

**SUPPLEMENTARY PROSPECTUS DATED 6 MAY 2020 TO THE BASE PROSPECTUS
DATED 25 MARCH 2020**

Wells Fargo & Company
(incorporated with limited liability in Delaware)

U.S.\$50,000,000,000

Euro Medium Term Note Programme

This document constitutes a supplementary prospectus (the "**Supplementary Prospectus**") to the base prospectus dated 25 March 2020 (the "**Base Prospectus**") for the purposes of Article 23 of Regulation (EU) 2017/1129 (as amended or superseded) (the "**Prospectus Regulation**") and section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and is prepared in connection with the above-mentioned Euro Medium Term Note Programme (the "**Programme**") established by Wells Fargo & Company (the "**Issuer**"). The Financial Conduct Authority, which is the United Kingdom competent authority for the purposes of the Prospectus Regulation, has approved this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is to:

- (a) incorporate by reference the financial statements of the Issuer for the three months ended 31 March 2020 as set out in Form 10-Q (as defined below);
- (b) update the sub-section entitled "*Risks relating to the Issuer and its business*" under the section entitled "*Risk Factors*"; and
- (c) update the sub-section entitled "*Significant/Material Change*" in the section entitled "*General Information*" of the Base Prospectus.

IMPORTANT NOTICES

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplementary Prospectus, unless the context otherwise requires.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated in the Base Prospectus, the statements in (a) will prevail.

Except as disclosed in this Supplementary Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplementary Prospectus and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Neither the Dealers nor the Trustee nor any of their respective affiliates have independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers or the Trustee nor any of their respective affiliates as to the accuracy or completeness of the information contained in this Supplementary Prospectus. Neither the delivery of the Base Prospectus, this Supplementary Prospectus or any Final Terms nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in the Base Prospectus or this Supplementary Prospectus is true subsequent to the date hereof or the date upon which the Base Prospectus has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date thereof or the date upon which the Base Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of the Base Prospectus, this Supplementary Prospectus and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Base Prospectus, this Supplementary Prospectus or any Final Terms comes are required by the Issuer and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Base Prospectus, this Supplementary Prospectus or any Final Terms and other offering material relating to the Notes, see "*Subscription and Sale*" in the Base Prospectus. In particular, Notes have not been and will not be registered under the Securities Act. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. New U.S. laws and U.S. Treasury guidance apply to Notes issued in bearer form after 18 March 2012.

Investors should be aware of their rights under section 87Q(4) of FSMA, which allows them to withdraw their agreement to buy or subscribe for Notes issued under the Programme within 2 working days after the publication of this Supplementary Prospectus.

FORM 10-Q FILING: WELLS FARGO & COMPANY

On 5 May 2020, Wells Fargo & Company filed its Quarterly Report for the three months ended 31 March 2020 on Form 10-Q with the Securities and Exchange Commission (the "**Form 10-Q**").

A copy of the Form 10-Q has been published on the website of the London Stock Exchange and has been filed with the National Storage Mechanism (and will be available for inspection at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and <http://www.morningstar.co.uk/uk/nsm>) and can be obtained, free of charge, from the Office of the Corporate Secretary, Wells Fargo & Company, Office of the Corporate Secretary, Wells Fargo Center, MAC N9305-173, Sixth and Marquette, Minneapolis, Minnesota 55479, United States of America and, by virtue of this Supplementary Prospectus the financial statements of the Issuer for the three months ended 31 March 2020 as set out on pages 59 to 151 in the Form 10-Q are incorporated in, and form part of, this Supplementary Prospectus and the Base Prospectus.

Any information contained in the Form 10-Q which is not incorporated by reference in this Supplementary Prospectus is either not relevant to investors or is covered elsewhere in the Base Prospectus or this Supplementary Prospectus.

Notwithstanding anything in the Form 10-Q, nothing in the Form 10-Q should be taken as implying that the Issuer would be unable to comply with its obligations as a company with securities admitted to the Official List or as a supervised firm regulated by the Financial Conduct Authority.

AMENDMENTS TO THE "RISK FACTORS" SECTION

With effect from the date of this Supplementary Prospectus, the risk factor entitled "*The COVID-19 pandemic has impacted the Group's business, and the ultimate impact on its business and financial results will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic*" found in the sub-section entitled "*Risks relating to the Issuer and its business*" under the section entitled "*Risk Factors*" commencing on page 9 of the Base Prospectus shall be deleted and replaced with the following:

"The COVID-19 pandemic has impacted the Group's business, and the ultimate impact on its business and financial results will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic"

The COVID-19 pandemic has adversely impacted the Group's business and financial results, and the ultimate impact will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains, lowered equity market valuations, created significant volatility and disruption in financial markets, and increased unemployment levels. In addition, the pandemic has resulted in temporary closures of many businesses and the institution of social distancing and sheltering in place requirements in many states and communities. As a result, the demand for the Group's products and services may be significantly impacted, which could adversely affect its revenue. Furthermore, the

pandemic could continue to result in the recognition of credit losses in the Group's loan portfolios and increases in the Group's allowance for credit losses, particularly if businesses remain closed, the impact on the global economy worsens, or more customers draw on their lines of credit or seek additional loans to help finance their businesses. Similarly, because of changing economic and market conditions affecting issuers, the Group may be required to recognise further impairments on the securities it holds as well as reductions in other comprehensive income. The Group's business operations may be further disrupted if significant portions of its workforce are unable to work effectively, including because of illness, quarantines, government actions, or other restrictions in connection with the pandemic, and the Group has already temporarily closed certain of its branches and offices.

Moreover, the pandemic has created additional operational and compliance risks, including the need to quickly implement and execute new programmes and procedures for the products and services the Group offers its customers, provide enhanced safety measures for its employees, comply with rapidly changing regulatory requirements, address any increased risk of fraudulent activity, and protect the integrity and functionality of the Group's systems and networks as a larger number of its employees work remotely. The pandemic could also result in downgrades to the Group's credit ratings or credit outlook. In response to the pandemic, the Group has suspended residential property foreclosure sales, evictions, and involuntary automobile repossessions, and is offering fee waivers, payment deferrals, and other expanded assistance for credit card, automobile, mortgage, small business and personal lending customers, and future governmental actions may require these and other types of customer-related responses. In addition, the Group has temporarily suspended share repurchases and could take other capital actions in response to the COVID-19 pandemic. The extent to which the COVID-19 pandemic impacts the Group's business, results of operations, and financial condition, as well as its regulatory capital and liquidity ratios, will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities and other third parties in response to the pandemic."

AMENDMENTS TO THE "GENERAL INFORMATION" SECTION

With effect from the date of this Supplementary Prospectus, the sub-section entitled "*Significant/Material Change*" in the section entitled "*General Information*" commencing on page 126 of the Base Prospectus is deleted and replaced with the following:

"Other than as disclosed in the risk factor entitled "The COVID-19 pandemic has impacted the Group's business, and the ultimate impact on its business and financial results will depend on future developments, which are highly uncertain and cannot be predicted, including the scope and duration of the pandemic and actions taken by governmental authorities in response to the pandemic" in the sub-section entitled "Risks relating to the Issuer and its business", since: (i) 31 December 2019 there has been no material adverse change in the prospects of the Issuer; and (ii) 31 March 2020, there has been no significant change in the financial performance or financial position of the Group."