

WELLS FARGO & COMPANY/MN
Form DEF 14A
March 13, 2019
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SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Wells Fargo & Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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Letter to our Shareholders from
our Chair and our Chief Executive Officer

March 13, 2019

Dear Fellow Shareholders,

Thank you for your continued support of Wells Fargo. In 2018, we further strengthened the foundation of our Company through new products and services, improvements in the customer experience, greater operational efficiency, and deepened commitments to our communities and our team members. We continued our work to assess and shape the Company's culture, make progress in our efforts to address past issues, meet the expectations of our regulators, and rebuild trust with all of our stakeholders.

We are learning from the past and transforming for the future, which happens to be the title of our Business Standards Report published in January 2019. As discussed in that report, we have made and continue to make fundamental changes as we transform the Company. We have centralized many aspects of our organizational structure, strengthened risk management, and improved governance practices and oversight. While we have more work to do, we believe we are on the right path and are making real progress.

Our Company and Board of Directors look and operate very differently today. Over the past year, the Company has hired several new leaders, including our chief risk officer, head of human resources, head of technology, and chief auditor. In addition, our Board has added more directors with expertise in financial services, risk management, technology/cyber, regulatory, human capital management, finance, consumer, business process and operations, and social responsibility matters; adjusted committee structures, charters, and membership; enhanced agenda planning; and worked with management to better focus materials provided to the Board. While the Board and its committees have experienced much change, we remain focused on responding to stakeholders, enhancing oversight, and creating long-term value for shareholders.

We are confident that Wells Fargo is well-positioned for the future, with the right vision and strategy to achieve our goals. The changes we are making are showing positive signs. We will continue working to build the most customer-focused, efficient, and innovative Wells Fargo ever characterized by a strong financial foundation, a leading presence in the markets we serve, focused growth within a strong risk management framework, operational excellence, and highly engaged team members.

On behalf of our Board and management team, we are pleased to invite you to attend our 2019 Annual Meeting of Shareholders on April 23, 2019, at 10:00 a.m., Central Daylight Time, at the Grand Hyatt DFW, 2337 South International Parkway, Dallas, Texas 75261. A notice of the meeting and our 2019 Proxy Statement containing important information about the matters to be voted upon and instructions on how you can vote your shares follow this letter.

Your vote is important to us. Please vote as soon as possible even if you plan to attend the annual meeting. Thank you for your interest in and support of Wells Fargo.

Sincerely,

Elizabeth A. Duke

Chair

Timothy J. Sloan

CEO and President

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Notice of 2019 Annual
Meeting of Shareholders

Meeting

Information

Date & Time

Tuesday, April 23, 2019

10:00 a.m., CDT

Location

Grand Hyatt DFW

2337 South International Pkwy
Dallas, Texas 75261

Record Date

February 26, 2019

How to Vote

Your vote is important! Please vote your shares in person or in one of the following ways:

By Internet

Visit the website listed in your notice of internet availability of proxy materials or your proxy or voting instruction form

By Phone

Call the toll-free voting number in your voting materials

By Mail

Mail your completed and signed proxy or voting instruction form

By Mobile Device

Scan the QR Barcode on your voting materials

Items of Business

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- 1 Elect as directors the 12 nominees named in our proxy statement
- 2 Vote on an advisory resolution to approve executive compensation
- 3 Approve the Company's Amended and Restated Long-Term Incentive Compensation Plan
- 4 Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2019
- 5 Vote on two shareholder proposals (Items 5-6), if properly presented at the meeting and not previously withdrawn
- 6 Consider any other business properly brought before the meeting

By Order of our Board of Directors,

Anthony R. Augliera

Deputy General Counsel and Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on April 23, 2019: Wells Fargo's 2019 Proxy Statement and Annual Report to Shareholders for the year ended December 31, 2018 are available at: www.proxypush.com/wfc (for record holders) or www.proxyvote.com (for street name holders and Company Plans participants).

This notice and the accompanying proxy statement, 2018 annual report, and proxy card or voting instruction form were first made available to shareholders beginning on March 13, 2019. You may vote if you owned shares of our common stock at the close of business on February 26, 2019, the record date for notice of and voting at our annual meeting.

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Proxy Summary

This summary highlights certain information contained in this proxy statement. You should read the entire proxy statement carefully before voting.

Our work is guided by our Vision, Values & Goals, which capture the fundamental beliefs of our Company. Our vision is foundational and is clearly focused on acting in the best interests of our customers to help them succeed financially. Our values express how we go about delivering on our vision, and our goals describe our aspirations and align priorities across our Company. We bring our vision and values to life through six goals established by our CEO, Timothy J. Sloan, in 2017. We aspire to be the financial services leader in each of those six areas, which are reflected below.

Our Consumer Strategy and How it Aligns with Our Culture

Our long-standing commitment to understand our customers' financial needs and to help them achieve their financial goals has been foundational to our business since 1852.

Our Consumer Strategy

We have a single strategy for how we want to meet the needs of our customers, collaborating across businesses to provide offerings that allow customers to engage with us how, when, and where they choose. We designed our strategy based on customer research, analyzing current businesses in the context of shifting industry dynamics and reviewing competitive trends. Our strategy is guided by what our customers tell us they want: simplicity, ease, and speed; transparency, security, and control; relevant advice and guidance; convenience and access, wherever and however they choose; and differentiated value that recognizes their unique needs.

Based on customer input and our research, we are pursuing a three-pronged approach to our consumer strategy. The first is to elevate the baseline experience for all our customers to meet their rapidly evolving expectations. Second, and building on that work, we are enhancing our focus on defined consumer segments to ensure we meet the unique needs that matter most today and over time. Third, we are improving core enterprise capabilities to create the necessary operational infrastructure, enabling us to deliver on the other two elements of our consumer strategy.

Our Culture

Creating an intentional, healthy, and consistent culture, aligned to our values as a company, is central to our long-term success and viability. In alignment with our consumer strategy, we are transitioning to a more customer-centric, One Wells Fargo culture that is guided by our Vision, Values & Goals, that is clear and consistent, that drives accountability, and which leaders and team members can articulate and live every day. We continue to assess and shape our culture, including by aligning what we say with how we act, promoting accountability at all levels of the

organization, and continuing to measure our progress (see *Human Capital Management* section starting on page 62).

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Deepening Commitments to our Team Members and Communities and Improving our Customer Experience

Our Team Members

Our team members are our most valuable resource and we continue to listen to and invest in them and their well-being in many ways.

We have a continuous listening program through which we monitor team member engagement and experience and which includes collecting feedback from team members through pulse surveys, focus groups, company-wide assessments and surveys, and confidential exit surveys and interviews.

Team members are the source of some of our best ideas, including ways that we can improve our team member and customer experiences.

Diversity and inclusion is one of our five primary values and is essential to our success. Consistent with our core values, we promote diversity and inclusion in every aspect of our business. We are committed to increasing team member diversity and inclusion through inclusive policies and programs that attract, develop, engage, and retain the best talent, including by paying our team members fairly and competitively.

We raised the minimum hourly wage to \$15 per hour for 36,000 U.S.-based team members in March 2018. For team members already at or close to the minimum hourly wage, the Company reviewed their pay relative to the new \$15 minimum. This additional review resulted in approximately 50,000 pay adjustments in April 2018.

We granted restricted share rights to approximately 250,000 eligible team members in first quarter 2018. All eligible full-time team members in the U.S., and eligible team members outside the U.S., received the equivalent of 50 shares of Wells Fargo stock. All eligible part-time team members in the U.S. received the equivalent of 30 shares of Wells Fargo stock.

We increased the number of paid holidays for U.S.-based team members from 8 to 12, including adding personal holidays that can be used for religious, family, cultural, patriotic, community, or diversity observances.

Wells Fargo has long been committed to market competitive compensation, career-development opportunities, a broad array of benefits, and strong work-life programs. Each year Wells Fargo invests approximately \$13,000 per team member in our benefits programs.

Our Customers

We are making changes to better serve our customers, as we continue to put them at the center of everything we do.

Our team members are committed to serving our customers.

We serve one in three U.S. households.

We offer a broad range of products to meet our customers needs and are among the largest lenders in the U.S.

We have industry-leading distribution, both physical and digital, in order to allow our customers to interact with us in the ways that are most convenient to them.

We continue to innovate for our customers and clients, resulting in expansion of our services to meet customer needs.

We are focused on operational excellence throughout our businesses to reduce the number of processes we

Our Communities

We want to help people and communities succeed financially in all of the places where we live and do business.

Our team members are committed to making the communities where they live and work stronger, including through their own philanthropy and volunteerism.

Wells Fargo has taken a comprehensive approach to increasing access to economic opportunities in disadvantaged neighborhoods, combining philanthropy with our market-leading lending business.

We have reduced our Company's environmental footprint and are helping to accelerate the transition to a low-carbon economy through our commitment to finance sustainable businesses and projects, including those focused on clean technology and renewable energy.

We have concentrated our philanthropy on addressing five community issues: affordable housing, small business growth, equity and economic inclusion, education and minimizing impacts of climate change.

have and make them more efficient and are investing in technology tools and capabilities. These efforts should allow us to improve our customer experience and do a better job serving our customers existing and emerging needs.

We surpassed our \$400 million philanthropy target for 2018, donating \$444 million to nearly 11,000 nonprofits helping communities and people in need.

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Year Round Investor Engagement Through Board-Led Program

Since 2010, we have had an investor engagement program with independent director participation to help us better understand the views of our investors on key corporate governance topics. In addition to engagement with our largest institutional investors, we have enhanced our engagement efforts with additional investors and stakeholders to hear their perspectives and help identify focus and priorities for the coming year. The constructive and candid feedback we receive from our investors and other stakeholders during these meetings continues to be important and helps us inform our priorities, assess our progress, and enhance our corporate governance practices and disclosures each year.

Shareholder Engagement Topics Feedback Shared with the Full Board and Other Board Committees

Board skills and experience and Board matrix	Recent changes in the Company's senior leadership	Culture and team member engagement
Board composition and diversity	Company performance and progress	Executive compensation and compensation metrics
Board size and tenure	Regulatory relationships and status of satisfying consent order requirements	Shareholder proposals
Board oversight of risk, including committee responsibilities	Status of Company reviews of its businesses	Environmental, Social, and Governance practices and reporting

Board-level engagement and
oversight of management

** See page 18 for extended timeline*

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Results of Recent Board Refreshment and Current Board Composition

Over the past two years, the Board has focused on enhancing its composition, oversight, and governance practices. Changes the Board has made have been informed by its own comprehensive self-evaluation of Board performance and effectiveness and feedback provided by investors since our 2017 annual meeting. The Board's succession planning process has enabled the Board to maintain Board composition and structure that is appropriate in light of the Company's strategy, risk profile, and risk appetite. These processes also enable the Board to adapt its composition in response to the changing needs of the Board and our Company over time.

Board Leadership Structure

Separated the roles of Chairman and CEO and amended By-Laws in 2016 to require an independent Board Chair

Strong independent Chair (Elected Elizabeth A. Betsy Duke, former member of the Federal Reserve Board of Governors, as independent Chair effective Jan. 2018)

Refreshed leadership of six of seven standing Board committees with new committee chairs since Sept. 2017

Board Composition

Significant Board refreshment, with a majority of the Board's independent director nominees having joined the Board since January 2017

Maintained an appropriate balance of tenure, experience, and perspectives on the Board during transition

Enhanced skills and experience represented on Board, including financial services, risk management, information security/cyber, technology, regulatory, human capital management, finance, consumer, business process and operations, and social responsibility experience

Governance Practices

Board engaged a third-party to facilitate its last two Board self-evaluations (2018 and 2017)

Enhanced director onboarding, director recruitment and nomination, and Board succession planning processes

Held meetings with Stakeholder Advisory Council formed in 2017 to gain insights from leading experts and national thought leaders of external stakeholder groups

Board Diversity Highlights

While our Board does not have a specific policy on diversity, our Corporate Governance Guidelines and the Governance and Nominating Committee's charter specify that the Board and Governance and Nominating Committee incorporates a broad view of diversity into its director nomination process. In addition, the Board has a diverse candidate pool for each director search the Board undertakes. The current composition of our Board reflects those efforts and the importance our Board places on diversity on the Board.

Table of Contents**Our Director Nominees**

Our Board recommends that you vote **FOR** each of these director nominees for a one-year term

John D. Baker II	Celeste A. Clark	Theodore F. Craver, Jr.	Elizabeth A. (Betsy) Duke
Independent	Independent	Independent	Independent Chair
Executive Chairman and CEO, FRP Holdings, Inc.	Principal, Abraham Clark Consulting, LLC; retired Sr. VP, Global Public Policy and External Relations, and Chief Sustainability Officer, Kellogg Company	Retired Chairman, President, and CEO, Edison International	Former member of the Federal Reserve Board of Governors
Age: 70 Director Since: 2009	Age: 65 Director Since: 2018	Age: 67 Director Since: 2018	Age: 66 Director Since: 2015
Committees: AEC, CC*	Committees: CRC*, CC, GNC	Committees: AEC, FC*	Committees: CC, FC, GNC, RC
Other Public Boards: 1	Other Public Boards: 1	Other Public Boards: 1	Other Public Boards: 0
Wayne M. Hewett	Donald M. James	Maria R. Morris	Juan A. Pujadas
Independent	Independent	Independent	Independent
Senior Advisor, Permira; Chairman, DiversiTech	Retired Chairman and CEO, Vulcan Materials Company	Retired Executive Vice President and head of Global Employee Benefits business,	Retired Principal, PricewaterhouseCoopers

Corporation		MetLife, Inc.	LLP,
	Age: 70 Director Since: 2009		and former Vice Chairman,
Age: 54 Director Since: 2019	Committees: FC, GNC*, HRC	Age: 56 Director Since: 2018	Global Advisory Services, PwC
Committees: CRC, HRC, RC	Other Public Boards: 1	Committees: HRC, RC*	Intl.
Other Public Boards: 1		Other Public Boards: 1	
			Age: 57 Director Since: 2017
			Committees: CC, FC, RC
			Other Public Boards: 0
James H. Quigley	Ronald L. Sargent	Timothy J. Sloan	Suzanne M. Vautrinot
Independent	Independent	CEO & President	Independent
CEO Emeritus and a retired	Retired Chairman and CEO, Staples, Inc.	CEO and President, Wells Fargo & Company	President, Kilovolt Consulting Inc.; Major General (retired), U.S. Air Force
Partner of Deloitte			
	Age: 63 Director Since: 2017	Age: 58 Director Since: 2016	Age: 59 Director Since: 2015
Age: 67 Director Since: 2013	Committees: AEC, CRC, GNC, HRC*	Committees: None	Committees: CRC, CC, RC
Committees: AEC*, RC	Other Public Boards: 2	Other Public Boards: 0	Other Public Boards: 2
Other Public Boards: 2			

AEC	Audit and Examination Committee	FC	Finance Committee	HRC	Human Resources Committee
CRC	Corporate Responsibility Committee	GNC	Governance and Nominating Committee	RC	Risk Committee
CC	Credit Committee				
*	Committee Chair				



Highlights of Qualifications and Experience of our Director Nominees

92%	63 years	6 of 11	42%	67%	33%	67%
are independent	average age of independent director nominees	current independent directors joined the Board since 2017	of director nominees have financial services experience	of director nominees have risk management experience	of director nominees have human capital management experience	have CEO experience

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Guided by Our Four Compensation Principles and Enhanced Performance Objective Framework

Compensation Principles

The Board's Human Resources Committee, in making compensation decisions for our executive officers named in the Summary Compensation Table (named executives), applies its discretion within a governance framework that is based on the following four compensation principles and includes consideration of risk management, absolute and relative Company performance, business line performance for business line leaders, individual performance, and independent advice.

Pay for Performance

Attract and Retain Top Executive Talent

Foster Risk Management Culture

Encourage Creation of Long-Term Shareholder Value

Enhanced 2018 Annual Incentive Performance Objective Framework

We are committed to designing and implementing incentive compensation arrangements that align with and reinforce our Vision, Values & Goals. For 2018, the Human Resources Committee introduced an enhanced performance objective framework for annual incentives for senior leaders that focuses on pre-established financial, strategic, and risk management objectives. The new framework, which is reflected in the chart below, covers expectations for both what is achieved and how it is achieved, and includes an evaluation of performance consistent with the Company's leadership and risk accountability expectations.

This enhanced annual performance objective framework, along with other features of our executive compensation structure, enables the Human Resources Committee to assess performance against set objectives, to reward senior leaders when expectations are met or exceeded, and to hold them accountable for both what they achieve and how they achieve it.

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The Human Resources Committee has continued to make performance, risk management, and governance enhancements to the Performance Share award design for executives since we first introduced this award type in 2009. The following chart reflects the key forfeiture and adjustment provisions applicable to Performance Share awards granted in each of 2019, 2018, and 2017. For more information on these provisions and awards, see 2018 Long-Term Incentive Compensation, 2019 Long-Term Incentive Compensation, and Executive Accountability Actions Taken in Recent Years.

2019 Performance Share Awards

*Absolute and Relative Return on Realized Common Equity (RORCE)
Performance Criteria for Vesting*

1. **New regulatory performance condition** incorporated in Performance Share awards granted in 2019 that gives the HRC discretion to forfeit all or a portion of an unpaid award based on the executive's role and responsibility for the Company's progress in resolving outstanding regulatory matters

2. **Total Shareholder Return (TSR) governor** added to Performance Shares awarded to our executives beginning in 2018 that reduces the maximum payout from 150% to 125% if our TSR for the performance period is not in the top quartile of our Financial Performance Peer Group

3. **Forfeiture conditions** giving the HRC discretion to forfeit all or a portion of unpaid awards upon the occurrence of specified conditions, including behavior that may have caused material reputation harm to the Company

2018 Performance Share Awards

*Absolute and Relative RORCE
Performance
Criteria for Vesting*

1. TSR governor
2. Forfeiture conditions
3. NOL adjustor

2017 Performance Share Awards

*Absolute and Relative RORCE
Performance Criteria for Vesting*

4. **Net Operating Loss (NOL) adjustor** that reduces the target number of Performance Shares awarded by one-third for any year in the three-year performance period that our Company incurs a NOL

1. Forfeiture conditions
2. NOL adjustor

CEO Compensation Decision Highlights

The Board's and the Human Resources Committee's compensation decisions for our CEO reflect the following:

Continued Enhancement of Performance Share Award Design

76% of CEO's 2018 Compensation in Long-Term, Performance-Based Equity Award

No Salary Increase

No Annual Incentive Was Awarded for 2017 or 2016

Annual Incentive Award Granted for 2018

New regulatory performance condition added in 2019

TSR modifier added in 2018

CEO compensation continues to be substantially in the form of long-term, performance-based equity that vests over 3 years

Awards are contingent on longer-term financial

CEO has not received a salary increase since March 2016

Mr. Sloan's last salary increase occurred prior to his becoming CEO in October 2016

The HRC and the Board awarded Mr. Sloan a 2018 annual incentive award of \$2 million based on the Company's financial performance, Mr. Sloan's continued leadership on the Company's top priority of rebuilding trust, and his performance against his

<p>Vesting of awards continue to be tied to absolute and relative RORCE performance, which focuses on the creation of long-term shareholder value</p> <p><i>See pages 81-82; 95-96</i></p>	<p>performance and risk assessments, and have substantial holding requirements</p> <p>Performance Share Award for Mr. Sloan was \$1 million less in 2018 compared with 2017</p> <p><i>See pages 93-94</i></p>	<p><i>See page 88</i></p>	<p>2018 individual qualitative performance objectives</p> <p>He did not receive an annual incentive award for 2017 or 2016</p> <p><i>See pages 88-92</i></p>
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The Human Resources Committee maintained the same overarching framework for our named executives' 2018 compensation that it used in 2017. The following table summarizes the Human Resources Committee's compensation decisions for our named executives. It is not a substitute for, and should be read together with, the Summary Compensation Table, which presents compensation paid, accrued, or awarded for 2018 in accordance with Securities and Exchange Commission (SEC) disclosure rules and includes additional compensation elements and other important information.

Named Executive and Position	Base Salary (\$)	Annual Incentive Award (\$)	Long-Term Performance Share Award (\$)	Total (\$)
Timothy J. Sloan Chief Executive Officer and President	2,400,000	2,000,000	14,000,000	18,400,000
John R. Shrewsberry Senior Executive Vice President and Chief Financial Officer	2,000,000	1,250,000	9,250,000	12,500,000
Mary T. Mack Senior Executive Vice President, Consumer Banking	1,413,793	1,650,000	5,500,000	8,563,793
Avid Modjtabai Senior Executive Vice President, Payments, Virtual Solutions, and Innovation	1,750,000	1,350,000	7,250,000	10,350,000
Perry G. Pelos Senior Executive Vice President, Wholesale Banking	1,456,896	1,000,000	6,500,000	8,956,896

2018 Pay Mix

The charts below summarize the percentage of each element of pay above, based on the actual annual incentive awards earned and the value of the long-term performance shares (at target) at the time of grant for our CEO and for

our other named executives as a group.

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Long-Term Incentive Compensation Plan Highlights

Our Board recommends that you vote **FOR** the approval of the

Amended and Restated Long-Term Incentive Compensation Plan

Purpose of our LTICP

The Company's equity plan, our Long-Term Incentive Compensation Plan (LTICP), is an important way to attract, retain, and motivate key team members to produce growth in shareholder value and provide incentive compensation. The LTICP also allows us to deliver compensation aligned with our compensation principles focused on fostering a risk management culture and encouraging the creation of long-term shareholder value.

In addition, in 2018 the Human Resources Committee used approximately 23,703,940 shares of the LTICP share reserve (taking into account that restricted share rights count as two shares against the LTICP share reserve) to grant restricted share rights to approximately 250,000 eligible team members in first quarter 2018. All eligible full-time team members in the U.S., and eligible team members outside the U.S., received the equivalent of 50 shares of Wells Fargo stock. All eligible part-time team members in the U.S. received the equivalent of 30 shares of Wells Fargo stock. This grant was given to team members for the important role they play in the Company's efforts to rebuild trust and to show team members that we value their contributions to our long-term success.

Amendments to LTICP

On February 26, 2019, the Board approved an amendment and restatement (Plan Amendment) of our LTICP. The primary purposes of the Plan Amendment are as follows:

Share Increase	Plan Extension	Other Best Practice Changes
<p>200 million shares</p> <p>Estimated to allow for the grant of equity awards over the next four to five years</p>	<p>10 years subject to share limitations</p>	<p>Accumulated dividends and dividend equivalents will not be paid on unvested awards</p> <p>At least 95% of awards must have at least a one year vesting period</p>

The Plan Amendment will not take effect unless shareholders approve it at our 2019 annual meeting. We are asking shareholders to approve the LTICP in the form included at the end of this proxy statement as Appendix A.

Potential Dilution

Based on shares of our common stock outstanding as of December 31, 2018, if all shares subject to outstanding awards and all shares available for future awards as of December 31, 2018 are ultimately issued, the shareholder dilution would be approximately 3.3%. If all of the additional 200 million shares authorized by the Plan Amendment are also ultimately issued, the shareholder dilution would be approximately 7.7%. Both dilution percentages assume that shares subject to awards will be issued on a one-for-one basis even though since March 1, 2009 each share issued under awards other than options or stock appreciation rights (SARs) counts as two shares against the LTICP share reserve.

Recommendation for Approval

The Board believes the additional 200 million shares for which we are requesting approval will provide a reasonable pool of equity awards that will allow us to continue using equity awards as a fundamental part of our compensation framework in alignment with our compensation principles.

For additional information, see Item 3 Approve the Company's Amended and Restated Long-Term Incentive Compensation Plan beginning on page 116.

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Compensation Best Practices

The Board's Human Resources Committee (HRC) has adopted and continues to enhance numerous best practices that are consistent with our Vision, Values & Goals, reinforce our pay-for-performance compensation philosophy, and are aligned with the long-term interests of our shareholders.

Strong and Independent Board Oversight

Independent Board oversight through the HRC of the Company's culture, human capital management, ethics and conflicts of interest program, performance management and compensation programs, and annual pay equity reviews

Pay-for-performance compensation philosophy and approach consistent with compensation philosophy approved by the HRC

Annual consideration of financial performance and labor market peer group information, including financial performance and compensation practices

Strong Tie to Performance

Overall executive compensation design and structure is weighted heavily toward long-term, performance-based equity that vests over three years, and is contingent on longer-term financial performance and risk assessments

Use of multiple financial metrics (RORCE performance metric and Relative TSR modifier) tied to our long-term strategy in our long-term performance share awards to strengthen alignment with long-term performance and shareholder interests

Focus on Risk Management and Risk Outcomes

How an executive officer leads and manages risk can reduce or eliminate incentive compensation for outcomes that are inconsistent with the HRC's expectations or increase awards for exceptional risk management

The design and risk management features of our incentive compensation programs provide for the use of discretion, including HRC discretion in the case of the Company's executive compensation program, to account for risk

outcomes

The HRC and the Board have exercised their discretion, as they determined appropriate, to adjust compensation based on risk management outcomes

Substantial holding requirements (both stock ownership and retention policies) for our non-employee directors and executive officers to further support long-term focus, strong risk management, and accountability

Substantial Stock Ownership and

Retention Policies

Stock retention requirements extend beyond retirement

Multiple Forfeiture and Clawback

Policies and Provisions

Multiple executive compensation clawback and recoupment policies, including provisions that allow for forfeiture of compensation without a financial restatement, including the reduction or forfeiture of equity awards if the Company or the executive's business group suffers a material failure of risk management

Dividend Policy

No cash dividends on unearned restricted share rights or performance share awards

No Repricing

No repricing of stock options without shareholder approval

No Pledging

No pledging of Company securities by directors or executive officers under the Board's Corporate Governance Guidelines

No Hedging

No hedging of Company securities by directors, executive officers, or other employees under our Code of Ethics and Business Conduct

No Employment Contracts

No executive employment, severance, or change in control agreements

No Gross Ups

No tax gross-ups for named executives

No Additional Service Credit in

Pension Plans

No additional retirement benefits or additional years of credited service other than investment or interest credits provided under applicable pension plans since July 1, 2009

Limited perquisites for executive officers

Limited Perquisites

The HRC has engaged a leading independent compensation consultant to advise it in determining executive compensation and evaluating program design and structure

Leading Independent

Compensation Consultant Advice

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Proxy Statement

Your vote is important! You may vote if you owned shares of our common stock at the close of business on February 26, 2019, the record date for notice of and voting at our annual meeting. Information about the annual meeting, admission to the annual meeting, and voting your shares appears under the *Voting and Other Meeting Information* section of this proxy statement. The proxy materials were first made available to shareholders beginning on March 13, 2019.

2019 Annual

Meeting Of

Shareholders

Date & Time

Tuesday, April 23, 2019

10:00 a.m., CDT

Location

Grand Hyatt DFW

2337 South International Pkwy

Dallas, Texas 75261

Record Date

February 26, 2019

Mailing Date

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March 13, 2019

You should read the entire proxy statement carefully before voting. We also encourage you to read the 2018 annual report accompanying this proxy statement, including the letters from our independent Chair and our CEO contained in that report.

Voting Matters

Items for Vote	Board Recommendation
Management Proposals	
1 Elect 12 directors	For all nominees
2 Advisory resolution to approve executive compensation (Say on Pay)	For
3 Approve the Company's Amended and Restated Long-Term Incentive Compensation Plan	For
4 Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2019	For
Shareholder Proposals	
5-6 Vote on two shareholder proposals, if properly presented at the meeting and not previously withdrawn	Against

Live Audio of Meeting

Please visit our Investor Relations page under About Wells Fargo on www.wellsfargo.com several days before the annual meeting for information on how to listen to the live annual meeting. You will not be able to vote your shares or ask questions while you are listening to the meeting.

Each shareholder's vote is important

Please submit your vote and proxy over the internet, using your mobile device, or by telephone, or complete, sign, date, and return your proxy or voting instruction form.

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Transforming Wells Fargo

for the Future

In 2018, we further strengthened the foundation of our Company through new products and services, improvements in the customer experience, greater operational efficiency, and deepened commitments to our communities and our team members. We continued our work to assess and shape the Company's culture, make progress in our efforts to address past issues, meet the expectations of our regulators, and rebuild trust with stakeholders. While we have more work to do, we have learned from our mistakes and are making fundamental changes as we transform Wells Fargo for the future.

Our Vision, Values & Goals

Our work is guided by our Vision, Values & Goals, which capture the fundamental beliefs of our Company. Our vision is foundational and is clearly focused on acting in the best interests of our customers to help them succeed financially. Our values express how we go about delivering on our vision, and our goals describe our aspirations and align priorities across our Company. We bring our Vision and Values to life through six goals our CEO, Timothy J. Sloan, established in 2017. We aspire to be the financial services leader in each of those six areas, which are reflected below.

Our Vision We want to satisfy our customers' financial needs and help them succeed financially.

Our Values

What's right for customers. We place customers at the center of everything we do. We want to exceed customer expectations and build relationships that last a lifetime.

People as a competitive advantage. We strive to attract, develop, motivate, and retain the best team members and collaborate across businesses and functions to serve customers.

Ethics. We're committed to the highest standards of integrity, transparency, and principled performance. We do the right thing, in the right way, and hold ourselves accountable.

Diversity and inclusion. We value and promote diversity and inclusion in all aspects of business and at all levels. Success comes from inviting and incorporating diverse perspectives.

Leadership. We're all called to be leaders. We want everyone to lead themselves, lead the team, and lead the business in service to customers, communities, team members, and shareholders.

Our Goals We want to become the financial services leader in these areas:

Customer service and advice	Team member engagement	Innovation

Risk management

Corporate citizenship

Shareholder value

As discussed under *Human Capital Management* *Our Culture*, we have introduced a clear set of behavioral expectations for our team members that are aligned with our Vision, Values & Goals, and we measure performance against the expectations through a new common leadership objective that all team members have as part of their 2018 performance plans.

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Transforming Wells Fargo for the Future

Our Business and Strategy**Our Business Groups**

Wells Fargo & Company is a diversified, community-based financial services company with \$1.9 trillion in assets. Founded in 1852 and headquartered in San Francisco, we provide banking, investment and mortgage products and services, as well as consumer and commercial finance, through 7,800 locations, more than 13,000 ATMs, digital (online, mobile, and social), and contact centers (phone, email, and correspondence), and we have offices in 37 countries and territories to support customers who conduct business in the global economy. With approximately 260,000 active, full-time equivalent team members, we serve one in three households in the United States.

Wells Fargo operates the following four primary business groups:

Consumer Banking	Payments, Virtual Solutions, and Innovation (PVSI)	Wealth and Investment Management	Wholesale Banking
Community Banking	Payments businesses	Wells Fargo Advisors	Wells Fargo Commercial Banking
Home Lending	Virtual Channels	Institutional Retirement and Trust	Commercial Capital
Wells Fargo Auto	Operations	Wells Fargo Asset Management	Commercial Real Estate
Personal Lending and Small Business	Innovation	Wells Fargo Private Bank	Corporate and Investment Banking
	Merchant Services	Abbot Downing	Investment Portfolio

Deposit Products

Wells Fargo Investment
Institute

Our Strategy

Two major components of our transformation are learning from our challenges and becoming more customer-focused than ever before. These are core to our enterprise strategy which includes delivering excellent customer experiences through collaborating across business lines, becoming more customer-centric, simplifying our businesses and offerings, improving operational excellence, and strengthening our risk oversight and controls.

Our long-standing commitment to understand our customers' financial needs and to help them achieve their financial goals has been foundational to our business since 1852.

Our Consumer Strategy

A key learning from our recent challenges is that although Wells Fargo has a long history of helping customers, our focus in the past too often was product- and channel-centered. In the past two years, we have evolved toward an unified consumer strategy, which looks at how we serve consumers across all of our retail business lines and products in a way that recognizes their distinct needs. As a result, we now have a single strategy for how we want to meet the needs of our customers, collaborating across businesses to provide offerings that allow customers to engage with us how, when, and where they choose. We designed our strategy based on customer research, analyzing current businesses in the context of shifting industry dynamics and reviewing competitive trends.

Our strategy is guided by what our customers tell us they want:

Simplicity, ease, and speed

Transparency, security, and control

Relevant advice and guidance

Convenience and access, wherever and however they choose

Differentiated value that recognizes their unique needs

Based on customer input and our research, we are pursuing a three-pronged approach to our consumer strategy. The first is to elevate the baseline experience for all our customers to meet their rapidly evolving expectations. Second, and building on that work, we are enhancing our focus on defined consumer segments to ensure we meet the unique needs that matter most today and over time. Third, we are improving core enterprise capabilities to create the necessary operational infrastructure, enabling us to deliver on the other two elements of our consumer strategy.

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Transforming Wells Fargo for the Future

We are focusing on five key areas:

Providing **relevant and personalized financial advice**, delivering guidance through an integrated experience supported with the right products and services

Personalizing the transaction and borrowing experience, empowering customers with options that are in line with their priorities and transactional needs

Offering **simple and intuitive digital and cross-channel experiences** that are consistent and centered on customer needs

Delivering timely issue resolution and improving our ability to prevent issues that are harmful to customers

Providing **optimized offerings with transparent pricing**, ensuring product offerings are simple and customer-centric with easy-to-understand terms

All of our customer segments are important but because they have different needs, we have distinct strategies for each one: Mass market, Student, Emerging affluent, Affluent, High net worth, and Small business. By understanding our customers across product lines and engaging them throughout their journey, we can anticipate their needs and proactively help them with financial decisions as they progress.

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Transforming Wells Fargo for the Future

How We Are Measuring Our Progress

In March 2017, our CEO and President Timothy J. Sloan announced six new goals for our Company. While our vision and values should guide every action we take and every decision we make, our goals are designed to clearly state our aspirations for the future, and to make sure that we are all focusing on activities that will build a better, stronger Wells Fargo. As we work to meet these goals, our vision and values come to life in the way we conduct business and the way we prioritize our day-to-day activities. These are important because they help keep the focus on what matters most.

We look at a variety of internal metrics, many of which are publicly disclosed, to measure our progress. Below are some examples. We also track a number of third-party rankings that you can find on our Wells Fargo Today quarterly fact sheet available at: www.wellsfargo.com on our Who We Are page under About Wells Fargo.

We want to become *the* financial services leader in the six areas below and the following chart summarizes our progress on these Goals:

Customer Service and Advice

Continued to improve the customer experience within Consumer Banking with speed, convenience, and new digital offerings in retail banking: customer experience scores for Customer Loyalty and Overall Satisfaction with Most Recent Visit reached a 24-month high in December 2018.

Sent an average of more than 37 million monthly zero-balance and customer-specific balance alerts to our customers.

Helped more than 2.3 million customers avoid overdraft charges with our *Overdraft ReWind* service.

Created or updated financial plans for 70% of our affluent and high-net-worth customers to help those customers feel they have the guidance necessary to succeed financially.

Introduced predictive banking, an in-app feature that provides consumer and small business deposit and credit card customers personalized insights into their spending and opportunities to save.

Made changes to become better connected with our customers: between May and December 2018, our bankers reached out to 3.3 million customers to thank them for their business, respond to their questions, and make appointments for in-person consultations.

Team Member Engagement

In 2018, voluntary team member attrition improved to its lowest level in six years.

Introduced new behavioral expectations for all team members to deliver a disciplined and objective approach to defining, monitoring, and sustaining our culture.

Increased the minimum base pay in the U.S. to \$15 an hour, which benefitted approximately 36,000 team members, and reviewed pay for team members whose salaries were at or slightly above the new minimum wage that resulted in pay increases for approximately 50,000 team members.

Granted broad-based restricted share rights awards to eligible team members; for full-time team members, equivalent to 50 shares of Wells Fargo stock that vests in two years (for part-time team members, 30 shares).

Each year Wells Fargo invests approximately \$13,000 per team member in our benefits programs.

Invest \$300 million annually in team member learning and development, which includes functional training, leadership and professional development, early talent programs, and tuition reimbursement.

Introduced a new Manager Excellence learning program to provide new managers a consistent foundation and understanding of what is expected and the tools and resources available to them.

Diversity and inclusion efforts recognized externally by the Bloomberg Gender Equality Index, DiversityInc, the Human Rights Campaign, and the National Organization for Disability.

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Transforming Wells Fargo for the Future

Innovation

Creating digital account opening experiences for many products, including our online mortgage application, which increased in usage throughout 2018. Online mortgage applications represented 30% of our total retail applications in December 2018.

Enhancing our payments capabilities so customers can easily make payments as well as gain more visibility into and control over their accounts.

Launched *CEO Mobile* for our wholesale customers with half of the users now using biometrics to authenticate.

Introduced a pilot of *Greenhouse* by Wells Fargo, our mobile-first banking experience that combines consumer bank accounts with money management tools to help customers plan and save.

Launched Wells Fargo Propel American Express[®] Card, one of the most compelling rewards programs for no-annual-fee credit cards.

Building capabilities and technologies that enable innovation, such as artificial intelligence, identity management, distributed ledger, and application programming interfaces.

Risk Management

Introduced an updated and expanded risk management framework, a foundational document detailing the Company's revised approach to achieving a global standard in risk management.

Announced changes to how we organize ourselves to manage risk across our three lines of defense so that our lines of business have the appropriate structure to understand and manage their risk and to provide clear stature and authority for our independent risk management function.

Focused on multiple transformative risk initiatives, including work related to our risk target operating state, compliance, operational risk, and regulatory consent orders.

Added new leaders to the risk management team, through both internal and external hires, including more than 3,200 risk management team members hired from outside the Company over the past three years.

Investing \$1.8 billion on important initiatives as part of our total technology expense on cyber, data, and risk management.

Continued emphasis on our *Raise Your Hand* program, in which every team member is encouraged to speak up if they need help or see something that does not look right.

Corporate Citizenship

Increased our philanthropic impact by donating \$444 million to nearly 11,000 nonprofits, surpassing our 2018 target of \$400 million; beginning in 2019, we have increased our annual corporate philanthropy target to 2% of after-tax profits.

Made a five-year commitment of \$1.6 billion through philanthropy, investing and lending in disadvantaged areas of Washington, D.C., to help revitalize local neighborhoods that are most in need.

Recognized as the No. 2 corporate cash giver in the U.S. and the top financial institution in overall giving, according to a ranking by *The Chronicle of Philanthropy* based on 2017 data.

Named United Way Worldwide's largest workplace giving campaign (U.S.) (10th consecutive year).

Expanded Neighborhood *LIFT* program in 2018, financing 31,800 affordable rental units, establishing 3,900 homeowners and investing \$75 million to revitalize communities and offer support and assistance to military service members and veterans, teachers, law enforcement officers, firefighters, and emergency medical technicians, in recognition of the service they provide to their communities.

Spent more than \$1 billion with diverse suppliers during 2018.

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Transforming Wells Fargo for the Future

Team members volunteered 2 million hours in their communities.

Met 100% of our electricity needs with renewable energy in 2017 and 2018.

Announced our commitment to provide \$200 billion in financing to sustainable businesses and projects by 2030, with more than 50% focused on clean technology and renewable energy transactions to help accelerate the transition to a low-carbon economy.

Issued a comprehensive Business Standards Report detailing the many changes Wells Fargo has made since 2016 to address causes of past issues and transform the Company.

Shareholder Value

Generated net income of \$22.4 billion and diluted earnings per common share (EPS) of \$4.28 in 2018, the highest EPS in the Company's history.

Return on assets of 1.19% and return on equity of 11.53% in 2018, both up from 2017.

Strong credit quality and high levels of capital and liquidity.

Continued disciplined focus on credit risk management with our net charge-off rate near historic lows, and our nonperforming assets declined 16% from a year ago.

Returned \$25.8 billion to our shareholders through common stock dividends and net share repurchases, up 78% from 2017.

Reduced our period-end common shares outstanding by 6%, the sixth year in a row we have reduced our common share count.

Increased our quarterly common stock dividend to 43 cents per share in July 2018, and in January 2019, we increased our quarterly common stock dividend to 45 cents per share.

Continued focus on efficiency and reducing expenses; we achieved our 2018 expense target and remain committed to meeting expense targets for 2019 and 2020.

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**Our Commitment to
Corporate Citizenship**

Our Commitment and Strategic Priorities

Corporate citizenship is included among our Company’s Vision, Values & Goals

We understand our role as a community partner and the positive impact we can have on society, local, and global economies, and the environment. We strive to be the financial services leader in corporate citizenship by making positive contributions to every community we serve through our products and services, operations and culture, and our philanthropy. A strong, thriving economy is good for our communities, our business, and our shareholders.

The Corporate Responsibility Committee of our Board of Directors has primary oversight for Wells Fargo’s policies, programs, and strategies regarding significant corporate citizenship matters and our relationship with stakeholders as outlined in the committee’s charter. Three key priorities guide our strategy:

Diversity and social inclusion

Help ensure that all people feel valued and respected and have equal access to resources, services, products, and opportunities to succeed

Economic empowerment

Strengthen financial self-sufficiency and economic opportunities in underserved communities

Environmental sustainability

Accelerate the transition to a low-carbon economy and help reduce the impacts of climate change on our communities

For each of our three key priorities, we have made commitments to be accomplished by 2020. We are committed to being transparent with key stakeholders about our progress and performance, and disclose our progress annually through our Corporate Responsibility Report prepared in accordance with Global Reporting Initiative (GRI) Standards Sustainability Reporting Guidelines. Learn more at

<https://www.wellsfargo.com/about/corporate-responsibility/goals-and-reporting/>.

Stakeholder Engagement

The constructive and candid feedback we receive from our key stakeholders is important and informs our priorities, strategy, and progress throughout the year. In 2017, the Company formed an external Stakeholder Advisory Council to provide insights to our Board and our Company. This advisory group includes individuals with expertise in a variety of areas affecting Wells Fargo, including expertise in serving the financial needs of underserved communities, diversity and social inclusion, climate change and sustainability, and governance matters. Since 2013, we have conducted periodic materiality assessments to obtain input and feedback from internal and external stakeholders to help us identify both asset- and company-level risks and prioritize topics with the highest importance to our business and our stakeholders. To learn more about our materiality assessment, and the methodology we employ to prioritize

topics most relevant to our Company and our stakeholders, please view [Shaping our CSR Priorities](#) on our website at <https://www.wellsfargo.com/assets/pdf/about/corporate-responsibility/corporate-social-responsibility-priorities.pdf>.

Environmental and Social Risk Management (ESRM)

We seek to do business with customers who demonstrate responsible management of their environmental and social risks. We expanded our ESRM Policy and ESRM Framework, which supplement our traditional due diligence practices, across all lines of business to help us more deeply understand how customers in certain sectors are managing these risks. As a result of our enhanced ESRM Framework, in 2016 we began implementing an industry-leading, robust modular carbon risk tool to account for general portfolio emissions, percentage of coal generation, and related risk factors for all regulated corporate utility borrowers engaged in certain electricity and natural gas activities. To learn more about our ESRM Framework and our other environmental, social, and governance (ESG) initiatives, we encourage you to visit our ESG Guide at <https://www.wellsfargo.com/about/investor-relations/environmental-social-governance-guide/>.

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Table of Contents**Our Commitment to Corporate Citizenship****Diversity and Social Inclusion Highlights****Committed to Diversity and Inclusion**

CEO, Timothy J. Sloan, signed the Statement of Support for the National Guard and Reserve for the 15th year in a row, pledging to develop and promote supportive work environments for service members and ensure their jobs are protected while serving.

Top Military Employer

and Top Military Spouse Friendly Employer (2018) Victory Media

Building an Inclusive Culture

Approximately one-third of our team members actively participate in Company-sponsored business resource groups, based on shared backgrounds or interests, and offering career development, mentoring programs, networking, and community involvement activities.

Perfect Score 100

Disability Equality Index® (DEI®)
Best Places to Work (2018, 3rd year)

Advancing Economic Equity and Inclusion

We donated \$216 million in 2018 to nonprofits that directly serve diverse and historically underserved groups, including women, people of color, military veterans, and people with disabilities.

14th Top Company

For Diversity (2018) *DiversityInc.*

Economic Empowerment Highlights**Revitalizing Neighborhoods**

In 2018, we expanded our NeighborhoodLIFT® program, investing \$75 million to revitalize low-to-moderate income neighborhoods through down payment assistance, home lending, homebuyer education, and other support.

Supporting Economic Opportunity

In 2018, we launched *Where We Live* in collaboration with the National Community Reinvestment Coalition and local organizations. The new five-year program will invest more than \$1.6 billion in lending, investing and philanthropy to support affordable housing, small business growth, and job skills in underserved neighborhoods in

Growing Diverse Small Businesses

During 2018, Wells Fargo exceeded its initial \$75 million commitment to grow diverse small businesses through the Wells Fargo *Works for Small Businesses*®: Diverse Community Capital Program, and committed an additional \$100 million in grants and lending capital by 2020.

Washington, D.C.

Increasing affordable housing

In 2018, we financed 31,800 affordable rental units and created over 3,900 homeowners through NeighborhoodLIFT®.

Improving Financial Health

Reached 2.1 million people with financial education through our Hands on Banking® Program, including new content for veterans and people with disabilities.

Supporting American Indian/

Alaska Native Communities

Expanded philanthropy programs to help address the needs and challenges facing tribal communities in the U.S., including nearly \$13 million in 2018 to support homeownership, energy sovereignty and workforce development on tribal lands, and the development of native-owned small businesses.

Environmental Sustainability Highlights

Commitment to Advancing Clean Technology and Renewable Energy

Wells Fargo committed to providing \$200 billion in financing to sustainable businesses and projects by 2030, with more than \$100 billion set aside to promote clean technology and renewable energy and the remainder to fund sustainable projects and businesses.

Expanding Access to Clean Energy

In 2018, Wells Fargo co-founded the Tribal Solar Accelerator Fund with a \$5 million commitment over three years to bring solar energy and job training opportunities to tribal lands.

Increasing Team Member Commitment

We continue to engage team members through our sustainable commitments initiative. As of December 31, 2018 we achieved 48% of our 2020 goal to reach 250,000 team member commitments.

Engaging Our Suppliers

We achieved 52% participation on our inaugural Supplier Climate Change Survey distributed to more than 200 suppliers who were invited to provide information on their progress in reducing greenhouse gas emissions.

Recognized Leadership in Operational Sustainability

Ranked #4 on U.S. Environmental Protection Agency's Green Power Partnership National Top 100, and ranked #1 among financial services firms.

Met Aggressive Sustainability Goals

Achieved 47% reduction in greenhouse gas emissions in 2017, beating our 2020 goal three years ahead of schedule and meeting 100% of our electricity needs with renewable energy in 2017 and 2018.

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Our Commitment to Corporate Citizenship

Contributions to Our Communities

The following are ways that we give back to our communities through philanthropy, community outreach and volunteerism.

Philanthropy

We are proud to be recognized as the No. 2 corporate cash giver in the U.S. and the top financial institution in overall giving, according to a ranking by *The Chronicle of Philanthropy* based on 2017 data. In 2018, we increased our philanthropic impact by donating \$444 million to nearly 11,000 nonprofits serving underserved communities. Wells Fargo concentrated its 2018 philanthropy on addressing five community issues: affordable housing, small businesses growth, equity and economic inclusion, education, and minimizing the impacts of climate change.

Philanthropy plays a critical role in our corporate citizenship efforts because it enables us to support innovation and our communities. Beginning in 2019, we will target 2% of our after-tax profits for corporate philanthropy. Through the Wells Fargo Foundation, we direct approximately 60% of our corporate philanthropy to initiatives that align with our three priorities. The remaining philanthropic contributions are allocated to local market teams and may support the three priorities or other specific community needs and opportunities.

Community Outreach

We collaborate with a wide range of nonprofits and community organizations to stabilize and strengthen low-to-moderate income neighborhoods, as well as address global social, economic, and environmental challenges. These are just a few of the areas we support through our community outreach and grant programs:

Sustainable home ownership and affordable housing

Disaster relief, resiliency, and rebuilding

Military and veterans

Financial education and capability

Education

Clean technology and innovation

The long-term success and resiliency of our communities, and our business, depend on our ability to collaborate internally and across the public and private sectors to create sustainable solutions that meet local needs. We work with a range of stakeholders to promote inclusive economic opportunities, expand access to financial products and services, increase financial capability, and improve financial stability in underserved and diverse communities. As an example, through our Resilient Communities grant program, a collaboration with the National Fish and Wildlife Foundation, we are helping cities enhance and protect natural habitats to help prepare for, withstand, and recover from natural disasters. In 2018 we donated more than \$16 million to support nonprofits, universities, and other organizations focused on community-based environmental projects and supporting clean technology innovation and entrepreneurs.

Team Member Volunteerism and Giving

Our success as a company is the result of the care and compassion of our team members who bring our culture to life each day. Our team members generously volunteered more than 2 million hours in their communities in 2018, making these communities stronger for everyone and improving lives. Team members across the U.S. volunteered at a number of organizations, including local schools, animal shelters, and food pantries, to name a few.

We know that our long-term success is directly linked to the success of our customers and the communities we serve. In 2018, team members collectively pledged a total of \$75.3 million during Wells Fargo's internal Community Support Campaign, which aims to lift communities and help take on the challenges they face.

Select Awards and Recognition

Top 50	Perfect Score 100	A-	Largest Workplace Giving Campaign
Most community-minded companies (2018) Points of Light	Corporate Equality Index (2018, 15th year) Human Rights Campaign	CDP (2018) S&P 500 Climate Performance Leadership Index and Climate Disclosure Leadership Index	(U.S.) (2019, 10th consecutive year) United Way Worldwide

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Corporate Governance

Corporate Governance Framework and Documents

Our Board is committed to sound and effective corporate governance principles and practices, and has adopted Corporate Governance Guidelines to provide the framework for the governance of our Board and our Company. These Guidelines address, among other matters, the role of our Board, Board membership criteria, director retirement and resignation policies, our Director Independence Standards, information about the committees and other policies and procedures of our Board, including the majority vote standard for directors, management succession planning, our Board’s leadership structure, and director compensation. Our Board reviews its Corporate Governance Guidelines annually as part of its Board self-evaluation process.

Our Corporate Governance Framework

In February 2018, our Board amended its Corporate Governance Guidelines to more fully articulate the role of the Board and work it is doing to enhance governance and oversight practices, including as part of our plans to satisfy the requirements of the consent order that the Company entered into with the Board of Governors of the Federal Reserve System on February 2, 2018. The following are fundamental aspects of our Board’s governance framework:

Board Oversight of Strategic Plan, Risk Tolerance, and Financial Performance

Reviewing, monitoring and, where appropriate, approving the Company’s strategic plan, risk tolerance, risk management framework, and financial performance, including reviewing and monitoring whether the strategic plan and risk tolerance are clear and aligned and include a long-term perspective on risks and rewards that is consistent with the capacity of the Company’s risk management framework

Board Composition, Governance Structure, and Practices

Maintaining a Board composition, governance structure, and practices that support the Company’s risk profile, risk tolerance, and strategic plans, including having directors with diverse skills, knowledge, experience, and perspectives, and engaging in an annual self-evaluation process of the Board and its committees

CEO and Other Senior Management Succession Planning and Performance

Selecting, and engaging in succession planning for, the Company's Chief Executive Officer and, as appropriate, other members of senior management

Monitoring and evaluating the performance of senior management, and holding senior management accountable for implementing the Company's strategic plans and risk tolerance and maintaining the Company's risk management and control framework

Monitoring and evaluating the alignment of the compensation of senior management with the Company's compensation principles

Board Oversight of Independent Risk Management and Integrity and Reputation

Supporting the stature and independence of the Company's independent risk management (including compliance), legal, and internal audit functions

Reinforcing a culture of ethics, compliance, and risk management, and overseeing the processes adopted by senior management for maintaining the integrity and reputation of the Company

Board Reporting and Accountability

Working in consultation with management in setting the Board and committee meeting agendas and schedules

Managing and evaluating the information flow to the Board to facilitate the Board's ability to make sound, well-informed decisions by taking into account risk and opportunities and to facilitate its oversight of senior management

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Corporate Governance

Our Corporate Governance Documents

Information about our Board's and our Company's corporate governance, including the following corporate governance documents, is available on our website at <https://www.wellsfargo.com/about/corporate/governance>:

The Board's **Corporate Governance Guidelines**, including its **Director Independence Standards**

Our **Code of Ethics and Business Conduct** applicable to our team members, including our executive officers, and directors

Charters for each of the Board's seven standing committees, including the Audit and Examination Committee, the Governance and Nominating Committee, and the Human Resources Committee

An overview of our **Board Communication Policy**, which describes how shareholders and other interested parties can communicate with the Board

Our **By-Laws**, which require that the Chair of our Board be independent
Insight into the Boardroom and the Board's Priorities

Agenda Planning and Information Flow to the Board

In addition to enhancing its corporate governance framework, the Board and management continue to improve information flow and escalation of matters to the Board as well as the reporting and analysis provided to the Board.

The Board has set clear expectations for management for providing timely, accurate, candid, focused, appropriately detailed, and meaningful information and reporting to the Board in order to facilitate the Board's understanding of and engagement on the Company's strategy, business, operations, and risks, including its oversight of management.

The Board's independent Chair is actively managing Board agendas to provide sufficient time for key business, strategy, risk, culture, and other discussions, and additional time for Board focus on strategic planning, risk appetite alignment, and talent planning

A two-day strategy review session was added to the Board's meeting schedule beginning in 2018

Board committee chairs are focused on setting and prioritizing Board and committee meeting agendas

The Board and Board committees are requiring detailed action plans with clearly defined milestones and management accountability in order to assess progress in addressing regulatory matters and other issues

Enhanced Level of Board Engagement

While a substantial amount of work happens during meetings convened by the Board, its committees, and their subcommittees, there is a significant amount of engagement and interaction that occurs outside of Board and committee meetings. Our Board and its committees are deeply engaged in oversight of our business, strategy, and financial performance, our plans and progress to meet regulatory expectations, our risk transformation program, our culture and human capital management practices, and many other risks and areas. The following are some of the ways our directors are engaged with our CEO, other members of senior management, and other stakeholders.

Engagement between Directors, the CEO, and Senior Management

- i Independent Chair serves as the principal liaison among the independent directors and between the independent directors and the CEO and other members of senior management
- i Independent Chair and Board committee chairs meet regularly with members of management as part of agenda planning for Board and committee meetings

Engagement Relating to Our Business and Strategy

- i Board and Board committees hold deep dive sessions with members of management on various topics
- i Directors attend off-site visits from time to time, including to our bank branches and other facilities such as our cyber threat fusion center
- i Directors receive weekly or more frequent updates from management on recent developments, press coverage, and current events that relate to our business

Engagement with Team Members, Customers, and Regulators

- i Directors, including our independent Chair, periodically attend CEO Town Halls and other business group and team member network engagement meetings

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Corporate Governance

- i Directors meet with customers, including as part of a customer reception held in the fall each year in various markets

- i Independent Chair, Board committee chairs, and other directors meet periodically with our primary regulators on various matters

Board Priorities

The Board is focused on making progress across key priorities as we work to transform Wells Fargo, meet the expectations of our regulators, and rebuild trust with our stakeholders. Below are key priorities for the Board in connection with the continual enhancement of its governance practices and oversight of the Company's operations and goals.

Satisfying regulatory expectations and the requirements of the Company's outstanding consent orders with its regulators

**Meeting
Regulatory
Expectations**

Enhancing our risk and reporting systems to meet the heightened regulatory expectations for systemically important financial institutions and our own goal of industry leadership in risk management

Engaging in frequent and open communication with our regulators about our progress

**Enhancing Risk
Management**

Remaining an industry leader in credit, market, and liquidity risk management

Improving the Company's risk management program

Implementing plans to continue building our operational and compliance risk management systems to a level that matches our business, structure, and strategies

Enhancing management-level governance committee structures, oversight, monitoring and controls, and escalation processes and procedures

Strengthening operations across the organization, including progress on the Company's project to inventory and map all of our business processes

**Operational
Excellence**

Improving control testing and monitoring functions and reducing the number and complexity of our business processes in order to offer the potential for improving the efficiency and effectiveness of core operations

**Oversight of
Culture and
Human Capital
Management**