

PNC FINANCIAL SERVICES GROUP, INC. (PNC)

2026 DEF 14A · filed 2026-03-11 · CIK 0000713676

Headline facts

CEO TOTAL PAY

\$29,503,081

William S. Demchak · 2025 · ' 32% YoY

SAY ON PAY CD&A

93.05%

Extracted from: Compensation Discussion & Analysis

CEO PAY RATIO CD&A

Not in CD&A

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

HEDGING

prohibited

PLEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

Not extracted

Peer snapshot

1 peer auto-selected from PNC's disclosed compensation peer group. Each row shows the peer's latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
HBAN	\$12,124,358	135 to 1	\$89,658	Human Resources and Compensation Committee
HUNTINGTON				
BANCSHARES INC				
/MD/				

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
William S. Demchak Chairman and CEO	—	—	—	—	\$29,503,081
Mark Wiedman* President	—	—	—	—	\$10,025,347
Robert Q. Reilly Exec. VP and CFO	—	—	—	—	\$9,165,417
E William Parsley, III*** Former Exec. VP and COO	—	—	—	—	\$8,509,295
Deborah Guild Exec. VP, Head of— Technology Named executive officer	—	—	—	—	\$6,485,162
Alexander E. C. Overstrom** Exec. VP, Head of Retail Banking Named executive officer	—	—	—	—	\$5,876,630

Every fact above, traced back to filing text

Generated 2026-10-15 10:23:06Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

CEO pay ratio = —

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“deferred compensation in fiscal 2025 101 CHANGE IN CONTROL AND TERMINATION OF EMPLOYMENT Benefits upon termination of employment 104 Executive severance plan 104 Change of control agreements 104 Equity-based grants 105 Existing plans and arrangements 106 Estimated benefits upon termination 108 CEO PAY RATIO CEO pay ratio 110 PAY VERSUS PERFORMANCE Pay versus performance 111 ITEM 4 — APPROVAL OF THE PNC FINANCIAL SERVICES GROUP, INC. 2026 OMNIBUS EQUITY INCENTIVE PLAN Introduction 117 Highlights of the 2026 Plan 118 Summary of material terms of the 2026 Plan 119 New plan benefits 126 Equity com...”

Say on pay = 93.05%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“At our 2025 annual meeting, our shareholders voiced substantial support for the 2024 compensation of our NEOs, with 93.05% of the votes cast in favor of the 2025 “say-on-pay” advisory vote on executive compensation.”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“The HR Committee has approved the Compensation Committee Report on page 89 regarding the “Compensation discussion and analysis” section of this proxy statement beginning on page 61, as required under the HR Committee’s charter and SEC regulations.”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“We have a clawback and forfeiture policy”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit hedging, pledging and short sales of PNC securities”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“We prohibit hedging, pledging and short sales of PNC securities”