

**Final Terms dated 22 July 2016****Wells Fargo & Company****Issue of GBP 1,000,000,000 2.000 per cent. Fixed Rate Notes due 28 July 2025****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:	77
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	GBP
4.	Aggregate Nominal Amount:	GBP 1,000,000,000
	(i) Series:	GBP 1,000,000,000
	(ii) Tranche:	GBP 1,000,000,000
5.	Issue Price:	99.795 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000
	(ii) Calculation Amount:	GBP 1,000
7.	(i) Issue Date:	26 July 2016

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 July 2025
9.	Interest Basis:	2.000 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/ Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior

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

14.	Type of Interest	Fixed Rate Interest
	(i) Interest Payment Date(s):	28 July in each year, commencing 28 July 2017 (the " <b>First Interest Payment Date</b> "), up to and including the Maturity Date
	(ii) Interest Period End Date	Each Interest Payment Date
15.	Switch Option	Not Applicable
16.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.000 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Fixed Coupon Amount:	GBP 20.00 per Calculation Amount payable on each Interest Payment Date other than the First Interest Payment Date
	(iii) Broken Amount(s):	Long first coupon: GBP 20.11 per Calculation Amount, payable on the First Interest Payment Date
	(iv) Day Count Fraction:	Actual/Actual (ICMA)
17.	Floating Rate Note Provisions	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable
20.	Reverse Dual Currency Note Provisions	Not Applicable
21.	Range Accrual Note Provisions	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

22.	Call Option	Not Applicable
23.	Put Option	Not Applicable
24.	Final Redemption Amount of each Note	GBP 1,000 per Calculation Amount

25. 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: GBP 1,000 per Calculation Amount

26. Early Termination Amount GBP 1,000 per Calculation Amount

# **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. 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)).

28. New Safekeeping Structure (NSS): Applicable

29. Additional Financial Centre(s) or other special provisions relating to payment dates: London and New York

30. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

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 will be 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 2,100

### 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: 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: 2.025 per cent. per annum

### 5. OPERATIONAL INFORMATION

ISIN Code: XS1457522727

Common Code: 145752272

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

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.

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:               | Syndicated   |
| 7. | (i) If syndicated, names of Managers: | <i>Joint Lead Managers</i><br><br>Banco Santander, S.A.<br>Barclays Bank PLC<br>HSBC Bank plc<br>Wells Fargo Securities International Limited<br><br><i>The Co-Manager</i><br><br>Swedbank AB (publ) |
|    | (ii) Date of Subscription Agreement:  | 22 July 2016   |
| 8. | If non-syndicated, name of Dealer     | Not Applicable   |
| 9. | U.S. Selling Restrictions             | Reg. S Compliance Category 2 / TEFRA not applicable  |