

## **WELLS FARGO & COMPANY FINANCE COMMITTEE CHARTER**

### **PURPOSE:**

The purpose of the Finance Committee is to assist the Board of Directors in fulfilling its responsibilities to oversee:

- the Company's financial risk management policies established by management to identify, assess, measure, monitor, and manage market risk, interest rate risk, and investment risk relating to the Company's asset/liability management activities;
- the Company's capital management and planning activities, including the Company's internal capital adequacy assessment process;
- the Company's resolution and recovery planning processes; and
- reputation risk related to the Committee's responsibilities described in this Charter.

### **MEMBERSHIP AND MEETINGS:**

The Committee consists of at least 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. Committee 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 financial risk management-related issues and risks without unnecessary duplication, the Chairs of the Finance Committee and each of the other Board committees communicate as they deem advisable. While this charter delegates to the Finance Committee primary oversight of market risk, interest rate risk, and investment risk, the Risk Committee remains responsible for overseeing risk across the entire Company. The Finance Committee Chair and other members of the Finance Committee, as appropriate, are expected to bring to the attention of the Risk Committee Chair any risks that such committee members believe should be discussed by the Risk Committee.

### **AUTHORITY AND RESPONSIBILITIES:**

1. The Committee shall receive updates and reports from management on the state of the Company's market risk, interest rate risk, and investment risk and the general condition of market risk, interest rate risk, and investment risk management, including the effectiveness of such risk management activities.
2. The Committee shall oversee the administration and effectiveness of the Company's significant market risk, interest rate risk, and investment risk policies, including those relating to the Company's equity and fixed income portfolios, interest rate and mortgage interest rate sensitivity and risk, derivatives usage and position, and market risk exposure and trading activities.

3. The Committee shall oversee the operation of and receive reports on the Company's capital planning and adequacy process, forecasting, and key stress testing processes and activities. In connection with this oversight responsibility, the Committee shall review information relating to the Company's financial forecast, financial performance, and liquidity, as it deems appropriate.
4. The Committee shall review the Company's capital levels, and shall recommend to the Board the declaration of dividends with respect to the Company's common stock, the repurchase of the Company's debt and equity securities, as appropriate, and other resolutions relating to the Company's financing. The Committee also shall review, and recommend to the Board approval of, significant capital expenditures.
5. Unless reviewed and approved by the Board, the Committee shall review and approve the Company's annual capital plan and related capital management and internal capital adequacy assessment policies.
6. The Committee shall oversee the Company's resolution and recovery planning processes and periodically review and approve the Company's Resolution Planning Policy and Recovery Planning Policy. In addition, the Committee shall review and recommend to the Board approval of the Company's Resolution Plan and Recovery Plan required under U.S. banking laws or applicable Company policies.
7. In discharging its responsibilities, the Committee is authorized to retain and obtain advice from internal or external legal, accounting or other advisors at the Company's expense without prior permission of the Board or management.
8. The Committee may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
9. The Committee shall perform such other duties and responsibilities as may be directed by the Board.
10. The Committee 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 Committee meeting.
11. The Committee shall review and assess the adequacy of this Charter annually. The Committee may recommend amendments to this Charter at any time to the Governance and Nominating Committee ("GNC") and the GNC may recommend amendments to the Board for approval. The Committee shall annually review its own performance.

08/01/2024