

**WELLS FARGO & COMPANY  
CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

**PURPOSE:**

The purpose of the Corporate Responsibility Committee (“CRC”) is to:

- oversee the Company’s policies, programs, and strategies regarding social responsibility matters of significance to the Company and the public at large, including the Company’s community development and reinvestment activities and performance, fair and responsible lending, government relations, support of charitable organizations, and environmental issues; and
- monitor the Company’s relationships with external stakeholders regarding significant social and public responsibility matters, as well as the Company’s reputation with its stakeholders, and advise the Board of Directors and management on strategies that affect and enhance the Company’s role and reputation among its stakeholders.

Although it is management’s responsibility to direct the Company’s role as a socially responsible organization and speak for the Company, CRC members may, from time to time, meet or otherwise communicate with various external stakeholders that are involved with the Company either at the request of management or the Board.

**MEMBERSHIP AND MEETINGS:**

The CRC consists of a minimum of three members and meets regularly at least four times per year. Special meetings may be called in accordance with the By-Laws or resolutions adopted by the Board. CRC members are appointed by the Board on the recommendation of the Governance and Nominating Committee and may be replaced by the Board.

To ensure appropriate oversight of social and public responsibility matters and related risks without unnecessary duplication, the Chairs of the CRC and each of the other Board committees communicate as they deem advisable. The CRC Chair and other members of the CRC, as appropriate, are expected to bring to the attention of the Risk Committee Chair any risks relating to social and public matters of significance to the Company as they deem advisable.

**AUTHORITY AND RESPONSIBILITIES:**

1. The CRC shall oversee the Company’s community development and reinvestment activities and performance, and shall review and discuss policies and reputational issues relating to the Company’s fair and responsible mortgage and other consumer lending.
2. The CRC shall oversee the Company’s government relations and public advocacy policies and programs, and receive reports from management on political activities and contributions, including reports regarding the Company’s political action committees.

3. The CRC shall oversee the Company's charitable giving policies and programs, and receive reports from management on charitable contributions made by the Company or a Company-sponsored charitable foundation.
4. The CRC shall oversee the Company's policies and programs related to environmental sustainability, human rights, and other social and public matters of significance to the Company, including the Company's supplier diversity initiatives.
5. The CRC shall monitor the state of the Company's relationships with external stakeholders as a socially responsible organization, as well as the Company's reputation with its stakeholders. The CRC shall review and receive updates and reports from management on significant social and public responsibility matters of interest to the Company and its stakeholders, metrics relating to the Company's brand and stakeholder perception of the Company, and strategies for enhancing the Company's reputation among its stakeholders.
6. The CRC shall review shareholder proposals related to the social responsibility and public interest matters overseen by the CRC and recommend a response. The CRC shall work with the Governance and Nominating Committee to determine the appropriate level of the Company's engagement with shareholders and other interested parties concerning social responsibility and other matters subject to CRC oversight.
7. In performing its responsibilities, the CRC is authorized to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense without prior permission of the Board or management.
8. The CRC may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
9. The CRC shall perform such other duties and responsibilities consistent with this Charter or as otherwise requested by the Board.
10. The CRC shall document and maintain records of its proceedings, and shall make regular reports to the Board summarizing the matters reviewed and actions taken at each CRC meeting.
11. The CRC shall annually review and assess the adequacy of this Charter. The CRC may recommend amendments to this Charter at any time and submit amendments for approval to the Board. The CRC shall annually review its own performance.

11/27/2018