

Summary of Material Modifications 2018

Wells Fargo & Company 401(k) Plan

This document is a Summary of Material Modifications (SMM) for the Wells Fargo & Company 401(k) Plan (“401(k) Plan”) and is intended to notify you of important updates made to the 401(k) Plan. This SMM is added to and modifies the June 1, 2017, Wells Fargo & Company 401(k) Plan Summary Plan Description (SPD).

Please take the time to read this SMM carefully and keep a copy of it with the previously issued SPD. If you have any questions, call **1-877-HRWELLS** (1-877-479-3557), option 1, to speak with a plan specialist. Representatives are available Monday through Friday from 8:00 a.m. to 9:00 p.m. Eastern Time. Relay service calls are accepted.

Other important information

The SPD and this SMM only provide summary information and do not describe every feature of the 401(k) Plan. The official terms of the 401(k) Plan are stated in the 401(k) Plan document. The plan administrator will only use the official 401(k) Plan document to administer the 401(k) Plan and resolve any disputes. In the case of a conflict between the plan document, SPD, or this SMM, the official 401(k) Plan document will govern. If there are any errors or omissions in such materials, Wells Fargo & Company, the plan administrator, or their designees reserve the right to correct such errors or omissions.

In addition, Wells Fargo & Company reserves the unilateral right to amend, modify, or terminate the 401(k) Plan at any time for any reason, with or without notice. Any such amendment, modification, or termination may apply to current and future participants, alternate payees, and beneficiaries.

Eligibility for, or participation in, the 401(k) Plan does not constitute a contract or guarantee of employment with Wells Fargo & Company or its subsidiaries or affiliates.

The information in this communication is for informational purposes only and is not an offer to buy or sell or a solicitation of any offer to buy or sell any security or other financial instrument. Additionally, the information in this communication and any information provided by employees and representatives of Wells Fargo and its subsidiaries or affiliates is intended to constitute investment education under U.S. Department of Labor guidance and does not constitute “investment advice” under the Employee Retirement Income Security Act of 1974 or Department of Labor Regulations. Neither Wells Fargo nor any of its subsidiaries or affiliates, including its employees and representatives, may provide “investment advice” to any participant or beneficiary about the investment of assets in the 401(k) Plan. You should consult with a personal investment, financial, tax, or legal advisor about your specific needs and situation.

Investments in the 401(k) Plan:

NOT FDIC INSURED • NO BANK GUARANTEE • MAY LOSE VALUE

Together we'll go far



401(k) Plan updates

1. Notwithstanding anything in the SPD to the contrary, the following provisions will apply with respect to the Wells Fargo Non-ESOP Fund:

Changes to the Wells Fargo Non-ESOP Fund

For periods after July 1, 2017, no future employer matching or profit sharing contributions will be invested in the Wells Fargo Non-ESOP Fund. In addition, if you were an active* participant immediately prior to July 1, 2017, you may not transfer any amounts into the Wells Fargo Non-ESOP Fund on or after that date. Unless otherwise notified by the plan administrator, inactive* participants immediately before July 1, 2017, may continue to transfer amounts into the Wells Fargo Non-ESOP Fund until the Fund Elimination Date.

The Wells Fargo Non-ESOP Fund will be eliminated as an investment option under the 401(k) Plan on or about July 27, 2018, (“Fund Elimination Date”). Until the Fund Elimination Date, you may transfer any amounts previously allocated to the Wells Fargo Non-ESOP Fund into any other investment funds offered under the 401(k) Plan. Before requesting a withdrawal or distribution from the 401(k) Plan or electing to diversify out of the Wells Fargo Non-ESOP Fund, you should consult with a tax advisor and review the tax information starting on page 30 of the SPD. On the Fund Elimination Date, any amounts still invested in the Wells Fargo Non-ESOP Fund will automatically be transferred to:

- The Wells Fargo ESOP Fund if you were: 1) an active participant immediately before July 1, 2017, or 2) an inactive participant immediately before July 1, 2017 who becomes an active participant again before the Fund Elimination Date; or
- The 401(k) Plan’s qualified default investment alternative if you were not an active participant immediately before July 1, 2017, and do not become an active participant again before the Fund Elimination Date

Until the Fund Elimination Date, the Wells Fargo Non-ESOP Fund will continue to operate as currently described in the SPD with respect to fund unitization, valuation, administrative and investment expenses, dividends, withdrawals and distributions. After the Fund Elimination Date, these provisions will no longer apply.

* Participant status definitions for purposes of this specific section of the SMM entitled “Changes to Wells Fargo Non-ESOP Fund”:

- Active means you are employed by Wells Fargo & Company or a subsidiary or affiliate, even if you are on a leave of absence.
- Inactive means you are not employed by Wells Fargo & Company or its subsidiaries or affiliates or you are a beneficiary or an alternate payee due to a qualified domestic relations order (QDRO).

The previous statement applies to the following sections of the 401(k) Plan SPD:

- “How the employer match is invested” on page 10
- “Employer discretionary profit sharing contributions” on pages 10 – 11
- “Your investment options” on pages 13 – 14
- “Investment changes” on page 15
- “Auto rebalance” on pages 16 – 17
- “Investment risks” on page 17
- “Wells Fargo ESOP Fund and Wells Fargo Non-ESOP Fund” on pages 21 – 22
- “Administrative and investment expenses” on page 22
- “Dividend information” on pages 22 – 23
- “Withdrawals while employed” on pages 23 – 24
- “Withdrawal in cash or stock” on page 26
- “Distribution in cash or stock” on page 27
- “Wells Fargo & Company common stock” on page 31
- “ESOP Information” on page 36

2. Effective January 1, 2017, the following section is added to page 26 of the SPD:

Disaster relief withdrawals

Special rules for hardship withdrawals, loans and distributions may apply following a hurricane or other natural disaster based on relief issued by the IRS or other government agency. Contact the plan administrator for additional details.

3. Effective July 27, 2018, the “Requesting a withdrawal” section on page 26 of the 401(k) Plan SPD is replaced in its entirety with the following:

Requesting a withdrawal

If you are employed with Wells Fargo, you may request a withdrawal on the 401(k) Plan website or by calling 1-877-HRWELLS (1-877-479-3557), option 1, to speak with a plan specialist. When requesting a withdrawal online, you have the option of reading the Special Tax Notice and waiving the 30-day waiting period online or requesting to have a Special Tax Notice mailed to you (see the “Special Tax Notice and tax reporting” section on page 32).

If your withdrawal is subject to spousal consent, the withdrawal will not be made until after Wells Fargo receives your spouse’s written, notarized consent. If the withdrawal is one that requires spousal consent, the proper forms will be sent to you. See the “Spousal consent may be required” section on page 27 for more information.

4. **Effective January 1, 2017, the “Timing of distributions” section starting on page 27 of the 401(k) Plan SPD is replaced in its entirety with the following:**

Timing of distributions

You may request a distribution at any time after you have terminated employment and your termination date is entered into the payroll and recordkeeping systems. You may also request a distribution if you become disabled while employed by Wells Fargo and the plan administrator determines you satisfy the 401(k) Plan’s definition of disability (see the “Definition of disability under the 401(k) Plan” section on page 12) before your termination of employment. Distributions will generally be processed as soon as administratively feasible. However, distributions will not be processed on the last business day of the year.

If your distribution request is received before the time that the NYSE closes (typically 4:00 p.m. Eastern Time) on a business day that the NYSE is open, the transaction generally will be traded that day but may take up to three business days. A request received after the NYSE closes will be processed as if it were received on the next business day. Proceeds are typically sent within two business days following the trade. Generally, the entire process may take up to five business days. Wells Fargo stock distributed in the form of shares will be sent separately and could take additional processing time.

If your total vested 401(k) Plan account is \$1,000 or less at the time of distribution, including any rollover accounts, you will automatically receive a lump-sum distribution as soon as administratively feasible following the date that you terminate employment unless you request an earlier distribution date.

If your vested 401(k) Plan account is over \$1,000 at the time of distribution, including any rollover accounts, you may defer distribution until you reach age 70½.

Unless you elected to receive installments before January 1, 2010 or an annuity pursuant to a previous employer’s plan with annuity options that was merged with the 401(k) Plan, you are required to take a full and final distribution of your 401(k) Plan account balance by April 1 of the calendar year following the later of the date you attain age 70½ or the date you terminate employment.

Participants who began receiving installment payments before January 1, 2010, or who have elected to receive an annuity pursuant to a previous employer’s plan with annuity options that was merged with the 401(k) Plan, will receive annual distributions not less than the Required Minimum Distribution (RMD) required for the year. You will receive information regarding your RMD. If you elect a partial lump sum or a full lump sum as a direct rollover before you receive your RMD for the calendar year, your RMD will be paid to you from your distribution proceeds.

If you are the beneficiary or alternate payee of a participant, other distribution and RMD requirements may apply to you, and you may want to consult with a tax advisor.

5. **Effective July 27, 2018, the “Requesting a distribution” section on page 28 of the 401(k) Plan SPD is replaced in its entirety with the following:**

Requesting a distribution

You may request a distribution on the 401(k) Plan website or by calling **1-877-HRWELLS** (1-877-479-3557), option 1. When requesting a distribution online, you have the option of reading the Special Tax Notice and waiving the 30-day waiting period online or requesting to have a Special Tax Notice mailed to you (see the “Special Tax Notice and tax reporting” section on page 32).

If the distribution is one that requires spousal consent, the proper forms will also be sent to you. You will have received a Special Tax Notice before your distribution, which you should read before requesting a distribution (see the “Special Tax Notice and tax reporting” section on page 32).

Your distribution will be processed as soon as administratively feasible after the request has been received in good order but generally within three business days. Your distribution can be made via direct deposit or mailed to your address of record in the form of a check, unless you elect to receive the part of the distribution that is invested in the Wells Fargo ESOP Fund in the form of shares of Wells Fargo & Company common stock.

6. **Effective May 7, 2018, the “Payment of distributions” section on page 28 of the 401(k) Plan SPD is replaced in its entirety with the following:**

Payment of distributions

Cash payment to yourself can be made via direct deposit or mailed to your address of record in the form of a check. When you elect to roll over your cash payment, generally a check payable to the receiving institution for your benefit will be mailed to your address of record, unless you are rolling over to a Wells Fargo Bank, N.A. IRA, in which case the check will be mailed directly to Wells Fargo Bank, N.A. on your behalf. Wells Fargo stock distributed in the form of shares, either as payment to yourself or a rollover, will generally be paid in the form of a book-entry statement issued according to the payee instructions provided during your request and mailed to your address of record.

7. **Effective July 1, 2017, the “Plan amendments” section on page 33 of the 401(k) Plan SPD is replaced in its entirety with the following:**

Plan amendments

Wells Fargo & Company by action of its Board of Directors, by action of the Human Resources Committee of the Board of Directors, or by that of a person so authorized by resolution of the Board of Directors or the Human Resources Committee, may amend the 401(k) Plan at any time. All amendments are binding on all participating employers and 401(k) Plan participants.

8. Effective July 1, 2017, the “Plan termination” section on page 33 of the 401(k) Plan SPD is replaced in its entirety with the following:

Plan termination

Wells Fargo & Company intends to continue the 401(k) Plan indefinitely, but Wells Fargo & Company by action of its Board of Directors, may terminate the 401(k) Plan at any time. Wells Fargo & Company may terminate participation of a participating employer by written action of Wells Fargo & Company’s Director of Human Resources, Director of Compensation and Benefits, or Head of Enterprise HR Solutions.

In the event the 401(k) Plan is terminated and you are still employed at Wells Fargo, you will automatically become 100% vested in all accounts within your 401(k) Plan account. If the 401(k) Plan is terminated, Wells Fargo may decide to pay your vested account to you on any date after the termination or to follow the payment rules in the 401(k) Plan for termination of employment. If the 401(k) Plan is merged or consolidated with another plan or its assets are transferred to another plan, the value of your 401(k) Plan account will be equal to the value of your 401(k) Plan account immediately before the merger, consolidation, or transfer.

9. Effective July 1, 2017, the “Plan sponsor” section on page 33 of the 401(k) Plan SPD is replaced in its entirety with the following:

Plan sponsor

Wells Fargo & Company sponsors the 401(k) Plan. The address of the plan sponsor is:

Wells Fargo & Company
MAC A0101-121
420 Montgomery Street
San Francisco, CA 94104

10. Effective July 1, 2017 the “Plan administrator” section starting on page 33 of the 401(k) Plan SPD is replaced in its entirety with the following:

Plan administrator

The plan administrator, for the purposes of ERISA §3(16)(A), is the Director of Human Resources, the Director of Compensation and Benefits, and the Head of HR Enterprise Solutions of the Company, each of whom, acting individually or jointly, may take action as the plan administrator for the 401(k) Plan. The plan administrator has full discretionary authority to administer and interpret the 401(k) Plan. The plan administrator may delegate those duties and authority to others to accomplish those duties.

To contact the plan administrator, mail your correspondence to the address below.

Wells Fargo & Company 401(k) Plan Administrator
Wells Fargo & Company
MAC N9310-110
550 S 4th Street
Minneapolis, MN 55415

11. Effective April 1, 2018, the “Claims based on disability” section on page 35 of the SPD is replaced in its entirety with the following:

Claims based on disability

In general, the foregoing rules that apply to claims for benefits and review of claims also apply to claims for benefits and the review of claims for benefits based on disability. There are, however, certain different time frames and rules that apply to claims for benefits based on disability (other than disability determinations that have been made by the Social Security Administration):

- The time period for responding to your claim is shortened from 90 days to 45 days. The time to respond may be extended by 30 days and then an additional 30 days.
- You must file your request for review within 180 days after the date you receive notice that your claim had been denied. The time period for responding to your claim is shortened from 60 to 45 days. The time to respond may be extended by 45 days.
- If a claim decision involving disability is based on medical judgment, when an appeal is filed, the plan administrator or its delegate or agent will consult with a health care professional who was not involved in the original decision and is not subordinate to the original decision maker.
- Before the 401(k) Plan denies a disability benefit claim, the plan administrator will provide the participant with any new or additional evidence considered by the 401(k) Plan, insurer, or other person making the determination in connection with the claim, free of charge. Such evidence will be provided as soon as possible and in advance of the date on which the denial notice is required to allow the participant a reasonable opportunity to respond prior to that date.
- Before the 401(k) Plan denies a disability benefit claim based on a new or additional rationale, the plan administrator will provide the participant, with the rationale, free of charge. The rationale will be provided as soon as possible in advance of the date on which the denial notice is required to allow the participant a reasonable opportunity to respond prior to that date.

See the “Definition of disability under the 401(k) Plan” section on page 12 for additional information about disability, as defined by the 401(k) Plan.