



---

THE PNC FINANCIAL SERVICES GROUP, INC.

DIRECTOR NOMINATION PROCESS

How We Evaluate Directors and Candidates. At least annually, the Committee assesses the skills, qualification and experience of our Board and decides whether to recommend an incumbent director for re-election. From time to time, the Committee also considers whether to change the composition of our Board. In evaluating existing directors or new candidates, the Committee assesses the needs of the Board and the qualifications of the individual.

Our Board must meet SEC, NYSE, and other standards. At least a majority of our directors must satisfy the NYSE independence standards and we require a sufficient number of independent directors to satisfy the membership needs of committees requiring independent directors under applicable rules. Our Audit Committee must include independent, financially literate directors with accounting or related financial management expertise.

Beyond that, the Nominating and Governance Committee expects directors to gain a sound understanding of our strategic vision, our mix of businesses, and our approach to regulatory relations and risk management. The Board must possess a mix of qualities and skills to address the various risks facing PNC.

In evaluating individual candidates, our Board approved criteria to assist the Committee in its identification of qualified directors. These criteria include:

- A sustained record of high achievement, manifest competence, and integrity.
- A strong commitment to the ethical and diligent pursuit of shareholders' best interests.
- The strength of character necessary to challenge management's recommendations and actions when appropriate and to confirm the adequacy and completeness of management's responses to such challenges to his or her satisfaction.
- Our Board's strong desire to maintain its diversity in terms of race and gender.
- Personal qualities that will help to sustain an atmosphere of mutual respect and collegiality among the members of our Board.

The Committee has not adopted any specific, minimum qualifications for director candidates. Each year, the Committee assesses our current directors for possible nomination and re-election. In doing so, it considers all of the factors listed above. The Committee

considers the needs of the Board, the independence of directors from PNC, a director's meeting attendance and participation, and the value of a director's contributions to the effectiveness of our Board and its committees.

Although the Board has not adopted a formal policy on diversity, the Committee considers the diversity, age, skills, and experience of directors in the context of the overall needs of the Board. The Committee evaluates diversity in a broad sense, recognizing the benefits of racial and gender diversity, but also considering the breadth of backgrounds, skills, and experiences that directors and candidates may bring to our Board.

How We Identify New Directors. The Nominating and Governance Committee may identify potential directors in a number of ways. The Committee may consider recommendations made by current or former directors or members of executive management. When appropriate, the Committee may retain search firms to identify candidates. We may also identify potential directors through contacts in the business, civic, academic, legal and non-profit communities.

The Committee will meet to consider relevant information regarding a director candidate, in light of the evaluation criteria and needs of our Board. If the Committee does not recommend a candidate for nomination or appointment, or for more evaluation, no further action is taken. The Committee Chairman will later report this decision to the full Board. For shareholder-recommended candidates, the Committee's secretary will inform the shareholder of the decision and the date of the meeting.

If the Committee decides to recommend a candidate to our Board as a nominee for election at an annual meeting of shareholders or for appointment by our Board, the Committee Chairman will report that decision to the full Board at its next meeting. Before that meeting, each of the other directors will receive the same biographical and other background information about the candidate that the Committee considered.

After allowing for a discussion, the full Board will vote on whether to nominate the candidate for election or appoint the candidate to the Board. The Board may postpone this vote if it needs more information or deliberation, including additional evaluations regarding independence.

Shareholder Recommendations. If a shareholder recommends a candidate for director in good faith, our Nominating and Governance Committee will consider it. The Committee has adopted a policy that formalizes this long-standing practice.

If you are a shareholder, the Committee will consider your candidate for nomination at next year's annual meeting if you follow these procedures. Your recommendation must be in writing, and submitted no later than November 17, 2011.

You must submit your recommendation to the Corporate Secretary at the following address, which is also included in our proxy statement:

Corporate Secretary  
The PNC Financial Services Group, Inc.  
One PNC Plaza – 21<sup>st</sup> Floor  
249 Fifth Avenue  
Pittsburgh, Pennsylvania 15222-2707

or

[corporate.secretary@pnc.com](mailto:corporate.secretary@pnc.com)

Your written recommendation must include the following information:

- The nominee's name and address.
- A description of all arrangements or understandings between you, the nominee and any other person or persons regarding the nomination of the director. You must also name such other persons.
- Any commercial, industrial, banking, consulting, legal, accounting, charitable, familial, or other relationships involving the proposed nominee and us or our subsidiaries that may be relevant in determining whether your nominee is independent of our management and eligible to serve on the Board's Audit, Nominating and Governance and Personnel and Compensation Committees, under SEC and NYSE rules, and for the Personnel and Compensation Committee, under Section 162(m) of the Internal Revenue Code.
- The educational, professional, and employment-related background and experience of your nominee.
- Any other facts and circumstances that may be relevant in determining whether your nominee is an "audit committee financial expert" under SEC rules.
- Such other information regarding the nominee as would be required to be included in proxy materials had the nominee been nominated by our Board.
- The written consent of the nominee to serve as a PNC director, if elected.

The Committee will not consider any candidate with an obvious impediment to serving as one of our directors. Under current practices, the Committee does not evaluate candidates recommended by a shareholder any differently than candidates recommended by the Committee.