31 December 2015

Wells Fargo UK
Remuneration Disclosures as of 31 December 2015

The Capital Requirements Directive ("**CRD IV**") of the European Union ("**EU**") came into effect on 1 January 2014. CRD IV builds on existing rules governing the amount and nature of capital that credit institutions and investment firms must maintain. CRD IV also introduces new prudential and governance requirements, including the introduction of a "bonus cap", which supplement existing restrictions on remuneration paid to certain staff. In the United Kingdom ("**UK**"), CRD IV has been implemented by the Prudential Regulation Authority ("**PRA**") and Financial Conduct Authority ("**FCA**") in their regulations though the General Prudential Sourcebook, the Prudential Sourcebook for Banks, Building Societies and Investment Firms ("**BIPRU**"), and the PRA/FCA Remuneration Code (the "**Remuneration Code**"). The disclosures below are in accordance with the provisions set out in BIPRU 11.5.18R (1), (2), (6) and (7).

Wells Fargo & Company ("**Wells Fargo**") is a diversified financial services company headquartered in San Francisco, California, United States of America. Wells Fargo has a number of subsidiaries performing services in the UK including Wells Fargo Bank N.A., London Branch (a branch of Wells Fargo Bank, National Association), which is a third-country BIPRU firm and hence not subject to the Pillar 3 disclosure requirements, Wells Fargo Securities International Limited, ECM Asset Management Limited, Wells Fargo Global Fund Services (UK) Limited, and First International Advisors, LLC. For purposes of this disclosure, the branch and these four subsidiaries shall collectively be referred to as "**Wells Fargo UK**." As of 31 December 2015, Wells Fargo UK falls under proportionality level 3 under guidance issued by the PRA and FCA and, as such, this disclosure is made in line with the requirements for proportionality level 3 firms.

The remuneration strategy for officers and employees of Wells Fargo, its subsidiaries and affiliates (the "**Group**") is subject to the oversight of the Human Resources Committee of the Board of Directors of Wells Fargo (the "**HRC**" or "**Remuneration Committee**"). The operational application of the remuneration strategy to employees of Wells Fargo UK is monitored by Wells Fargo's EMEA Remuneration Committee (the "**ERC**") whose members include the Regional President of Wells Fargo's Europe, Middle East and Africa ("**EMEA**") entities, the EMEA Chief Operating Officer, the EMEA Regional Risk Executive, the EMEA Director of Compliance, the EMEA Head of Human Resources, the EMEA Compensation Manager, the Chief Executive Officer of Wells Fargo Bank International and the Chief Compliance Officer of Wells Fargo Bank International. The ERC reports to the Head of the International Group for Wells Fargo and the Senior Human Resources Manager for the International Group of Wells Fargo as well as the Board of Wells Fargo Securities International Limited, the London Branch Management Committee of Wells Fargo Bank N.A., London Branch, the Board of ECM Asset Management Limited, the London Management and the Board of First International Advisors, LLC, and the Wells Fargo Global Fund Services (UK) Limited Board (collectively the "**UK Governing Bodies**"), which are responsible for overseeing the implementation of Wells Fargo's remuneration policies and practices in EMEA in compliance with applicable laws, rules, regulations and regulatory guidance.

Wells Fargo applies an enterprise-wide approach to remuneration policies and practices. As such, the remuneration strategy for officers and employees of Wells Fargo UK is subject to the oversight of Wells Fargo's Board of Directors (through the HRC), and of the ERC and the UK Governing Bodies at the local level. Wells Fargo's remuneration systems and practices are designed to discourage inappropriate and excessive risk-taking that benefits individual employees at the expense of Wells Fargo, its stockholders and other stakeholders.

Wells Fargo implemented an enterprise incentive compensation risk management program to develop corporate guidance for all Wells Fargo incentive compensation plans coupled with detailed review, oversight and documentation standards to be applied equally in the United States as well as in Wells Fargo's international locations, including in the UK (the "**ICRM Program**"). The incentive compensation plans must take into account multiple drivers of business performance and risk, including financial and non-financial risks. Wells Fargo compensation programs are intended to be consistent with applicable regulatory standards, including the Remuneration Code.

More detailed information on Wells Fargo's remuneration strategy, processes and practices including information about the HRC and members of the HRC is contained in Wells Fargo's most recent public disclosure contained in the Proxy Statement for its 2015 Annual Meeting of Stockholders dated March 17, 2015 (the "**2015 Proxy Statement**"). The 2015 Proxy Statement can be found on the U.S. Securities and Exchange Commission's website at www.sec.gov
Wells Fargo's website at the following link:
https://www08.wellsfargomedia.com/assets/pdf/about/investor-relations/annual-reports/2015-proxy statement.pdf

Role of the Remuneration Committee

The HRC discharges the Board of Directors' duties relating to Wells Fargo's overall compensation strategy. The HRC is responsible for, among other things, establishing, in consultation with senior management, Wells Fargo's overall incentive compensation strategy and overseeing Wells Fargo's incentive compensation practices. For this purpose, the HRC reviews and monitors risk-balancing and the implementation and effectiveness of risk management methodologies relating to incentive compensation plans and programs for senior executives and employees whose activities, individually or as a group, may expose Wells Fargo to material risk ("**Covered Employees**" as such term is defined in the *Final Guidance on Sound Incentive Compensation Policies* issued jointly by the Board of Governors of the Federal Reserve System with other U.S. regulatory agencies ("**Federal Reserve Guidance**") as well as employees subject to provisions of the Remuneration Code ("**Code Staff"**).

The HRC operates according to the formal terms of its charter which are reviewed regularly in light of best practices and take into account legal, regulatory and corporate governance developments. The HRC's terms of reference are documented in the HRC Charter, which is available on Wells Fargo's website at https://www08.wellsfargomedia.com/assets/pdf/about/corporate/human-resources-committee-charter.pdf The HRC holds at least three regular meetings a year, and may call special meetings. During 2015, the HRC met five times. The HRC receives periodic updates on the progress of the ICRM Program with respect to complying with regulatory expectations and requirements. The HRC's compensation governance framework also includes assessments of risks inherent in executive compensation practices, including the interplay between risk-taking and executive compensation. The HRC will continue to monitor progress so that remuneration programs and practices appropriately balance risk-taking consistent with applicable regulatory guidance.

Composition of the Remuneration Committee

The HRC has a minimum of three members. All HRC members must meet the definition of a "non-employee director" under Rule 16b-3 of the U.S. Securities and Exchange Act of 1934, as amended from time to time, be an "outside director" for purposes of Section 162(m) of the U.S. Internal Revenue Code, and be an independent director under the rules of the New York Stock Exchange. The Board of Directors of Wells Fargo has determined that each current HRC member is independent under applicable standards.

External Consultants

Under its charter, the HRC has sole authority to retain or obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor to the HRC, and approve their fees and other retention terms. The HRC has retained Frederic W. Cook & Co., Inc. ("**Cook & Co.**"), a recognized executive remuneration consulting firm in the United States, to provide independent advice on executive compensation matters for 2015. Cook & Co. provides independent guidance to the HRC on the appropriateness of Wells Fargo's executive compensation philosophy and principles, peer group selection, and general executive compensation program design.

The Role of the Relevant Stakeholders

The Board of Directors of Wells Fargo, particularly through the HRC, pays careful attention to stockholder feedback regarding remuneration. Since 2010, Wells Fargo's lead independent directors have participated in meetings with many of Wells Fargo's largest stockholders to discuss and obtain feedback on corporate governance, executive compensation and other related issues important to these stockholders. In addition, at the last five annual meetings of stockholders, management has solicited stockholder approval of a non-binding resolution regarding the prior year's remuneration of the executives named in Wells Fargo's Proxy Statement. Stockholders approved the resolution at each meeting, including by a vote of 96.7% at the 2015 annual meeting.

Decision-Making Process for Determining Remuneration Policy

Governance and Strategy: The HRC is responsible for executing the Board of Directors of Wells Fargo's responsibilities associated with incentive compensation risk management. As noted above, the HRC provides overall strategy and direction, through its oversight of the effectiveness of Wells Fargo's incentive compensation practices.

The HRC has ultimate responsibility for all issues related to incentive compensation within Wells Fargo including:

- Establishing, in consultation with senior management, the overall strategy for the Group with respect to incentive compensation and overseeing the Group's incentive compensation practices to help ensure that they are consistent with the safety and soundness of the Group and do not encourage excessive risk-taking;
- Reviewing and monitoring risk-balancing and implementation and effectiveness of risk management methodologies relating to incentive compensation plans and programs for members of the Operating Committee and Management Committee Review Group and other identified employees in positions to expose the Group to material risk;
- Evaluating the effectiveness of incentive compensation strategy, policy, and methodologies in supporting the Group's goals; and
- Approving senior executive compensation plans and any material changes to those plans and incentive award decisions.

Policy and Oversight: During 2010, the HRC chartered the Incentive Compensation Committee ("**ICC**") to oversee Wells Fargo's enterprise efforts to enhance incentive compensation practices and better align incentive compensation with risk and the expectations and guidance of regulators and other stakeholders. The ICC consists of Wells Fargo's senior risk, finance and human resources executives. The ICC continues to oversee the further development and implementation of the ICRM Program, which is the key tenet of the work to manage risk in incentive compensation arrangements throughout the Group. The ICRM Program is designed and managed by Corporate Human Resources, with input from an advisory council of senior managers from corporate functions and business lines, including control functions, on development and management of the ICRM Program. The HRC's compensation governance framework also includes assessments of risks inherent in executive compensation practices, including the interplay between risk-taking and executive compensation.

Through the ICRM Program and subject to the oversight of Corporate Human Resources, (1) each line of business within Wells Fargo is accountable for identifying employees whose activities, individually or as a group, may expose Wells Fargo to material risk and (2) the management teams within Wells Fargo's international locations are responsible for overseeing implementation and supervision of Wells Fargo's remuneration policies and practices in those locations. Each line of business is responsible for understanding the risks associated with each role covered by an incentive arrangement and making sure the incentive arrangements of each line of business are balanced and do not encourage imprudent risk-taking.

In accordance with the ICRM Policy that was approved by the HRC in July 2011 and last amended in November 2012, the ICRM Program coordinates annually an enterprise-wide assessment of business line and corporate staff incentive compensation plans in which Wells Fargo's Covered Employees and Code Staff participate. In conjunction with this annual review process, corporate and line of business risk officers provide independent reviews of such incentive compensation arrangements and risk-balancing features and are accountable to the Chief Risk Officer. Currently, the HRC meets with the Chief Risk Officer annually to review and assess any risks posed by the enterprise incentive compensation programs and the appropriateness of risk-balancing features of those programs. The ICC and HRC have reviewed Wells Fargo's continued progress to implement effective incentive compensation risk management practices through the ICRM Program, including the outcome of an enterprise-wide risk assessment of business line and corporate staff incentive compensation plans. The HRC will continue to monitor progress so that compensation programs and practices appropriately balance risk-taking consistent with the safety and soundness of the Group and applicable regulatory guidance.

Independent Assessment: Wells Fargo Audit Services ("**WFAS**") provides independent assessment of implementation of the ICRM Program in each line of business, and compliance and documentation at both the business and corporate levels.

Code Staff Criteria

Following the European Commission's adoption of the European Banking Authority Regulatory Technical Standards which set out criteria to identify categories of staff whose professional activities have a material impact on an institution's risk profile, a thorough review of the Wells Fargo UK workforce was undertaken to determine which roles would meet the new criteria and therefore be considered as Code Staff and be subject to the mandatory requirements of the Remuneration Code.

The resultant list of employees meeting the criteria includes all senior level management within Wells Fargo UK (including those performing significant influence functions), those responsible for the management of the main businesses, control function management roles and members of internal committees with material risk management responsibilities.

Link between Pay and Performance

When designing remuneration arrangements, Wells Fargo follows four compensation principles, each one an essential component of the Wells Fargo compensation philosophy:

1. Pay for performance – Link compensation to company, business line and individual performance so that superior performance results in higher compensation and inferior performance results in lower compensation.
2. Foster risk management culture – Structure compensation to promote a culture of risk management that is consistent with the Group's Vision and Values and discourages imprudent risk-taking.
3. Attract and retain key talent – Offer competitive pay to attract, motivate and retain key talent.
4. Encourage creation of long-term stockholder value – Align employee interests with long-term stockholder interests. For those in positions to influence stockholder results, compensation should have an equity-based component so that employees' interests are aligned with our long-term stockholders' interests and to encourage behaviour consistent with long-term stockholder value creation.

Wells Fargo considers how all elements of total remuneration work together to achieve these principles in ways relevant to the individual employee's role. At the enterprise level, in order to ensure the link between pay and performance is maintained in a risk-balanced environment, incentive compensation decisions take into account a number of quantitative and qualitative measures as determined by the HRC and senior management. Discretionary arrangements must include risk-management performance objectives focusing on the quality of the quantitative performance measures. A key element of linking pay and performance on an individual level is a performance assessment framework that evaluates performance from financial and non-financial perspectives. The exercise of informed discretion consistent with corporate guidelines plays an important role in the assessment of performance and risk-balancing in the design of many of Wells Fargo's incentive plans.

In making remuneration decisions for Wells Fargo's executive officers, the HRC operates within a governance structure that assists the HRC in implementing the remuneration principles described above. The HRC applies its discretion in taking into account all aspects of Wells Fargo's remuneration framework when making its remuneration decisions. Key attributes of this compensation governance framework, in addition to HRC discretion, include: Group performance; peer group analysis as to both compensation and financial performance; business line performance; individual performance; independent compensation consultant advice; and risk management.

Wells Fargo believes that equity awards most closely align employee interests with shareholder interests over the long term. A significant portion of the long-term incentive opportunities for Wells Fargo's executive officers and other most senior managers is provided in the form of performance shares that vest over three years based on Wells Fargo's performance over that period. For other members of Wells Fargo management and other Wells Fargo employees, Wells Fargo issues restricted share right grants that typically vest over three to five years. Because the value of the restricted share rights is based on Wells Fargo's stock price performance, the awards further align incentives with the long-term performance of Wells Fargo.

Design and Structure of Remuneration

Wells Fargo's remuneration policy is consistent with and promotes sound and effective risk management, does not encourage excessive risk-taking, includes measures to avoid conflicts of interest, and is in line with Wells Fargo's business strategy, objectives, core values, and long-term interests. The individual elements of key employees' remuneration packages are fixed pay (base salary and other employee benefits), performance-related incentive opportunities (variable incentives), and long-term incentive opportunities. The size of the various remuneration elements will differ, dependent upon the nature of an individual's role, so that the overall remuneration package is competitive, relevant, performance-enhancing and appropriately risk-balanced.

Wells Fargo's variable remuneration arrangements are reviewed for balance. "**Balancing Features**" are mechanisms in variable remuneration design that align an employee's short-term incentives with the long-term strength and stability of Wells Fargo. Potential Balancing Features include, but are not limited to, disqualifiers from incentive eligibility, discretionary arrangements with a risk performance objective, risk adjustments of variable remuneration awards based on judgment or metrics, maximum payout limits, diminishing marginal payouts, longer performance periods, deferrals with performance-based vesting, and adjustment to the allocation between base salary and variable remuneration.

Balancing Features should greatly reduce or eliminate asymmetric outcomes between an employee and Wells Fargo. Wells Fargo seeks to conform Balancing Features in any given variable remuneration arrangement to be appropriate to the job relevant risk, including considering the dynamics of the role if an employee is an individual contributor or a member of a team. In addition, job relevant risk and the use of Balancing Features differ meaningfully between management who are in annual discretionary arrangements and revenue producers whose remuneration may be more weighted towards formulaic arrangements. For senior management, where long-term incentive plans are key components of variable remuneration, Wells Fargo evaluates Balancing Features in the context of total remuneration – the use of annual and long-term incentives, and the terms of the incentive awards (including types of instruments used, performance criteria and deferral features). For revenue producers, whose primary focus is to generate revenue in the current period, Wells Fargo evaluates the use of appropriate Balancing Features in their annual incentive plans.

Key elements of Wells Fargo's remuneration structure

Fixed Remuneration (Base Salary and Benefits): Base salary is paid in cash. The purpose of providing a base salary is to attract, retain and motivate talent in a competitive market. As such, base salaries are determined by competitive market conditions for the specific market for the business in which an individual works and the skills and experience that the individual brings to the business in which they work. Base salaries are a fixed amount reviewed annually, and are designed to be an appropriate portion of total compensation to avoid encouraging inappropriate risk-taking. Non-cash benefits and, on a limited basis, allowances paid in cash may be provided to employees as part of an overall competitive remuneration package.

Variable Remuneration: Variable remuneration may be paid in cash or equity, and both forms of payment may be subject to a vesting or deferral period. The purpose of providing variable remuneration opportunities is to incentivise the attainment of performance goals at the company, line of business, team and individual levels. Specific and measurable metrics (financial and non-financial) are set for the performance year and communicated to employees. Robust design principles and rigorous governance procedures are applied so that there is an appropriate balance between short-term performance goals and the long-term performance of Wells Fargo.

Long-Term Incentives: Long-term incentives are generally paid in equity and are subject to the approval of the HRC. Consistent with Wells Fargo's performance-based culture, long-term incentive awards align management and employee interests through sustained growth in stockholder value. The form (i.e., performance shares, restricted share rights, stock options or other designated forms of equity) and terms of the awards (including the vesting, performance and forfeiture provisions) are determined by the HRC. Typically, awards vest over three to five years, provided the awards have not been forfeited in accordance with their terms. Delivery of vested equity awards is generally in shares of Wells Fargo common stock.

For 2015, the HRC continued its expanded use of long-term performance share awards for a broader group of senior management, which may include certain Code Staff, and reaffirmed Wells Fargo's approach of deferring a portion of annual incentive compensation for the highest earners in the form of long-term awards whose vesting terms take into account longer risk-emergence periods.

Deferrals and Vesting: The vesting of deferred annual variable remuneration and long-term incentives is subject to the terms of the award which may include continued employment, satisfaction of share retention requirements following vesting or exercise, continued compliance with Wells Fargo's Code of Ethics and Business Conduct, Wells Fargo's Risk Management Accountability Policy and other Wells Fargo policies, and other performance and risk criteria designated by the HRC or Wells Fargo business units from time to time.

Bonus cap: In accordance with regulatory guidance issued by the PRA and FCA, Wells Fargo UK is permitted to dis-apply the requirements on ratios between fixed and variable remuneration as it falls under proportionality level 3 and having considered the respective entities' size and internal organisation and the nature, scope and complexity of their activities.

Quantitative Remuneration Disclosure – Year Ended 31 December 2015

Pursuant to the disclosure requirements applicable to proportionality level 3 firms, Wells Fargo UK must disclose (i) aggregate quantitative information on remuneration broken down by business area (Chart 1), and (ii) aggregate quantitative information on remuneration for its 2015 Code Staff (Chart 2). Variable remuneration for 2015 performance will be paid in the first quarter of 2016. As a result, amounts disclosed below represent 2014 remuneration paid for the 2014 performance year*.

Chart 1*

Asset Management (£'000s)	Corporate Banking (£'000s)	FX and Capital Markets (£'000s)	Global Banking (£'000s)	Specialised Lending, Servicing & Trust (£'000s)	Support (£'000s)
8,092	3,953	16,737	759	0	9,388

Chart 2*

	Code Staff Type	
	Senior Management	Other
Total Remuneration (£'000)	31,582	7,347
Number of Code Staff	47	36

The information contained in these disclosures has not been audited and does not constitute a financial statement of Wells Fargo UK or Wells Fargo.

* Four 2015 Code Staff individuals joined Wells Fargo UK during 2015 and therefore 2014 remuneration data is not included in Charts 1 and 2 for these individuals.