

**SUPPLEMENTARY PROSPECTUS DATED 7 AUGUST 2017 TO THE BASE PROSPECTUS  
DATED 17 MARCH 2017**

**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 17 March 2017, as supplemented by the supplementary prospectus dated 9 May 2017 (together, the "**Base Prospectus**") for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") 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 Directive, has approved this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is to (i) incorporate by reference the financial statements of the Issuer for the three months ended 30 June 2017 as set out on pages 73 to 164 in the Form 10-Q that the Issuer filed with the Securities and Exchange Commission on 4 August 2017; and (ii) include the following additional risk factor in the Risk Factors section of the Base Prospectus:

**"Risks related to Notes which are linked to "benchmarks"**

The London Interbank Offered Rate ("**LIBOR**"), the Euro Interbank Offered Rate ("**EURIBOR**") and other interest rate or other types of rates and indices which are deemed to be "benchmarks" are the subject of ongoing national and international regulatory reform. Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or benchmarks could be eliminated entirely, or there could be other consequences which cannot be predicted. For example, on 27 July 2017, the UK Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021 (the "**FCA Announcement**"). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. The potential elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark (including but not limited to Floating Rate Notes whose interest rates are linked to LIBOR). Any such consequence could have a material adverse effect on the value of and return on any such Notes."

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.

## IMPORTANT NOTICES

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.

None of the Base Prospectus, this Supplementary Prospectus, any other supplements to the Base Prospectus or any Final Terms constitutes an offer of, or an invitation by or on behalf of the Issuer or the Dealers to subscribe for, or purchase, any Notes.

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. Additional provisions that may apply to Notes in bearer form will be described in a Drawdown Prospectus.

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 4 August 2017, Wells Fargo & Company filed its Quarterly Report for the three months ended 30 June 2017 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, MAC N9305-173, 90 South 7th Street, 17th Floor, Minneapolis, Minnesota 55402-3903, United States of America and, by virtue of this Supplementary Prospectus, the financial statements of the Issuer for the three months ended 30 June 2017 set out on pages 73 to 164 of 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.