



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 15, 2018

1. General

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

Each year, the PNC Board shall appoint a Committee Chair and other members of this Committee on the recommendation of this Committee. The Board may replace any member of this Committee.

The Committee must have at least three members, all of whom must meet the independence requirements of the New York Stock Exchange 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 a former employee of PNC at any time in the past three years.

The Committee may also appoint a Secretary, who need not be a director, 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 Committee 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 or a majority of the Committee members present at a meeting at which a quorum is present shall be the acts of the Committee. 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 PNC and PNC Bank 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 Board 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 Board-approved criteria.
- C. Recommend for Board approval the number of directors to be elected and a slate of nominees for election as directors at the annual meeting of shareholders of PNC and PNC Bank.
- D. Recommend for Board approval the persons to be appointed as directors in the interval between annual meetings of the shareholders of PNC and PNC Bank.
- E. Review the qualifications, experience and independence of the members of the Board and its various committees and subcommittees annually, and review the composition of the Board 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 Board and its committees and subcommittees.
- F. Recommend for Board approval such changes to the Board's committee and subcommittee structure and committee functions as the Committee deems advisable.
- G. Confirm that each standing committee of the Board and any subcommittees has a charter in effect and that such charter is reviewed at least annually by the 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 such recommendations to the Board as the Committee deems appropriate.
- J. Periodically review and reassess the common stock ownership guideline for non-employee directors; recommend any proposed changes to the Board 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 Board.
- L. Review any proposed amendments to PNC's Articles of Incorporation and By-Laws or PNC Bank's Articles of Association and By-Laws, and recommend appropriate action to the Board.
- M. Annually review and reassess the adequacy of the PNC Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The PNC Corporate Guidelines will include, among other things, the following:
 - a. Policy regarding the Committee's consideration of director candidates recommended by PNC's shareholders and procedures to be followed by shareholders in submitting such recommendations;
 - b. Standards or definitions used to assist the Board in its determination of 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 review and reassess any such standards or definitions on a periodic basis;
 - c. Any policy regarding retirement of directors;
 - d. Policies with respect to communications between shareholders and the Board; and
 - e. Requirements for attendance of directors at the annual meeting of PNC's shareholders.
- N. 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, its subsidiaries and controlled affiliates.
- O. Oversee the annual evaluation of the performance of the Board and its committees and subcommittees and report to the Board on the results of the evaluation.

- P. Recommend to the Board 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 Board and its committees and subcommittees and processes used by the Board and its committees and subcommittees in carrying out its responsibilities.
- Q. The Committee shall also:
- a. Report regularly to the Board on its activities;
 - b. Maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
 - c. 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;
 - d. 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;
 - e. Have authority to obtain advice and assistance from internal legal, accounting, or other advisors;
 - f. 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.
 - g. Form and delegate authority to subcommittees of one or more Committee members when appropriate and as permitted by law;
 - h. Review and reassess the adequacy of this Charter annually and recommend to the Board any proposed changes to this Charter; and
 - i. 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 Board as to matters within its designated authority which committee or subcommittee the Committee member reasonably believes to merit confidence.