy, including on the regulatory landscape, capital markets, taxes, infrastructure spending and social programs,
  - PNC’s ability to attract, recruit and retain skilled employees, and
  - Commodity price volatility.

# Appendix: **Cautionary Statement Regarding Forward-Looking Information**



- Our forward-looking financial statements are subject to the risk that economic and financial market conditions will be substantially different than those we are currently expecting and do not take into account potential legal and regulatory contingencies. These statements are based on our views that:
  - The economy continues to expand in early 2023, but economic growth is slowing in response to the ongoing Federal Reserve monetary policy tightening to slow inflation. This has led to large increases in both short- and long-term interest rates. With much higher mortgage rates the housing market is already in contraction, with steep drops in existing home sales and single-family housing starts, and a modest decline in house prices. Other sectors where interest rates play an outsized role, such as business investment and consumer spending on durable goods, will contract over 2023.
  - PNC's baseline outlook is for a recession starting in the second half of 2023, with real GDP contracting less than 1% before recovery starts in the first half of 2024 as the Federal Reserve lowers interest rates in response to a deteriorating labor market and slower inflation. The unemployment rate will increase throughout 2023, peaking at above 5% in the second half of 2024. Inflation will slow with the recession and be back to the Federal Reserve's 2% long-term objective by mid-2024.
  - PNC expects the FOMC to raise the federal funds rate by 25 basis points in May. This would bring the federal funds rate to a range of 5.00% to 5.25% by early-May. PNC expects a federal funds rate cut of 25 basis points in early 2024 as inflation moves toward the FOMC's 2% long-term objective.
- PNC's ability to take certain capital actions, including returning capital to shareholders, is subject to PNC meeting or exceeding a stress capital buffer established by the Federal Reserve Board in connection with the Federal Reserve Board's Comprehensive Capital Analysis and Review (CCAR) process.
- PNC's regulatory capital ratios in the future will depend on, among other things, the company's financial performance, the scope and terms of final capital regulations then in effect and management actions affecting the composition of PNC's balance sheet. In addition, PNC's ability to determine, evaluate and forecast regulatory capital ratios, and to take actions (such as capital distributions) based on actual or forecasted capital ratios, will be dependent at least in part on the development, validation and regulatory review of related models and the reliability of and risks resulting from extensive use of such models.
- Legal and regulatory developments could have an impact on our ability to operate our businesses, financial condition, results of operations, competitive position, reputation, or pursuit of attractive acquisition opportunities. Reputational impacts could affect matters such as business generation and retention, liquidity, funding, and ability to attract and retain employees. These developments could include:

# Appendix: **Cautionary Statement Regarding Forward-Looking Information**



- Changes to laws and regulations, including changes affecting oversight of the financial services industry; changes in the enforcement and interpretation of such laws and regulations; and changes in accounting and reporting standards.
- Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries resulting in monetary losses, costs, or alterations in our business practices, and potentially causing reputational harm to PNC.
- Results of the regulatory examination and supervision process, including our failure to satisfy requirements of agreements with governmental agencies.
- Costs associated with obtaining rights in intellectual property claimed by others and of adequacy of our intellectual property protection in general.
- Business and operating results are affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through effective use of systems and controls, third-party insurance, derivatives, and capital management techniques, and to meet evolving regulatory capital and liquidity standards.
- Our reputation and business and operating results may be affected by our ability to appropriately meet or address environmental, social or governance targets, goals, commitments or concerns that may arise.
- We grow our business in part through acquisitions and new strategic initiatives. Risks and uncertainties include those presented by the nature of the business acquired and strategic initiative, including in some cases those associated with our entry into new businesses or new geographic or other markets and risks resulting from our inexperience in those new areas, as well as risks and uncertainties related to the acquisition transactions themselves, regulatory issues, the integration of the acquired businesses into PNC after closing or any failure to execute strategic or operational plans.
- Competition can have an impact on customer acquisition, growth and retention and on credit spreads and product pricing, which can affect market share, deposits and revenues. Our ability to anticipate and respond to technological changes can also impact our ability to respond to customer needs and meet competitive demands.
- Business and operating results can also be affected by widespread manmade, natural and other disasters (including severe weather events); health emergencies; dislocations; geopolitical instabilities or events; terrorist activities; system failures or disruptions; security breaches; cyberattacks; international hostilities; or other extraordinary events beyond PNC's control through impacts on the economy and financial markets generally or on us or our counterparties, customers or third-party vendors and service providers specifically.

We provide greater detail regarding these as well as other factors in our 2022 Form 10-K, including in the Risk Factors and Risk Management sections and the Legal Proceedings and Commitments Notes of the Notes To Consolidated Financial Statements in those reports, and in our other subsequent SEC filings. Our forward-looking statements may also be subject to other risks and uncertainties, including those we may discuss elsewhere in this news release or in our SEC filings, accessible on the SEC's website at [www.sec.gov](http://www.sec.gov) and on our corporate website at [www.pnc.com/secfilings](http://www.pnc.com/secfilings). We have included these web addresses as inactive textual references only. Information on these websites is not part of this document.