
FAQs

For U.S.-based employees

Restricted share rights vesting information

The following information addresses questions about the vesting of certain restricted share rights, (“RSRs”).

Important: Subject to the terms of the Wells Fargo & Company Long-Term Incentive Compensation Plan (“LTICP”) and the Award Agreement terms and conditions, **vesting** means that a participant has earned the right to receive the shares represented by the RSRs granted. Generally, to vest in RSRs, you must meet the requirements for continued employment or retirement and satisfy the other award terms and conditions.

For purposes of this definition, a participant is credited with one year of service after completion of each full 12-month period of employment with the company or an affiliate as determined by the company or affiliate. Please note, if your prior employer was acquired by the company, you must have been actively employed on the acquisition date in order for such employment to count towards retirement.

The definition of retirement in the U.S. 2022 grant agreements has changed to:

- Age 55 with 5 completed years of service, or
- 80 points (with one point credited for each completed age year and one point credited for each completed year of service).

U.S. grant agreements prior to 2022 defined retirement as age 55 with 10 completed years of service, or 80 points (with one point credited for each completed age year and one point credited for each completed year of service). U.S. employees who would be negatively impacted by the changed definition have been given a 2022 grant agreement with the following definition of retirement to ensure no negative impact:

- Age 55 with 10 completed years of service,
- 80 points (with one point credited for each completed age year and one point credited for each completed year of service), or
- Age 65, provided that such age is attained by the end of the vesting period.

Note: Except for retirement and certain other limited circumstances, if you terminate employment prior to your vesting date, you will forfeit your shares. Please refer to the applicable Award Agreement for the additional terms and conditions you must meet for your award to vest.

Key information

- RSR award details including vesting dates and the Award Agreement are available in your Computershare account.
- Vesting transaction details will be visible in Computershare one business day following the vesting date.
- Vested shares, net of taxes (net shares*) will be available in your Computershare Retained Share Account two business days following the vesting date.

- Net shares* issued prior to 01/01/22 (if applicable) will remain at EQ Shareowner Services unless you move them.
 - For vested shares issued prior to 01/01/2022, you can access your account by signing into [EQ Shareowner Services](#).
 - For questions on your shares vested prior to 01/01/2022, you may call Equiniti (EQ) at 1-866-927-1164 or 651-450-4064, Monday through Friday, from 8:00 a.m. to 8:00 p.m. Eastern Time. Relay service is available upon request.

Contact information

- For questions about confirmations of income tax withholding from this vesting, a prior vesting, as well as information about future vesting schedules, or what you can do with your shares (viewing, selling, transferring, etc.), contact:
 - **Computershare: 1-866-463-1070 / 1-800-231-5469 (TDD); computershare.com/employee/us**
- For your convenience, a Single Sign On link for Computershare is available on the About LTICP HR Services & Support site.

FAQs

Question

Answer

Basics of restricted share rights

1. What are restricted share rights?

Restricted share rights (“RSRs”) are rights to receive shares of Wells Fargo & Company common stock at a future date, provided certain vesting requirements and other conditions are satisfied. Upon vesting of RSRs, employees receive shares of Wells Fargo & Company common stock (less required tax withholding referred to as net shares*) to hold or sell at their discretion.
 2. What is an Award Agreement and why is it important?

Each time you receive an award, you will be asked to acknowledge the Award Agreement. The Award Agreement contains important terms and conditions pertaining to the vesting and possible forfeiture of the award you were granted. It is very important to review this agreement carefully each year as terms and conditions can change.

These agreements are available for review in your Computershare account by selecting the award you wish to review and “Terms and Conditions” in the drop-down box labeled “Select Action.”
 3. Can I access information about my RSRs online?

Yes, RSR information is available online in your Computershare account. If you have access to the HR Services & Support site, you can view your RSR awards (including details about vesting) by signing on from the About LTICP HR Services & Support site (use the Sign On button for Long-Term Equity Awards [Computershare]). From home, you can access your RSR awards from any web browser by visiting Computershare directly at computershare.com/employee/us. See question #20 below for detailed instructions.

From the Computershare website, you can review the agreement you received at the time of the award, along with other details about the LTICP, including the LTICP Prospectus.

To review your Award Agreement, log onto your Computershare account, select the award you wish to review and then select “Terms and Conditions” in the drop down box labeled “Select Action.”

To obtain a paper copy of the LTICP Prospectus, please send a written request to the Wells Fargo Stock Plan Administration Department, 11625 N Community House Rd, Floor 3, D1185-031, Charlotte, NC 28277.
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4. What happens to my RSRs on the vesting date?
- A portion of certain RSRs awarded will vest on the scheduled vesting date and the net shares* of Wells Fargo & Company common stock will be registered, issued, and deposited into a retained share account at Computershare.
- To view your retained shares, there will be a second tab on the Portfolio Page called “Employee Plan Stock.” Select “View Account” to see retained shares. You can also find them under the “What would you like to do” in the upper left hand corner, then “Manage My Stock” under Holdings.
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5. Is there a difference between a retained shares account at Computershare and the direct registration account (DRS) at EQ Shareowner Services?
- Retained shares and DRS accounts function similarly for the participant in that this is where your vested net shares are deposited. These terms reflect how each service provider refers to the accounts you have with them based on the services they provide. Please note that these are two separate accounts at different service providers. A change or action to one account does not impact or apply to the other (e.g., transfer of net shares*, dividend elections, etc.).
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6. Where are the prior shares that were in my DRS account at EQ?
- Any net shares* delivered to you prior to Dec. 31, 2021 and still in your DRS account at EQ Shareowner Services will remain at EQ unless you transfer them to a broker of your choice.
- Please contact EQ at 1-866-927-1164 / 651-306-4350 with any questions about transferring your net shares to a broker of your choice.
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Tax information

7. How is taxable income calculated?

The taxable income will be calculated by multiplying the number of shares vesting on the vesting date, by the Fair Market Value, “FMV”, which will be the closing price of a share of Wells Fargo & Company common stock on the NYSE on the vesting date. For example, assuming a NYSE-only closing stock price on the vesting date, of \$50.00 per share, then 1,000 RSRs vesting would result in \$50,000 of taxable income (1,000 x \$50.00).*

In this example, the taxable income of \$50,000 will be considered wages reported on your year end Form W-2. Required federal, state (if applicable), local (if applicable) and Social Security tax withholding* will be taken and subtracted from the vested shares, resulting in net shares being issued to your Computershare account. If tax withholding percentages in this example totaled 40%, then withholdings would equal \$20,000 or (40% of \$50,000), resulting in 400 shares being withheld for taxes (\$20,000 of withholdings divided by FMV of \$50.00). Accordingly, 600 net shares would be issued to the Computershare account in your name (1,000 RSRs vesting minus 400 shares withheld for taxes).

Certain employees who were previously required to pay FICA Social Security (up to yearly limit) and Medicare employment taxes on an RSRs award before it vested will only be subject to applicable income tax withholding and reporting; no further Social Security and Medicare withholding and reporting will occur at vesting on that particular RSRs award for these certain employees.*

Additionally, any employee who has worked in multiple jurisdictions (U.S. states or countries) during the vesting period may be subject to withholding in both the current and prior jurisdictions. Should this apply to you, you will be notified separately.

Please note, even though taxes are withheld at vesting, it is possible you may owe additional taxes based on your individual situation at the time of filing. Please consider discussing your situation with your tax advisor. In addition, if you have subsequently sold your vested restricted stock awards, there is a separate reportable event via a 1099-B that would be sent to you from the broker you used to sell the shares). We would suggest you reach out to a tax adviser to properly report the transactions in your records.

8. Where can I find tax information about the vesting of my RSRs?

You will receive a confirmation statement about the vesting of your RSRs in the mail from Computershare, our recordkeeping system for all RSR awards. Your confirmation will also be available online at Computershare beginning one business day following the vesting (see Long-Term Equity Awards, under Orders and Transactions).

For your convenience, you can print your confirmation statement by signing on to Computershare using the Long-Term Equity Awards (Computershare) Sign On button on the About LTICP HR Services & Support site. If you are signing on through the HR Services & Support site, select Orders & Transactions, and select the confirmation you wish to review. You can also access Computershare from any web browser at computershare.com/employee/us. Click Details next to Employee Grants and Awards, choose Orders & Transactions, and select the confirmation you wish to review.

You may also refer to the Wells Fargo & Company Long-Term Incentive Compensation Prospectus (“LTICP Prospectus”) for some general tax information on RSRs.

If you have further tax questions, please refer to the RSRs Award Agreement you received with your award (available in Computershare by selecting the award you wish to review and then “Terms and Conditions” in the drop-down box labeled “Select Action”) and speak to a tax advisor.

To reach a customer service representative at Computershare, call 1-866-463-1070, Monday through Friday, from 3:00 a.m. to 9:00 p.m. Eastern Time, excluding bank holidays. The TDD phone number is 1-800-231-5469.

After your income and taxes are added to the HR System, you can also view the transaction(s) on your payroll voucher. Under the Earnings section you will see an amount for “RSR Update” and an amount for “RSR Taxes.” These two amounts equal your total taxable income for your RSR transaction. Your RSR taxes withheld are itemized under the taxes section. This voucher represents an update to your earnings and taxes but does not result in any cash deposits. You will see a separate voucher for each RSR transaction.

Accessing my shares

9. Where will my Wells Fargo & Company stock be after the RSRs vest?

Following the RSRs vesting, your net shares* will be deposited into your Computershare retained shares account. You can access your account directly from the Computershare Sign On button on the About LTICP HR Services & Support site.

10. When do my shares become available to me?

It takes approximately two business days after vesting occurs to calculate the required tax withholding and to deposit the shares at Computershare. At that time, you can access your shares electronically by signing on to your Computershare account using the Single Sign On button on the HR Services &

Support site (as noted above) or accessing from any computer using the website address computershare.com/employee/us. See detailed instructions in question #20 below.

Options available to you

11. What can I do with my shares after they are registered to me at Computershare?

You can keep, transfer, or sell the shares; the choice is up to you.

12. Do I have to sell my shares?

No. You can leave the shares in your Computershare account.

13. Can I sell shares through Computershare?

Yes, you may sell your shares through Computershare. The proceeds from the sale can be delivered by check or transferred through the Automated Clearing House (ACH) system (subject to fees). **To sell your shares**, log into your Computershare account and select Sell in the “What would you like to do menu.”

Another option is for you to first transfer your shares to a broker and then sell them. Check with your broker about any applicable fees. **To transfer your shares** to a broker, log on to your Computershare account and select “View Account” under the “Employee Plan Stock/Vested” tab and then select “Transact” on the top navigation bar.

If you have any questions about selling or transferring shares, please call Computershare at 1-866-463-1070, Monday through Friday, from 3:00 a.m. to 9:00 p.m. Eastern Time, excluding bank holidays. The TDD phone number is 1-800-231-5469.

In selling your shares, please bear in mind the prohibition on insider trading set forth in the Wells Fargo Code of Ethics & Business Conduct, as well as, if applicable to you, the Wells Fargo & Company Personal Trading Policy. More information is available on the HR Services & Support site or you can use [PASS](#) (Preapproval Security System) to get pre-clearance if required. Employees can also call the Global Compliance Control Group at 877-238-7577 option 2 or email GlobalComplianceControlGroup@wellsfargo.com with the trade details.

14. Am I required to hold a certain number of shares once they vest?

No, only the Operating Committee and Executive Officers are subject to the Wells Fargo Stock Ownership Policy, and therefore required to hold a certain number of shares post vest.

15. What happens if I do nothing?

Until you take action, your shares will remain in your account at Computershare. You will maintain voting rights for these shares and any dividend distributions will be mailed to you by check, received by direct deposit, or reinvested into additional shares if you have chosen dividend reinvestment.

16. How will I receive dividends on vested shares if I have net shares* at Computershare and EQ?

If dividends are declared by the Wells Fargo Board of Directors, you will receive separate dividends based on your election at each service provider.

For net shares* at Computershare, you will receive a check (this is the initial default) to your home address following the payable date unless other options (dividend reinvestment or ACH) are elected and submitted directly through your Computershare account. You cannot elect dividend reinvestment or other options until after vesting, when you have shares in your account.

For net shares* at EQ, you will continue to receive dividends following the payable date based on your current election (check, ACH or Dividend Reinvestment). These options can be updated by contacting EQ or logging into your EQ account.

17. Can I transfer my shares to my brokerage account?

Yes, you may transfer all or a portion of the shares to a brokerage account at Wells Fargo Advisors, LLC, or to an external broker. To do this, you can submit an online request through Computershare by signing on to your Computershare account using the Single Sign On button on the HR Services & Support site (as noted above) or accessing from any computer using the website address computershare.com/employee/us. Once logged in, click on “View Account” under the “Employee Plan Stock” tab and click on “Transact” on the top navigation bar. You will select the holdings you would like to transact on and click on the “Transfer to Broker” button. You will need to enter the Broker Type (“DTC for example”), DTC code, and your brokerage account number. Please contact your broker to obtain this information. Please note, your broker cannot make this request, you must do it from your online account.

To open a brokerage account with Wells Fargo Advisors, LLC, please call 1-877-573-7997, Monday through Friday, 8:30 a.m. to 9:30 p.m. Eastern Time.

18. Can I designate a beneficiary?

You may designate a beneficiary to receive your Plan account in the event of your death. Your Primary Beneficiary(ies) will receive any distribution of outstanding awards upon your death. If your Primary Beneficiary(ies) predecease you, the Contingent Beneficiary(ies) will receive the distribution. The form may be obtained through your online Computershare account or on the About LTICP HR Services & Support site. If a beneficiary designation form is not received, the plan default provisions (see below) would be recognized. To submit, please follow directions on the bottom of the form.

The plan default provisions are: 1) your spouse or domestic partner, 2) your biological and adopted children, except that if any of his or her children predecease you but leave descendants surviving you, such descendants shall take by right of representation the share their parent would have taken if living, 3) your parents, 4) your brothers and sisters; or 5) your estate.

Account specifics

19. Do I need to know an account number in order to transfer shares from my Computershare retained shares account?

No. You do not need an account number to complete a transfer from Computershare to a broker of your choice.

20. I want to access my RSR's from home. How do I create a personal ID and password on Computershare using the Employee Online portal?

To see the details of your vesting RSRs from a computer outside of Wells Fargo, you will need to create a personal ID and password on Computershare as follows:

Instructions if you **already have a username and password**:

1. Go to **computershare.com/employee/us**.
2. Enter **WFC** as the Company Code.
3. Select the **Next** button, directing you to the **Employee Online** website.
4. Enter your **User ID** (this is the Personal ID you already created).
5. Enter your password (previously created).
Please note: If it has been a while since you accessed this site from home, you will be asked to complete a one-time security update.
6. Click **View Account**. After accepting the terms of the site, you will have access to your Long-Term Equity Award record.

Instructions if you do **not have a username and password**:

1. Go to **computershare.com/employee/us**.
2. Enter **WFC** as the Company Code.
3. Select the **Next** button, directing you to the **Employee Online** website.
4. Choose **New User Activate Account**.
5. Enter your **Global Identifier** (also known as your Global ID or Employee ID on Wells Fargo's payroll system).
6. Enter the PIN or password. (Call Computershare at 1-866-463-1070 for to obtain a PIN.) Your PIN will be mailed to your home address for security reasons.
7. Complete the **Account Update information**.
8. Create your **Personal Site Seal** (that is, security image and questions).
9. Complete the confirmation code process; you will be prompted to accept terms and conditions for your account setup.
10. Click **View Account**. After accepting the terms of the site, you will have access to your Long-Term Equity Award record.

If you have any issues, please call a customer service representative at Computershare, call **1-866-463-1070** Monday through Friday, from 3:00 a.m. to 9:00 p.m. Eastern Time, excluding bank holidays. The TDD phone number is 1-800-231-5469.

21. I cannot find my PIN notification letter. How do I order a new PIN?	Call Computershare to order a new PIN, which will be mailed to your address of record. To reach a customer service representative at Computershare, call 1-866-463-1070, Monday through Friday, from 3:00 a.m. to 9:00 p.m. Eastern Time, excluding bank holidays. The TDD phone number is 1-800-231-5469. For security reasons, PINs cannot be sent via email.
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Additional information

22. Where can I learn more about RSRs at Wells Fargo?	Visit the About LTICP HR Services & Support site, located under Executive Compensation; if necessary, use the Search function on HR Services & Support site to locate About LTICP.
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23. What additional resources are available if I have further questions about my RSRs?	If you have further questions about your RSRs, please contact Computershare at 1-866-463-1070, Monday through Friday, from 3:00 a.m. to 9:00 p.m. Eastern Time, excluding bank holidays. The TDD phone number is 1-800-231-5469.
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24. Who do I contact about vested shares delivered to EQ prior to 01/01/2022?	If you have questions about shares previously posted to your DRS account at EQ, please contact EQ at 1-866-927-1164, Monday through Friday, from 8:00 a.m. to 8:00 p.m. Eastern Time. Relay service is available upon request.
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The information provided in this communication is intended for employees who are (or were) paid on a U.S. payroll system and is only summary information and does not describe every feature of the LTICP or any awards that granted under the LTICP. Awards under the LTICP will, in all cases, be conditioned upon and subject to the approval of the Human Resources Committee (HRC) and such terms and conditions as approved by the HRC in accordance with the provisions of the LTICP and reflected in an Award Agreement. In the case of a conflict between this communication, the LTICP, an Award Agreement, or the LTICP Prospectus, the official LTICP document will govern. Wells Fargo & Company reserves the unilateral right to amend, modify, or terminate the LTICP at any time for any reason.

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

In addition, the issuance of Common Stock or other payment of an Award under the LTICP is subject to compliance by Wells Fargo and LTICP participants with all legal requirements applicable thereto, including compliance with the requirements of 12 C.F.R. Part 359, any orders issued under 12 U.S.C. § 1818(b) and tax withholding obligations, and with all applicable regulations of any stock exchange on which the Common Stock may be listed at the time of issuance. The HRC, or its delegate, may reduce, delay vesting, modify, revoke, cancel, impose additional conditions and restrictions on or recover all or a portion of any Award if deemed necessary or advisable to comply with, or to promote or facilitate compliance with, applicable laws, rules and regulations or as required under any procedures or policies implemented by the Company in furtherance of such legal or regulatory compliance. Please refer to the LTICP Prospectus for more information.

The summary generally describes certain U.S. federal income tax consequences of RSR awards. This summary is general in nature and is not intended to cover all tax consequences that may apply to participants. The tax consequences related to RSR awards can be complex and will vary by individual and in accordance with the laws of the applicable jurisdiction where a participant is employed. Participants are strongly urged to consult a personal tax advisor with respect to any Award they may receive.

*Shares are issued after each vesting net of any required Federal, National, Social, State and Local taxes. Actual withholding rates to be calculated by Wells Fargo Payroll. Required tax withholdings are: federal income tax (at supplemental flat rate), state income tax, FICA Social Security (up to yearly limit), and Medicare employment taxes. The ultimate liability for all tax-related items is and remains your responsibility and may exceed the amount actually withheld by the Company or the Employer.