WELLS FARGO & COMPANY/MN
Form DEF 14A
March 14, 2018
Table of Contents

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Wells Fargo & Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Wells Fargo & Company

2018 annual meeting of shareholders

Proxy

statement

Table of Contents

Letter to our Shareholders

from our Chair and our

Chief Executive Officer

March 14, 2018

Dear Fellow Shareholders,

Thank you for your continued support of Wells Fargo during 2017. Our top priority remains rebuilding the trust of our shareholders, customers, team members, communities, and regulators. We continue to make the changes necessary for Wells Fargo to become better, stronger, and more customer-focused than ever before. We are focused on achieving our six aspirational goals for Wells Fargo to be *the* financial services leader in customer service and advice, team member engagement, innovation, risk management, corporate citizenship, and shareholder value. At the same time, the board and senior management are committed to satisfying the requirements of the consent order that we agreed to with the Board of Governors of the Federal Reserve System on February 2, 2018.

As part of our transformation, Wells Fargo is committed to a thorough review of the products we offer and the internal procedures we use to get things done. When we uncover anything that may be questionable, we address it and remediate any customers who may have been financially harmed. To strengthen Wells Fargo s corporate culture, we are listening to our team members and inviting outside reviewers to help identify enhancements so we can make sure our culture is consistent across the organization. We continue to make investments in our team, including raising the minimum wage base range for U.S.-based, entry-level team members to $15 an hour and enhancing benefits. Team member turnover is at its lowest level since 2013.

As we look ahead, we remain focused on understanding our customers financial needs and helping them succeed financially. To deliver excellent customer experiences, we are investing in data, technology, operations, and risk management so team members have the tools they need to meet customers needs. We have enhanced the branch experience for customers and accelerated our pace of innovation so we can create new kinds of lasting value for consumers and businesses. We will continue to make changes to strengthen Wells Fargo, and we firmly believe that the quality of our team members, our diversified business model, nationwide franchise, and investment in innovation, along with our commitment to our six goals, will generate long-term value for our investors.

The board recognizes that it must continue to strengthen and enhance its governance oversight. To support these efforts, the board made significant changes to board composition, reconstituted several board committees, amended committee charters to enhance risk oversight, and continued to work with senior management to improve the reporting and analysis provided to the board. Many of these changes were informed by the board s rigorous self-examination, which was facilitated by a third-party in 2017, and reflected the feedback received from our investors and other stakeholders.

On behalf of our board of directors and management team, we are pleased to invite you to attend our 2018 Annual Meeting of Shareholders on April 24, 2018, at 10:00 a.m., Central Daylight Time, at the Des Moines Marriott Downtown, 700 Grand Avenue, Des Moines, Iowa, 50309. A notice of the meeting and our 2018 Proxy Statement containing important information about the matters to be voted upon and instructions on how you can vote your shares follow this letter.

Your vote is important to us. Please vote as soon as possible even if you plan to attend the annual meeting. Thank you for your interest in and support of Wells Fargo.

Sincerely,

Elizabeth A. Duke	**Timothy J. Sloan**
Chair, Board of Directors	CEO and President

Table of Contents

Wells Fargo & Company

Notice of 2018 Annual Meeting of Shareholders

DATE & TIME	LOCATION	RECORD DATE
Tuesday, April 24, 2018 10:00 a.m., CDT	Des Moines Marriott Downtown 700 Grand Avenue Des Moines, Iowa 50309	February 27, 2018

Items of Business

Elect as directors the 12 nominees named in our proxy statement

Vote on an advisory resolution to approve executive compensation

Ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2018

Vote on shareholder proposals (Items 4 6), if properly presented at the meeting and not previously withdrawn

Consider any other business properly brought before the meeting

How to Vote

Your vote is important! Please vote your shares in person or in one of the following ways:

BY INTERNET

Visit the website listed in your notice of internet availability of proxy materials or your proxy or voting instruction form

BY PHONE

Call the toll-free voting number in your voting materials

BY MAIL

Mail your completed and signed proxy or voting instruction form

BY MOBILE DEVICE

Scan the QR Barcode on your voting materials

By Order of our Board of Directors,

Anthony R. Augliera

Deputy General Counsel and Corporate Secretary

Important Notice Regarding the Availability of

Proxy Materials for the Shareholder Meeting To Be Held on April 24, 2018

Wells Fargo s 2018 Proxy Statement and Annual Report to Shareholders for the year ended December 31, 2017 are available at: **www.proxypush.com/wfc** (for record holders) or **www.proxyvote.com** (for street name holders and Company Plans participants).

This notice and the accompanying proxy statement, 2017 annual report, and proxy card or voting instruction form were

first made available to shareholders beginning on March 14, 2018. You may vote if you owned shares of our common stock at the close of business on ***February 27, 2018****, the record date for notice of and voting at our annual meeting.*

Table of Contents

Proxy Summary

This summary highlights certain information contained in this proxy statement. You should read the entire proxy statement carefully before voting.

BUSINESS OVERVIEW AND STRENGTHS

Wells Fargo is a diversified, community-based financial services company. We provide banking, investments, mortgage, and consumer and commercial finance through more than 8,300 locations, 13,000 ATMs, digital (online, mobile, and social), and contact centers (phone, email, and correspondence), and we have offices in 42 countries and territories to support customers who conduct business in the global economy. With approximately 263,000 active, full-time equivalent team members, we serve one in three households in the United States.

We understand the importance and responsibility of our role as a systemically important financial institution, as a major employer, as a provider of financial services within our communities, and as a responsible corporate citizen. We recognize that recent issues, including the sales practices matter, have had an impact on Wells Fargo and its reputation, including our team members, customers, investors, and other stakeholders. As discussed throughout this proxy statement, we continue to focus on serving our customers, rebuilding trust, and building a stronger, better Wells Fargo.

We have confidence in the strength of our diversified business model and other strong aspects of our business and operations highlighted below.

OUR VISION, VALUES, AND GOALS

We use our Vision, Values, and Goals to guide us toward growth and success.

Our Vision is to satisfy our customers financial needs and help them succeed financially.

Our Values are: What s right for customers, people as a competitive advantage, ethics, diversity and inclusion, and leadership

We aspire to create deep and enduring relationships with our customers by providing them with an exceptional experience and by understanding their needs and delivering the most relevant products, services, advice, and guidance. In early 2017, our CEO Timothy J. Sloan also established six new aspirational goals for our Company.

Our Goals: We want to become the financial services leader in these six areas

Customer service and advice

Team member engagement

Innovation

Risk management

Corporate citizenship

Shareholder value

Table of Contents

STRENGTHENING AND MONITORING OUR CULTURE

Our journey to strengthen our culture is an ongoing process that starts with making sure that all of our team members have a consistent understanding of our Vision, Values, and Goals.

Table of Contents

INVESTOR ENGAGEMENT AND RESPONSIVENESS

Since 2010 we have had an investor outreach program with independent director participation to help us better understand the views of our investors on key corporate governance topics. In addition to engagement with our largest institutional investors, we have enhanced our engagement efforts with additional investors and stakeholders to hear their perspectives and help identify focus and priorities for the coming year. The constructive and candid feedback we receive from our investors and other stakeholders during these meetings is important and helps us inform our priorities, assess our progress, and enhance our corporate governance practices and disclosures each year.

CORPORATE GOVERNANCE HIGHLIGHTS

Enhancements to Corporate Governance Practices and Shareholder Rights

Informed by Investor Feedback and Board Self-Evaluation

Shareholders owning at least 20% (threshold lowered in March 2018 from 25%) of our common stock may call special meetings (since 2011 our By-Laws have provided our shareholders with a meaningful right to call special meetings of shareholders)

Adopted proxy access in 2015 with a 3%/3 years ownership threshold

Engaged a third party to facilitate the Board s comprehensive 2017 self-evaluation; Since 2014 the Board s self-evaluation process has included an assessment of the contributions of individual directors to the work of the Board and its committees

Amended Corporate Governance Guidelines in 2018 to more fully reflect the role of the Board and work it is doing to enhance governance and oversight practices, including as part of our plans to satisfy the requirements of the consent order that the Company entered into with the Board of Governors of the Federal Reserve System on February 2, 2018

Disclosed additional information on our Company s gender and racial/ethnic pay gaps in the U.S. on our website in February 2018

Adopted overboarding policy in 2017 limiting the number of boards on which our directors may serve (3 total boards for public company CEOs; 4 total public company boards for other directors, unless the GNC determines such other board service would not impair the director s service to our Company); No director serves on more than 3 total public company boards and our CEO does not serve on another public company board other than Wells Fargo

Separated the roles of Chair and CEO and amended our By-Laws to require the Chair to be independent in 2016

Table of Contents

BOARD REFRESHMENT AND COMPOSITION

The Board s refreshment process and changes to its composition, oversight, and governance practices have been informed by robust self-evaluation and feedback provided by our investors following our 2017 annual meeting.

Comprehensive third-party facilitated Board self-evaluation conducted following the 2017 annual meeting and in advance of its typical year-end timing

Focus areas of the evaluation included Board composition; performance and materials; structure and effectiveness; Board responsibilities; tone at the top and culture; and governance practices

Prior to our 2017 Annual Meeting

Our Board took a number of actions in response to the retail banking sales practices matter, including to refresh Board composition and to enhance independent oversight, including:

Separated the roles of Chair of the Board and CEO

Amended the By-Laws to require that the Chair be independent

Elected 2 new directors (Karen Peetz and Ron Sargent) who enhanced the financial services, regulatory, consumer retail, and

* Based on completed years of service from date first elected to the Board

human capital management experience on our Board

Took significant executive accountability actions, including forfeitures and clawbacks totaling more than $180 million

Since our 2017 Annual Meeting

At our 2017 annual meeting, Wells Fargo shareholders sent the entire Board a clear message. The Board heard that message and since that time took a number of additional actions in response, including:

Elected Betsy Duke as independent Chair, effective January 1, 2018

Engaged in a thoughtful Board refreshment process while maintaining an appropriate balance of new perspectives and experience on the Board

Elected 4 new independent directors (Juan Pujadas, Celeste Clark, Ted Craver, and Maria Morris) who further enhanced financial services, risk management, technology, human capital management, finance and accounting, corporate responsibility, and regulatory experience on our Board; **in total, the Board elected 6 new directors in 2017 who bring relevant experience consistent with the Company s strategy and risk profile**

Changed the leadership and composition of key Board committees, including the Risk Committee and Governance and Nominating Committee

Reconstituted the Risk Committee to, among other things, include 4 members with experience identifying, assessing, and managing risk exposures of large, financial firms as provided in the Federal Reserve s Enhanced Prudential Standards for large U.S. bank holding companies

Continued its focus on the importance of maintaining Board diversity (both gender and ethnic); 3 of the 6 new directors elected by our Board in 2017 are women and 2 of those new directors elected are ethnically diverse

Table of Contents

ENHANCEMENTS TO BOARD RISK OVERSIGHT

A priority of the Board has been and continues to be enhancing its oversight of risk, including through changes to the Board s corporate governance framework and committee oversight responsibilities.

The Board has reviewed committee responsibilities and amended committee charters to sharpen focus and reduce duplication in the Board s risk oversight, including relating to conduct risk, compliance risk, operational risk, information security/cyber risk, and technology risk.

The Chair and Board committee chairs are working closely with management to set and approve meeting agendas and improve information flow and management s reporting and analysis to the Board.

Board Oversight

Strategic plans, risk tolerance, risk management framework, and financial performance

CEO and other senior management performance, accountability, and succession planning

Board composition, governance structure, and practices

Board and committee meeting agendas and schedules and the information flow to the Board

Stature and independence of the Company s independent risk management (including compliance), legal, and internal audit functions

Company culture of ethics, compliance, and risk management

Committee	Key Changes to Oversight Responsibilities
Risk	Consolidated oversight of Corporate Risk and enterprise-wide risk management activities under the Risk Committee Established 2 subcommittees of the Risk Committee to provide more focused oversight of: 1. Compliance risk, and 2. Technology, information security, and cyber risk as well as data governance and management Oversees the activities of the Company s Conduct Management Office (includes complaints, internal investigations, ethics, allegations, and sales practices oversight)
Governance and Nominating	Continues to oversee Board-level governance matters, including Board and committee composition Oversees our business standards review and report as discussed in this proxy statement
Human Resources	Enhanced oversight responsibilities include human capital management, culture, and ethics Continues to oversee our incentive compensation risk management program which was expanded to include a broader population of team members and incentive plans
Audit and Examination	Focused oversight on financial performance and reporting, the Company s independent registered public accounting firm, our internal audit function, and regulatory activities
Corporate Responsibility	Focused oversight on significant social and public responsibility matters of interest to the Company and its stakeholders and the Company s relationships with its stakeholders
Finance	Consolidated oversight of resolution and recovery planning under the Finance Committee
Credit	Continues to oversee credit risk and related matters

OUR DIRECTOR NOMINEES

Our Board recommends that you vote **FOR** each of these director nominees for a one-year term

John D. Baker II	**Celeste A. Clark**	**Theodore F. Craver, Jr.**	**Elizabeth A. (Betsy) Duke**
Independent	Independent	Independent	Independent Chair
Executive Chairman and CEO, FRP Holdings, Inc.	Principal, Abraham Clark Consulting, LLC; retired Sr. VP, Global Public Policy and External Relations, and Chief Sustainability Officer, Kellogg Company	Retired Chairman, President, and CEO, Edison International	Former member of the Federal Reserve Board of Governors
Age: 69 **Director Since:** 2009	**Age:** 64 **Director Since:** 2018	**Age:** 66 **Director Since:** 2018	**Age:** 65 **Director Since:** 2015
Committees: AEC, CRC, CC*	**Committees:** CRC, CC	**Committees:** AEC, FC+	**Committees:** CC, FC, GNC, RC
Other Public Boards: 1	**Other Public Boards:** 1	**Other Public Boards:** 1	**Other Public Boards:** 0

Donald M. James	**Maria R. Morris**	**Karen B. Peetz**	**Juan A. Pujadas**
Independent	Independent	Independent	Independent

Retired Chairman and CEO, Vulcan Materials Company **Age:** 69 **Director Since:** 2009 **Committees:** FC, GNC*, HRC **Other Public Boards:** 1	Retired Executive Vice President and head of Global Employee Benefits business, MetLife, Inc. **Age:** 55 **Director Since:** 2018 **Committees:** HRC, RC **Other Public Boards:** 1	Retired President, The Bank of New York Mellon Corporation **Age:** 62 **Director Since:** 2017 **Committees:** FC, HRC, RC* **Other Public Boards:** 1	Retired Principal, PricewaterhouseCoopers LLP, and former Vice Chairman, Global Advisory Services, PwC Intl. **Age:** 56 **Director Since:** 2017 **Committees:** CC, FC, RC **Other Public Boards:** 0
James H. **Quigley** Independent	**Ronald L.** **Sargent** Independent	**Timothy J.** **Sloan** CEO & President	**Suzanne M.** **Vautrinot** Independent
CEO Emeritus and a retired Partner of Deloitte **Age:** 66 **Director Since:** 2013 **Committees:** AEC*, CC, RC **Other Public Boards:** 2	Retired Chairman and CEO, Staples, Inc. **Age:** 62 **Director Since:** 2017 **Committees:** AEC, GNC, HRC+ **Other Public Boards:** 2	CEO and President, Wells Fargo & Company **Age:** 57 **Director Since:** 2016 **Committees:** None **Other Public Boards:** 0	President, Kilovolt Consulting Inc.; Major General (retired), U.S. Air Force **Age:** 58 **Director Since:** 2015 **Committees:** CRC+, CC, RC **Other Public Boards:** 2

AEC	Audit and Examination Committee	FC	Finance Committee	HRC	Human Resources Committee
CRC	Corporate Responsibility Committee	GNC	Governance and Nominating Committee	RC	Risk Committee
CC	Credit Committee				
*	Committee Chair				

+ Successor as Committee Chair, effective April 24, 2018

Key Facts about our Director Nominees

92% are **independent**

Average tenure < 3 years

8 new independent directors since 2015

42% are **women**

17% are **ethnically diverse**

45% of independent director nominees have **financial services** experience

58% have **CEO** experience

BOARD QUALIFICATIONS AND EXPERIENCE

The following chart reflects areas of qualifications and experience that our Board views as important when evaluating director nominees. The GNC and our Board believe that each director nominee brings to our Board his or her own unique background and range of expertise, knowledge, and experience, including as a result of his or her valued service on our Board and its committees, that provide our Board as a whole with an appropriate and diverse mix of qualifications, skills, and attributes necessary for our Board to fulfill its oversight responsibility to our Company s shareholders. Additional information on the business experience and other skills and qualifications of each of our director nominees is included under *Item 1 Election of Directors*. Each director also contributes other important skills, expertise, experience, and personal attributes to our Board that are not reflected in the chart below.

Table of Contents

Proxy Summary

EXECUTIVE COMPENSATION HIGHLIGHTS

2017 Executive Compensation Program

The Human Resources Committee (HRC) maintained the same overarching framework for our named executives 2017 compensation that it used in 2016, including an emphasis on the following four compensation principles:

Pay for Performance

We link compensation to Company, business line, and individual performance

Our executives receive a high proportion of compensation as long-term compensation in the form of performance share awards

Equity and annual incentive awards are subject to reduction to promote executive accountability

Foster Risk Management Culture

Our compensation programs are structured to promote a culture of prudent risk management

Our executive compensation program allows the HRC discretion to account for risk outcomes

We are continuing to strengthen our Incentive Compensation Risk Management program, and enhance the HRC s oversight of key risk issues

Attract and Retain Top Executive Talent

We offer competitive pay to attract, motivate, and retain industry executives with the skills and experience to drive superior long-term Company performance

Encourage Creation of Long-Term Shareholder Value

We use performance-based long-term stock awards to encourage sustained stockholder value creation

A high proportion of our compensation is tied to long-term Company performance

Our share retention requirements are intended to align our executives interests with our shareholders interests over the long-term, while mitigating compensation-related risk

Named Executives 2017 Compensation

The table below summarizes our named executives 2017 compensation. This table is not a substitute for, and should be read together with, the Summary Compensation Table, which presents named executive compensation paid, accrued, or awarded for 2017 in accordance with SEC disclosure rules and includes additional compensation elements and other important information.

Named Executive(1)	Base Salary ($)(2)	Annual Incentive Award ($)(3)	Long-Term Performance Share Award ($)(4)	Long-Term Restricted Share Rights Award ($)(5)	Total ($)
Timothy J. Sloan	2,400,000	0	15,000,000		17,400,000
John R. Shrewsberry	1,956,731	950,000	9,000,000		11,906,731
Avid Modjtabai	1,750,000	831,250	8,000,000		10,581,250
Perry G. Pelos	1,120,192	593,750	5,000,000		6,713,942
Jonathan G. Weiss	802,885	2,050,000	2,700,000	850,000	6,402,885
David M. Carroll	1,016,346	484,896	8,000,000		9,501,242

(1) Mr. Weiss served as head of Wells Fargo Securities from 2014 until he succeeded Mr. Carroll as Senior Executive Vice President, Wealth and Investment Management, effective July 1, 2017. Mr. Carroll retired effective July 31, 2017.

(2) Effective March 5, 2017, the HRC approved an increase in Mr. Shrewsberry s base salary from $1,750,000 to $2,000,000 to reflect his overall Company leadership responsibilities, including the expansion of his role during 2016 to include oversight of our Technology group. Effective August 6, 2017, the HRC approved an increase in Mr. Weiss base salary from $500,000 to $1,250,000 to reflect the responsibilities and the compensation structure associated with his new role.

(3) A portion of the 2017 annual incentive award amount for Mr. Weiss was paid in restricted share rights (RSRs) granted on February 26, 2018 that vest over three years.

(4) Dollar value on February 28, 2017, the date of grant, of 2017 Performance Shares at target. Actual pay delivered or realized for Performance Shares will be determined in the first quarter of 2020 and may range from zero to 150% of the target shares (zero to 125% for Mr. Weiss), plus dividend equivalents, depending on Company performance for 2017 to 2019 and risk assessments.

(5) Dollar value on December 14, 2017, the date of grant, of RSRs that vest over three years.

Table of Contents

2017 Pay Mix

The charts below summarize the percentage of each pay element shown above, based on the actual annual incentive awards earned and the value of long-term performance shares (at target) and RSRs at the time of grant for our CEO and for our other named executives as a group.

Compensation Practices

What We Do	What We Don t Do
Independent Board oversight of compensation program	No hedging of Company securities by directors or executive officers
Pay-for-performance compensation philosophy and approach	No pledging of Company securities
Robust stock ownership and retention policies for our non-employee directors and executive officers	No executive employment or change in control agreements
Multiple executive compensation clawback and recoupment policies, including provisions that allow for forfeiture of compensation without a financial restatement	Limited perquisites at the executive level
Independent compensation consultant engaged by Human Resources Committee	No tax gross-ups for named executives
	No cash dividends on unearned restricted share rights or performance share awards

Annual financial performance and labor market peer groups review	No repricing of stock options

Table of Contents

Table of Contents

Table of Contents

Proxy Statement

2018 ANNUAL MEETING OF SHAREHOLDERS

DATE & TIME	LOCATION	RECORD DATE	MAILING DATE
Tuesday, April 24, 2018 10:00 a.m., CDT	Des Moines Marriott Downtown 700 Grand Avenue Des Moines, Iowa 50309	February 27, 2018	March 14, 2018

Your vote is important! You may vote if you owned shares of our common stock at the close of business on February 27, 2018, the record date for notice of and voting at our annual meeting. Information about the annual meeting, admission to the annual meeting, and voting your shares appears under the *Voting and Other Meeting Information* section of this proxy statement. The proxy materials were first made available to shareholders beginning on March 14, 2018.

You should read the entire proxy statement carefully before voting. We also encourage you to read the 2017 annual report accompanying this proxy statement, including the letters from our independent Chair and our CEO contained in that report.

VOTING MATTERS

Items for Vote	Board Recommendation	Page Reference (for more detail)
Management Proposals		
Elect 12 directors	**FOR** all nominees	26
Advisory resolution to approve executive compensation (Say on Pay)	**FOR**	62

Ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2018	**FOR**	97

Shareholder Proposals

Vote on 3 shareholder proposals, if properly presented at the meeting and not previously withdrawn	**AGAINST**	99

Live Audio of Meeting. Please visit our Investor Relations page under About Wells Fargo on **www.wellsfargo.com** several days before the annual meeting for information on how to listen to the live annual meeting. You will not be able to vote your shares or ask questions while you are listening to the meeting.

Each shareholder s vote is important.

Please submit your vote and proxy over the internet, using your mobile device, or by telephone, or complete, sign, date, and return your proxy or voting instruction form.

Table of Contents

Our Strategy and Goals

OUR LONG TERM STRATEGY

Strategy Overview

By recommitting to our Vision and Values and strengthening our culture we are enabling our Company s transformation to become a better, stronger company and more customer-focused than ever before. Our focus on customers is reflected first in our Values and our six Goals, which define our enterprise strategy. We have also refreshed our consumer and wholesale strategies to promote collaboration across our business lines in order to deliver excellent customer experiences. In addition, we are simplifying our businesses and offerings and strengthening our risk management and support functions to serve our customers more efficiently and effectively.

CUSTOMER-FOCUSED STRATEGY

Our long-standing Vision and commitment to satisfy our customers financial needs and help them succeed financially is the foundation of our business. However, our businesses have often acted independently of one another and missed opportunities to serve customers better through more coordinated efforts. Our historically decentralized model engaged customers through a product-focused approach rather than the customer-focused, cross-channel experiences that our customers expect today. By changing the way we operate and moving away from decentralization, we are reducing complexity and risk while improving customer experiences and efficiency.

Our businesses are working together to pursue one cohesive strategy that will allow us to seamlessly serve our customers. This involves creating a compelling value proposition for our customers, rebuilding our brand, differentiating in faster-growing segments, and delivering an exceptional customer experience. In addition, we are enhancing the experience in our branches, offices, and call centers and investing in our digital platform to meet the cross-channel expectations of our customers.

Our team members are our greatest asset and key to our ability to deliver excellent customer experiences. We are strengthening our team members abilities to meet customer needs by simplifying our organization, building common and efficient processes, enhancing training and tools, and investing in our data, technology, operations, and risk management capabilities.

Table of Contents

DEMONSTRATING PROGRESS ON OUR SIX GOALS

In March 2017, our CEO and President Timothy J. Sloan announced six new goals for our Company. While our Vision and Values should guide every action we take and every decision we make, our goals are designed to clearly state our aspirations for the future, and to make sure that we are all focusing on activities that will build a better, stronger Wells Fargo. As we work to meet these Goals, our Vision and Values come to life in the way we conduct business and the way we prioritize our day-to-day activities. These are important because they help keep the focus on what matters most.

We want to become *the* financial services leader in the six areas below and the following chart summarizes our progress on these Goals:

Maintaining our focus on developing deep and enduring customer relationships

Investing in our digital platform to meet the cross-channel expectations of our customers

Rolling out transformational changes to processes, training, and customer interactions to take the customer experience in our branches to a new level

Making changes to deposit accounts that benefit our customers, including:

- *Overdraft Rewind*[SM] feature: Waives overdraft and non-sufficient funds (NSF) fees if a covering direct deposit is received by 9 a.m. the day after the account is overdrawn
- Automatic zero-balance alerts sent during the day allow customers time to make a covering deposit or transfer
- Eliminating overdraft and NSF fees on small-dollar transactions of $5 or less

¡ Reducing the maximum number of overdraft and NSF fees that can be assessed from 4 to 3 per day

Team member turnover is at its lowest since 2013

Raised our minimum hourly wage for our lowest paid team members and enhanced benefits

Awarded broad-based restricted share rights awards equivalent to 50 shares of Wells Fargo common stock to eligible full-time employees, and the equivalent of 30 shares to eligible part-time employees, with a two-year vesting period

Introduced a new compensation plan and performance management objectives in our Community Bank and expanded our incentive compensation risk management program

Conducted enterprise culture assessment survey in 2017

Continue to actively seek feedback from and listen to our team members, through channels such as team member pulse surveys and focus groups

Expanded our Raise Your Hand communications initiative and released our new Speak Up and Non-retaliation Policy

Card-free ATM access via one-time password to Wells Fargo s 13,000 ATMs and Near Field Communication (NFC) access to over 7,000 ATMs

Debit card On/Off capability

Zelle® P2P payments experience

Intuitive Investor digital brokerage advisory mobile offering

Personalized insights and advice with predictive banking technology

Daily Change: Interactive mobile app encouraging customers to save

Make an Appointment API to schedule appointments with Wells Fargo on non-Wells Fargo websites

Increased digital account opening and loan application functionality for deposits, mortgage, and credit card

Table of Contents

Our Strategy and Goals

Formed Conduct Management Office (includes complaints oversight, internal investigations, EthicsLine and ethics oversight, allegations, and sales practices oversight)

Enhanced the EthicsLine intake process and engaged an outside expert to identify additional opportunities for improvement

Centralized core functions including Risk (includes Compliance), Human Resources, and Finance

Expanded the scope of our incentive compensation risk management program to include a broader group of team members and all incentive plans

Enhanced Board oversight of risk management, including compliance and operational risk

Identified specific talent needs and hired external talent to strengthen our Company s capabilities in various areas, including a head of Regulatory Relations (new position), Chief Compliance Officer, Chief Operational Risk Officer, and more than 2,000 new external team members in risk management in 2016 and 2017

We are targeting an increase of approximately 40% in our annual donations to nonprofit and community organizations in 2018; our long-term target is to invest 2% of after-tax profits in corporate philanthropy beginning in 2019

Donated $286.5 million to more than 14,500 nonprofits in 2017 to support critical social, economic, and environmental challenges

We were rated by United Way Worldwide as the largest workplace giving campaign (U.S.) in 2017 (9th consecutive year)

Announced $50 million, five-year commitment to American Indian/Alaska Native communities

Announced significant, multi-year commitments in support of African American and Hispanic home ownership

Donated more than $100 million to support military service members, veterans, and their families since 2012

NeighborhoodLIFT® expanded to 57th LIFT program; since 2012, LIFT programs have helped create more than 15,800 homeowners in communities

In 2017, team members volunteered two million hours in their communities

Published interim update to our Corporate Social Responsibility (CSR) Report in 2017; full update of our 2016-2020 CSR goals to be published in 2018

Launched new Environmental, Social, and Governance (ESG) Guide webpage in March 2017 to consolidate disclosures on our website on a broad range of ESG matters

Strong balance sheet with average deposit growth of 4% and average loan growth of 1% in 2017

Continued disciplined focus on credit risk management with net charge-offs of 0.31% of average loans in 2017, down from 0.37% in 2016

Return on equity of 11.35%, return on assets of 1.15%, and 1-year total shareholder return of 13.2% in 2017

Remain focused on returning more capital to shareholders; returned $14.5 billion to shareholders through common stock dividends and net share repurchases in 2017 (up 16% from 2016)

Divested businesses that no longer met our return requirements and/or future investment spending requirements

Remain committed to our target of $2 billion of expense reductions by the end of 2018, which are being used to support our investments in the business, and an additional $2 billion by the end of 2019

Table of Contents

Transforming Wells Fargo

OUR JOURNEY AND PROGRESS TO REBUILD TRUST

We highlight below some of the key actions our Board and our Company have taken on our path to making things right, fixing problems, and building a better, stronger Wells Fargo.

Key Actions Taken by Our Board and Our Company

Leadership

Independent Board Leadership

Separated the roles of Chair and CEO and amended the Company s By-Laws to require an independent Chair

Elected Betsy Duke (former member of the Federal Reserve Board of Governors) as independent Chair

Board Refreshment and Enhancement of Qualifications and Experience on the Board

Elected six new directors to the Board in 2017

Three long-tenured directors retired from the Board on December 31, 2017; Board refreshment process continues with the retirement at our 2018 annual meeting of three of the Board s longest-serving directors and a director who was scheduled to retire in 2019

Enhanced overall Board and committee skills and capabilities while maintaining an appropriate balance of perspectives and experience

Board Committee Structure

Reviewed Board committee structure and leadership and amended committee charters to sharpen focus and reduce duplication in risk oversight

Evaluation of Board Effectiveness

Conducted a comprehensive 2017 Board self-evaluation that was facilitated by a third party (Mary Jo White, former Chair of the Securities and Exchange Commission) which, together with feedback from investors and other stakeholders, helped inform many of the Board s changes

Community Bank and Other Company Leadership Changes

Announced new leaders and organizational structure in the Community Bank, creating a more streamlined and efficient organization; created a new Change Leader position, responsible for redefining the business model in branches to focus on the customer experience

Established a dedicated office to oversee our Company-wide Rebuilding Trust Program

Customers

Focusing on Customer Remediation

Remediating customers in connection with retail banking sales practices, including under the stipulated judgment with the Los Angeles City Attorney and under our CFPB and OCC consent orders, as well as by working with customers directly and offering free mediation services

Reached a class-action settlement which sets aside $142 million for remediation and settlement expenses to cover customers and former customers with claims of unauthorized accounts dating back to 2002; notifying customers to make them aware of their possible eligibility to receive compensation under this broad and far-reaching settlement agreement

Engaged a third-party to conduct a detailed analysis of our customers accounts to help identify potential harm as a result of unacceptable retail banking sales practices and expanded the review time period to almost eight years 2009 through 2016 (almost double the original analysis); providing customer remediation based on this expanded review

Providing an estimated $145 million in cash remediation and $37 million in account adjustments for customers due to issues related to auto Collateral Protection Insurance policies

Planned remediation of home lending customers who may have been improperly charged fees for mortgage interest rate lock extensions requested from September 16, 2013 through February 28, 2017

Making Things Right for Our Customers

Committed to making things right for any customer who may have been financially harmed by unacceptable retail banking sales practices, regardless of the time frame

Expanded the Company s customer complaint servicing and resolution process and reached out to 40 million retail and 3 million small business customers asking them to contact us with any concerns about their accounts

Table of Contents

Transforming Wells Fargo

Customers (continued)

Established a dedicated 24/7 toll-free number for customers with concerns about their accounts, or any aspect of their relationship with Wells Fargo; customer service representatives are available 24/7 at (877) 924-8697

Enhancing Transparency for Our Customers

Improved controls by sending automatic notifications to customers after a personal or small business checking account, savings account, or credit card has been opened

Launched a special page on our website at http://www.wellsfargo.com/commitment to keep customers updated on our progress to address unacceptable retail banking sales practices

Continuing to Improve

Reviewing every area of the business to identify and fix any problems, being transparent and open about what we find, and making things right

Team Members

Enhancing Our EthicsLine Processes for Team Members to Raise Concerns

Made enhancements to the EthicsLine intake process, including changes based on feedback from our team members, and hired an outside expert to help identify possibilities for additional improvements to make sure that team members have a trusted and confidential way to report ethics concerns

Investing in Our Team

Raised the minimum hourly wage for U.S.-based team members to $15 per hour (effective March 2018), which reflects an 11% increase to the minimum hourly rate on top of the 12% increase announced earlier in 2017

Announced in September 2017 that U.S.-based team members would be eligible for additional paid holiday time; team members received two personal holidays each year and Wells Fargo added two holidays to the existing schedule of fixed, observed holidays beginning in 2018, resulting in an increase in the total number of paid holidays from 8 to 12

Enhanced paid parental and critical care leave and backup adult care benefits in 2016

Committing to Pay Equity

Publicly disclosed in February 2018 that after accounting for factors such as role, tenure, and geography; results show that women based in the U.S. at Wells Fargo earn more than 99 cents for every dollar earned by their male peers, and our team members who are people of color in the U.S. earn more than 99 cents for every dollar earned by their white peers, which is in addition to the information we disclosed in March 2017 regarding our pay equity review processes

Enhancing Our Non-Retaliation Policies, Practices, and Training

Expanded our Raise Your Hand communications initiative encouraging team members to speak up when they see something unethical or if they have an idea to help reduce risk

Enhanced our Speak Up and Non-Retaliation Policy and expanded training for our retail bank managers and bankers; Enhanced training includes acceptable sales practices and how to report unethical behavior in addition to reinforcing our non-retaliation policy and our Code of Ethics and Business Conduct

Conducting Reviews of Termination Decisions

Established a process enabling former team members to request a review of their termination or resignation allegedly due to sales performance/sales culture reasons; those who are eligible for re-employment have an opportunity to work with a special recruiting team to identify and explore opportunities for re-employment with Wells Fargo

Reviewing and Strengthening Our Culture

Engaged outside culture experts to help understand cultural weaknesses that need to be strengthened

Following third-party reviews and team member feedback, including a detailed culture assessment and ongoing pulse surveys, launched a Culture Program to clearly articulate the culture we want and the behaviors we expect from all team members and to build a disciplined and objective approach to monitoring our culture

Enhancing Our Recruiting and Coaching Practices

Launched a holistic approach to hiring and recruiting to underscore our focus on having team members who can deliver a high quality customer experience and help rebuild trust

Rolled out of transformational changes to processes, training, and customer interaction within the Community Bank to take customer and team member experience to a new level

Listening to Our Team Members

Continuing to seek feedback directly from our team members, including through Town Halls with the CEO and other members of senior management, listening tours held by our executives, Team Moments chats (live chats and Q&A with various senior leaders), increased internal communications and comments posted directly by team members on Teamworks (Wells Fargo s intranet), frequent team member sentiment pulse surveys, ethics surveys, and focus groups

Incentive Compensation

Eliminating Product Sales Goals and Changing the Community Bank Incentive Programs

Eliminated product sales goals for retail bankers who serve customers in bank branches and call centers

Created a new incentive compensation plan and performance management objectives for retail bankers with a focus on customer experience, stronger oversight and controls, and team versus individual incentives

Enhancing Our Incentive Compensation Risk Management

Expanded our incentive compensation risk management program to include all incentive plans and all team members who are eligible to receive incentive compensation, and to take into account both financial and reputation risks

Reviewing the incentive compensation arrangements of all eligible roles across our Company for a broad range of actual and potential financial, reputational, and regulatory risks through our incentive compensation risk management program

Risk Management and Accountability

Independent Board Investigation and Executive Accountability Actions

Released findings, including root causes identified, from the Board s independent investigation of retail banking sales practices and related matters

Took actions to promote executive accountability resulting in the termination of a number of Community Bank managers for cause due to sales practices-related issues and compensation forfeitures and clawbacks with a total impact of over $180 million, which included the elimination of 2016 bonuses and reduction of 2014 Performance Shares by up to 50% for eight Operating Committee members

Enhancing Oversight and Monitoring of Complaints and Allegations

Created a Conduct Management Office to centralize the handling of internal investigations, EthicsLine and ethics oversight, complaints oversight, and sales practices oversight

Increased oversight of our retail bank monitoring activities approximately a $50 million investment annually including a mystery shopper program involving 18,000 branch visits a year and 450 conduct risk reviews each year in branches across the U.S.

Improving Compliance and Customer Remediation

Invested significantly in regulatory compliance and remediation, with additional investments expected in 2018

Created a Commitment to Customer Center of Excellence, responsible for establishing centralized enterprise standards and enhancing execution of remediation efforts across Wells Fargo s consumer businesses

Centralizing Core Functions to Enhance Risk and Compliance Controls

Strengthened risk framework by centralizing core functions like Risk (includes Compliance), Human Resources, and Finance, while enhancing our risk and compliance controls as we pursue a cohesive approach to risk Company-wide

Strengthening Compliance and Operational Risk, Including Technology and Data Capabilities

Invested over 2016 and 2017 in technology risk, including cybersecurity, with additional investments expected in 2018

Invested in automation and technology enhancements for risk controls that improve the ability to identify emerging trends and risks

Invested in data management with ongoing investments expected in 2018

Created an Enterprise Data Management function in September 2017, responsible for defining the infrastructure, business source systems, and governance of all Company data

Continuing to execute comprehensive plans that address compliance and operational risk management programs, organizations, technology, and controls

Strengthening Talent in Our Risk Organization

Hired external leadership talent to strengthen our risk management capabilities, including a head of Regulatory Relations (new position), a Chief Compliance Officer, and a Chief Operational Risk Officer

Hired more than 2,000 team members from outside the Company in 2016 and 2017 to strengthen talent in Risk Management

Table of Contents

Transforming Wells Fargo

Assessing, Strengthening, and Measuring Our Culture

RECOMMITMENT TO OUR VISION AND VALUES

Our journey to strengthen our culture is an ongoing process that starts with making sure that all of our team members have a consistent understanding of our Vision, Values, and Goals. We define our culture by our Vision and Values which guide every action we take and every decision we make. Our Vision, Values and six Goals serve as our guide to serving customers and helping each other as one Wells Fargo. In 2017, we recommitted to our Vision and Values and created a simpler, more focused Vision, Values, and Goals booklet to make it easier for all of our team members to understand what we value most as a company. Our Board of Directors approved our new Vision, Values, and Goals booklet in October 2017 and every team member across our Company received a copy. In addition, new team members and new directors of our Company receive our Vision, Values, and Goals booklet as part of their onboarding.

LISTENING AND INTROSPECTION INVITINGOUTSIDE-IN PERSPECTIVES

As a demonstration of change in our culture, we continue to look for ways to listen to team members, industry experts, and others as we work to transform our Company and deliver on our Wells Fargo Vision, Values, and Goals through a consistent and compelling team member experience. Over the past year, team members have shared their voices in a number of ways, including directly with our senior leaders, through surveys and focus groups and participating in two-way dialogue on our internal social media platforms. We have engaged a number of outside experts to review our team member feedback on our culture measurement methodologies, processes, and procedures to give us objective, outside perspectives on how we can improve.

Culture Assessment Survey

All Wells Fargo team members were invited to participate in a company-wide culture assessment survey in 2017 to help uncover both the positive attributes and potential weaknesses in our Company s culture. The goal of this study was to assess culture at a macro level and to identify patterns in business groups or regions where we have an opportunity to strengthen our culture in four key areas:

Ethics

Customer focus

Diversity and inclusion

Commitment to the organization

Senior leaders are working together to identify actions that can be taken to foster a deliberate, Company-wide culture with a goal of providing clarity on expectations for leaders, managers, and team members and ultimately improving the overall team member experience.

Team Member Experience   Ways We Seek Feedback from our Team

Enterprise-wide culture assessment survey in 2017   Assessment of both the positive attributes and potential weaknesses in the Company   s culture

Ethics and integrity survey in 2016   Assessment of perceptions of overall commitment to our Vision and Values, our culture, and our ethics and integrity policies and procedures

Benefits Survey in 2017   Gathered team member feedback on various benefits, compensation, career development, and work-life programs. The survey results help to make sure that our benefits programs are meaningful and valuable and support team members   and their families   overall well-being

Periodic team member sentiment   pulse   surveys   Since 2016, we conduct periodic pulse surveys targeted to a representative random sample of team members from across the organization to gauge team member sentiment about Wells Fargo as a place to work and build a career, leadership trust and accountability, internal communications, and culture

Focus groups   We convene focus groups of team members to provide feedback and input on specific topics such as our EthicsLine process

Exit surveys   Expanded across the Company in 2017, exit surveys help us gain a deeper understanding of why team members have chosen to leave Wells Fargo and identify ways to make sure we provide a more consistent and compelling team member experience

Listening tours   Our executives have traveled across the country on   listening tours   to meet in-person with smaller groups of team members to listen to their views, suggestions, and concerns

Team Moments live chats   Our senior leaders periodically join   live   chats to interact with team members and participate in Q&A sessions

Team Moments internal social Team members are welcome to join Team Moments groups to post and comment on a variety of topics

Teamworks (Wells Fargo intranet) articles/news comments Team members have the ability to post comments in response to articles and news that are posted on the Teamworks intranet

BEHAVIORAL METRICS MEASURING AND MONITORING OUR CULTURE

We continuously monitor key metrics and align those metrics with team member feedback to measure the team member experience both quantitatively and qualitatively. For example, while turnover is improving overall, our exit surveys help us understand why team members have chosen to leave the Company and what steps we can take to retain talent and make Wells Fargo an even better place to work.

Quarterly dashboard reports u

- Summarize key culture initiatives and key people, conduct, risk, and audit metrics to better monitor culture-related elements across our Company s business and enterprise staff groups
- Used by senior management and shared with our Board s Human Resources Committee and the full Board

Metrics and trends u

- Metrics and trends tracked in the dashboard include people metrics such as turnover, tenure, and training; diversity and inclusion; risk, audit, and compliance initiatives; issues escalation resolution; and progress on key initiatives
- We also monitor ethics-related allegations and disciplinary actions, including terminations, through the coordination of our Employee Relations team in Human Resources and our Conduct Management Office in Corporate Risk

Team member feedback u

- Team member feedback is routinely analyzed to uncover strengths in the organization as well as issues that need to be evaluated, investigated, and remediated
- Quantitative and qualitative results from surveys are aggregated into standard reports to augment key culture and people metrics and trends

Table of Contents

Transforming Wells Fargo

KEY LEARNINGS AND ACTIONS PLANNED

In order to develop short- and long-term roadmaps and recommendations based on what we have heard from team members through all of the channels discussed above, a team of internal and external experts reviewed and synthesized over three dozen research studies and almost 50,000 team member comments from online stories, leadership listening tours, and internal social media chats. The results of this meta-analysis serve as the foundation for many cross-functional efforts to support a consistent and compelling culture for all team members. The feedback tells us that we need to align our systems, processes, and behaviors to drive our Vision and Values in a consistent and compelling way. Based on our key learnings from team members, we have made specific enhancements to our programs, resources, and expectations for team members. For example:

Pay Increases. We increased the minimum hourly wage for U.S.-based team members and enhanced benefits.

More Paid Time Off. We added four new days of paid time off for all eligible U.S.-based team members.

Investing in Our Managers. We are investing in developing managers and setting clearer expectations for what it means to be a people manager at Wells Fargo.

Resource Materials. We developed new resource materials and tools in support of our simplified, more focused Vision, Values, and Goals booklet.

Performance Management Changes. We are helping to make sure that our Values are consistently part of the day-to-day experience working at Wells Fargo by defining behaviors for all team members that are aligned with our Values.

Measuring and Monitoring Changes We Are Making. We are looking at how we measure culture, engagement, and team member experience going forward. We already know that we will measure more often, through a variety of methods, rather than relying primarily on one annual event like we had done in the past.

All of Our Systems, Processes, Programs, and Policies Have To Align With and Support Our Culture

Building a strong, deliberate culture will take time. It is a process and involves more than just updating documents to clearly state who we want to be and what we expect. **Our leadership, systems, tools, processes, and policies, including our incentive compensation and performance management programs, all have to align with and support the kind of culture we want to build.** To accomplish this, we are connecting people and projects across the organization so we can build this culture together for all of Wells Fargo.

Alignment of Incentives with Our Culture

In addition to the career-development opportunities, broad array of benefits, and strong offering of work-life programs, we offer market competitive compensation.

Our compensation programs are designed around our four compensation principles: pay for performance; foster a culture of risk management; attract and retain talent; and encourage creation of long-term shareholder value.

These compensation principles, along with our Vision and Values, are supported by our incentive compensation risk management program, which establishes the expectations and requirements related to the design and oversight of incentive compensation arrangements for our team members.

The goal of our incentive compensation risk management program is to develop and manage incentive compensation arrangements that align with our strategy and Values, comply with applicable laws and regulations, and appropriately balance risk and financial rewards.

Alignment of Performance Management with Our Culture

Performance management has a direct link to our pay for performance philosophy, also integrating our Vision and Values with a focus on setting clear expectations for our team members and enabling ongoing coaching and performance conversations throughout the year.

Performance management is a key aspect of our culture, and it provides each team member the opportunity for personal responsibility, accountability, reward, and recognition.

Performance management helps our Company compete for business and develop a stronger management culture, and helps our team members reach their potential.

Our performance management program is supported by our performance management policy, which establishes the expectations and requirements to help make sure that our performance management standards are clear, applied consistently across our Company, and aligned with applicable regulations.

Table of Contents

Corporate Governance

OUR CORPORATE GOVERNANCE FRAMEWORK AND DOCUMENTS

Our Board is committed to sound and effective corporate governance principles and practices, and has adopted Corporate Governance Guidelines to provide the framework for the governance of our Board and our Company. These Guidelines address, among other matters, the role of our Board, Board membership criteria, director retirement and resignation policies, our Director Independence Standards, information about the committees and other policies and procedures of our Board, including the majority vote standard for directors, management succession planning, our Board s leadership structure, and director compensation. Our Board reviews its Corporate Governance Guidelines annually as part of its Board self-evaluation process.

Corporate Governance Framework

In February 2018, our Board amended its Corporate Governance Guidelines to more fully articulate the role of the Board and work it is doing to enhance governance and oversight practices, including as part of our plans to satisfy the requirements of the consent order that the Company entered into with the Board of Governors of the Federal Reserve System on February 2, 2018. The following are fundamental aspects of our Board s governance framework:

Board Oversight of Strategic Plans, Risk Tolerance, and Financial Performance

Reviewing, monitoring and, where appropriate, approving the Company s strategic plans, risk tolerance, risk management framework, and financial performance, including reviewing and monitoring whether the strategic plans and risk tolerance are clear and aligned and include a long-term perspective on risks and rewards that is consistent with the capacity of the Company s risk management framework

Board Composition, Governance Structure, and Practices

Maintaining a Board composition, governance structure, and practices that support the Company s risk profile, risk tolerance, and strategic plans, including having directors with diverse skills, knowledge, experience, and perspectives, and engaging in an annual self-evaluation process of the Board and its committees

CEO and Other Senior Management Succession Planning and Performance

Board Oversight of Integrity and Reputation

Supporting the stature and independence of the Company s independent risk management (including compliance), legal, and internal audit functions

Selecting, and engaging in succession planning for, the Company s Chief Executive Officer and, as appropriate, other members of senior management

Monitoring and evaluating the performance of senior management, and holding senior management accountable for implementing the Company s strategic plans and risk tolerance and maintaining the Company s risk management and control framework

Monitoring and evaluating the alignment of the compensation of senior management with the Company s compensation principles

Reinforcing a culture of ethics, compliance, and risk management, and overseeing the processes adopted by senior management for maintaining the integrity and reputation of the Company

Board Reporting and Accountability

Working in consultation with management in setting the Board and committee meeting agendas and schedules

Managing and evaluating the information flow to the Board to facilitate the Board s ability to make sound, well-informed decisions by taking into account risk and opportunities and to facilitate its oversight of senior management

Table of Contents

Our Corporate Governance Documents

Information about our Board s and our Company s corporate governance, including the following corporate governance documents, is available on our website at https://www.wellsfargo.com/about/corporate/governance:

- The Board s **Corporate Governance Guidelines**, including its **Director Independence Standards**
- Our **Code of Ethics and Business Conduct** applicable to our team members, including our executive officers, and directors
- **Charters for each of the Board s seven standing committees**, including the Audit and Examination Committee, the Governance and Nominating Committee, and the Human Resources Committee
- Our **Board Communication Policy**, which describes how shareholders and other interested parties can communicate with the Board
- Our **By-Laws**, which require that the Chair of our Board be independent

Insight into the Boardroom and the Board s Priorities

In addition to enhancing its corporate governance framework, the Board has made substantial enhancements to information flow and escalation of matters to the Board as well as the reporting and analysis provided by senior management to the Board. Our directors continue to engage frequently with members of management outside of Board meetings to discuss, receive updates on, and learn more about our business, key risks, industry, strategic direction, and performance. Our Chair and Committee chairs are particularly focused on agenda planning for Board and committee meetings.

Processes and Priorities

- **Agenda and meeting planning processes.** Our Chair and Committee chairs are working in consultation with management in setting and prioritizing Board and committee meeting agendas, including to provide more in-depth strategy sessions and other special presentations. In addition, the Board has made changes to its Board meeting schedule, including to increase the length of regularly scheduled meetings, hold more in-person meetings, and provide sufficient time for executive sessions with the Chief Executive Officer, Chief Financial Officer, and General Counsel.

Feedback on Board and committee meeting materials. Board members are providing regular feedback to management during and in-between Board and committee meetings on the form, usefulness, and quality of meeting materials. In addition, the Board provided specific feedback to management following its 2017 self-evaluation on needs to streamline Board materials and enhance the quality and use of meeting highlights summaries, executive summaries, dashboards, and plans with specific milestones and accountability to facilitate the Board s review and focus on key issues and monitoring of progress.

Enhancements to systems and management reporting capabilities. Fundamental to the Board s ability to receive the right information are changes the Company is making to its organizational structure, including to centralize control functions such as Risk (including Compliance), Human Resources, and Finance, and to invest in technology and data capabilities to enhance management s ability to identify, assess, escalate, and report matters to the Board. Our Board has set clear expectations for management that, as issues are identified, they will be promptly escalated and reported to the Board and our regulators.

Other interactions with members of management in between Board meetings. Our directors regularly participate in calls and deep dives with management on particular matters, such as technology and cyber security.

Communications among board members. Our Chair and Committee chairs meet and speak regularly with each other and with members of management in between Board and committee meetings, including to discuss meeting agenda planning, recent developments, escalated matters, and progress on key initiatives.

Meetings with customers. Our Board members meet with customers in several ways, including through organized events, branch or other office site visits, and during personal visits to our branches.

Weekly updates on press coverage and current developments. Our directors receive weekly or more frequent updates, as appropriate, on press coverage of the Company and current events that relate to our business.

COMPREHENSIVE ANNUAL EVALUATION OF BOARD EFFECTIVENESS

Each year, our Board conducts a comprehensive self-evaluation in order to assess its own effectiveness, review our governance practices, and identify areas for enhancement. Our Board s annual self-evaluation also is a key component of its director nomination process and succession planning.

The Governance and Nominating Committee, in consultation with our independent Chair, reviews and determines the overall process, scope, and content of our Board s annual self-evaluation process. As provided in its charter, each of our Board s standing committees also conducts a separate self-evaluation process annually which is led by the committee chair. Our Board s and each committee s self-evaluation includes a review of the Corporate Governance Guidelines and its committee charter, respectively, to consider any proposed changes.

The GNC has continued to enhance the form and scope of the Board s self-evaluation process based on director feedback, best practices, experience, and regulatory expectations. The following are some of the enhancements made to the self-evaluation process over the last few years:

Implemented use of one-on-one discussions to obtain candid feedback from each director on the Board

Evaluation of the individual contributions of directors to the Board and its committees

Request targeted feedback on additional topics, such as culture, lessons learned, and best practices (including those observed by our directors through other board service) See the chart below for more information on topics covered in connection with the Board s 2017 self-evaluation

Amended the Corporate Governance Guidelines in 2018 to specify, among other things, that the self-evaluations include:

- Consideration of best practices with respect to committee refreshment and committee chair rotations in connection with the GNC s and the Board s annual review of Board member committee assignments and committee chair positions

- Annual assessment of the most effective format for the Board s and each committee s self-evaluation and that the Board may determine to engage a third party to facilitate the evaluation periodically **As discussed below, the Board engaged a third-party during 2017 to facilitate its self-evaluation and anticipates doing so again in 2018 for both the Board and each committee s 2018 self-evaluation**

Board Self-Evaluation Process How Candid Feedback is Obtained

The following chart reflects the key components of the Board s annual self-evaluation process. Additional information on the topics covered in the scope of the evaluation is included below.

Table of Contents

USE OF THIRD-PARTY TO FACILITATE BOARD SELF-EVALUATION

In 2017, the Board decided to conduct its comprehensive self-evaluation after the 2017 annual meeting and prior to its typical year-end timing.

To facilitate its 2017 self-evaluation, the Board engaged Mary Jo White, a senior partner at Debevoise & Plimpton LLP and former Chair of the Securities and Exchange Commission.

Ms. White assisted the Board in conducting its evaluation process, which included her one-on-one discussions with each director, to obtain their candid feedback and assessments.

The GNC and the Board determined to enhance and expand the scope of the Board s 2017 self-evaluation based on recommendations made by Ms. White as a part of her engagement.

The Board anticipates engaging a third party again in 2018 to (1) facilitate the Board s 2018 self-evaluation, which the Board expects will include an assessment of Board effectiveness and a review of progress made in implementing changes based on feedback provided in connection with the Board s 2017 self-evaluation process, and (2) facilitate each Board committee s 2018 self-evaluation.

Topics Covered During the Board Self-Evaluation

In 2017, the Board self-evaluation included a comprehensive assessment of the following topics, among others:

Board composition, performance, and materials

u Board composition and performance, including mix of skills, experience, tenure, and background

Identification of knowledge, background, and skill-sets that would be useful additions to the Board

Board refreshment and succession planning

Individual director contributions to the Board and its committees

Individual director s views on his or her own role, contribution, and future plans

Board materials and management reporting, including the quality of materials and Board member interactions with management

Specific areas for training or additional director education

Board and committee leadership (including independent Chair leadership structure), responsibilities, and effectiveness

Structure and effectiveness u

Committee structure and functioning, including the number of committees, responsibilities, communication, and coordination between committee meetings

Effectiveness of meeting structure, including the number, frequency, and length of meetings

Candor of communications with the CEO

Knowledge of the Company

Board responsibilities u

Strategic planning, including the process, format, and materials for the Board s strategy review sessions

Talent management and succession planning for the CEO and other senior management, including diversity and inclusion

Tone at the top and culture	u	Tone and culture being set and embodied by senior management at the top of the organization
Governance practices	u	Governance practices, including review of the Board s Corporate Governance Guidelines for potential enhancement or revision
		Lessons learned and best practices

OUR INVESTOR ENGAGEMENT PROGRAM

As part of our commitment to effective corporate governance practices, since 2010 we have had an investor outreach program with independent director participation to help us better understand the views of our investors on key corporate governance topics. In addition to engagement with our largest institutional investors, we have enhanced our engagement efforts with additional investors and stakeholders to hear their perspectives and help identify focus areas and priorities for the coming year. The constructive and candid feedback we receive from our investors and other stakeholders during these meetings is important and helps us inform our priorities, assess our progress, and enhance our corporate governance practices and disclosures each year.

Following our 2017 annual meeting, we contacted our largest institutional investors and engaged with institutional investors representing more than 35% of our Company s common stock. We also met with numerous other stakeholders to discuss our Company s progress as well as corporate governance and ESG practices, policies, and disclosures.

Board-led Engagement Program

Independent director participation since 2010

Following the 2017 annual meeting, our Chair and members of management considered the 2017 annual meeting voting results and engaged with institutional investors to understand their concerns and perspectives

Our independent Chair, Betsy Duke, held in-person engagement meetings and calls with institutional investors representing more than 35% of our outstanding shares

We also held engagement meetings and calls with other investors and stakeholders, including upon their request

Year-Round Engagement Process

Our engagement occurs year round

Active outreach to institutional investors during the spring and the fall/winter as well as engagement meetings with investors and other stakeholders at their request to understand their priorities and concerns in the areas of corporate governance, executive compensation, environmental sustainability, social responsibility, and other matters

Continual review of our governance practices and framework in light of best practices, recent developments, and regulatory expectations

Our independent Chair leads our external Stakeholder Advisory Council which was formed to provide our Board and senior management with feedback on current and emerging issues from a stakeholder perspective

Provide institutional investors with courtesy copies of periodic updates, including news of significant corporate governance and Board changes, as part of our ongoing engagement process

Coordinated engagement efforts with our new external Stakeholder Relations group, which includes Investor Relations and Government Relations

Reporting and Evaluation of Investor Feedback

Feedback from investor and other stakeholder engagement is summarized and shared with:

- the full Board
- the Board s Governance and Nominating Committee
- the Board s Human Resources Committee
- the Board s Corporate Responsibility Committee
- senior management

Our Board conducts a comprehensive annual self-evaluation, which includes consideration of investor and other stakeholder feedback on various matters such as our annual say-on-pay vote, other annual meeting voting results, and investor and stakeholder sentiment on various other matters

Topics Discussed Since 2017 Annual Meeting

Board refreshment, including Board and committee composition and the level and pace of refreshment

Experience and qualifications of new directors, including any additional experience the Board has identified for future refreshment efforts

Company performance and progress, including revenue and earnings growth and expense reduction plans; culture changes; team member engagement and turnover; and how the Company is measuring its progress

Management reporting and information flow to the Board, including how the Board makes sure that it is getting the right information

Status of the Company s ongoing reviews of businesses and controls

Company transparency and disclosures, including recommendations for enhancements

Our Board reviews our governance practices annually, and more frequently when appropriate, and uses investor and other stakeholder feedback to identify areas for potential enhancements to our policies, practices, and disclosures

Executive compensation, including structure and metrics, and Community Bank incentive plan changes

Regulatory relations, including compliance with our February 2, 2018 Federal Reserve consent order

Table of Contents

Corporate Governance

Demonstrated Track Record of Responsiveness to Investors and Other Stakeholders

Our Board values and considers the feedback it receives from our investors and other stakeholders and has taken a number of actions over the last several years to increase shareholder rights and enhance the Board s structure that took into account those perspectives.

2018

Enhanced existing shareholder right to call a special meeting reduced threshold from 25% to 20% of outstanding shares (since 2011 our shareholders have had a meaningful right to call special meetings of shareholders under our By-Laws)

Continued Board refreshment process begun in 2017 with four directors retiring at our 2018 annual meeting

Enhanced our governance practices as reflected in our Corporate Governance Guidelines, including to:

- **More fully articulate the role of the Board and work it is doing to enhance governance and oversight practices**
- **Reflect the importance of periodic Board refreshment** and maintaining and appropriate balance of tenure, skills, knowledge, experience, and perspectives on the Board
- **Provide more detail about the Board s self-evaluation process**, including by:

Providing that the GNC and the Board annually assess the most effective format for the Board s and each committee s self-evaluation and that the Board may determine to engage a third party to facilitate the evaluation periodically

Specifying that the Board considers at least annually upcoming retirements under its director retirement policy, the average tenure and overall mix of director tenures of the Board, along with other factors, as part of Board succession planning and its director nomination process

¡ Explain that the GNC will consider best practices with respect to committee refreshment and committee chair rotations in connection with the GNC s and the Board s annual review of committee member assignments and chair positions

Disclosed additional information on our Company s gender and racial/ethnic pay gaps in the U.S. on our website at http://stories.wf.com/wells-fargo-releases-pay-equity-study-results/; we have committed to expand our pay equity reviews to other geographic areas of operation in the future, make compensation adjustments in line with a goal of gender pay equity, and review a report on pay gaps on an annual basis

2017

Elected six new Board members and reconstituted the leadership and composition of key Board committees, including the Risk Committee and Governance and Nominating Committee See *Board Refreshment and Composition* for more information

Enhanced the qualifications and experience represented on our Board consistent with our strategy and risk profile through recent composition changes, including financial services, risk management, technology/cyber, regulatory, human capital management, financial reporting, accounting, consumer, and social responsibility experience

Five directors retired during 2017, including three long-tenured directors at the end of 2017

Amended various Board Committee charters to enhance oversight of risk

¡ See *Our Board and Its Committees Committees of Our Board* for more information about changes made to Board committee charters to enhance oversight of risk, including conduct risk, compliance risk, operational risk, technology risk, and information security/cyber risk

Launched external Stakeholder Advisory Council to provide feedback on current and emerging issues
Seven members, all external, represent groups focused on consumer rights, fair lending, the environment, human rights, civil rights, and governance

2017 (continued)

Adopted an overboarding policy applicable to the Company s directors which limits the number of boards on which our directors may serve to a total of 4 public company boards (total of 3 for public company CEOs), unless the GNC determines that such other board service would not impair the director s service to the Company

Enhanced disclosures on our website on environmental, social and governance (ESG) matters Access our ESG Guide from our Investor Relations webpage at https://www.wellsfargo.com/about/investor-relations/

Added disclosure to our website relating to our commitment to gender and racial/ethnic pay equity, our annual pay equity analysis conducted by outside compensation experts, and oversight of our pay equity reviews by the Human Resources Committee

Updated our Code of Ethics and Business Conduct to incorporate, among other things, our standards related to our commitment on core ESG principles, such as supporting our communities, respecting human rights and protecting the environment; compliance with our Code of Ethics is taken into account in connection with incentive compensation determinations

2016

Separated the roles of Chair and CEO and amended our By-Laws to require that the Chair be an independent director

Amended our Corporate Governance Guidelines in late 2016 and early 2017 to reflect changes made in the Board s leadership structure and specify certain duties of the independent Chair

Board took actions beginning in 2016 and early 2017 to promote executive accountability, resulting in a total compensation impact of over $180 million

2015

Adopted proxy access in December 2015 allowing an eligible shareholder (or a group of up to 20 shareholders) who has owned 3% of the Company s stock for 3 years to nominate up to the greater of 2 directors and 20 percent of the Board, subject to the terms and conditions in the Company s By-Laws

Added two new directors (Betsy Duke and Suzanne Vautrinot) and enhanced the qualifications and experience represented on our Board through these composition changes, including financial services, risk management, regulatory, and cyber security experience

Increased oversight of political and lobbying activities and spending, including by increasing management reporting to the Corporate Responsibility Committee on political and lobbying activities

Enhanced proxy statement disclosures about Board and committee self-evaluations, Board succession planning, and the experience of our directors additional enhancements continue to be made to our disclosures in these areas each year

Enhanced Board self-evaluation process to include candid one-on-one discussions with each director

2014

Adopted express **prohibitions on pledging** of the Company s equity securities by directors and executive officers

Enhanced Board self-evaluation process by encouraging directors to provide **feedback on the individual contributions of directors** to the Board and its committees

Increased the director retirement age to 72 with the understanding, as disclosed in our 2015 proxy statement, that directors may not necessarily serve until their retirement age

Enhanced independent Board leadership responsibilities to include facilitating the Board s review and consideration of shareholder proposals

Expanded our political activities and lobbying disclosure on our website to include information about national and regional trade groups receiving more than $25,000 in dues from the Company (previously only disclosed amounts more than $100,000)

Table of Contents

STRONG INDEPENDENT BOARD LEADERSHIP

Our Board Leadership Structure

During 2016, taking into account feedback from our investors, our Board made changes in its leadership structure to:

- **Separate the roles of Chair and CEO**
- **Amend our Company s By-Laws and its Corporate Governance Guidelines to require that the Chair of the Board be independent**

In August 2017, the Board elected Elizabeth A. (Betsy) Duke, former member of the Federal Reserve Board of Governors, to succeed Stephen W. Sanger as independent Chair effective January 1, 2018. Ms. Duke previously served as independent Vice Chair of the Board from October 2016 to December 2017.

Ms. Duke has a strong leadership background, is actively engaged as Chair on Board matters, and works closely with the CEO. She has extensive financial services and regulatory experience and brings a fresh perspective as a more recently elected director. Ms. Duke frequently interacts with Mr. Sloan and other members of management to provide her perspectives on important issues facing our Company and the informational needs of our Board. She also communicates with the chairs of each of the Board s committees and subcommittees and with the other independent directors both inside and outside of the Board s normal meeting schedule to discuss Board and Company issues as they arise.

Meet Betsy Duke,

Chair of Wells Fargo s

Board of Directors

- Member of Wells Fargo s Board since February 2015
- First female Chair of a large U.S. financial institution
- Member of the Risk Committee, Governance and Nominating Committee, Credit Committee, and Finance Committee
- Former member of the Board of Governors of the Federal Reserve Board

Former teller and former community bank executive, including chief operating officer and chief executive officer roles

Consumer focus, including through her prior service as Chair of the Federal Reserve s Committee on Consumer and Community Affairs

I am honored to serve as Chair of our Board and to lead the Board in its continuing efforts to strengthen and enhance our governance and oversight over the Company s risk management practices. During 2017, we made necessary changes to Board and committee composition, committee oversight responsibilities, and management reporting to the Board. The feedback I have received directly from our investors and other stakeholders has informed many of the changes we have made.

ANNUAL INDEPENDENT CHAIR SELECTION

Our Board s Governance and Nominating Committee is responsible for periodically evaluating our Board s leadership structure and, based on the recommendation of the GNC, our Board selects the Chair of the Board annually and may elect a Vice Chair to assist the Chair from among its members.

Our Board believes that having strong independent Board leadership in the form of an independent Chair, with clearly defined authority and responsibilities shown in the chart below, provides enhanced independent leadership and oversight for our Company and our Board. The separation of the CEO and Chair positions allows Ms. Duke to focus on governance of our Board (including Board composition and the recruitment of new directors, Board meeting schedule and agenda setting, Board committee succession planning, Board committee responsibilities, managing the information flow and management reporting to the Board, investor engagement and outreach on governance matters, and our relationships with our regulators), and allows Mr. Sloan to focus his attention on our business and strategy, including restoring the trust of our customers, team members, and other stakeholders.

Area of Responsibility	Authority and Responsibilities of Independent Board Chair
Board Agendas and Information	Approving Board meeting agendas and schedules Working with committee chairs to have coordinated coverage of Board responsibilities Facilitating communication between the Board and senior management, including advising the CEO and other members of senior management of the Board s informational needs and approving the types and forms of information sent to the Board
Board Meetings and Executive Sessions	Presiding at meetings and executive sessions of the Board Calling and chairing special meetings of the Board and executive sessions or meetings of non-management or independent directors
Board Communications and External Stakeholders	Serving as the principal liaison among the independent directors, and between the independent directors and the CEO and other members of senior management Facilitating effective communication between the Board and shareholders Facilitating the Board s review and consideration of shareholder proposals Serving as an additional point of contact for the Company s primary regulators Presiding over each meeting of shareholders
Board Composition and Membership	Evaluating potential Board candidates and making director candidate recommendations to the GNC Working with committee chairs to oversee coordinated coverage of Board responsibilities
Advisory Role	Serving as an advisor to the CEO
CEO Performance Evaluation	Participating, along with other directors, in the performance evaluation of the CEO
Ethics	Setting the ethical tone for the Board and reinforcing a strong ethical culture
Company Strategy	Reinforcing the expectation for all Board members to stay informed about the strategy and performance of the Company Leading the Board s review of the Company s strategic initiatives and plans and discussing the implementation of those initiatives and plans with the CEO
External Advisors	Recommending the retention of advisors or consultants who report directly to the Board

Although the CEO s performance evaluation is led by the Chair of the HRC, the Chair of our Board also has an important role in the evaluation, which is a multi-step process involving, among other things, individual director feedback and Board discussions regarding the CEO s performance and discussions with the CEO regarding his assessment of his own performance. Ms. Duke participates, along with other directors, in the CEO performance evaluation and in the Board s review of management succession and development plans. Her participation in those processes helps her evaluate the most effective Board leadership structure for our Company. In addition, Ms. Duke s participation in our Company s investor engagement program, engagement with our regulators, and leadership role with our external Stakeholder Advisory Council and facilitating our Board s review and consideration of shareholder proposals provide her with valuable insight into the views of our investors and other stakeholders regarding our Company s corporate governance practices, including its Board leadership structure. Our Board believes that these and the other activities of the independent Chair serve to enhance the independent leadership of our Board in order to provide robust oversight and promote overall Board effectiveness.

ADDITIONAL INDEPENDENT BOARD LEADERSHIP

In addition to an independent Chair, our Board has a significant majority of independent directors (11 of the 12 director nominees are independent under the Director Independence Standards) and independent Board committees. James H. Quigley, Chair of the A&E Committee, serves as independent Chairman of Wells Fargo Bank, N.A., our Company s principal banking subsidiary.

Highlights of Strong, Independent Company and Bank Board Leadership Structures

Independent Board Chair	**Independent Chair of Wells Fargo Bank Board**	**92% of director nominees are independent**	**100% of independent director nominees have tenure of 10 years or less**	**55% of independent director nominees have tenure less than 3 years**	**Chairs and members of all Board Committees are independent**

Table of Contents

MANAGEMENT SUCCESSION PLANNING AND DEVELOPMENT

A primary responsibility of our Board is identifying and developing executive talent at our Company, especially the CEO and other senior leaders of our Company. Continuity of excellent leadership at all levels of our Company is part of our Board s mandate for delivering superior performance to shareholders. Toward that goal, the executive talent development and succession planning process is integrated into our Board s annual activities.

Our Board has assigned to the HRC, as set forth in its charter, the responsibility to oversee our Company s talent management and succession planning process, including CEO evaluation and succession planning. Our Corporate Governance Guidelines require that the CEO and management annually report to the HRC and our Board on succession planning (including plans in the event of an emergency) and management development. Our Board s Corporate Governance Guidelines also require that the CEO and management provide the HRC and Board with an assessment of persons considered potential successors to certain senior management positions at least once each year.

Management and our Board take succession planning very seriously and while the Corporate Governance Guidelines require an annual review, the process for management development and succession planning occurs much more frequently.

Summer **HRC Annually Reviews Talent Management and Succession Planning**	Fall **Full Board Annually Reviews Talent Management and Succession Planning**	Winter **Board Self-Evaluation Process Includes An Assessment of Talent Management and Succession Planning Processes**
The CEO and Human Resources executives collaborate with the HRC to prepare and evaluate management development and succession plans, and the HRC reports to the full Board on its reviews The HRC conducts an in-depth review of talent management and succession plans and provides input and feedback, typically in July of each year	The full Board conducts an in-depth review of talent management and succession plans in executive session and provides input and feedback, typically in November of each year	As discussed under *Comprehensive Annual Evaluation of Board Effectiveness*, the Board assesses CEO and management talent development and succession planning processes, including diversity and inclusion, each year as part of its evaluation of the Board s effectiveness

Ongoing Interactions Throughout the Year between Management, the HRC, our Chair, and our Board

Management also regularly identifies high potential executives for additional responsibilities, new positions, promotions, or similar assignments to expose them to diverse operations within our Company, with the goal of developing well-rounded, experienced, and discerning senior leaders

Identified individuals are often positioned to interact more frequently with our Board so that directors may gain familiarity with these executives as part of our talent management and succession planning process

Key Results of Our Management Succession Planning Since 2016

During 2017, the Company made certain senior management changes which reflect our thoughtful management succession planning process, including naming:

- C. Allen Parker, previously managing partner with the law firm of Cravath, Swaine & Moore LLP, as General Counsel in March 2017
- Jonathan G. Weiss, formerly head of Wells Fargo Securities, LLC, as head of Wealth and Investment Management, in July 2017 following the retirement of David M. Carroll
- Mary T. Mack as the head of Consumer Lending, in addition to her role as head of Community Banking, in December 2017

As part of our Board s and management s transformation efforts, our Company also identified specific needs and hired external talent to strengthen our Company s capabilities in various areas including by hiring:

- Sarah Dahlgren, a former Partner at McKinsey & Company in their risk practice, and previously a 25-year veteran of the Federal Reserve Bank of New York, as **head of Regulatory Relations (new position)**, effective March 2018
- Mike Roemer, a 27-year financial services veteran who most recently served as group head of Compliance for Barclays, as **Chief Compliance Officer**, effective January 2018
- Mark D Arcy, previously global head of Operational Risk at State Street, as **Chief Operational Risk Officer**, effective February 2017
- More than 2,000 new team members hired externally into Risk Management in 2016 and 2017

Table of Contents

BOARD REFRESHMENT AND COMPOSITION

Board Succession Planning

Over the past year, our Board s succession planning focused primarily on the composition of our Board and its committees, upcoming retirements under our director retirement policy, succession plans for committee chairs, our commitment to Board diversity, and recruiting strategies for adding new directors. In its succession planning, the GNC and our Board consider the results of our Board s annual self-evaluation, as well as other appropriate information, including the types of skills and experience desirable for future Board members and the needs of our Board and its committees at the time in light of the Company s strategy and risk profile.

Thoughtful, Deliberate Board Refreshment Process. The Board s refreshment actions reflect a thoughtful and deliberate process that was informed by our Company s engagement with shareholders and other stakeholders as well as the Board s annual self-evaluation and director nomination processes.

Appropriately Balance Experience and Perspectives While Ensuring an Orderly Transition. Our Board has taken care as part of its Board refreshment process to appropriately balance new perspectives and the experience of existing directors while undergoing an orderly transition of roles and responsibilities on the Board and its committees.

Importance of Board Diversity. In addition, our Board continues to focus on the importance of maintaining Board diversity (both gender and ethnic); three of the six new directors who joined our Board in 2017 and 2018 are women and two of those new directors are ethnically diverse.

DIRECTOR TENURE AND RETIREMENT AGE POLICIES

No Term Limits; Appropriate Balance of Skills, Knowledge, Experience, and Perspectives

In February 2018, our Board amended its Corporate Governance Guidelines to better reflect its recognition of the importance of periodic Board refreshment and maintaining an appropriate balance of tenure, experience, and perspectives on the Board.

The Board values the contributions of both newer perspectives as well as directors who have developed extensive experience and insight into the Company, and as a result does not believe arbitrary term limits are appropriate.

The Board believes that directors should not have an expectation of being renominated annually and that the Board s annual self-evaluation is a key component of its director nomination process.

In connection with the Board s annual self-evaluation and director nomination processes, the Board considers at least annually upcoming retirements under its director retirement policies, the average tenure and overall mix of individual director tenures of the Board, the overall mix of the diverse skills, knowledge, experience, and perspectives of directors, each individual director s performance and contributions to the work of the Board and its committees, the personal circumstances and other time commitments of directors, along with other factors the Board deems appropriate.

Director Retirement Age of 72

Our Board established the retirement age of 72 for directors with the understanding that directors may not necessarily serve until their retirement age.

Our Board s retirement age policy is intended to facilitate our Board s recruitment of new directors with appropriate skills, experience, and backgrounds and provide for an orderly transition of leadership on our Board and its committees.

Table of Contents

Corporate Governance

Board Refreshment and Board Size

The Board has made changes to its composition that resulted from a thoughtful process informed by the Board s comprehensive self-evaluation and director nomination processes and feedback received from the Company s engagement with shareholders and other stakeholders. As part of Board succession planning, the Board will seek to add new directors that complement the overall skills and capabilities of the Board in ways identified through the Board s self-evaluation. Although the Board s size may fluctuate in the near term as it recruits new directors, the Board expects that its size will settle over time toward the lower end of its recent historical range of 14 to 16 directors. As always, gender and ethnic diversity remain a priority for the Board in its director recruitment efforts.

BOARD REFRESHMENT PROCESS RESULTS SINCE 2015

Board Composition Snapshot

12 director nominees; 11 are independent

Highly qualified directors with a diverse mix of qualifications, skills, and experience consistent with the Company s strategy and risk profile

6 new directors elected in 2017 with key areas of expertise, which reflects our Board s efforts to bring fresh perspectives to our Board while at the same time maintaining an appropriate balance of longer-term experience

6 of 12 director nominees are women or ethnically diverse

Board Qualifications and Experience

MINIMUM QUALIFICATIONS

Our Board has identified the following minimum qualifications for its directors:

Character and Integrity	Must be an individual of the highest character and integrity
CEO / Leadership Experience	Demonstrated breadth and depth of management and/or leadership experience, preferably in a senior leadership role such as CEO, president, or partner, in a large or recognized organization or governmental entity
Financial Literacy or Other Relevant Professional or Business Experience	Financial literacy or other professional or business experience relevant to an understanding of our Company and its business
Independence and Constructive Collegiality	Must have a demonstrated ability to think and act independently as well as the ability to work constructively in a collegial environment

Our Board believes that CEO or other senior management and/or leadership experience provides our directors with substantial experience relevant to serving as a director of our Company, including in many of the areas discussed below that our Board views as important when evaluating director nominees.

Our Board believes that each of our nominees satisfies our director qualification standards and during the course of their business and professional careers as a chief executive officer or other senior leader has acquired extensive executive management experience in these and other areas.

ADDITIONAL QUALIFICATIONS AND EXPERIENCE IDENTIFIED BY OUR BOARD AS IMPORTANT TO OUR COMPANY, STRATEGY, AND OPERATIONS

The GNC and our Board desire that the Board as a whole has an appropriate balance of skills, knowledge, experience, and perspectives that are relevant to our Vision, Values, and Goals. Recent changes made to our Board are representative of the Board s commitment to refreshment and focus on Board diversity. The Board recruited new directors during 2017 to complement and enhance the existing skills and experience of our Board in specific areas which were identified by our Board through its annual self-evaluation process. For more information on the Board s comprehensive self-evaluation process, see *Comprehensive Annual Evaluation of Board Effectiveness*. Additional qualifications and experience that our Board has identified as desirable in light of Wells Fargo s business and strategy include:

Table of Contents

CURRENT BOARD QUALIFICATIONS AND EXPERIENCE

The following chart reflects areas of qualifications and experience that our Board views as important when evaluating director nominees. The GNC and our Board believe that each director nominee brings to our Board his or her own unique background and range of expertise, knowledge, and experience, including as a result of his or her valued service on our Board and its committees, that provide our Board as a whole with an appropriate and diverse mix of qualifications, skills, and attributes necessary for our Board to fulfill its oversight responsibility to our Company s shareholders. Additional information on the business experience and other skills and qualifications of each of our director nominees is included under *Item 1 Election of Directors*. Each director also contributes other important skills, expertise, experience, and personal attributes to our Board that are not reflected in the chart below.

Importance of Board Diversity

Although the GNC does not have a separate policy specifically governing diversity, as described in the Corporate Governance Guidelines and its charter the GNC will consider, in identifying first-time candidates or nominees for director, and in evaluating individuals recommended by shareholders, the current composition of our Board in light of the diverse communities and geographies we serve and the interplay of the candidate s or nominee s experience, education, skills, background, gender, race, ethnicity, and other qualities and attributes with those of the other Board members. The GNC also incorporates this broad view of diversity into its director nomination process by taking into account all of the factors above, in addition to having a diverse candidate pool for each director search the Board undertakes, when evaluating and recommending director nominees to serve on our Board so that our Board s composition as a whole appropriately reflects the current and anticipated needs of our Board and our Company.

In implementing its practice of considering diversity, the GNC may place more emphasis on attracting or retaining director nominees with certain specific skills or experience, such as industry, regulatory, operational, or financial expertise, depending on the circumstances and the composition of our Board at the time. Gender, race, and ethnic diversity also have been, and will continue to be, a priority for the GNC and our Board in its director nomination process because the GNC and our Board believe that it is essential that the composition of our Board appropriately reflects the diversity of our Company s team members and the customers and communities they serve.

The GNC believes that it has been successful in its efforts over the years to promote gender, race, and ethnic diversity on our Board. It is a reflection of our long-standing commitment to Board diversity that many of our longest-serving directors, including directors who retired or are retiring from our Board in 2016-2018, are diverse. In addition, three of the six new directors who joined our Board in 2017 and 2018 are women and two of those new directors are ethnically diverse. The GNC and our Board believe that our 12 director nominees for election at our 2018 annual meeting bring to our Board a variety of different backgrounds, skills, professional and industry experience, and other personal qualities, attributes, and perspectives that contribute to the overall diversity of our Board. The charts below show the diversity of our 12 director nominees. The Board expects to maintain its focus on the importance of Board diversity as well as desired qualifications and experience identified by the Board in future director recruitment efforts.

The GNC and our Board will continue to monitor the effectiveness of their practice of considering diversity through assessing the results of any new director search efforts, and through the GNC s and our Board s annual self-evaluation processes in which directors discuss and evaluate the composition and functioning of our Board and its committees.

Table of Contents

ITEM 1 ELECTION OF DIRECTORS

Our Board understands the critical role it plays in protecting and serving the interests of shareholders and meeting the expectations of our regulators and other stakeholders. This has been reflected in every change our Board has made over the past year to its composition and practices, including many that reflect valuable feedback we have received from investors and other stakeholders. Our Board believes that it has the right mix of professional experiences and diverse perspectives as reflected in the chart below to provide effective oversight and governance of our Company and management. See *Board Refreshment and Composition* for more information about our Board.

Director Nominees for Election

Below we provide information about our Board s nominees, including their age and the month and year in which they first became a director of our Company, their business experience for at least the past five years, the names of publicly-held companies (other than our Company) where they currently serve as a director or served as a director during the past five years, and additional information about the specific experience, qualifications, skills, or attributes that led to our Board s conclusion that each nominee should serve as a director of our Company.

Our Board has set 12 directors as the number to be elected at the annual meeting and has nominated the individuals named below. All nominees are currently directors of Wells Fargo & Company and have been previously elected by our shareholders, except for Celeste A. Clark, Theodore F. Craver, Jr., and Maria R. Morris (each elected effective January 1, 2018), and Juan A. Pujadas (elected effective September 1, 2017). Each of Mses. Clark and Morris and Messrs. Craver and Pujadas is standing for election by our shareholders for the first time at the annual meeting. John S. Chen, Lloyd H. Dean, Enrique Hernandez, Jr. and Federico F. Peña, each a current director, are not standing for re-election and will retire from our Board at the 2018 annual meeting. Our Board has determined that each nominee for election as a director at the annual meeting is an independent director, except for Timothy J. Sloan, as discussed under *Director Independence*. Directors are elected to hold office until our next annual meeting and until their successors are elected and qualified. All nominees have told us that they are willing to serve as directors. If any nominee is no longer a candidate for director at the annual meeting, the proxy holders will vote for the rest of the nominees and may vote for a substitute nominee in their discretion, or our Board may reduce its size. In addition, as described under *Director Election Standard,* each of the nominees has tendered his or her resignation as a director in accordance with our Corporate Governance Guidelines to be effective only if he or she fails to receive the required vote for election to our Board and our Board accepts the resignation.

Our Board recommends that you vote **FOR** each of the director nominees below for a one year term.

John D. Baker II

Age: 69

Director since: January 2009

Other Current Public Company Directorships:

FRP Holdings, Inc.

Committees: Audit and Examination, Corporate Responsibility, Credit (Chair)

Mr. Baker has served as Executive Chairman since October 2010 and chief executive officer since March 2017 of FRP Holdings, Inc. (formerly Patriot Transportation Holding, Inc.), a real estate company located in Jacksonville, Florida. He served as President and Chief Executive Officer of Patriot from February 2008 until October 2010. He served as President from May 1989, and Chief Executive Officer from February 1996 of Florida Rock Industries, Inc., Jacksonville, Florida until November 2007. Mr. Baker also currently serves as Chairman of Panadero Aggregates Holdings, LLC, a construction aggregates company located in Jacksonville, Florida, and a senior advisor for Brinkmere Capital Partners, LLC, a private equity firm.

Qualifications and Experience

Leadership, Governance, Succession Planning. As the CEO or chairman of two public companies during the past 20 years, including a company involved in real estate activities, Mr. Baker brings leadership, governance, and executive management experience to our Board.

Strategic Planning, Business Development, Business Operations. Mr. Baker has led or founded several public and private companies doing business in the Southeast, including as the lead investor and senior advisor for a private equity firm, and his business development skills and deep knowledge of the business climate in the Southeast provide unique insight into the operating environment of some of our Company s largest banking markets.

Financial Acumen. Mr. Baker has extensive financial management expertise that he gained as a CEO or chairman and as a past member of the audit committees of two other public companies.

Legal, Risk Management, and Other Capabilities. Mr. Baker has a law degree from the University of Florida School of Law, and his experience as a lawyer and former member of the board of a large public utility company also contribute important risk management, regulatory oversight, and public policy skills to our Board.

Mr. Baker was formerly a director of Texas Industries, Inc. and Patriot Transportation Holding, Inc.

Celeste A. Clark

Age: 64

Director since: January 2018

Other Current Public Company Directorships:

The Hain Celestial Group, Inc.

Committees: Corporate Responsibility**,** Credit

Qualifications and Experience

Leadership, Consumer, Global Perspective. As a former member of the global executive management team at Kellogg Company, Dr. Clark has extensive executive management and consumer retail experience having led the development and implementation of health, nutrition, and regulatory science initiatives and worked across 180 global markets to ensure consistency in approach and implementation within regulatory guidelines.

ESG, Community Affairs, Public Policy. She brings insights on social responsibility matters to our Board as a trustee of the W.K. Kellogg Foundation, one of the largest philanthropic foundations in the U.S., a former Sr. VP of Global Public Policy and External Relations and Chief Sustainability Officer at Kellogg, and President of the Kellogg Company 25-year Employees Fund, Inc.

Corporate Governance. Dr. Clark s experience as the former chair of the governance and nominating committees of AdvancePierre Foods and AAA Michigan (travel, road service, and insurance business) contribute important corporate governance, risk management, and corporate strategy insights to our Board.

Dr. Clark has served as a principal of Abraham Clark Consulting, LLC, Battle Creek, Michigan (health and regulatory policy consulting firm) since 2011. She was Sr. VP of Global Public Policy and External Relations from 2010 and Chief Sustainability Officer from 2008 of Kellogg Company, Battle Creek, Michigan, (food manufacturing company) until 2011.

Dr. Clark was formerly a director of AdvancePierre Foods Holdings, Inc., Diamond Foods, Inc., Mead

Johnson Nutrition Company, and Omega Protein Corporation.

She holds a Bachelor of Science degree from Southern University, a Master of Science from Iowa State University, and a Ph.D. from Michigan State University, and is an adjunct professor at Michigan State University.

Table of Contents

Theodore F. Craver, Jr.

Age: 66

Director since: January 2018

Other Current Public Company Directorships:

Duke Energy Corporation

Committees: Audit and Examination, Finance

Mr. Craver served as President from April 2008 until May 2016 and Chairman and CEO from August 2008 until his retirement in September 2016 of Edison International (Edison), Rosemead, California (electric utility holding company). Prior to joining Edison in 1996, Mr. Craver served as executive vice president and corporate treasurer of First Interstate Bancorp (First Interstate), a predecessor company of Wells Fargo. He also served as chairman of both the electric utility trade group, Edison Electric Institute (June 2014 to June 2015) and the industry s technology research arm, the Electric Power Research Institute (April 2011 to April 2012).

Qualifications and Experience

Leadership, Regulatory, Risk Management, Information Security, Strategic Planning, Business Operations, Management Succession Planning. Mr. Craver has acquired extensive executive management, corporate governance, risk management, and information security experience in highly regulated industries from his service in senior management positions at Edison (a regulated utility company) and First Interstate.

Financial Acumen, Financial Reporting. His service as the CFO and treasurer of Edison, corporate treasurer of First Interstate and CFO of First Interstate s wholesale banking subsidiary, and audit committee chair of Duke Energy Corporation provide him with extensive financial experience.

Financial Services. As a former corporate treasurer of First Interstate and a chief financial officer of First Interstate s wholesale banking subsidiary with 23 years of experience in the banking industry, he brings an understanding of our industry and insights relevant to our businesses to our Board.

Other Capabilities. Mr. Craver serves on the Federal Reserve Bank of San Francisco s Economic Advisory Council.

Mr. Craver was formerly a director of Edison and Health Net, Inc.

He holds a Bachelor of Arts degree and a Master of Business Administration degree from the University of Southern California.

Elizabeth A. Duke

Age: 65

Director since: January 2015

Independent Chair

Other Current Public Company Directorships:

None

Committees: Credit, Finance, Governance and Nominating, Risk

Qualifications and Experience

Leadership, Financial Services, Government, Regulatory, Risk Management, Corporate Governance, Public Policy. As a former member of the Federal Reserve Board of Governors, Ms. Duke has broad experience and knowledge of the U.S. financial system, financial regulation, and economic and public policy, and governance matters.

Financial Acumen, Financial Services Risk Management, Consumer, Community Affairs. Ms. Duke s service as a Federal Reserve Governor during a critical time for the U.S. economy and banking system and focus on consumer regulation and protection in that role provides her with experience identifying, assessing, and managing risk exposures of financial firms such as our Company, and a unique understanding of risks and opportunities that contribute important consumer, community affairs, and risk management experience to our Board.

Ms. Duke has served as Chair of Wells Fargo s Board of Directors since January 2018, and served as Vice Chair from October 2016 to December 2017. Ms. Duke served as a member of the Federal Reserve Board of Governors from August 2008 to August 2013, where she served as chair of the Federal Reserve s Committee on Consumer and Community Affairs and as a member of its Committee on Bank Supervision and Regulation,

Leadership, Financial Services, Strategic Planning, Business Development, Business Operations. She also brings extensive financial services and financial management experience to our Board as a result of various senior leadership roles leading banking operations in markets where our Company does business, including as chief operating officer of TowneBank, chief executive officer of Bank of Tidewater, and as a senior officer of SouthTrust Bank and Wachovia Bank, N.A., the last three of which banks along with Bank of Virginia Beach are now part of our Company.

Committee on Bank Affairs, and Committee on Board Affairs. From March 2014 to September 2015, she served as executive-in-residence at Old Dominion University, Norfolk, Virginia (higher education). Previously, she was chief operating officer of TowneBank from 2005 to 2008, and was an executive vice president at Wachovia Bank, N.A. (2004 to 2005), and at SouthTrust Bank (2001 to 2004), which was acquired by Wachovia in 2004. Ms. Duke also served as CEO of Bank of Tidewater, which was acquired by SouthTrust, and CFO of Bank of Virginia Beach.

Ms. Duke has an M.B.A. from Old Dominion University.

Donald M. James

Age: 69

Director since: January 2009

Other Current Public Company Directorships:

The Southern Company

Committees: Finance, Governance and Nominating (Chair), Human Resources

Mr. James served as Chairman and a director from 1997 until December 2015 and Chief Executive Officer from 1997 until July 2014 of Vulcan Materials Company, Birmingham, Alabama (construction materials).

Mr. James was formerly a director of Vulcan Materials Company.

Qualifications and Experience

Leadership, Strategic Planning, Business Operations, Legal. Mr. James brings extensive leadership and executive management experience to our Board as the former chairman and CEO of Vulcan Materials Company where he also served in various senior management positions, including as president, chief operating officer, and general counsel.

Legal, Regulatory. Before joining Vulcan, Mr. James practiced law as a partner in a large law firm in Alabama and was a member of the firm s Executive Committee, which also provides him with additional perspective in dealing with complex legal, regulatory, and risk matters affecting our Company.

Financial Acumen, Regulatory, Corporate Governance, Risk Management. As a former board member of Wachovia, SouthTrust Corporation (which was acquired by Wachovia), and Protective Life Corporation, Mr. James has substantial knowledge and experience in the banking and financial services industry, and his service as Lead Director and chairman of both the Governance Committee and Finance Committee of The Southern Company, a large public utility company, also brings important corporate governance, regulatory oversight, succession planning, financial management and business strategy experience to our Board.

Legal. Mr. James has an M.B.A from the University of Alabama and a law degree from the University of Virginia.

Maria R. Morris

Age: 55

Director since: January 2018

Other Current Public Company Directorships:

S&P Global Inc.

Committees: Human Resources, Risk

Ms. Morris served as executive vice president and head of the Global Employee Benefits business from 2011 and interim head of the U.S. Business from 2016 until July 2017 of MetLife, Inc. (MetLife), New York, New York (global provider of life insurance, annuities, employee benefits and asset management). She was Chief Marketing Officer from April 2014 until January 2015 and executive vice president of Technology and Operations from January 2008 to September 2011.

Qualifications and Experience

Leadership, Financial Services, Regulatory, Global Perspective/International. As a result of her 33 year career with MetLife, including service as the head of the Global Employee Benefits business and interim head of the U.S. Business, with responsibility for MetLife s employee benefits business in more than 40 countries, including its relationships with multinational companies and distribution relationships with financial institutions, Ms. Morris brings extensive executive management and leadership experience at a large financial institution to our Board.

Financial Services Risk Management, Global Perspective/International. Ms. Morris experience in risk management, retail, and international matters, including addressing prior sales practices issues in the insurance industry, at a large financial institution adds an important perspective to our Board.

Technology, Business Operations, Consumer, Marketing, Human Capital Management. Her service as MetLife s head of Global Technology and Operations and Chief Marketing Officer provides her with valuable insights into technology, operations, and marketing relevant to our industry and our businesses. Her operations and integration experience, including oversight of the successful integration of MetLife s acquisition of American Life Insurance Company, provides her with a unique human capital management perspective.

She holds a Bachelor of Arts degree from Franklin & Marshall College.

Table of Contents

Corporate Governance

Karen B. Peetz

Age: 62

Director since: February 2017

Other Current Public Company Directorships:

Ingersoll-Rand plc (effective April 4, 2018)

Committees: Finance, Human Resources, Risk (Chair)

Ms. Peetz served as President of The Bank of New York Mellon Corporation, New York, New York (global financial services company) from January 2013 until her retirement in December 2016. She served as chief executive officer of BNY Mellon s financial markets and treasury services group and vice chair from 2007 until December 2012. Ms. Peetz served in leadership positions at JPMorgan Chase & Co. and its predecessor companies prior to joining BNY Mellon in 1998.

Qualifications and Experience

Leadership, Financial Services, Financial Services Risk Management, Regulatory, Human Capital Management, Business Development/Operations, Global Perspective. Ms. Peetz has 35 years of large-bank experience and, as the former President of BNY Mellon, she oversaw the bank s global client management and regional management, its treasury services business, and its regulatory oversight and human resources functions. Before joining BNY Mellon, Ms. Peetz spent 16 years with JPMorgan Chase in various management, sales, and corporate lending positions.

Financial Services, Regulatory, Consumer, Financial Acumen, Regulatory, ESG. She brings to our Board significant insight into the financial services industry, including client services, and extensive expertise in financial management, risk management and the management of regulatory issues at large financial institutions as well as social responsibility experience from serving as executive sponsor of BNY Mellon s corporate social responsibility program.

Other Capabilities. Her experience as a former chair of the board of trustees of Pennsylvania State University and as a trustee of Johns Hopkins University also provides her with experience in governance and related oversight issues. Ms. Peetz holds a Bachelor of Science from Pennsylvania State University and a Master of Science from Johns Hopkins University.

Ms. Peetz was formerly a director of SunCoke Energy, Inc.

Juan A. Pujadas

Age: 56

Director since: September 2017

Other Current Public Company Directorships:

None

Committees: Credit, Finance, Risk

Mr. Pujadas served as vice chairman, Global Advisory Services of PricewaterhouseCoopers International Limited, London, United Kingdom (audit, financial advisory, risk management, tax, and consulting, the PricewaterhouseCoopers global network), from 2008 until his retirement in June 2016. He served as the leader of the U.S. Advisory practice of PricewaterhouseCoopers LLP (PWC) the U.S. member firm of PricewaterhouseCoopers International Limited (PWCIL), from 2003 to 2009.

Qualifications and Experience

Leadership, Financial Services, Financial Services Risk Management, Regulatory, Business Operations. Mr. Pujadas brings extensive executive management experience and expertise in risk management and the financial services industry to our Board as a result of his service in a wide range of leadership activities at PWC and PWCIL, including as vice chair, Global Advisory Services, leader of the U.S. Advisory practice, managing partner for Strategy and leader of the Global Risk Management Solutions practice for the Americas.

Information Security, Technology. His experience as a principal in the financial services industry practice provides him with an important perspective on risk management, information security, and technology in the financial services industry.

Financial Services Risk Management, Global Perspective/International. Mr. Pujadas brings further international experience in the financial services industry and insight into financial risk management to our Board as a result of his service as chief risk officer of Santander Investment, the international investment banking arm of Banco Santander from 1995 to 1998 and his service as a member of the executive committee of Santander Investment and the management committee of the commercial banking division of Banco Santander.

Technology, Other Capabilities. He holds a Bachelor of Science in Economics (BSE) in Finance and Bachelor of Applied Science (BAS) in Applied Science/Technology, with a concentration in Computer Science, from the University of

Pennsylvania.

James H. Quigley

Age: 66

Director since: October 2013

Other Current Public Company Directorships:

Hess Corporation, Merrimack Pharmaceuticals, Inc.

Committees:
Audit and Examination (Chair), Credit, Risk

Mr. Quigley served as senior partner of Deloitte LLP, New York, New York (audit, financial advisory, risk management, tax, and consulting) from June 2011 until his retirement in June 2012, when he was named CEO Emeritus. Prior to his retirement, he served as CEO of Deloitte Touche Tohmatsu Limited (DTTL, the Deloitte global network) from June 2007 to June 2011, and as CEO of Deloitte LLP, the U.S. member firm of DTTL, from 2003 until 2007.

Qualifications and Experience

Leadership, Accounting, Financial Reporting, Risk Management. Mr. Quigley brings extensive leadership, accounting and financial reporting, auditing, and risk management experience to our Board. He served Deloitte for over 35 years in a wide range of leadership positions, including as CEO, and provided accounting, financial advisory, and consulting services to many of Deloitte s leading clients in a range of industries.

Global Perspective/International, Strategic Planning, Regulatory, Corporate Governance. Mr. Quigley s broad management experience running a global firm, as well as his experience advising diverse multinational companies operating in complex environments, provides a key perspective on business operations, strategic planning, risk, regulatory, and corporate governance matters. His service as a former trustee of the International Financial Reporting Standards Foundation and a former member of the Board of Trustees of The German Marshall Fund of the United States also provides valuable insight on international business affairs.

Corporate Governance. Mr. Quigley s service as the non-executive chairman and a director of Hess Corporation provides additional corporate governance insights.

Accounting, Financial Reporting. He previously was a member of the U.S. Securities and Exchange Commission Advisory Committee on Improvements to Financial Reporting and numerous committees of the American Institute of Certified

Public Accountants.

He earned a Bachelor of Science degree and honorary Doctorate of Business from Utah State University.

Ronald L. Sargent

Age: 62

Director since: February 2017

Other Current Public Company Directorships:

Five Below, Inc., The Kroger Co.

Committees: Audit and Examination, Governance and Nominating, Human Resources

Mr. Sargent served as Chairman from March 2005 until January 2017 and Chief Executive Officer from February 2002 until June 2016 of Staples, Inc., Framingham, Massachusetts (business products retailer).

Mr. Sargent was formerly a director of Staples, Inc.

Qualifications and Experience

Leadership, Corporate Governance, Management Succession Planning, Consumer, Marketing. As the former chairman and CEO of Staples, Inc., Mr. Sargent brings leadership, executive management, corporate governance, and consumer retail and marketing experience to our Board.

Marketing, Digital, Business Operations. He has over 35 years of retail experience and brings significant insight related to the transition toward more online and digital customer experiences.

Human Capital Management, Global Perspective/ International. His experience relating to the management of a large global workforce serving customers globally through a variety of channels is beneficial to our Company in light of our large workforce and diversified business model.

Financial Acumen, Strategic Planning. Mr. Sargent brings to our Board finance and business strategy experience as a result of his service at Staples and as the chair of the audit committee of The Kroger Co.

Consumer, Public Policy. As a current member of Kroger s public responsibilities committee he also adds a perspective on public and social policy issues facing a large consumer retail business.

Mr. Sargent has an M.B.A. from Harvard Business School.

Table of Contents

Timothy J. Sloan

Age: 57

Director since: October 2016

Other Current Public Company Directorships:

None

Mr. Sloan has served as our Company s Chief Executive Officer and a director since October 2016, and President since November 2015. He also served as our Chief Operating Officer from November 2015 to October 2016, Senior Executive Vice President (Wholesale Banking) from May 2014 to November 2015, and our Senior Executive Vice President and Chief Financial Officer from February 2011 to May 2014.

Mr. Sloan was formerly a director of California Resources Corporation.

Qualifications and Experience

Leadership, Financial Services, Regulatory, Strategic Planning, Consumer, Digital. Mr. Sloan has served with our Company or its predecessors for 30 years in a variety of management and senior management positions and he brings to our Board tremendous experience and knowledge regarding the financial services industry, the regulatory environment for financial services companies, and our Company s Consumer and Wholesale businesses.

Financial Reporting, Risk Management, Business Operations, Human Capital Management, Management Succession Planning. He has extensive leadership, financial, business strategy, and business operations experience, including through his prior roles as our Company s Chief Financial Officer with responsibility for our financial management functions including controllers, financial reporting, asset liability management, treasury, investor relations, and investment portfolios; our Chief Operating Officer with responsibility for the operations of our four main business groups; and our Chief Administrative Officer with responsibility for managing Corporate Communications, Corporate Social Responsibility, Enterprise Marketing, Government Relations, and Corporate Human Resources.

Mr. Sloan has an M.B.A. in finance and accounting from the University of Michigan.

Suzanne M. Vautrinot

Age: 58

Director since: February 2015

Other Current Public Company Directorships:

Ecolab Inc., Symantec Corporation

Committees: Corporate Responsibility, Credit, Risk

Ms. Vautrinot has served as President of Kilovolt Consulting Inc., San Antonio, Texas (a cyber security strategy and technology consulting firm) since October 2013. Ms. Vautrinot retired from the United States Air Force in October 2013 after 31 years of service. During her distinguished career with the United States Air Force, she served in a number of leadership positions including as Major General and Commander, 24th Air Force, Air Forces Cyber and Air Force Network Operations from April 2011 to October 2013, Special Assistant to the Vice Chief of Staff of the United States Air Force in Washington, D.C. from December 2010 to April 2011, Director of Plans and Policy, U.S. Cyber Command from May 2010 to December 2010 and Deputy Commander, Network Warfare, U.S. Strategic Command from June 2008 to December 2010, and Commander, Air Force Recruiting Service from July 2006 to June 2008. She has been awarded numerous medals and commendations, including the Defense Superior Service Medal and Distinguished Service Medal.

Qualifications and Experience

Leadership, Cybersecurity, Risk Management, Government, Business Operations. As a result of more than 30 years of service in various leadership and command roles in the United States Air Force, Ms. Vautrinot brings extensive space and cyber technology and operations expertise to our Board at a time when protecting financial institutions and the financial system from cyber threats is a top priority.

Global Perspective/International, Cybersecurity, Technology, Strategic Planning. In addition to her vast cyber expertise, Ms. Vautrinot has led large, complex, and global organizations, which brings operational, strategic, and innovative technology skills to our Board. She retired as a Major General and Commander, 24th Air Force, where she oversaw a multi-billion dollar cyber enterprise responsible for operating, extending, maintaining, and defending the Air Force portion of the Department of Defense global network.

Human Capital Management, Public Policy. As Commander, 24th Air Force, she led a workforce unit of approximately 14,000 military, civilian, and contractor personnel, which along with her other leadership roles and assignments in the United States Air Force, provides her with significant planning and policy, strategic security, and workforce development expertise.

Technology and Other Capabilities. She has a Bachelor of Science from the United States Air Force Academy, a Master of Science in systems management from the University of Southern California, and was a National Security Fellow at the John F. Kennedy School of Government at Harvard University. Ms. Vautrinot was elected a member of the National Academy of Engineering in 2017.

Director Election Standard and Nomination Process

DIRECTOR ELECTION STANDARD

Our By-Laws provide that directors will be elected using a majority vote standard in an uncontested director election (i.e., an election where, as of the record date, the only nominees are those nominated by our Board, such as at this meeting). Under this standard, a nominee for director will be elected to our Board if the votes cast for the nominee exceed the votes cast against the nominee. However, directors will be elected by a plurality of the votes cast in a contested election.

Under Delaware law, directors continue in office until their successors are elected and qualified or until their earlier resignation or removal. Our Corporate Governance Guidelines provide that our Board will nominate for election and appoint to fill Board vacancies only those candidates who have tendered or agreed to tender an advance, irrevocable resignation that would become effective upon their failure to receive the required vote for election and Board acceptance of the tendered resignation. Each director nominee named in this proxy statement has tendered an irrevocable resignation as a director in accordance with our Corporate Governance Guidelines, which resignation will become effective if he or she fails to receive the required vote for election at the annual meeting and our Board accepts his or her resignation.

Our Corporate Governance Guidelines also provide that the GNC will consider the tendered resignation of a director who fails to receive the required number of votes for election, as well as any other offer to resign that is conditioned upon Board acceptance, and recommend to our Board whether or not to accept such resignation. The GNC, in deciding what action to recommend, and our Board, in deciding what action to take, may consider any factors they deem relevant. The director whose resignation is under consideration will abstain from participating in any decision of the GNC or our Board regarding such resignation. If our Board does not accept the resignation, the director will continue to serve until his or her successor is elected and qualified. Our Board will publicly disclose its decision on the resignation within 90 days after certification of the voting results.

REFRESHING THE BOARD AND NOMINATING DIRECTORS

GNC Leadership of the Director Nomination Process

The GNC is responsible for leading the director nomination process, which includes identifying, evaluating, and recommending for nomination candidates for election as new directors and incumbent directors, regardless of who nominates a candidate for consideration. The goal of the GNC s nominating process is to assist our Board in attracting and retaining competent individuals with the requisite leadership, executive management, financial, industry, and other expertise who will act as directors in the best interests of our Company and its shareholders. The GNC regularly reviews the composition of our Board in light of its understanding of the backgrounds, industry, professional experience, personal qualities and attributes, and various geographic and demographic communities represented by current members. As discussed above, the GNC also oversees our Board s self-evaluation process.

Identification and Assessment of Director Candidates

The GNC identifies potential candidates for first-time nomination as a director through various sources, including recommendations it receives from the following:

- **Current and former Board members,**
- **Third-party search firms,**
- **Shareholders, and**
- **Contacts in the communities we serve.**

The GNC has the authority to engage a third party search firm to identify and provide information on potential candidates. A key objective of the GNC in connection with its identification of potential director candidates is to use multiple sources and actively seek out qualified women and ethnically diverse candidates in order to have a diverse candidate pool for each search the Board undertakes.

Juan A. Pujadas, who became a director in 2017, was identified and recommended to the GNC by a former non-management director of the Company. Celeste A. Clark, Theodore F. Craver, Jr., and Maria R. Morris, who became directors in 2018, were each identified and recommended by non-management directors of the Company to our former Chair for consideration by the GNC. In addition to identifying and providing information on a number of potential director candidates, a third party search firm reviewed and provided information about Mses. Clark and Morris and Messrs. Craver and Pujadas for review by the GNC and our Board.

When the GNC has identified a potential new director nominee, it obtains publicly available information on the background of the potential nominee to make an initial assessment of the candidate in light of the following factors:

- Whether the individual meets our Board-approved minimum qualifications for director nominees described under *Board Qualifications and Experience*;

Table of Contents

Corporate Governance

Whether there are any apparent conflicts of interest in the individual serving on our Board; and

Whether the individual would be considered independent under our Director Independence Standards, which are described under *Director Independence*.

In addition, as discussed under *Comprehensive Annual Evaluation of Board Effectiveness*, the GNC considers the results of the Board s annual self-evaluation, including the individual contributions of directors to the work of the Board and its committees, in connection with its determination to nominate existing directors for election at each annual meeting of shareholders.

The GNC determines, in its sole discretion after considering all factors it considers appropriate, whether a potential new director nominee meets the Board s minimum qualifications and also considers the composition of the entire Board taking into account the particular qualifications, skills, experience, and attributes that our Board believes are important to our Company such as those described under *Board Qualifications and Experience*.

If a candidate passes this initial review, the GNC arranges introductory meetings with the candidate and our Chair, the GNC Chair, and the CEO to discuss the candidate s background and determine the candidate s interest in serving on our Board. If determined appropriate by the Chair and GNC Chair and if the candidate is interested in serving on our Board, the GNC arranges additional meetings with members of the GNC and other members of our Board. The candidate also may meet with Company executives, including as part of the candidate s consideration of potentially joining our Board. If our Board and the candidate are both still interested in proceeding, the candidate provides us additional information for use in determining whether the candidate satisfies the applicable requirements of our Corporate Governance Guidelines, Code of Ethics and Business Conduct, and any other rules, regulations, or policies applicable to members of our Board and its committees and for making any required disclosures in our proxy statement. Assuming a satisfactory conclusion to the process outlined above, the GNC then presents the candidate s name for approval by our Board or for nomination for approval by the shareholders at the next shareholders meeting, as applicable.

Board Nomination Process

Process for Shareholders to Recommend Individuals for Consideration by the GNC

The GNC will consider an individual recommended by one of our shareholders for nomination as a new director. In order for the GNC to consider a shareholder-recommended nominee for election as a director, the shareholder must submit the name of the proposed nominee, in writing, to our Corporate Secretary at: Wells Fargo & Company, MAC# D1053-300, 301 South College Street, 30th Floor, Charlotte, North Carolina 28202. All submissions must include the following information:

- The shareholder s name and address and proof of the number of shares of our common stock he or she beneficially owns;
- The name of the proposed nominee and the number of shares of our common stock he or she beneficially owns;
- Sufficient information about the nominee s experience and qualifications for the GNC to make a determination whether the individual would meet the minimum qualifications for directors; and
- Such individual s written consent to serve as a director of our Company, if elected.

Our Corporate Secretary will present all shareholder-recommended nominees to the GNC for its consideration. The GNC has the right to request, and the shareholder will be required to provide, any additional information with respect to the shareholder-recommended nominee as the GNC may deem appropriate or desirable to evaluate the proposed nominee in accordance with the nomination process described above.

Communicating with our Board

Shareholders and other interested parties may communicate with our Board, including our Board s Chair or our non-employee or independent directors as a group, in the following ways:

- Sending an e-mail to BoardCommunications@wellsfargo.com, or
- Sending a letter to Wells Fargo & Company, P.O. Box 63750, San Francisco, California 94163.

Additional information about communicating with our directors and our Board s process for reviewing communications sent to it or its members is provided on our website at https://www.wellsfargo.com/about/corporate/governance.

Director Orientation Process and Continuing Education

NEW DIRECTOR ORIENTATION

All new directors on our Board receive an orientation to the Company and training that is individually tailored, taking into account the director s experience, background, education and committee assignments. Our new director orientation program is led by members of senior management, in consultation with the Chair of our Board and each of our new directors, and covers a review of our business groups, strategic plans, financial statements and policies, risk management framework and significant risks, regulatory matters, our internal and external auditors, corporate governance and key policies and practices (including our Code of Ethics and Business Conduct), as well as the roles and responsibilities of our directors. Orientation sessions are typically held in-person and also may include specific site visits.

ONGOING DIRECTOR TRAINING

The Board and its committees participate in and receive various forms of training and education throughout the year, including business update sessions; management presentations on the Company s businesses, services, and products; and information on industry trends, regulatory developments, best practices, and emerging risks in the financial services industry. Other educational and reference materials on governance, regulatory, risk, and other relevant topics are regularly included in Board and committee meeting materials and maintained in an electronic library available to directors.

CONTINUING DIRECTOR EDUCATION

We also encourage our directors to attend outside director and other continuing education programs and make available to directors information on director education programs that might be of interest on developments in our industry, corporate governance, regulatory requirements and expectations, the economic environment, or other matters relevant to their duties as a director of our Company.

Director Independence

Our Corporate Governance Guidelines provide that a significant majority of the directors on our Board, and all members of the AEC, GNC, HRC, and Risk Committee must be independent under applicable independence standards. Each year our Board affirmatively determines the independence of each director and each nominee for election as a director. Under New York Stock Exchange (NYSE) rules, in order for a director to be considered independent, our Board must determine that the director has no material relationship with our Company (either directly or as a partner, shareholder, or officer of an organization that has a relationship with our Company). To assist our Board in making its independence determinations, our Board adopted the Director Independence Standards appended to our Corporate Governance Guidelines. These Director Independence Standards consist of the NYSE s bright line standards of independence as well as additional standards, known as categorical standards of independence, adopted by our Board. The Director Independence Standards are available on our website at: https://www.wellsfargo.com/about/corporate/governance.

Based on the Director Independence Standards, our Board considered information in early 2018 regarding banking and financial services, commercial, charitable, familial, and other relationships between each director, his or her respective immediate family members, and/or certain entities affiliated with such directors and immediate family members, on the one hand, and our Company, on the other, to determine the director s independence. After reviewing the information presented to it and considering the recommendation of the GNC, our Board determined that, except for Timothy J. Sloan, who is a Wells Fargo employee, all current directors and director nominees (John D. Baker II, John S. Chen, Celeste A. Clark, Theodore F. Craver, Jr., Lloyd H. Dean, Elizabeth A. Duke, Enrique Hernandez, Jr., Donald M. James, Maria R. Morris, Karen B. Peetz, Federico F. Peña, Juan A. Pujadas, James H. Quigley, Ronald L. Sargent, and Suzanne M. Vautrinot) are independent under the Director Independence Standards, including the NYSE bright line standards of independence. Messrs. Chen, Dean, Hernandez, and Peña, each a current director, are not standing for re-election and will retire from our Board at the 2018 annual meeting. Our

Table of Contents

Corporate Governance

Board determined, therefore, that 11 of our Board s 12 director nominees are independent. The Board previously determined that Elaine L. Chao was an independent director prior to her resignation from our Board in January 2017, Susan E. Engel was an independent director prior to her retirement from our Board in April 2017, and each of Cynthia H. Milligan, Stephen W. Sanger, and Susan G. Swenson was an independent director prior to their retirement from our Board in December 2017.

In connection with making its independence determinations, our Board considered the following relationships, as well as the relationships with certain directors described under *Related Person Transactions*, under the Director Independence Standards and determined that all of these relationships satisfied the NYSE bright line standards of independence and were immaterial under our Board s categorical standards of independence:

Banking and Financial Services Relationships	Our Company s banking and other subsidiaries had ordinary course banking and financial services relationships in 2017 with certain of our directors, some of their immediate family members, and/or certain entities affiliated with such directors and their immediate family members, all of which were on substantially the same terms as those available at the time for comparable transactions with persons not affiliated with our Company and complied with applicable banking laws.
Business Relationships	Our Company and its subsidiaries purchase products or services in the ordinary course of business from wireless telecommunications carriers, including products and services provided to those carriers by BlackBerry Limited and our Company purchases software products and services from BlackBerry Limited, where John S. Chen is executive chairman and chief executive officer. The aggregate amount of payments made by our Company during 2017 to these carriers and to BlackBerry for the use of BlackBerry devices and other products and services did not exceed 1% of BlackBerry s or our Company s 2017 consolidated gross revenues.
Charitable Relationships	Our Company or its charitable foundation made charitable contributions during 2017 to a tax-exempt organization where Lloyd H. Dean is employed as an executive officer in an aggregate amount less than $150,000, which is less than 0.002% of Dignity Health s 2017 consolidated gross revenues.
Other	

Relationships

Elizabeth A. Duke has outstanding pension and supplemental retirement plan balances with an aggregate actuarial present value of approximately $174,000 earned from her prior employment with SouthTrust Corporation and its successor, Wachovia Corporation, which employment ended in 2005. Our Company assumed these pre-existing obligations under the applicable plans following the Wachovia merger at the end of 2008.

Theodore F. Craver, Jr. has an outstanding pension balance with an aggregate actuarial present value of approximately $525,000 earned from his prior employment with First Interstate Bancorp, which employment ended when First Interstate was acquired by legacy Wells Fargo in April 1996.

No additional service-based contributions or accruals will be made to any of these plan balances. Payment of the plan balances is not conditioned on any future service or performance by Ms. Duke or Mr. Craver and are currently being made in accordance with the applicable plan documents.

OUR BOARD AND ITS COMMITTEES

Board and Committee Meetings; Annual Meeting Attendance

Directors are expected to attend all Board meetings and meetings of committees on which they serve. Directors also are expected to attend each annual shareholders meeting. All of the 15 nominees for director in 2017 attended our Company s 2017 annual shareholders meeting.

Our Board held 14 meetings during 2017. Attendance by our Board s current directors at meetings of our Board and its committees averaged 98.67% during 2017. Each current director who served as a director during 2017 attended at least 75% of the total number of 2017 meetings of our Board and committees on which he or she served. Our Board met in executive session without management present during 9 of its 2017 meetings. During 2017, our former independent Chairman, Stephen W. Sanger, chaired each of the executive sessions of the non-management and independent directors. Ms. Duke, our current independent Chair, now chairs all such executive sessions.

Committees of our Board

RECONSTITUTED KEY BOARD COMMITTEES AND ENHANCED RISK OVERSIGHT

As part of changes our Board has made to its composition, the Board continued to review committee oversight responsibilities and amended committee charters to restructure the Board s oversight activities and enhance its oversight of risk, including conduct risk, compliance risk, operational risk, information security/cyber risk and technology risk. In addition, the Board reconstituted key Board committees, including the Risk Committee, Governance and Nominating Committee, and Human Resources Committee. Changes to committee leadership, membership, and oversight responsibilities included the following:

Committee	Key Membership Composition Changes	Changes in Oversight Responsibilities
Risk Committee	**Appointed Karen Peetz as new Chair** Added 4 directors (Maria Morris, Karen Peetz, Juan Pujadas, and Suzanne Vautrinot) Enhanced financial services, compliance, operational, cyber, and technology experience with new composition **Restructured Risk Committee membership to include**	**Consolidated oversight of Corporate Risk and enterprise-wide risk management activities under Risk Committee** Moved oversight of complaints and complaints management to the Risk Committee in connection with its oversight of the activities of the Company s Conduct Management Office (includes complaints, internal investigations, ethics, allegations, and sales practices oversight) **Established 2 new subcommittees of the Risk Committee to provide more focused oversight** of:

	qualifications and experience in specific risk areas Federal Reserve Enhanced Prudential Standards require at least one member of the Risk Committee to have experience identifying, assessing, and managing risk exposures of large financial firms. The Board has determined that the Risk Committee includes 4 directors who have large financial institution risk management experience and other members with additional risk management experience in financial reporting, technology/cyber, and operational/physical security	1. Compliance risk, and 2. Technology, information security, and cyber risks as well as data governance and management
Governance and Nominating Committee	Appointed Donald James as new Chair Added 3 directors (Betsy Duke, Don James, and Ron Sargent)	Continues to oversee Board-level governance matters, including Board and committee composition Oversees our preparation of a business standards review and report in addition to its other oversight responsibilities
Human Resources Committee	Added 3 directors (Maria Morris, Karen Peetz, and Ron Sargent) Appointed Ron Sargent as new Chair, effective April 24, 2018	**Enhanced oversight responsibilities include human capital management, culture, and ethics** Continues to oversee our incentive compensation risk management program which was expanded to include a broader population of team members and incentive plans

Table of Contents

Committee	Key Membership Composition Changes	Changes in Oversight Responsibilities
Audit & Examination Committee	Added 2 directors (Ted Craver and Ron Sargent)	Focused oversight on financial performance and reporting, the Company s independent registered public accounting firm, our internal audit function, and regulatory activities
Corporate Responsibility Committee	Added 2 directors (Celeste Clark and Suzanne Vautrinot) Appointed Suzanne Vautrinot as new Chair, effective April 24, 2018	Focused oversight on significant social and public responsibility matters of interest to the Company and its stakeholders and the Company s relationships with its stakeholders
Credit Committee	Appointed John Baker as new Chair Added 2 directors (Celeste Clark and Juan Pujadas)	Continues to oversee credit risk and related matters
Finance Committee	Added 3 directors (Ted Craver, Karen Peetz, and Juan Pujadas) Appointed Ted Craver as new Chair, effective April 24, 2018	Consolidated oversight of resolution and recovery planning under the Finance Committee

CURRENT BOARD COMMITTEE MEMBERSHIP AND CHARTERS

Our Board has established seven standing committees: Audit and Examination, Corporate Responsibility, Credit, Finance, Governance and Nominating, Human Resources, and Risk. Our Board s committees act on behalf of our Board and report on their activities to the entire Board. Our Board appoints the members and chair of each committee based on the recommendation of the GNC. The following table provides current membership information for each of our Board s standing committees.

Name	AEC	CRC	Credit	Finance	GNC	HRC	Risk
John D. Baker II			Chair				
John S. Chen							
Celeste A. Clark							
Theodore F. Craver, Jr.				(*)			
Lloyd H. Dean						Chair	
Elizabeth A. Duke							

Enrique Hernandez, Jr.				Chair			
Donald M. James					Chair		
Maria R. Morris							
Karen B. Peetz							Chair
Federico F. Peña		Chair					
Juan A. Pujadas							
James H. Quigley	Chair						
Ronald L. Sargent						(*)	
Suzanne M. Vautrinot		(*)					
Number of Members	**5**	**6**	**6**	**6**	**5**	**6**	**7**

= Member

* = Successor as committee Chair, effective April 24, 2018

Our Board has adopted a charter for each standing Board committee that addresses its purpose, authority, and responsibilities and contains other provisions relating to, among other matters, membership and meetings. In its discretion each committee may form and delegate all or a portion of its authority to subcommittees of one or more of its members. As required by its charter, each committee annually reviews and assesses its charter s adequacy and reviews its performance, and also is responsible for overseeing reputation risk related to its responsibilities. Committees may recommend charter amendments at any time, and our Board must approve any recommended charter amendments. Additional information about our Board s seven standing committees, including their key responsibilities, appears below and a current copy of each committee s charter is available on our website at: https://www.wellsfargo.com/about/corporate/governance.

BOARD COMMITTEE COMPOSITION AND OVERSIGHT RESPONSIBILITIES

Risk Committee (Risk)

Karen B. Peetz, Chair

In 2017, the Board made significant changes to the way that it thinks about the role of the Risk Committee as well as the overall composition of the Risk Committee. We are focused on all key enterprise risks facing our business as well as oversight of the Corporate Risk Function and our independent risk management activities. In addition, we created two subcommittees to provide more focused oversight over the Company s compliance risk, technology and information security/cyber risks, and data governance and management. The collective experience and knowledge of the new membership of the Risk Committee is a reflection of our focus on our key risks.

Number of meetings in 2017: 10

(includes 4 joint meetings)

Members:

Peetz (Chair)

Duke

Hernandez

Morris

Pujadas

Primary Responsibilities:

Approves and oversees our Company s enterprise-wide risk management framework and structure, including through the approval of the risk management framework which outlines our Company s approach to risk management and the policies, processes, and governance structures necessary to execute the risk management program, and approves the framework and policies for managing our key risk types;

Oversees the Corporate Risk function and the performance of the Chief Risk Officer, approves the appointment and compensation of the Chief Risk Officer, and monitors the effectiveness of our enterprise-wide risk program;

Annually recommends to our Board, and monitors adherence to, our risk appetite (or risk tolerance), and reviews our aggregate enterprise-wide risk profile and its alignment with our strategy and risk appetite;

Quigley

Vautrinot

Oversees operational risk, compliance risk (including annual compliance plan), financial crimes risk (Bank Secrecy Act and Anti-Money Laundering), information security risk (including cyber), technology risk, and data management and governance, and approves significant supporting operational risk, compliance, financial crimes, information security, and technology programs and/or policies, including our business continuity and regulatory compliance risk management programs and third party risk management policy;

Committee

Qualifications

and Experience:

Oversees our enterprise-wide risk culture;

Oversees the activities of our Conduct Management Office and enterprise-wide conduct risk; and

Oversees liquidity and funding risks, and risks associated with acquisitions and significant new business or strategic initiatives.

Formed New Compliance Subcommittee and Technology Subcommittee: In order to provide more focused oversight of the Company s compliance risk, technology risk, information security/cyber risk, and data governance and management, the Risk Committee formed two subcommittees during 2017 which report to the Risk Committee.

The Risk Committee delegated oversight under its charter for the Company s compliance risk to a Compliance Subcommittee (members are Peetz (Chair), Duke, and Quigley).

The Risk Committee delegated oversight under its charter for the Company s technology risk, information security/cyber risk, and data management and governance to a Technology Subcommittee (members are Vautrinot (Chair), Hernandez, Morris, and Pujadas).

Independence: Our Board has determined that each member of the Risk Committee is independent, as independence is defined by NYSE rules.

Risk Expertise: The Federal Reserve s Enhanced Prudential Standards for large U.S. bank holding companies require at least one member of the Risk Committee to have experience identifying, assessing, and managing risk exposures of large financial firms. Our Board has determined, in its business judgment, that four members (Duke, Morris, Peetz, and Pujadas) have large financial institution risk management experience. In addition, other members of the Risk Committee bring additional risk management experience in specific areas, including financial reporting (Quigley), technology/cyber (Pujadas and Vautrinot), and operational/physical security (Hernandez).

Table of Contents

Corporate Governance

Audit and Examination Committee (AEC)

James H. Quigley, Chair	*The AEC s primary role is to oversee the integrity of our financial statements and financial and risk reporting, external auditors, and our internal audit function and regulatory activities. Changes made to the AEC s membership over the last year have enhanced the financial services, financial reporting, and risk management experience of the committee. A key focus for the AEC is its oversight of regulatory activities of the Company and monitoring management s progress in addressing those matters. In addition, we continue to be supportive of the Company s commitment to transparency with our regulators and investors about the changes we are making.*

Number of meetings in 2017: 20

(includes 5 joint meetings)

Members:

Quigley (Chair)

Baker

Craver

Peña

Sargent

Primary Responsibilities:

Assists our Board in fulfilling its responsibilities to oversee the integrity of our financial statements and the adequacy and reliability of disclosures to our shareholders, including our internal control over financial reporting;

Selects and evaluates our independent auditor, including its qualifications and independence and approves all audit engagement fees and terms and all non-audit engagements of the independent auditor and engagement fees of any other external auditor for additional required audit, review or attest services;

Approves the appointment and compensation of our Company s Chief Auditor and oversees the performance of the Chief Auditor and the internal audit function;

Assists the Board and the Risk Committee in the oversight of compliance with regulatory and legal requirements, including review of regulatory examination reports and communications;

Committee Qualifications and Experience:

Oversees our regulatory and risk reporting disclosure control framework for data; and

May perform audit committee and fiduciary audit committee functions on behalf of our bank subsidiaries in accordance with federal banking regulations.

Independence: Our Board has determined that each member of the AEC is independent, as independence for audit committee members is defined by NYSE and SEC rules.

Financial Expertise: Our Board has determined, in its business judgment, that all current members of the AEC listed above are financially literate as required by NYSE rules and each current AEC member (John D. Baker II, Theodore F. Craver, Jr., Federico F. Peña, James H. Quigley, and Ronald L. Sargent) qualifies as an audit committee financial expert as defined by SEC regulations. No AEC member may serve on the audit committee of more than two other public companies.

Governance and Nominating Committee (GNC)

Donald M. James, Chair

Evaluating the feedback we have received from our investors, conducting a comprehensive assessment of our Board s effectiveness (facilitated by a third party), refreshing the Board, succession planning for the independent Chair role, recruiting new directors, and enhancing the Board s and its committee s risk oversight responsibilities were among the key priorities for the GNC in 2017. The results of our ongoing succession planning process are significant and have enhanced the mix of skills, knowledge, experience, and perspectives on our Board as we oversee management s efforts to transform the Company.

Number of meetings in 2017: 8

Primary Responsibilities:

Assists our Board by identifying individuals qualified to become Board members and recommends to our Board nominees for director and committee leadership and membership;

Members: James (Chair) Dean Duke Peña Sargent	Annually reviews and assesses the adequacy of our Corporate Governance Guidelines and oversees a review of our Board s performance; Recommends to our Board a determination of each non-employee director s independence under applicable rules and guidelines; Reviews director compensation and recommends any changes for approval by our Board; and
Committee Qualifications and Experience:	Oversees our Company s engagement with shareholders and other interested parties concerning governance matters and works with our Board s other committees in connection with shareholder engagement on matters subject to the oversight of such other committees.
	Independence: Our Board has determined that each member of the GNC is independent, as independence is defined by NYSE rules.

Human Resources Committee (HRC)

Lloyd H. Dean, Chair	*A key focus of the HRC is to make sure that the Company s compensation principles and practices are aligned with its incentive programs. The risk-balancing design of the Company s executive compensation program that the HRC put in place is what allowed us to take significant executive accountability actions when the HRC and the Board determined it appropriate to do so, without the requirement of a financial restatement. In 2017, we significantly expanded our oversight responsibilities to include a broader scope of incentive plans and programs as well as the Company s culture, ethics program and oversight, and team member allegations so that the HRC also receives information and reporting from management on and can more effectively oversee the alignment of our programs that contribute to our team member experience.*

Number of meetings in 2017: 11

(includes 2 joint meetings)

Members:

Dean (Chair)

Chen

James

Morris

Peetz

Primary Responsibilities:

Approves our Company s compensation philosophy and principles, and discharges our Board s responsibilities relating to our Company s overall compensation strategy and the compensation of our executive officers;

Oversees our Company s incentive compensation risk management program and practices for senior executives and employees in a position, individually or collectively, to expose our Company to material financial or reputational risk;

Evaluates the CEO s performance and approves and recommends the CEO s compensation to our Board for ratification and approval and approves compensation for our other executive officers and any other officers or employees as the HRC determines appropriate;

Oversees human capital management, including talent management and succession planning and diversity and inclusion initiatives;

Sargent

Committee Qualifications and Experience:

Oversees our Company s culture, including management s efforts to foster a culture of ethics throughout our Company;

Oversees our Company s Code of Ethics and Business Conduct and ethics, business conduct, and conflicts of interest program, including training on ethical decision-making and processes for reporting and resolution of ethics issues;

Oversees actions taken by our Company regarding shareholder approval of executive compensation matters, including advisory votes on executive compensation; and

Has the sole authority to retain or obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor to the HRC, and evaluates the independence of its advisors in accordance with NYSE rules.

The HRC may delegate certain of its responsibilities to one or more HRC members or to designated members of senior management or committees. The HRC has delegated authority to the Director of Human Resources and the Director of Compensation for the administration of our Company s benefit and compensation programs; however, the HRC generally has sole authority relating to incentive compensation plans applicable to executive officers, the approval of awards under any equity-based plans or programs and material amendments to any benefit or compensation plans or programs.

Independence: Our Board has determined that each member of the HRC is a non-employee director under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, an outside director for purposes of Section 162(m) of the Internal Revenue Code, and is independent, as independence for compensation committee members is defined by NYSE rules.

Table of Contents

Corporate Governance

Corporate Responsibility Committee (CRC)

Frederico F. Peña, Chair

Wells Fargo has a long-standing and demonstrated commitment to being a socially responsible company and contributing to the communities in which we live and do business. As a reflection of that commitment, the Board formed the CRC in 2011 to oversee the Company s policies, programs, and strategies on significant social responsibility matters and monitor our reputation and relationships with external stakeholders on those matters. While the CRC s charter was revised over time, the committee has remained primarily focused on important social responsibility issues, including human rights, environmental sustainability, community reinvestment, and supplier diversity. With the recent changes made to the CRC s charter in 2018, the committee will continue to be focused on overseeing these issues and the Company s efforts to restore its brand going forward.

Number of meetings in 2017: 4

Members:

Peña (Chair)

Baker

Clark

Dean

Hernandez

Vautrinot

Primary Responsibilities:

Oversees our Company s policies, programs, and strategies regarding social responsibility matters of significance to our Company and the public at large, including our Company s community development and reinvestment activities and performance, fair and responsible lending, support of charitable organizations, and policies and programs related to environmental sustainability and human rights;

Oversees our Company s government relations and public advocacy policies and programs and at least annually receives reports from management on political and lobbying activities, including payments made to trade associations by Wells Fargo;

Monitors our Company s relationships with external stakeholders regarding significant social and public responsibility matters, as well as the Company s reputation with its stakeholders; and

Committee Qualifications and Experience:

Receives reports and updates from management on significant social and public responsibility matters of interest to our Company and its stakeholders, metrics relating to our Company s brand and stakeholder perception of our Company, and strategies for enhancing our Company s reputation among its stakeholders.

Credit Committee (Credit)

John D. Baker II, Chair

Wells Fargo has many strengths and among those is its conservative credit risk discipline. This strength was evident through the financial crisis and remains a key focus of the Credit Committee. Wells Fargo is one of the few financial institutions to have a separate board committee focused on credit risk management and credit quality. Key areas of focus for the Credit Committee continue to be the performance and quality of our credit portfolios and the ongoing enhancement of our credit risk management policies and practices so that we maintain this core strength of our Company.

Number of meetings in 2017: 8

Members:

Baker (Chair)

Clark

Duke

Pujadas

Quigley

Vautrinot

Primary Responsibilities:

Monitors and reviews the performance and quality of, and the trends affecting our credit portfolios;

Oversees the effectiveness and administration of our credit risk management framework and other credit policies, including the organizational structure of Risk Asset Review (RAR), RAR s examination of our Company s credit portfolios, processes, and practices, our Company s adherence to credit risk appetite metrics, and credit risk aggregation and concentration limits;

Reviews management s assessment of the appropriateness of the allowance for credit losses, including the methodology and governance supporting the allowance for credit losses; and

Reviews and approves other credit-related activities as it deems appropriate or that are required to be approved by law or regulation, including our Company s credit quality plan, credit stress testing framework and related stress test results.

Committee Qualifications and Experience:

Finance Committee (Finance)

Enrique Hernandez, Jr., Chair

Key areas of focus for the Finance Committee include the Company s financial risk management, financial plan, and capital management and planning, including stress-testing policies, which have been demonstrated strengths of our Company. In 2017, we also consolidated oversight of recovery and resolution planning with the Finance Committee given the alignment of those activities and to provide more focused oversight over those plans and processes.

Number of meetings in 2017: 7

(includes 1 joint meeting)

Members:

Hernandez (Chair)

Craver

Duke

James

Peetz

Pujadas

Primary Responsibilities:

Oversees the administration and effectiveness of financial risk management policies and processes used to assess and manage market risk, interest rate risk, and investment risk;

Reviews our Company s capital levels relative to budgets and forecasts as well as our Company s risk profile, approves our Company s capital management and stress-testing policies, and oversees the administration and effectiveness of our Company s capital management and planning activities;

Reviews our Company s annual financial plan and financial and investment performance, and recommends to our Board the declaration of common stock dividends, the repurchase of securities, and the approval of significant capital expenditures; and

Oversees resolution and recovery planning.

Committee Qualifications and Experience:

Other Special Purpose Board Committees

From time to time, the Board or Bank Board may form special purpose committees to which each Board may delegate responsibility for oversight of particular matters.

Regulatory Compliance Oversight Committee

- The Bank s Board has delegated oversight of compliance with various regulatory consent orders, including our sales practices consent orders, to this committee to provide appropriate Board-level oversight of progress against consent order requirements.

- This committee is comprised of Betsy Duke (Chair), John Baker, Karen Peetz, and Jim Quigley, and met 13 times during 2017.

Other Special Purpose Committees

- From time to time, the Board may establish other limited or special purpose committees as it determines appropriate.

Table of Contents

Our Board s Role in Risk Oversight

Wells Fargo manages a variety of risks that can significantly affect our financial performance and our ability to meet the expectations of our customers, shareholders, regulators and other stakeholders. Among the significant risks that we manage are conduct risk, operational risk, compliance risk, credit risk, and asset/liability management related risks, which include interest rate risk, market risk, liquidity risk, and funding related risks. We operate under a Board-level approved risk framework which outlines our Company-wide approach to risk management and oversight, and describes the structures and practices employed to manage current and emerging risks inherent to Wells Fargo.

RISK FRAMEWORK

Our risk framework consists of three lines of defense (1) Wells Fargo s lines of business and certain other enterprise functions, (2) Corporate Risk, our Company s primary second-line of defense led by our Chief Risk Officer who reports to the Board s Risk Committee, and (3) Wells Fargo Audit Services, our internal audit function which is led by our Chief Auditor who reports to the Board s Audit & Examination Committee.

Our Board and the management-level Operating Committee (composed of direct reports to the CEO and President, including the Chief Risk Officer and Chief Auditor who report to the CEO administratively, and to their respective Board committees functionally) have overall and ultimate responsibility to provide oversight for our three lines of defense and the risks we take, and carry out their oversight through management-level governance committees with specific risk management responsibilities. The Enterprise Risk Management Committee, chaired by our Chief Risk Officer, oversees the management of all risk types across the Company, and additionally provides primary oversight for reputation risk and strategic risk. The Enterprise Risk Management Committee reports to the Board s Risk Committee, and serves as the focal point for risk governance and oversight at the management level.

Our **Risk Framework** outlines our overarching approach to risk management, including the objectives and primary components of that approach, and distributes risk responsibilities across our three lines of defense. It institutionalizes and communicates the method by which we manage our risk exposures and serves as a guide to team members as they carry out their day-to-day responsibilities.

Our **Statement of Risk Appetite (or Risk Tolerance)** describes the nature and magnitude of risk that Wells Fargo is willing to take as we pursue our strategic objectives and serves as a guide to business and risk leaders as they manage risk on a daily basis. It defines the qualitative and quantitative parameters for certain individual risk types, including parameters that serve as early warning indicators, as well as parameters that are not expected to be exceeded in the normal course of business.

BOARD RISK OVERSIGHT

The business and affairs of the Company are managed under the direction of the Board, whose responsibilities include overseeing the Company s risk management structure. Our Board carries out its risk oversight responsibilities directly and through the work of its seven standing committees, including its Risk Committee. All of these committees report to the full Board and are comprised solely of independent directors. Each Board committee has defined authorities and responsibilities for considering a specific set of risk issues, as outlined in its charter, and works closely with management to understand and oversee our Company s key risk exposures.

The Risk Committee oversees enterprise-wide risks. The Board s other standing committees also have primary oversight responsibility for certain specific risk matters. The full Board receives reports at each of its meetings from the Board committee chairs about committee activities, including risk oversight matters, and the Risk Committee receives a quarterly report from the management-level Enterprise Risk Management Committee regarding current or emerging risk matters. Additional information about our risk management framework and practices, as well as the risk oversight responsibilities of each of our Board committees, is described in the *Financial Review Risk Management* section in our 2017 annual report on Form 10-K and under *Our Board and Its Committees* in this proxy statement.

The Board s Risk Committee oversees our Company s Corporate Risk function and plays an active role in approving and overseeing the Company s enterprise-wide risk management framework established by management to manage risk. The Risk Committee and the full Board review and approve the enterprise statement of risk appetite annually, and the Risk Committee also actively monitors the risk profile relative to the approved risk appetite.

The Corporate Risk organization, which is the Company s independent risk management function, is headed by the Company s Chief Risk Officer who, among other things, is responsible for setting the strategic direction and driving the execution of Wells Fargo s risk management activities. The Chief Risk Officer is appointed by and reports to our Board s Risk Committee. The Chief Risk Officer, as well as the Chief Risk Officer s direct reports, work closely with the Board s committees and frequently provide reports and updates to the committees and the committee chairs on risk matters during and outside of regular committee meetings, as appropriate.

Table of Contents

As part of our Board s and its committee s annual self-evaluation process, our Board s committees annually review their respective charters in light of regulatory expectations, best practices, updates to our Company s risk coverage statement (which defines the key risk types facing our Company), update of our Company s risk management framework and other functional risk management frameworks, and director and committee feedback. As a result of its continuing review of committee responsibilities and oversight of risks, our Board has made recent changes to enhance the risk oversight responsibilities of various Board committees, including reconstituting our Risk Committee, and will continue to review our Board s and its committees oversight responsibilities as part of its annual self-evaluation process or more frequently as needed. For additional information on recent enhancements made to the Board s oversight of risk, including through its committees, see *Our Board and Its Committees*.

Our Board believes that its Board leadership structure with separate CEO and independent Chair roles has the effect of enhancing our Board s risk oversight function because of our independent Chair s involvement in risk oversight matters, including as a member of our Board s Risk Committee. Our Board also believes that Mr. Sloan s knowledge of our Company s businesses, strategy, and risks significantly contributes to our Board s understanding and appreciation of risk issues.

BOARD OVERSIGHT OF CYBER RISK

Information security is a significant operational risk for financial institutions such as Wells Fargo, and includes the risk of losses resulting from cyber attacks. In light of that risk, our Board is actively engaged in the oversight of our Company s information security risk management and cyber defense programs. The Risk Committee receives regular updates and reporting from the Company s Chief Information Security Officer, head of the Cyber Defense Program, and head of Enterprise Information Technology on our information security / cyber risk strategy, cyber defense initiatives, cyber event preparedness, and cyber security risk assessments. As part of those updates, the Risk Committee receives information related to any third-party assessments of the Company s cyber program. In addition, the Risk Committee annually approves the Company s information security program, which includes the cyber defense program and information security policy. In 2017, the Risk Committee also formed a Technology Subcommittee to provide focused oversight of technology, information security and cyber risks as well as data governance and management. The Technology Subcommittee reports to the Risk Committee and updates are provided by the Risk Committee to the full Board.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Current directors John S. Chen, Lloyd H. Dean, Donald M. James, Karen B. Peetz, and Ronald L. Sargent and former directors Susan E. Engel and Stephen W. Sanger served as members of the HRC during 2017. During 2017, no member of the HRC was an employee, officer, or former officer of the Company. None of our executive officers served in 2017 on the board of directors or compensation committee (or other committee serving an equivalent function) of any entity that had an executive officer serving as a member of our Board or the HRC. As described under *Related Person Transactions*, some HRC members had banking or financial services transactions in the ordinary course of business with our banking and other subsidiaries.

Table of Contents

DIRECTOR COMPENSATION

The table below provides information on 2017 compensation for our non-employee directors other than Celeste A. Clark, Theodore F. Craver, Jr., and Maria R. Morris who joined our Board effective January 1, 2018. Mr. Sloan is an employee director and does not receive separate compensation for his Board service. Our Company reimburses directors for expenses incurred in their Board service, including the cost of attending Board and committee meetings. Additional information on our director compensation program follows the table.

2017 Director Compensation Table

Name[1] (a)	Fees Earned or Paid in Cash ($)[2][3] (b)	Stock Awards ($)[4] (c)	Option Awards ($)[5] (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Other Compensation ($)[6] (g)	Total ($) (h)
John D. Baker II	193,000	180,048					373,048
Elaine L. Chao	6,250						6,250
John S. Chen	119,000	180,048					299,048
Lloyd H. Dean	202,000	180,048					382,048
Elizabeth A. Duke	303,000	180,048					483,048
Susan E. Engel	57,000						57,000
Enrique Hernandez, Jr.	226,667	180,048					406,715
Donald M. James	167,333	180,048					347,381

Cynthia H. Milligan	188,000	180,048			368,048
Karen B. Peetz	145,842	225,075			370,918
Federico Peña	214,000	180,048		5,000	399,048
Juan A. Pujadas	45,000	120,034			165,034
James H. Quigley	245,000	180,048			425,048
Stephen W. Sanger	429,000	180,048			609,048
Ronald L. Sargent	126,509	225,075		5,000	356,584
Susan G. Swenson	175,000	180,048			355,048
Suzanne M. Vautrinot	157,000	180,048			337,048

(1) The following directors who appear in the table above left our Board during 2017:

Ms. Chao resigned as a director effective January 31, 2017 upon her confirmation as Secretary of the United States Department of Transportation.

Ms. Engel retired as a director effective April 25, 2017, the date of our 2017 annual meeting.

Mses. Milligan and Swenson and Mr. Sanger retired as directors effective December 31, 2017.

(2) Includes fees earned, whether paid in cash or deferred, for service on our Company s Board in 2017 (including any such amounts paid in 2018) as described under *Cash Compensation*. Also includes fees paid to non-employee directors who serve on the board of directors of Wells Fargo Bank, National Association (the Bank), a wholly owned subsidiary of our Company, or are members of one or more special purpose committees. Messrs. Dean, Hernandez, Peña, and Quigley, as the current directors of the Bank, and Mr. Sanger as a former director of the Bank from January 1, 2017 to December 31, 2017, received an annual cash retainer of $10,000, payable quarterly in arrears, and a fee of $2,000 for any separate meeting of the Bank Board not held concurrently with, immediately prior to, or following a Company Board or committee meeting. In 2017, all except one Bank Board

meeting was held concurrently with, immediately prior to, or following a Company Board or committee meeting. A fee of $2,000 was paid for special purpose committee meetings attended which were not held concurrently with, immediately prior to, or following a Company Board or committee meeting.

(3) Includes fees earned in 2017 but deferred at the election of the director. The following table shows the number of stock units credited on a quarterly basis to our non-employee directors under our deferral program for deferrals of 2017 cash compensation paid quarterly in arrears and the grant date fair value of those stock units based on the closing price of our common stock on the date of deferral:

Name	Stock Units (#)	Grant Date Fair Value ($)
John D. Baker II	875.8534	48,750
	951.9942	52,750
	738.8939	40,750
	836.4925	50,750
Lloyd H. Dean	354.8329	19,750
	365.4575	20,250
	312.7834	17,250
	342.0142	20,750
Stephen W. Sanger	2,043.6580	113,750
	2,088.9731	115,750
	1,772.4388	97,750
	1,677.1056	101,750
Ronald L. Sargent	256.1804	14,259
	627.1431	34,750
	557.5703	30,750
	770.5621	46,750

(4) We granted 3,300 shares of our common stock to each non-employee director elected at the 2017 annual meeting of shareholders on April 25, 2017. In addition, we granted 773 shares to each of Ms. Peetz and Mr. Sargent upon their election to the Board on February 21, 2017 and 2,355 shares to Mr. Pujadas upon his election to the Board effective September 1, 2017. The grant date fair value of each award is based on the number of shares granted and the NYSE closing price of our common stock on the grant date.

(5) The table below shows for each non-employee director with outstanding options, the aggregate number of shares of our common stock underlying unexercised options at December 31, 2017. All options were fully exercisable at December 31, 2017. Directors who are not reflected in the table below do not hold any outstanding options with

respect to our common stock.

Name	Number of Securities Underlying Unexercised Options
John D. Baker II	22,570
John S. Chen	19,900
Lloyd H. Dean	18,060
Susan E. Engel	27,146
Enrique Hernandez, Jr.	30,390