### 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.

**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).


**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.**

**Explanation of Responses:**

1. On February 15, 2020, 1,668 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 15, 2018 (the “2018 RSUs”), following approval by the Personnel and Compensation 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 2018 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 2018 RSUs.

3. On February 16, 2020, 1,082 shares of PNC common stock vested pursuant to an award of performance-based restricted share units granted to the reporting person on February 16, 2017 (the “2017 PRSUs”), following approval by the Committee of a payout of 125.00% based on achievement against performance criteria established under the award.

4. Represents shares withheld to cover the reporting person’s tax liability in connection with the vesting of the 2018 RSUs.

**Remarks:**

- Alicia G. Powell, Attorney-in-Fact for Joseph E. Rockey
- Date: 02/19/2020

**Signature of Reporting Person**