

**Final Terms dated 14 June 2016**

**Wells Fargo & Company**

**Issue of U.S.\$60,000,000 Step-up Callable Notes due 16 June 2056**

**under the U.S.\$35,000,000,000**

**Euro Medium Term Note Programme**

**Part A — CONTRACTUAL TERMS**

The Issuer has prepared the Base Prospectus dated 7 March 2016 and the supplement to the Base Prospectus dated 5 May 2016 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus. Capitalised terms used but not defined herein shall have the meanings given to such terms in the Senior Indenture (the "**Indenture**") dated 7 March 2016 among the Issuer and Citibank, N.A., London Branch, as trustee, principal paying agent and transfer agent, and Citigroup Global Markets Deutschland AG, as registrar.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms, the Indenture and the Base Prospectus. The Base Prospectus and the Indenture are available for viewing at the market news section of the London Stock Exchange website <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies may be obtained from during normal business hours at Wells Fargo & Company, Office of the Corporate Secretary, Wells Fargo Center, MAC N9305-173, Sixth and Marquette, Minneapolis, Minnesota 55479, United States of America.

1.	Issuer	Wells Fargo & Company
2.	(i) Series Number:	76
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	U.S. Dollars ("U.S.\$")
4.	Equivalent Currency:	Not Applicable
5.	Aggregate Nominal Amount:	U.S.\$60,000,000
	(i) Series:	U.S.\$60,000,000
	(ii) Tranche:	U.S.\$60,000,000
6.	Equivalent Aggregate Nominal Amount:	Not Applicable
7.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
8.	(i) Specified Denominations:	U.S.\$250,000 and integral multiples of U.S.\$1,000 in excess thereof up to and including U.S. \$499,000
	(ii) Calculation Amount:	U.S.\$1,000
9.	(i) Issue Date:	16 June 2016
	(ii) Interest Commencement Date:	Issue Date
10.	Maturity Date:	16 June 2056

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|-----|--|--|
| 11. | Interest Basis:  | Step-up Notes<br>(further particulars specified below) |
| 12. | Redemption/Payment Basis:                                | Redemption at par                                      |
| 13. | Change of Interest or Redemption/ Payment Basis:         | Step-up Notes<br>(further particulars specified below) |
| 14. | Put/Call Options:  | Call Option  |
| 15. | (i) Status of the Notes:                                 | Senior   |
|     | (ii) Date Board approval for issuance of Notes obtained: | Not Applicable   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------------------------------|--|
| 16. | Type of Interest              | Fixed Rate Interest  |
|     | (i) Interest Payment Date(s): | 16 June in each year commencing on 16 June 2017, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in 16(iv) below   |
|     | (ii) Interest Period End Date | Each Interest Payment Date   |
| 17. | Switch Option                 | Not Applicable   |
| 18. | Fixed Rate Note Provisions    | Applicable   |
|     | (i) Rate(s) of Interest:      | The Notes are Step-up Notes. The Rate of Interest shall be: (a) 3.82 per cent. per annum for the Interest Period commencing on 16 June 2016 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2036; and (b) 4.07 per cent. per annum for the Interest Period commencing on 16 June 2036 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2056 |
|     | (ii) Fixed Coupon Amount(s):  | (a) U.S.\$38.20 per Calculation Amount for the Interest Period commencing on 16 June 2016 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2036; and (b) U.S.\$40.70 per Calculation Amount for the Interest Period commencing on 16 June 2036 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2056   |
|     | (iii) Broken Amount(s):       | Not Applicable   |
|     | (iv) Day Count Fraction:      | Actual/Actual (ICMA)   |
| 19. | Floating Rate Note Provisions | Not Applicable   |
| 20. | Zero Coupon Note Provisions   | Not Applicable   |

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|-----|---------------------------------------|----------------|
| 21. | Dual Currency Note Provisions         | Not Applicable |
| 22. | Reverse Dual Currency Note Provisions | Not Applicable |
| 23. | Range Accrual Note Provisions         | Not Applicable |

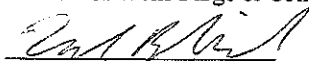
**PROVISIONS RELATING TO REDEMPTION**

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|-----|--|---|
| 24. | Call Option  | Applicable  |
|     | (i) Optional Redemption Date(s):   | 16 June 2036  |
|     | (ii) Optional Redemption Amount(s):  | U.S.\$1,000 per Calculation Amount                    |
|     | (iii) If redeemable in part:   | Not Applicable  |
|     | (iv) Notice period:  | 5 Business Days prior to the Optional Redemption Date |
| 25. | Put Option   | Not Applicable  |
| 26. | Final Redemption Amount of each Note   | U.S.\$1,000 per Calculation Amount                    |
| 27. | Early Redemption Amount  |   |
|     | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: | U.S.\$1,000 per Calculation Amount                    |
| 28. | Early Termination Amount   | U.S.\$1,000 per Calculation Amount                    |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|---|
| 29. | Form of Notes:  | Registered Notes:<br><br>Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note<br><br>Global Registered Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg. |
| 30. | New Global Note (NGN) Form:   | Not Applicable  |
| 31. | Additional Financial Centre(s) or other special provisions relating to payment dates:                 | London and New York   |
| 32. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | Yes. As the Notes have more than 27 Coupon payments, Talons may be required if, on exchange into definitive form, more than 27 Coupon payments are left.  |

Signed on behalf of Wells Fargo & Company:

By: 

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 1,750

### 2. RATINGS

- Ratings: The Notes are expected to be rated:
- Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business: A
- Moody's Investors Service, Inc.: A2
- Fitch Ratings, Inc.: AA-
- DBRS, Inc: AA

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. YIELD

- Indication of yield: (a) 3.82 per cent. per annum for the Interest Period commencing on 16 June 2016 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2036; and (b) 4.07 per cent. per annum for the Interest Period commencing on 16 June 2036 and for each Interest Period thereafter up to and including the Interest Period ending on 15 June 2056

### 5. OPERATIONAL INFORMATION

ISIN Code: XS1432729157

Common Code: 143272915

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common Safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit

operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Delivery:

Delivery against payment

Names and addresses of additional paying agent(s) (if any): Not Applicable

**DISTRIBUTION**

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|----|-----------------------------------|------------------------------|
| 6. | Method of Distribution:           | Non-syndicated               |
| 7. | If non-syndicated, name of Dealer | Wells Fargo Securities, LLC  |
| 8. | U.S. Selling Restrictions         | Reg. S Compliance Category 2 |
| 9. | Stabilising Manager               | Not Applicable               |