THE PNC FINANCIAL SERVICES GROUP, INC.
PNC BANK, NATIONAL ASSOCIATION

BOARDS OF DIRECTORS

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

AS APPROVED BY THE BOARDS OF DIRECTORS
ON NOVEMBER 5, 2026

1. General

The Nominating and Governance Committee (Committee) operates as a joint committee of the Boards of Directors (Boards) of The PNC Financial Services Group, Inc. (PNC) and PNC Bank, National Association (PNC Bank). The respective Boards established this Committee in accordance with Article V, Section 1.3 of the Bylaws of PNC, Article III, Section I of the Bylaws of PNC Bank and applicable Pennsylvania laws and regulations.

Each year, the Boards shall appoint a Committee chair (Chair) and other members of this Committee on the recommendation of this Committee. The Boards may replace any member of this Committee.

The Committee must have at least three members. All the members of the Committee must meet the independence requirements of the New York Stock Exchange (NYSE) and any other standards of independence applicable to PNC. No member of the Committee shall be a current employee of PNC or shall have served as an employee of PNC at any time in the past three years.

The Committee may also appoint a secretary, who need not be a member of the Boards, and may delegate to its Chair or other persons such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the whole Committee or by a subcommittee of at least two members.

The Committee will meet as often as the Committee or the Chair determines, but not less frequently than four times each year. The Committee may meet in executive session, from time to time, without members of management of PNC or PNC Bank present.

A majority of Committee members shall constitute a quorum for the transaction of business, and the acts of a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the Committee. Any action which may be taken at a meeting of the Committee may be taken without a meeting if a written consent setting forth the action so taken is signed by all members of the Committee, which action may be in electronic form and delivered by electronic means. One or more Committee

members may participate in a meeting by means of communication facilities enabling all persons participating in the meeting to hear each other.

2. Committee Purposes

The purpose of the Committee is to assist the Boards in promoting the best interests of their shareholders through the implementation of sound corporate governance principles and practices.

3. Committee Responsibilities

This section describes some of the oversight responsibilities of the Committee. This list is not intended to be exhaustive, and the Committee may take on additional responsibilities from time to time. Some of these responsibilities are intended to be subject to annual (or more frequent) review by the Committee, while other responsibilities are intended to be subject to review as necessary, advisable or appropriate.

A. Recommend for the Boards' approval the criteria to be used by the Committee to identify individuals qualified to become directors, including such specific minimum qualifications and experience, if any, that the Committee believes are necessary for one or more of the directors to possess.

B. Identify and evaluate individuals qualified to become directors of PNC and PNC Bank, consistent with the criteria approved by the Boards.

C. Recommend for the Boards' approval the number of directors to be elected and a slate of nominees for election as directors at the annual meeting of shareholders of each of PNC and PNC Bank.

D. Recommend for the Boards' approval the persons to be appointed as directors in the interval between annual meetings of the shareholders of each of PNC and PNC Bank.

E. Review the qualifications, experience and independence of the members of the Boards and the Boards' various committees and subcommittees annually, review the composition of the Boards as a whole on a periodic basis and make any recommendations the Committee may deem appropriate concerning any nominations to or changes in the composition of the Boards and the Boards' committees and subcommittees.

F. Recommend for the Boards' approval such changes to the Boards' committee and subcommittee structure and committee functions as the Committee deems advisable.

G. Confirm that each standing committee of the Boards and any subcommittees have a charter in effect and that each such charter is reviewed at least annually by such committee or subcommittee.

H. Oversee director orientation and director continuing education programs.

I. Oversee matters related to the compensation and benefits of non-employee directors and make such determinations or recommendations with respect thereto the Boards as the Committee deems appropriate.

J. Periodically review and reassess the common stock ownership guideline for non-employee directors, recommend any proposed changes with respect thereto the Boards for approval, and interpret and implement the guideline in such manner as the Committee deems appropriate.

K. Review shareholder proposals duly and properly submitted to PNC and recommend appropriate action to the PNC Board.

L. Oversee PNC's engagement with shareholders regarding environmental, social and governance matters.

M. Review any proposed amendments to PNC's Articles of Incorporation and Bylaws or PNC Bank's Articles of Association and Bylaws, and recommend appropriate action to the Boards.

N. Annually review and reassess the adequacy of the PNC Corporate Governance Guidelines and recommend any proposed changes to the PNC Board for approval. The PNC Corporate Guidelines will include, among other things, the following:

    1. Policy regarding the Committee's consideration of director candidates recommended by PNC's shareholders and procedures to be followed by PNC shareholders in submitting such recommendations;

    2. Standards or definitions used to assist the PNC Board in making a determination with respect to the independence of the directors, consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements, as the Committee deems advisable, and the review and reassessment of any such standards or definitions on a periodic basis;

    3. Any policy regarding retirement of directors;

    4. Policies with respect to communications between shareholders and the PNC directors; and

    5. Requirements for attendance of directors at the annual meeting of shareholders of PNC.

O. Review and assess PNC's compliance with the corporate governance requirements established by the NYSE and the requirements established under the Sarbanes-Oxley Act, the Dodd-Frank Act, federal banking laws

and regulations, or otherwise as applicable to PNC and its subsidiaries and controlled affiliates.

P. Oversee the annual evaluation of the performance of the Boards and the Boards' committees and subcommittees and report to the Boards on the results of the evaluation.

Q. Recommend to the Boards such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time, including processes used by management to provide information to the Boards and the Boards' committees and subcommittees and processes used by the Boards and the Boards' committees and subcommittees in carrying out the Boards' responsibilities.

R. The Committee shall also:

1. Report regularly to the appropriate Board on its activities;

2. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;

3. Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials;

4. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms;

5. Have authority to obtain advice and assistance from internal legal, accounting or other advisors;

6. Have the authority to retain external legal, accounting, economic or other advisors. PNC will provide for appropriate funding to pay reasonable compensation, as determined by the Committee, to any consultant, independent legal counsel or other advisor retained by the Committee, and to pay any administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

7. Form and delegate authority to subcommittees of one or more Committee members when appropriate and as permitted by law;

8. Review and reassess the adequacy of this Charter annually and recommend to the Boards any proposed changes to this Charter; and

9. Conduct an annual evaluation of the Committee's performance.

4. Committee Reliance

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

A. One or more officers or employees of PNC (or any subsidiary) whom the Committee member reasonably believes to be reliable and competent in the matters presented.

B. Counsel, independent auditors, search firms used to identify director candidates or other persons as to matters that the Committee member reasonably believes to be within the professional or expert competence of such person.

C. Another committee or subcommittee of the Boards as to matters within its designated authority, which committee or subcommittee the Committee member reasonably believes to merit confidence.