

EU MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law of the United Kingdom (the "**UK**") by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of EU MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic

law of the UK by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms dated 18 July 2024

Wells Fargo & Company

Issue of EUR 1,250,000,000 Floating Rate Callable Notes due July 2028

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

Euro Medium Term Note Programme

Part A — CONTRACTUAL TERMS

The Issuer has prepared the Base Prospectus dated 5 April 2024, as supplemented by the supplement dated 7 May 2024 which together constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation. 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 dated 5 April 2024 (the "**Indenture**") among the Issuer and Citibank, N.A., London Branch, as trustee, principal paying agent and transfer agent, and Citibank Europe plc, as registrar.

The Base Prospectus is 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 during normal business hours from 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: | 117 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | Aggregate Principal Amount: | EUR 1,250,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Principal Amount |

- | | | | |
|-----|-------|--|--|
| 6. | (i) | Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof |
| | (ii) | Calculation Amount: | EUR 1,000 |
| 7. | (i) | Issue Date: | 22 July 2024 |
| | (ii) | Interest Commencement Date: | Issue Date |
| | (iii) | CNY Issue Trade Date: | Not Applicable |
| 8. | | Maturity Date: | Interest Payment Date falling on or nearest to 22 July 2028 |
| 9. | | Interest Basis: | 3-month EURIBOR +0.70 per cent.
Floating Rate

(further particulars specified below) |
| 10. | | Redemption/Payment Basis: | Redemption at par

Redemption or repurchase will be subject to required regulatory approval, if any. |
| 11. | | Redemption for Hedging Disruption: | Not Applicable |
| 12. | | Change of Interest or Redemption/
Payment Basis: | Not Applicable |
| 13. | | Put/Call Options: | Call Option

(further particulars specified below) |
| 14. | (i) | Status of the Notes: | Senior |
| | (ii) | Date Board approval for issuance
of Notes obtained: | 23 April 2019 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|-------------------|---|
| 15. | Type of Interest: | Floating Rate Interest |
| | (i) | Interest Payment Date(s):

22 January, 22 April, 22 July and 22 October in each year commencing on 22 October 2024, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in paragraph 18(iv) below |
| | (ii) | Interest Period End Date:

Not Applicable |

16.	Switch Option:	Not Applicable
17.	Fixed Rate Note Provisions:	Not Applicable
18.	Floating Rate Note Provisions	Applicable
(i)	Interest Period(s):	The period beginning on, and including, each Interest Payment Date and ending on, but excluding, the immediately following Interest Payment Date
(ii)	Specified Period:	Not Applicable
(iii)	First Interest Payment Date:	The Interest Payment Date falling on or nearest to 22 October 2024
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Additional Business Centre(s):	London and New York
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	Citibank, N.A., London Branch shall be the Calculation Agent
(viii)	Screen Rate Determination:	Applicable
	• Reference Rate:	3-month EURIBOR
	• Observation Method:	Not Applicable
	• Lag Period:	Not Applicable
	• Observation Shift Period:	Not Applicable
	• Interest Determination Date(s):	The second TARGET Settlement Day prior to the start of each relevant Interest Period
	• "p":	Not Applicable
	• Relevant Screen Page:	Reuters Page EURIBOR01
	• Relevant Time:	11.00 a.m. (Central European Time)
	• Relevant Financial Centre:	Not Applicable

	• Reference Banks:	Not Applicable
	• Margin(s):	+0.70 per cent. per annum
	• Rate Multiplier:	Not Applicable
	• Designated Maturity:	Not Applicable
(ix)	Index Determination:	Not Applicable
(x)	CMS Rate Determination:	Not Applicable
(xi)	CMT Rate Determination:	Not Applicable
(xii)	ISDA Rate Determination:	Not Applicable
(xiii)	Benchmark Discontinuation – Independent Adviser:	Applicable
(xiv)	Benchmark Discontinuation – SOFR:	Not Applicable
(xv)	Minimum Rate of Interest:	Not Applicable
(xvi)	Maximum Rate of Interest:	Not Applicable
(xvii)	Day Count Fraction:	Actual/360
(xviii)	Spread Notes:	Not Applicable
(xix)	Knock-in Notes:	Not Applicable
(xx)	Knock-out Notes:	Not Applicable
(xxi)	Highest Rate Notes:	Not Applicable
(xxii)	Lowest Rate Notes:	Not Applicable
19.	Zero Coupon Note Provisions:	Not Applicable
20.	Dual Currency Note Provisions:	Not Applicable
21.	Reverse Dual Currency Note Provisions:	Not Applicable
22.	Range Accrual Note Provisions:	Not Applicable
23.	Resettable Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

24.	Call Option:	Applicable
-----	--------------	------------

- (i) Optional Redemption Date(s) (Call): The Notes may be redeemed at the option of the Issuer: (i) in whole but not in part, on 22 July 2027; or (ii) in whole or in part, on any date from, and including, 22 June 2028 to, but excluding, the Maturity Date.
- (ii) Optional Redemption Amount(s) (Call): EUR 1,000 per Calculation Amount
- (iii) Make Whole Redemption Price: Not Applicable
- (iv) If redeemable in part:
- Minimum Redemption Amount: Not Applicable
 - Maximum Redemption Amount: Not Applicable
- (v) Notice period (if different from the Conditions): Not Applicable – in line with *"Description of the Notes – Redemption and Purchase – Redemption at the Option of the Issuer"*.
25. Put Option: Not Applicable
26. Clean-up Call Option: Not Applicable
27. Final Redemption Amount of each Note: EUR 1,000 per Calculation Amount
28. Early Redemption Amount (Tax):
- (i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: EUR 1,000 per Calculation Amount
29. Early Termination Amount: EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. Form of Notes: Registered Notes:
- Global Registered Note exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.
- Global Registered Note registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream,

Luxembourg (that is, held under the New Safekeeping Structure (NSS)).

- | | | |
|-----|---|--|
| 31. | New Safekeeping Structure ("NSS"): | Applicable |
| 32. | Additional Financial Centre(s) or other special provisions relating to payment dates: | New York and London |
| 33. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 34. | Relevant Benchmark: | EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of Regulation (EU) 2016/1011 as it forms part of the domestic law of the UK by virtue of the EUWA. |

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 Main Market of the London Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: GBP 2,180

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings, acting through Standard & Poor's Financial Services LLC ("**Standard & Poor's**"): BBB+

An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The plus (+) sign shows relative standing within the rating categories. (Source: <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>)

Moody's Investors Service, Inc ("**Moody's**"): A1

Obligations rated A are judged to be upper-medium grade and are subject to low credit risk. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category (Source: https://www.moodys.com/research/doc--PBC_79004)

Fitch Ratings, Inc. ("**Fitch**"): A+

A+ ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more

vulnerable to adverse business or economic conditions than is the case for higher ratings. Within rating categories, Fitch may use modifiers. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. (Source: file:///C:/Users/937687/Downloads/RPT_2023-04_10231912.pdf)

DBRS, Inc. ("**DBRS**"): AA (low)

Superior credit quality. The capacity for the payment of financial obligations is considered high. Credit quality differs from AAA only to a small degree. Unlikely to be significantly vulnerable to future events. All rating categories from AA to CCC contain the subcategories (high) and (low). The absence of either a (high) or (low) designation indicates that the rating is in the middle of the category. (Source: <https://dbrs.morningstar.com/media/DBRS-M-Product-Guide.pdf>)

Each of Standard & Poor's, Moody's, Fitch and DBRS is not established in the EEA or the UK but the rating it has given to the Notes to be issued under the Programme is endorsed by S&P Global Ratings UK Limited, Moody's Investors Service Ltd, Fitch Ratings Ltd, and DBRS Ratings Limited, respectively, each of which is established in the UK and registered under Regulation (EC) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the "**UK CRA Regulation**").

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

Save as discussed in "*Subscription and Sale*" and save for the fees paid to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. Certain of the Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer and its affiliates in the ordinary course of business and for which such Managers have received or may receive customary fees, commissions, reimbursement of expenses and indemnification. In addition, in the ordinary course of their business activities, the Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and

financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or Issuer's affiliates. Certain of the Managers or their affiliates that have a lending relationship with the Issuer routinely hedge, and certain other of the Managers or their affiliates may hedge, their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such short positions could adversely affect future trading prices of the Notes.

4. ***Floating Rate Notes only – HISTORIC INTEREST RATES***

Information on past and future performance and volatility of EURIBOR can be obtained from Reuters.

The Issuer does not intend to provide post-issuance information.

5. **OPERATIONAL INFORMATION**

- | | | |
|-------|--|--|
| (i) | ISIN Code: | XS2865534437 |
| (ii) | Common Code: | 286553443 |
| (iii) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | LEI: | PBLD0EJDB5FWOLXP3B76 |
| (vi) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, or registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for |

Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

(viii) Delivery: Delivery against payment

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

6. DISTRIBUTION

(i) Method of Distribution: Syndicated

- If syndicated, names of Managers:

Joint Lead Managers
 Banco Bilbao Vizcaya Argentaria, S.A.
 HSBC Bank plc
 ING Bank N.V.
 Intesa Sanpaolo S.p.A.
 NATIXIS
 Société Générale
 Swedbank AB (publ)
 Wells Fargo Securities International Limited

Co-Managers
 ABN AMRO Bank N.V.
 CaixaBank, S.A.
 Coöperatieve Rabobank U.A.
 Goodbody Stockbrokers UC
 Lloyds Bank Corporate Markets plc
 Nordea Bank Abp
 Skandinaviska Enskilda Banken AB (publ)
 Standard Chartered Bank

- Date of Subscription Agreement: 18 July 2024

(ii) If non-syndicated, name of Dealer: Not Applicable

(iii) U.S. Selling Restrictions: Reg. S Compliance Category 2

(iv) Prohibition of Sales to EEA Retail Investors: Applicable

(v) Prohibition of Sales to UK Retail Investors: Applicable

(vi) Stabilisation Manager: Not Applicable

7. THIRD PARTY INFORMATION

The descriptions of the ratings of the Notes contained in paragraph 2 of Part B have been extracted from the website of Moody's, Fitch, Standard & Poor's or DBRS (as applicable) as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's, Fitch, Standard & Poor's or DBRS (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

8. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

(i) Reasons for the offer: See "*Use of Proceeds*" in Base Prospectus

(ii) Estimated Net Proceeds: EUR 1,246,875,000