

**WELLS FARGO & COMPANY**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**PURPOSE:**

The purpose of the Governance and Nominating Committee (“GNC”) is to assist the Board of Directors in fulfilling its responsibilities to oversee the composition of the Board and its committees and the Company’s corporate governance practices, including by:

- identifying individuals qualified to become Board members, and to recommend to the Board nominees for director;
- recommending to the Board a determination of each outside director’s “independence” under applicable rules and guidelines;
- recommending to the Board director nominees for each committee;
- recommending to the Board the corporate governance guidelines applicable to the Company;
- overseeing an annual review of the Board’s performance;
- reviewing from time to time director compensation and recommend any changes for approval of the Board;
- overseeing the Company’s engagement with stockholders and other interested parties concerning governance and other related matters; and
- overseeing reputation risk related to the GNC’s responsibilities described in this Charter.

**MEMBERSHIP AND MEETINGS:**

The GNC consists of a minimum of three members and meets regularly at least two times per year. Special meetings may be called in accordance with the By-Laws or resolutions adopted by the Board. GNC members are appointed by the Board and may be replaced by the Board. Each GNC member shall be determined by the Board to be “independent” under the requirements of the New York Stock Exchange. To ensure appropriate oversight of risks related to governance practices without unnecessary duplication, the Chairs of the GNC and each of the other Board committees communicate as they deem advisable.

**AUTHORITY AND RESPONSIBILITIES:**

1. The GNC shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The GNC shall also have authority 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.

2. The GNC shall identify individuals believed to be qualified as candidates to serve on the Board, consistent with criteria approved by the Board, and recommend to the Board the selection of candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates or nominees for director, or evaluating individuals recommended by stockholders, the GNC shall determine, in its sole discretion, whether an individual meets the minimum qualifications approved by the Board and will consider the current composition of the Board in light of the diverse communities and geographies served by the Company 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, as well as such other factors as the GNC deems appropriate.
3. The GNC shall review and make recommendations, as the GNC deems appropriate, regarding the size of the Board and matters relating to the retirement of Board members.
4. The GNC shall consider any offer to resign from a member of the Board and, after considering any factors or other information as the GNC considers appropriate and relevant, recommend to the Board the action to be taken on the tendered resignation.
5. The GNC shall periodically evaluate the Board's leadership structure and annually recommend a member of the Board to serve as the Board's Chairman.
6. The GNC shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the GNC deems relevant, recommend members of the Board to serve as the Chair of the committees of the Board, and recommend changes to the Board's committee structure and responsibilities, including recommending changes to committee charters, as it deems advisable.
7. The GNC shall annually review and assess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
8. The GNC shall oversee and report to the Board an annual evaluation of the Board's performance.
9. The GNC shall review and recommend a determination to the Board with respect to each outside director's "independence" under the requirements of the New York Stock Exchange and other applicable laws and regulations and the categorical standards under the Company's corporate governance guidelines.
10. The GNC shall review from time to time director compensation and recommend any changes for approval of the Board.
11. The GNC shall review and approve or ratify on an annual basis transactions involving the Company and any member of the Board and/or his or her immediate family members or

related entities as required under the Wells Fargo & Company Related Person Transaction Policy and Procedures.

12. The GNC shall oversee the Company's reputation risk and engagement with stockholders and other interested parties concerning governance and other related matters, and shall work with the Board's other committees on such engagement regarding matters subject to the oversight of such other committees.
13. The GNC shall review stockholder proposals related to the governance matters overseen by the GNC and recommend a response.
14. The GNC may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
15. The GNC shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.
16. The GNC 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 GNC meeting.
17. The GNC shall review and assess the adequacy of this Charter annually. The GNC may recommend amendments to this Charter at any time and submit amendments for approval to the Board. The GNC shall annually review its own performance.

11/28/2017