

WELLS FARGO & COMPANY/MN

Form 10-K

February 27, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2018 Commission File Number 001 2979

WELLS FARGO & COMPANY

(Exact name of registrant as specified in its charter)

Delaware

No. 41-0449260

(State of incorporation)

(I.R.S. Employer Identification No.)

420 Montgomery Street, San Francisco, California 94163

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: 1-866-878-5865

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class                                                                                                                                             | Name of Each<br>Exchange<br>on Which Registered<br>New York Stock<br>Exchange (NYSE) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Common Stock, par value \$1-2/3                                                                                                                                 | NYSE                                                                                 |
| 7.5% Non-Cumulative Perpetual Convertible Class A Preferred Stock, Series L                                                                                     | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series N                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series O                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series P                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of 5.85% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series Q  | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of 6.625% Fixed-to-Floating Rate Non-Cumulative Perpetual Class A Preferred Stock, Series R | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series T                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series V                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series W                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series X                               | NYSE                                                                                 |
| Depository Shares, each representing a 1/1000th interest in a share of Non-Cumulative Perpetual Class A Preferred Stock, Series Y                               | NYSE                                                                                 |
| Guarantee of 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities of Wachovia Capital Trust III                                                 | NYSE                                                                                 |

Securities registered pursuant to Section 12(g) of the Act:

Dividend Equalization Preferred Shares, no par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 10-K

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐  
Non-accelerated filer ☐ Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

At June 29, 2018, the aggregate market value of common stock held by non-affiliates was approximately \$268.2 billion, based on a closing price of \$55.44. At February 18, 2019, 4,549,421,815 shares of common stock were outstanding.

Documents Incorporated by Reference in Form 10-K

Incorporated Documents

1. Portions of the Company's Annual Report to Shareholders for the year ended December 31, 2018 ("2018 Annual Report to Shareholders")

2. Portions of the Company's Proxy Statement for the Annual Meeting of Shareholders to be held April 23, 2019 ("2019 Proxy Statement")

Where incorporated in Form 10-K

Part I – Items 1, 1A, 1B, 2, 3 and 4;

Part II – Items 5, 6, 7,

7A, 8, 9A and 9B; and Part IV– Item 15.

Part III – Items 10, 11, 12, 13 and 14

## PART I.

### ITEM 1. BUSINESS

Wells Fargo & Company is a corporation organized under the laws of Delaware and a financial holding company and a bank holding company registered under the Bank Holding Company Act of 1956, as amended (BHC Act). Its principal business is to act as a holding company for its subsidiaries. References in this report to “the Parent” mean the holding company. References to “we,” “our,” “us” or “the Company” mean the holding company and its subsidiaries that are consolidated for financial reporting purposes.

At December 31, 2018, we had assets of \$1.9 trillion, loans of \$953 billion, deposits of \$1.3 trillion and stockholders’ equity of \$196 billion. Based on assets, we were the fourth largest bank holding company in the United States. At December 31, 2018, Wells Fargo Bank, N.A. was the Company’s principal subsidiary with assets of \$1.7 trillion, or 89% of the Company’s assets.

At December 31, 2018, we had 258,700 active, full-time equivalent team members.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, are available for free at [www.wellsfargo.com/about/investor-relations/filings](http://www.wellsfargo.com/about/investor-relations/filings) as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (SEC).

They are also available for free on the SEC’s website at [www.sec.gov](http://www.sec.gov).

### DESCRIPTION OF BUSINESS

#### General

We are a diversified financial services company. We provide retail, commercial and corporate banking services through banking locations and offices, the internet ([www.wellsfargo.com](http://www.wellsfargo.com)) and other distribution channels to individuals, businesses and institutions in all 50 states, the District of Columbia and in other countries. We provide other financial services through subsidiaries engaged in various businesses, principally: wholesale banking, mortgage banking, consumer finance, equipment leasing, agricultural finance, commercial finance, securities brokerage and investment banking, computer and data processing services, trust services, investment advisory services, mortgage-backed securities servicing and venture capital investment.

We have three operating segments for management reporting purposes: Community Banking; Wholesale Banking; and Wealth and Investment Management. The 2018 Annual Report to Shareholders includes financial information and descriptions of these operating segments.

#### Competition

The financial services industry is highly competitive. Our subsidiaries compete with financial services providers such as banks, savings and loan associations, credit unions, finance companies, mortgage banking companies, insurance companies, investment banks and mutual fund companies. They also face increased competition from nonbank institutions such as brokerage houses, private equity firms and online lending companies, as well as from financial services

subsidiaries of commercial and manufacturing companies. Many of these competitors enjoy fewer regulatory constraints and some may have lower cost structures.

Securities firms and insurance companies that elect to become financial holding companies may acquire banks and other financial institutions. Combinations of this type could significantly change the competitive environment in which we conduct business. The financial services industry is also likely to become more competitive as further technological advances enable more companies to provide financial services. These technological advances may diminish the importance of depository institutions and other financial intermediaries in the transfer of funds between parties.

## REGULATION AND SUPERVISION

We describe below, and in Note 3 (Cash, Loan and Dividend Restrictions) and Note 28 (Regulatory and Agency Capital Requirements) to Financial Statements included in the 2018 Annual Report to Shareholders, the material elements of the regulatory framework applicable to us. Banking statutes, regulations and policies are continually under review by Congress and state legislatures and federal and state regulatory agencies, as well as foreign governments and financial regulators, and a change in them, including changes in how they are interpreted or implemented, could have a material effect on our business. The regulatory framework applicable to bank holding companies is intended to protect depositors, federal deposit insurance funds, consumers and the banking system as a whole, and not necessarily investors in bank holding companies such as the Company.

Statutes, regulations and policies could restrict our ability to diversify into other areas of financial services, acquire depository institutions, and pay dividends on our capital stock. They may also require us to provide financial support to one or more of our subsidiary banks, maintain capital balances in excess of amounts desired by management, and pay higher deposit insurance premiums as a result of a general deterioration in the financial condition of depository institutions. See the "Regulatory Matters" and "Risk Factors" sections in the 2018 Annual Report to Shareholders for additional information.

### General

**Parent Bank Holding Company.** As a bank holding company, the Parent is subject to regulation under the BHC Act and to inspection, examination and supervision by its primary regulator, the Board of Governors of the Federal Reserve System (Federal Reserve Board or FRB). The Parent is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the SEC. As a company with securities listed on the New York Stock Exchange (NYSE), the Parent is subject to the rules of the NYSE for listed companies.

**Subsidiary Banks.** Our subsidiary national banks, and their subsidiaries, are subject to regulation and examination primarily by the Office of the Comptroller of the Currency (OCC) and also by the Federal Deposit Insurance Corporation (FDIC), the FRB, the Consumer Financial Protection Bureau (CFPB), the SEC and the Commodities Futures Trading Commission (CFTC). The foreign branches and representative

offices of our subsidiary national banks are subject to regulation and examination by their respective foreign financial regulators as well as by the OCC and the FRB. Foreign subsidiaries of our national bank subsidiaries may be subject to the laws and regulations of the foreign countries in which they conduct business. Our state-chartered bank is subject to primary federal regulation and examination by the FDIC and, in addition, is regulated and examined by its state banking department.

**Nonbank Subsidiaries.** Many of our nonbank subsidiaries are also subject to regulation by the FRB and other applicable federal and state agencies. Our insurance subsidiaries are subject to regulation by applicable state insurance regulatory agencies, as well as the FRB. Our brokerage subsidiaries are regulated by the SEC, the Financial Industry Regulatory Authority (FINRA) and, in some cases, the CFTC and the Municipal Securities Rulemaking Board, and state securities regulators. Our other nonbank subsidiaries may be subject to the laws and regulations of the federal government and/or the various states as well as foreign countries in which they conduct business.

#### Parent Bank Holding Company Activities

**“Financial in Nature” Requirement.** We became a financial holding company effective March 13, 2000. We continue to maintain our status as a bank holding company for purposes of other FRB regulations. As a bank holding company that has elected to become a financial holding company pursuant to the BHC Act, we may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. “Financial in nature” activities include securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking; and activities that the FRB, in consultation with the Secretary of the U.S. Treasury, determines to be financial in nature or incidental to such financial activity. “Complementary activities” are activities that the FRB determines upon application to be complementary to a financial activity and do not pose a safety and soundness risk. FRB approval is generally not required for us to acquire a company (other than a bank holding company, bank or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the FRB. Prior notice to the FRB may be required, however, if the company to be acquired has total consolidated assets of \$10 billion or more. Prior FRB approval is required before we may acquire the beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank or savings association. In addition, the FRB has implemented a final rule under the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) that also prohibits our ability to merge, acquire all or substantially all of the assets of, or acquire control of another company if our total resulting consolidated liabilities would exceed 10% of the aggregate consolidated liabilities of all financial companies. Because we are a financial holding company, if any of our subsidiary banks receives a rating under the Community Reinvestment Act of 1977, as amended (CRA), of less than satisfactory, we will be prohibited, until the rating is raised to satisfactory or better, from engaging in new activities or

acquiring companies other than bank holding companies, banks or savings associations, except that we could engage in new activities, or acquire companies engaged in activities, that are closely related to banking under the BHC Act. In March 2017, we announced that the OCC had downgraded our most recent CRA rating, which covers the years 2009-2012, to "Needs to Improve" due to previously issued regulatory consent orders and, thus, we are subject to, among other things, the prohibitions noted above. In addition, if the FRB finds that the Company or any one of our subsidiary banks is not well capitalized or well managed, we would be required to enter into an agreement with the FRB to comply with all applicable capital and management requirements and which may contain additional limitations or conditions. Until corrected, we could be prohibited from engaging in any new activity or acquiring companies engaged in activities that are not closely related to banking under the BHC Act without prior FRB approval. If we fail to correct any such condition within a prescribed period, the FRB could order us to divest our banking subsidiaries or, in the alternative, to cease engaging in activities other than those closely related to banking under the BHC Act. For more information about our CRA rating, see the "Regulatory Matters" and "Risk Factors"

sections of the 2018 Annual Report to Shareholders.

**Interstate Banking.** Under the Riegle-Neal Interstate Banking and Branching Act (Riegle-Neal Act), a bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company's initial entry into the state, more than 30% of such deposits in the state (or such lesser or greater amount set by the state). The Riegle-Neal Act also authorizes banks to merge across state lines, subject to the same deposit limits noted above, thereby creating interstate branches. Banks are also permitted to acquire and to establish new branches in other states.

**Regulatory Approval.** In determining whether to approve a proposed bank acquisition, federal banking regulators will consider, among other factors, the effect of the acquisition on competition, financial condition, and future prospects including current and projected capital ratios and levels, the competence, experience, and integrity of management and record of compliance with laws and regulations, the convenience and needs of the communities to be served, including the acquiring institution's record of compliance under the CRA, the effectiveness of the acquiring institution in combating money laundering activities and the risk to the stability of the United States banking system.

#### Dividend Restrictions

The Parent is a legal entity separate and distinct from its subsidiary banks and other subsidiaries. A significant source of funds to pay dividends on our common and preferred stock and principal and interest on our debt is dividends from the Parent's subsidiaries. Various federal and state statutory provisions and regulations limit the amount of dividends the Parent's subsidiary banks and certain other subsidiaries may pay without regulatory approval. Federal banking regulators

have the authority to prohibit the Parent's subsidiary banks from engaging in unsafe or unsound practices in conducting their businesses. The payment of dividends, depending on the financial condition of the bank in question, could be deemed an unsafe or unsound practice. The ability of the Parent's subsidiary banks to pay dividends in the future is currently, and could be further, influenced by bank regulatory policies and capital guidelines. For information about the restrictions applicable to the Parent's subsidiary banks, see Note 3 (Cash, Loan and Dividend Restrictions) to Financial Statements included in the 2018 Annual Report to Shareholders.

Furthermore, under a Support Agreement (the "Support Agreement") dated June 28, 2017 among the Parent, WFC Holdings, LLC, an intermediate holding company and subsidiary of the Parent (the "IHC"), and Wells Fargo Bank, N.A., Wells Fargo Securities, LLC, and Wells Fargo Clearing Services, LLC, each an indirect subsidiary of the Parent, the IHC may be restricted from making dividend payments to the Parent if certain liquidity and/or capital metrics fall below defined triggers. Any such restriction could materially and adversely impact the Parent's liquidity and its ability to satisfy its debt and other obligations, as well as its ability to make dividend payments on its common and preferred stock. See the "Regulatory Matters" and "Risk Factors" sections of the 2018 Annual Report to Shareholders for additional information on the Support Agreement.

In addition to these restrictions on the ability of our subsidiary banks to pay dividends to us, the FRB requires large bank holding companies (BHCs), including Wells Fargo, to submit annual capital plans and to obtain regulatory approval before making capital distributions, such as the payment of dividends. The FRB also finalized rules implementing in the United States the Basel Committee on Banking Supervision's regulatory capital guidelines, including the reforms known as Basel III, which established various capital requirements for U.S. banking organizations. Moreover, federal banking regulators have finalized a rule that enhances the supplementary leverage ratio requirements for large BHCs, like Wells Fargo, and their insured depository institutions. We are also subject to the FRB's rule implementing an additional capital surcharge on those U.S. banking organizations, such as the Company, that are designated as global systemically important banks (G-SIBs). The failure to maintain any of these minimum capital ratios, leverage ratios or buffers could result in limitations or restrictions on our ability to make capital distributions.

In addition, the FRB's enhanced supervision regulations for large BHCs, like Wells Fargo, impose capital distribution restrictions, including on the payment of dividends, upon the occurrence of capital, stress test, risk management, or liquidity risk management triggers. For more information on regulations or arrangements that may impose capital distribution restrictions on the Company and its subsidiaries, see the "Capital Management," "Regulatory Matters" and "Risk Factors" sections of the 2018 Annual Report to Shareholders.

### Holding Company Structure

**Transfer of Funds from Subsidiary Banks.** The Parent's subsidiary banks are subject to restrictions under federal law that limit the transfer of funds or other items of value from such subsidiaries to the Parent and its nonbank subsidiaries (including affiliates) in so-called "covered transactions." In general, covered transactions include loans and other extensions of credit, investments and asset purchases, as well

as certain other transactions involving the transfer of value from a subsidiary bank to an affiliate or for the benefit of an affiliate. Unless an exemption applies, covered transactions by a subsidiary bank with a single affiliate are limited to 10% of the subsidiary bank's capital and surplus and, with respect to all covered transactions with affiliates in the aggregate, to 20% of the subsidiary bank's capital and surplus. Also, loans and extensions of credit to affiliates generally are required to be secured by qualifying collateral. A bank's transactions with its nonbank affiliates are also generally required to be on arm's length terms.

**Source of Strength.** The FRB has a policy that a BHC is expected to act as a source of financial and managerial strength to each of its subsidiary banks and, under appropriate circumstances, to commit resources to support each such subsidiary bank. This support may be required at times when the BHC may not have the resources to provide the support.

The OCC may order an assessment of the Parent if the capital of one of its national bank subsidiaries were to become impaired. If the Parent failed to pay the assessment within three months, the OCC could order the sale of the Parent's stock in the national bank to cover the deficiency.

**Depositor Preference.** In the event of the "liquidation or other resolution" of an insured depository institution, the claims of deposits payable in the United States (including the claims of the FDIC as subrogee of insured depositors) and certain claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If an insured depository institution fails, claims of insured and uninsured U.S. depositors, along with claims of the FDIC, will have priority in payment ahead of unsecured creditors, including the Parent, and depositors whose deposits are solely payable at such insured depository institution's non-U.S. offices.

**Liability of Commonly Controlled Institutions.** All of the Company's subsidiary banks are insured by the FDIC. FDIC-insured depository institutions can be held liable for any loss incurred, or reasonably expected to be incurred, by the FDIC due to the default of an FDIC-insured depository institution controlled by the same bank holding company, and for any assistance provided by the FDIC to an FDIC-insured depository institution that is in danger of default and that is controlled by the same bank holding company. "Default" means generally the appointment of a conservator or receiver. "In danger of default" means generally the existence of certain conditions indicating that a default is likely to occur in the absence of regulatory assistance.

#### Dodd-Frank Act

The Dodd-Frank Act, enacted on July 21, 2010, has resulted in broad changes to the U.S. financial system and is the most significant financial reform legislation since the 1930s. The Dodd-Frank Act and the numerous rules to implement its provisions have resulted in enhanced regulation and supervision of large BHCs, such as Wells Fargo. This includes, among other things, rules to promote financial stability and prevent or mitigate the risks that may arise from the material distress or failure of a large BHC; enhance consumer protections; prohibit proprietary trading; and implement enhanced prudential requirements for large BHCs regarding risk-based capital and leverage, risk and liquidity management,

stress testing, and recovery and resolution planning. The Dodd-Frank Act, including current and future rules implementing its provisions and the interpretation of those rules, has affected, and we expect will continue to affect, most of our businesses in some way, either directly through regulation of specific activities or indirectly through regulation of concentration risks, capital or liquidity. For more information about the Dodd-Frank Act and its effect on our business, see the “Regulatory Matters” and “Risk Factors” sections of the 2018 Annual Report to Shareholders.

### Capital Requirements and Planning

The Company and each of our insured depository institutions are subject to various regulatory capital adequacy requirements administered by federal banking regulators. These capital rules, among other things, establish required minimum ratios relating capital to different categories of assets and exposures. Federal banking regulators have also finalized rules to impose a supplementary leverage ratio on large BHCs like Wells Fargo and our insured depository institutions and to implement a liquidity coverage ratio. The FRB has also finalized rules to address the amount of equity and unsecured long-term debt a G-SIB must hold to improve its resolvability and resiliency, often referred to as total loss absorbing capacity.

From time to time, the FRB and the Federal Financial Institutions Examination Council (FFIEC) propose changes and amendments to, and issue interpretations of, risk-based capital guidelines and related reporting instructions. In addition, the FRB closely monitors capital levels of the institutions it supervises and may require such institutions to modify capital levels based on FRB determinations. Such determinations, proposals or interpretations could, if implemented in the future, affect our reported capital ratios and net risk-adjusted assets.

As an additional means to identify problems in the financial management of depository institutions, the Federal Deposit Insurance Act (FDI Act) requires federal banking regulators to establish certain non-capital safety and soundness standards for institutions for which they are the primary federal regulator. The standards relate generally to operations and management, asset quality, interest rate exposure, executive compensation and risk management. The agencies are authorized to take action against institutions that fail to meet such standards.

The FDI Act requires federal banking regulators to take “prompt corrective action” with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. A depository institution’s treatment for purposes of the prompt corrective action provisions will depend upon how its capital levels compare to various capital measures and certain other factors, as established by regulation.

In addition, the FRB’s capital plan rule requires large BHCs to submit capital plans annually for review to determine if the FRB has any objections before making any capital distributions. The rule requires updates to capital plans in the event of material changes in a BHC’s risk profile, including as a result of any significant acquisitions. Federal banking regulators also require stress tests to evaluate whether an institution has sufficient capital to continue to operate during periods of adverse economic and financial conditions.

For more information on our capital requirements and planning, see the “Capital Management” section of the 2018 Annual Report to Shareholders.

### Deposit Insurance Assessments

Our subsidiary banks, including Wells Fargo Bank, N.A., are members of the Deposit Insurance Fund (DIF) maintained by the FDIC. Through the DIF, the FDIC insures the deposits of our banks up to prescribed limits for each depositor and funds the DIF through assessments on member banks. To maintain the DIF, member institutions are assessed an insurance premium based on an assessment base and an assessment rate.

The Dodd-Frank Act gave the FDIC greater discretion to manage the DIF, changed the assessment base from domestic deposits to consolidated average assets less average tangible equity, and mandated a minimum Designated Reserve Ratio (reserve ratio or DRR) of 1.35%. The FDIC Board adopted a Restoration Plan to ensure that the DIF reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act, and, in March 2016, issued a final rule to meet this DRR level. The final rule, which became effective on July 1, 2016, imposed on insured

depository institutions with \$10 billion or more in assets, such as Wells Fargo, a surcharge of 4.5 cents per \$100 of their assessment base, after making certain adjustments. The surcharge was in addition to the base assessments paid by the affected institutions. The surcharge was completed in third quarter 2018. In addition to ensuring that the DIF reserve ratio reached the statutory minimum of 1.35% by September 30, 2020, the FDIC Board also finalized a comprehensive, long-range plan for DIF management, whereby the DRR has been targeted at 2%.

In addition to the base assessments and any surcharge, all FDIC-insured depository institutions must also pay a quarterly assessment towards interest payments on bonds (commonly referred to as FICO bonds) issued by the Financing Corporation, a federal corporation chartered under the authority of the Federal Housing Finance Board. This assessment was 0.46% of the assessable deposit base for first quarter 2018, 0.44% for second quarter 2018, and was 0.32% for the third and fourth quarters of 2018. For the year ended December 31, 2018, the Company's FDIC deposit insurance assessments, including FICO assessments, totaled \$1.1 billion.

The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the institution's regulatory agency. The termination of deposit insurance for one or more of our bank subsidiaries could have a material adverse effect on our earnings, depending on the collective size of the particular banks involved.

#### Fiscal and Monetary Policies

Our business and earnings are affected significantly by the fiscal and monetary policies of the federal government and its agencies. We are particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States. Among the instruments of monetary policy available to the FRB are (a) conducting open market operations in United States government securities, (b) changing the discount rates of borrowings of depository institutions, (c) imposing or changing reserve requirements against depository institutions' deposits, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans

and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on our business, results of operations and financial condition.

#### Privacy Provisions of the Gramm-Leach-Bliley Act and Restrictions on Affiliate Marketing

Federal banking regulators, as required under the Gramm-Leach-Bliley Act (the GLB Act), have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers to nonaffiliated third parties. The rules require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to nonaffiliated third parties. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial services companies and conveyed to outside vendors. Federal financial regulators have issued regulations under the Fair and Accurate Credit Transactions Act that have the effect of increasing the length of the waiting period, after privacy disclosures are provided to new customers, before information can be shared among different affiliated companies for the purpose of marketing products and services by those affiliated companies.

#### Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) implemented a broad range of corporate governance and accounting measures to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of disclosures under federal securities laws. We are subject to Sarbanes-Oxley because we are required to file periodic reports with the SEC under the Securities Exchange Act of 1934. Among other things, Sarbanes-Oxley and/or its implementing regulations established membership requirements and additional responsibilities for our audit committee, imposed restrictions on the relationship between us and our outside auditors (including restrictions on the types of non-audit services our auditors may provide to us), imposed additional responsibilities for our external financial statements on our chief executive officer and chief financial officer, expanded the disclosure requirements for our corporate insiders, required our management to evaluate our disclosure controls and procedures and our internal control over financial reporting, and required our independent registered public accounting firm to issue a report on our internal control over financial reporting.

#### Patriot Act

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Patriot Act) is intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. The Patriot Act has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act requires the implementation of policies and procedures relating to anti money laundering, compliance, suspicious activities, and currency transaction reporting and due diligence on customers.

The Patriot Act also requires federal banking regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

#### Future Legislation or Regulation

Economic, market and political conditions during the past few years have led to a significant amount of legislation and regulation in the U.S. and abroad affecting the financial services industry, as well as heightened expectations and scrutiny of financial services companies from banking regulators. Further legislative changes and additional regulations may change our operating environment in substantial and unpredictable ways. Such legislation and regulations could increase our cost of doing business, affect our compensation structure, restrict or expand the

activities in which we may engage or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether future legislative proposals will be enacted and, if enacted, the effect that they, or any implementing regulations, would have on our business, results of operations or financial condition.

#### ADDITIONAL INFORMATION

Additional information in response to this Item 1 can be found in the 2018 Annual Report to Shareholders under “Financial Review” and under “Financial Statements.” That information is incorporated into this item by reference.

#### ITEM 1A. RISK FACTORS

Information in response to this Item 1A can be found in this report on pages 2-6 and in the 2018 Annual Report to Shareholders under “Financial Review – Risk Factors.” That information is incorporated into this item by reference.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

## ITEM 2. PROPERTIES

December 31, 2018

Approximate square footage  
(in millions)

We currently occupy properties in:

United States

San Francisco, California

420 Montgomery Street (corporate headquarters) 0.3

All other San Francisco locations 3.9

Total San Francisco, California 4.2

Top 10 other U.S. locations:

Charlotte-Concord-Gastonia, NC-SC 7.9

Minneapolis-St. Paul-Bloomington, MN-WI 5.7

Los Angeles-Long Beach-Anaheim, CA 4.0

Phoenix-Mesa-Scottsdale, AZ 3.5

New York-Newark-Jersey City, NY-NJ-PA 3.5

Des Moines-West Des Moines, IA 3.3

St. Louis, MO-IL 2.5

Philadelphia-Camden-Wilmington, PA-NJ-DE-MD 2.1

Dallas-Fort Worth-Arlington, TX 1.7

Miami-Fort Lauderdale-West Palm Beach, FL 1.7

All other U.S. locations 45.0

Total United States 85.1

Top 5 International locations:

India 2.2

Philippines 1.0

United Kingdom 0.2

Canada 0.2

China 0.2

All other international locations 0.2

Total International 4.0

Total square footage property occupied 89.1

As of December 31, 2018, we provided banking, investment and mortgage products and services, as well as consumer and commercial finance, through approximately 7,800 locations under ownership and lease agreements. We continue to evaluate our owned and leased properties and may determine from time to time that certain of our properties are no longer necessary for our operations. There is no assurance that we will be able to dispose of any excess properties or that we will not incur charges in connection with such dispositions, which could be material to our operating results in a given period.

ADDITIONAL INFORMATION

Additional information in response to this Item 2 can be found in the 2018 Annual Report to Shareholders under “Financial Statements – Notes to Financial Statements – Note 7 (Premises, Equipment, Lease Commitments and Other Assets).” That information is incorporated into this item by reference.

ITEM 3. LEGAL PROCEEDINGS

Information in response to this Item 3 can be found in the 2018 Annual Report to Shareholders under “Financial Statements – Notes to Financial Statements – Note 16 (Legal Actions).” That information is incorporated into this item by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES

## MARKET INFORMATION

The Company's common stock is listed on the NYSE (symbol "WFC"). The "Stock Performance" section of the 2018 Annual Report to Shareholders provides stockholder return comparisons and is incorporated herein by reference. At February 19, 2019, there were 173,797 holders of record of the Company's common stock.

## DIVIDENDS

The dividend restrictions discussions on page 3 of this report and in the 2018 Annual Report to Shareholders under "Financial Statements – Notes to Financial Statements – Note 3 (Cash, Loan and Dividend Restrictions)" are incorporated into this item by reference.

## REPURCHASES OF EQUITY SECURITIES

In January 2018, our Board of Directors authorized the repurchase of 350 million shares of our common stock. In October 2018, our Board of Directors authorized the repurchase of an additional 350 million shares of our common stock. The authorizations cover shares repurchased to meet team member benefit plan requirements. The Company maintains a variety of retirement plans for its team members and typically is a net issuer of shares of common stock to these plans. From time to time, it also purchases shares of common stock from these plans to accommodate team member preferences. Share repurchases are subtracted from the Company's repurchase authority without offset for share issuances. Shares may be repurchased as part of employee stock option exercises, from the different benefit plans or in the open market, subject to regulatory approval.

The amount and timing of stock repurchases will be based on various factors, including our capital requirements, the number of shares we expect to issue for employee benefit plans and acquisitions, market conditions (including the trading price of our stock), and regulatory and legal considerations. In June 2010, our Board of Directors also authorized the repurchase of up to \$1 billion of warrants to purchase our common stock. The amount and timing of warrant repurchases were based on various factors including market conditions. The warrants expired on October 29, 2018. See the "Capital Management" section in the 2018 Annual Report to Shareholders for additional information about our common stock and warrant repurchases.

The following table shows Company repurchases of its common stock for each calendar month in the quarter ended December 31, 2018.

| Calendar month | Total number of shares repurchased (1) | Weighted-average price paid per share | Maximum number of shares that may yet be repurchased under the authorizations |
|----------------|----------------------------------------|---------------------------------------|-------------------------------------------------------------------------------|
| October        | 16,714,696                             | \$ 52.49                              | 521,271,489                                                                   |
| November       | 51,737,904                             | 53.01                                 | 469,533,585                                                                   |
| December (2)   | 74,199,170                             | 49.58                                 | 395,334,415                                                                   |
| Total          | 142,651,770                            |                                       |                                                                               |

- All shares were repurchased under an authorization covering up to 350 million shares of common stock approved by the Board of Directors and publicly announced by the Company on January 23, 2018. In addition, the Company
- (1) publicly announced on October 23, 2018, that the Board of Directors authorized the repurchase of an additional 350 million shares of common stock. Unless modified or revoked by the Board, these authorizations do not expire.
- (2) December includes a private repurchase transaction of 19,264,045 shares at a weighted-average price per share of \$51.91.

The following table shows Company repurchases of the warrants for each calendar month in the quarter ended December 31, 2018.

| Calendar month | Total number<br>of warrants<br>repurchased (1) | Average<br>price<br>paid per<br>warrant | Maximum dollar value<br>of warrants that<br>may yet be repurchased |
|----------------|------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------|
|                |                                                |                                         |                                                                    |
| October        | —                                              | \$ —                                    | —                                                                  |
| November       | —                                              | —                                       | —                                                                  |
| December       | —                                              | —                                       | —                                                                  |
| Total          | —                                              |                                         |                                                                    |

(1) All outstanding warrants expired on October 29, 2018.

ITEM 6. SELECTED FINANCIAL DATA

Information in response to this Item 6 can be found in the 2018 Annual Report to Shareholders under “Financial Review” in Table 1. That information is incorporated into this item by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information in response to this Item 7 can be found in the 2018 Annual Report to Shareholders under “Financial Review.” That information is incorporated into this item by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information in response to this Item 7A can be found in the 2018 Annual Report to Shareholders under “Financial Review – Risk Management – Asset/Liability Management.” That information is incorporated into this item by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information in response to this Item 8 can be found in the 2018 Annual Report to Shareholders under “Financial Statements,” under “Notes to Financial Statements” and under “Quarterly Financial Data.” That information is incorporated into this item by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Information in response to this Item 9A can be found in the 2018 Annual Report to Shareholders under “Controls and Procedures.” That information is incorporated into this item by reference.

ITEM 9B. OTHER INFORMATION

Not applicable.

### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

##### EXECUTIVE OFFICERS OF THE REGISTRANT

David C. Galloreese (age 39)

Senior Executive Vice President since January 2019, Executive Vice President from July 2018 to January 2019, and Human Resources Director since July 2018;

Senior Vice President and Head of Talent at Walmart Inc., a multinational retailer, from October 2017 to June 2018; Senior Vice President and Chief Human Resources Officer at Sam's Club (Walmart Inc.) from October 2016 to June 2018;

Vice President and Head of Human Resources at Medallia Inc., an international software company, from May 2012 to October 2016.

Mr. Galloreese has served with the Company for less than 1 year.

Richard D. Levy (age 61)

Executive Vice President and Controller since February 2007.

Mr. Levy has served with the Company for 16 years.

Mary T. Mack (age 56)

Senior Executive Vice President (Consumer Lending) since December 2017 and Senior Executive Vice President (Community Banking) since November 2016;

Executive Vice President (Wells Fargo Clearing Services, LLC, f/k/a Wells Fargo Advisors, LLC) from December 2009 to November 2016.

Ms. Mack has served with the Company or its predecessors for 34 years.

Avid Modjtabai (age 57)

Senior Executive Vice President (Payments, Virtual Solutions and Innovation) since November 2016;

Senior Executive Vice President (Consumer Lending) from July 2011 to November 2016.

Ms. Modjtabai has served with the Company or its predecessors for 25 years.

Amanda G. Norton (age 52)

Senior Executive Vice President and Chief Risk Officer since June 2018;

Chief Risk Officer of Consumer and Community Banking at JPMorgan Chase & Co., a financial services company, from November 2013 to June 2018.

Ms. Norton has served with the Company for less than 1 year.

C. Allen Parker (age 63)

Senior Executive Vice President and General Counsel since March 2017;

Presiding Partner at the law firm of Cravath, Swaine & Moore LLP from January 2013 to December 2016;

Deputy Presiding Partner at Cravath, Swaine & Moore LLP from January 2007 to December 2012;

Partner in the Corporate Department at Cravath, Swaine & Moore LLP from June 1990 to March 2017.

Mr. Parker has served with the Company for 2 years.

Perry G. Pelos (age 55)

Senior Executive Vice President (Wholesale Banking) since November 2016;

Executive Vice President (Commercial Banking Services Group) from January 2016 to November 2016;  
Executive Vice President (Commercial Banking, f/k/a Middle Market Banking) from May 2009 to January 2016.  
Mr. Pelos has served with the Company or its predecessors for 31 years.

John R. Shrewsberry (age 53)  
Senior Executive Vice President and Chief Financial Officer since May 2014;  
President and Chief Executive Officer (Wells Fargo Securities, LLC) from November 2009 to May 2014.  
Mr. Shrewsberry has served with the Company or its predecessors for 20 years.

Timothy J. Sloan (age 58)  
President since November 2015 and Chief Executive Officer since October 2016;  
Chief Operating Officer from November 2015 to October 2016;  
Senior Executive Vice President (Wholesale Banking) from May 2014 to November 2015;  
Senior Executive Vice President and Chief Financial Officer from February 2011 to May 2014.  
Mr. Sloan has served with the Company or its predecessors for 31 years.

Jonathan G. Weiss (age 61)

Senior Executive Vice President (Wealth and Investment Management) since July 2017;

President and Chief Executive Officer of Wells Fargo Securities, LLC from May 2014 to June 2017;

Managing Director of Wells Fargo Securities, LLC (Investment Banking, Securities & Markets, f/k/a Investment Banking & Capital Markets) from June 2008 to May 2014.

Mr. Weiss has served with the Company for 13 years.

There is no family relationship between any of the Company's executive officers or directors. All executive officers serve at the pleasure of the Board of Directors.

#### AUDIT COMMITTEE INFORMATION

The Audit and Examination Committee is a standing audit committee of the Board of Directors established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Committee has four members: John D. Baker II, Theodore F. Craver, Jr., James H. Quigley (Chair), and Ronald L. Sargent. Each member is independent, as independence for audit committee members is defined by NYSE rules. The Board of Directors has determined, in its business judgment, that each member of the Audit and Examination Committee is financially literate, as required by NYSE rules, and that each qualifies as an "audit committee financial expert" as defined by SEC regulations.

#### CODE OF ETHICS AND BUSINESS CONDUCT

The Company's Code of Ethics and Business Conduct applicable to team members (including executive officers) as well as directors, the Company's corporate governance guidelines, and the charters for the Audit and Examination, Governance and Nominating, Human Resources, Corporate Responsibility, Credit, Finance, and Risk Committees are available at [www.wellsfargo.com/about/corporate/governance](http://www.wellsfargo.com/about/corporate/governance).

#### ADDITIONAL INFORMATION

Additional information in response to this Item 10 can be found in the Company's 2019 Proxy Statement under "Ownership of Our Common Stock – Directors and Executive Officers – Section 16(a) Beneficial Ownership Reporting Compliance," under "Corporate Governance – Item 1 – Election of Directors – Director Nominees for Election," and "Corporate Governance – Director Election Standard and Nomination Process – Director Nomination Process." That information is incorporated into this item by reference.

#### ITEM 11. EXECUTIVE COMPENSATION

Information in response to this Item 11 can be found in the Company's 2019 Proxy Statement under "Corporate Governance – Compensation Committee Interlocks and Insider Participation," under "Corporate Governance – Director Compensation," under "Information About Related Persons – Related Person Transactions," and under "Executive Compensation – Compensation Committee Report," "Executive Compensation – Compensation Discussion and Analysis," "Executive Compensation – Executive Compensation Tables," and "Human Capital Management – Performance Management and Compensation – Incentive Compensation

Risk Management," and "Human Capital Management – Our Workforce – CEO Pay Ratio and Annual Median Total Compensation." That information is incorporated into this item by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information in response to this Item 12 can be found in the Company's 2019 Proxy Statement under "Ownership of Our Common Stock – Directors and Executive Officers – Director and Executive Officer Stock Ownership Table," "Ownership of Our Common Stock – Principal Shareholders," and "Executive Compensation – Equity Compensation Plan Information." That information is incorporated into this item by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information in response to this Item 13 can be found in the Company's 2019 Proxy Statement under "Corporate Governance – Item 1 – Election of Directors – Director Independence" and under "Information About Related Persons." That information is incorporated into this item by reference.

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information in response to this Item 14 can be found in the Company's 2019 Proxy Statement under "Audit Matters – Item 4 – Ratify Appointment of Independent Registered Public Accounting Firm for 2019 – KPMG Fees" and "Audit Matters – Item 4 – Ratify Appointment of Independent Registered Public Accounting Firm for 2019 – Audit and Examination Committee Pre-Approval Policies and Procedures." That information is incorporated into this item by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. FINANCIAL STATEMENTS

The Company's consolidated financial statements, including the notes thereto, and the report of the independent registered public accounting firm thereon, are set forth in the 2018 Annual Report to Shareholders, and are incorporated into this item by reference.

2. FINANCIAL STATEMENT SCHEDULES

All financial statement schedules for the Company have been included in the consolidated financial statements or the related footnotes, or are either inapplicable or not required.

### 3. EXHIBITS

A list of exhibits to this Form 10-K is set forth below. Shareholders may obtain a copy of any of the following exhibits, upon payment of a reasonable fee, by writing to Wells Fargo & Company, Office of the Corporate Secretary, MAC D1130-117, 301 S. Tryon Street, 11th Floor, Charlotte, North Carolina 28202.

The Company's SEC file number is 001-2979. On and before November 2, 1998, the Company filed documents with the SEC under the name Norwest Corporation. The former Wells Fargo & Company filed documents under SEC file number 001-6214. The former Wachovia Corporation filed documents under SEC file number 001-10000.

| Exhibit<br>Number | Description              | Location                                                                                         |
|-------------------|--------------------------|--------------------------------------------------------------------------------------------------|
|                   | <u>Restated</u>          |                                                                                                  |
|                   | <u>Certificate of</u>    |                                                                                                  |
|                   | <u>Incorporation, as</u> | Incorporated by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the |
| 3(a)              | <u>amended and in</u>    | quarter ended September 30, 2018.                                                                |
|                   | <u>effect on the</u>     |                                                                                                  |
|                   | <u>date hereof.</u>      |                                                                                                  |
| 3(b)              | <u>By-Laws.</u>          | Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed March |
|                   |                          | 1, 2018.                                                                                         |
| See Exhibits      |                          |                                                                                                  |
| 4(a)              | 3(a) and 3(b).           |                                                                                                  |
|                   | The Company              |                                                                                                  |
|                   | agrees to furnish        |                                                                                                  |
|                   | upon request to          |                                                                                                  |
|                   | the Commission           |                                                                                                  |
|                   | a copy of each           |                                                                                                  |
|                   | instrument               |                                                                                                  |
| 4(b)              | defining the             |                                                                                                  |
|                   | rights of holders        |                                                                                                  |
|                   | of senior and            |                                                                                                  |
|                   | subordinated             |                                                                                                  |
|                   | debt of                  |                                                                                                  |
|                   | the Company.             |                                                                                                  |
|                   | <u>Long-Term</u>         |                                                                                                  |
|                   | <u>Incentive</u>         |                                                                                                  |
|                   | <u>Compensation</u>      |                                                                                                  |
|                   | <u>Plan (as</u>          |                                                                                                  |
|                   | <u>amended and</u>       |                                                                                                  |
| 10                | <u>restated on April</u> | Incorporated by reference to Exhibit 10(b) to the Company's Current Report on Form 8-K filed     |
|                   | <u>23, 2013), which</u>  | April 26, 2013.                                                                                  |
|                   | <u>includes</u>          |                                                                                                  |
|                   | <u>Performance-Based</u> |                                                                                                  |
|                   | <u>Compensation</u>      |                                                                                                  |
|                   | <u>Policy.</u>           |                                                                                                  |
|                   | <u>Amendment to</u>      | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the   |
|                   | <u>Long-Term</u>         | year ended December 31, 2015.                                                                    |
|                   | <u>Incentive</u>         |                                                                                                  |
|                   | <u>Compensation</u>      |                                                                                                  |
|                   | <u>Plan, effective</u>   |                                                                                                  |

January 1, 2016.

- Long-Term

Incentive Compensation Plan.

Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009.

Forms of Performance Share Award Agreement:

For grants on or after February 26, 2019:

Filed herewith.

For grants on or after February 26, 2018:

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

For grants on or after February 28, 2017:

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

For grants on or after February 23, 2016:

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

For grants on or after February 24, 2015; and

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

For grants on or after February 26, 2013.

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Forms of Restricted Share Rights Award Agreement:

For grants on or after February 26, 2019:

Filed herewith.

For grants on or after December 14, 2017:

Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

For grants on or after February 28, 2017:

Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017.

\* Management contract or compensatory plan or arrangement.

| Exhibit<br>Description<br>Number                                         | Location                                                                                                                       |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| <u>For grants on or after February 23, 2016;</u>                         | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2015.   |
| <u>For grants on or after February 24, 2015; and</u>                     | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2014.   |
| <u>For grants on or after February 26, 2013.</u>                         | Incorporated by reference to Exhibit 10(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2012.   |
| <u>Form of Non-Qualified Stock Option Agreement.</u>                     | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013. |
| <u>Letter Agreement.</u>                                                 |                                                                                                                                |
| <u>effective September 27, 2016.</u>                                     | Incorporated by reference to Exhibit 10(a) to the Company's Current Report on Form 8-K filed September 28, 2016.               |
| <u>between the Company and Carrie Tolstedt.</u>                          |                                                                                                                                |
| <u>Wells Fargo Bonus Plan, 10(b) amended effective January 1, 2018.</u>  | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018. |
| <u>Wells Fargo Bonus Plan, as amended effective January 1, 2017.</u>     | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017. |
| <u>Deferred Compensation Plan, as amended effective January 1, 2008.</u> | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.   |
| <u>Amendment to Deferred Compensation</u>                                | Filed herewith.                                                                                                                |

Plan.  
effective  
December  
31, 2018.

Amendment  
to Deferred

Compensation Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the  
Plan, quarter ended June 30, 2017.

effective  
July 1, 2017.

Amendment  
to Deferred

Compensation Incorporated by reference to Exhibit 10(d) to the Company's Annual Report on Form 10-K for the year  
Plan, ended December 31, 2016.

effective  
January 1,  
2017.

Amendments  
to Deferred

Compensation

Plan, Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the  
effective quarter ended June 30, 2016.

August 1,  
2016 and  
January 1,  
2017.

Amendment  
to Deferred

Compensation Incorporated by reference to Exhibit 10(e) to the Company's Annual Report on Form 10-K for the year  
Plan, ended December 31, 2015.

effective  
January 1,  
2016.

Amendment  
to Deferred

Compensation Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the  
Plan, quarter ended June 30, 2014.

effective  
January 1,  
2015.

Amendment  
to Deferred

Compensation Incorporated by reference to Exhibit 10(e) to the Company's Annual Report on Form 10-K for the year  
Plan, ended December 31, 2012.

effective  
January 1,  
2013.

Amendment Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the  
to Deferred quarter ended June 30, 2011.

Compensation  
Plan.

effective

January 1,

2011.

Amendment

to Deferred

Compensation

Plan.

effective

December 1,

2009.

Directors

Stock

10 Compensation

and Deferral

Plan.

Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

| Exhibit<br>Description<br>Number                                                                                             | Location                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <u>Amendment<br/>to Directors<br/>Stock<br/>Compensation<br/>and Deferral<br/>Plan, effective<br/>April 1, 2013.</u>         | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.      |
| <u>Amendment<br/>to Directors<br/>Stock<br/>Compensation<br/>and Deferral<br/>Plan, effective<br/>January 1,<br/>2013.</u>   | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.     |
| <u>Amendment<br/>to Directors<br/>Stock<br/>Compensation<br/>and Deferral<br/>Plan, effective<br/>January 24,<br/>2012.</u>  | Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2011.        |
| <u>Amendment<br/>to Directors<br/>Stock<br/>Compensation<br/>and Deferral<br/>Plan, effective<br/>January 25,<br/>2011.</u>  | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011.     |
| <u>Amendment<br/>to Directors<br/>Stock<br/>Compensation<br/>and Deferral<br/>Plan, effective<br/>February 24,<br/>2009.</u> | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.     |
| <u>Amendments<br/>to Directors<br/>Stock</u>                                                                                 | Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008. |

Compensation  
and Deferral  
Plan, effective  
September 23,  
2008.

Amendment  
to Directors  
Stock

Compensation and Deferral Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

Plan, effective  
January 22,  
2008.

Action of  
Governance  
and  
Nominating

Committee  
Increasing  
Amount of

Formula Stock and Option Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

Awards Under  
Directors  
Stock  
Compensation  
and Deferral  
Plan, effective  
January 1, 2007.

Form of  
Non-Qualified  
Stock Option

Agreement for grants to Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

directors on or  
before April  
29, 2008.

Deferred  
Compensation

Plan for Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.

Non-Employee  
Directors of  
the former  
Norwest.

Amendment to Deferred Incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.

Compensation  
Plan for  
Non-Employee

Directors,  
effective  
January 1,  
2004.

Amendment  
to Deferred  
Compensation

Plan for  
Non-Employee  
Directors,

Filed as paragraph (4) of Exhibit 10(ff) to the Company's Annual Report on Form 10-K for the year ended December 31, 2000.

effective  
November 1,  
2000.

Directors'  
Stock Deferral

Plan for  
10(f)\*  
directors of  
the former

Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.

Norwest.  
Amendment  
to Directors'

Stock Deferral  
Plan, effective

Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.

January 1,  
2004.

Amendment  
to Directors'

Stock Deferral  
Plan, effective

Filed as paragraph (5) of Exhibit 10(ff) to the Company's Annual Report on Form 10-K for the year ended December 31, 2000.

November 1,  
2000.

Directors'  
Formula Stock

Award Plan  
10(g)\*  
for directors  
of the former

Incorporated by reference to Exhibit 10(e) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.

Norwest.

| Exhibit<br>Description<br>Number                                                                                                     | Location                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| <u>Amendment<br/>to Directors'<br/>Formula<br/>Stock Award<br/>Plan, effective<br/>January 1,<br/>2004.</u>                          | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.     |
| <u>Amendment<br/>to Directors'<br/>Formula<br/>Stock Award<br/>Plan, effective<br/>November 1,<br/>2000.</u>                         | Filed as paragraph (6) of Exhibit 10(ff) to the Company's Annual Report on Form 10-K for the year ended December 31, 2000.              |
| <u>Deferral Plan<br/>for Directors<br/>of the former<br/>Wells Fargo.</u>                                                            | Incorporated by reference to Exhibit 10(b) to the former Wells Fargo's Annual Report on Form 10-K for the year ended December 31, 1997. |
| <u>Amendment<br/>to Deferral<br/>Plan, effective<br/>January 1, 2004.</u>                                                            | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.     |
| <u>Supplemental<br/>401(k) Plan,<br/>Amendment<br/>to<br/>Supplemental<br/>401(k) Plan,<br/>effective<br/>December 31,<br/>2018.</u> | Incorporated by reference to Exhibit 10(c) to the Company's Current Report on Form 8-K filed May 4, 2009.                               |
| <u>Amendment<br/>to<br/>Supplemental<br/>401(k) Plan,<br/>effective<br/>December 31,<br/>2018.</u>                                   | Filed herewith.                                                                                                                         |
| <u>Amendment<br/>to<br/>Supplemental<br/>401(k) Plan,<br/>effective July<br/>1, 2017.</u>                                            | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017.          |
| <u>Amendment<br/>to<br/>Supplemental<br/>401(k) Plan,<br/>effective<br/>January 1, 2015.</u>                                         | Incorporated by reference to Exhibit 10(d) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.          |
| <u>Supplemental<br/>401(k) Plan,<br/>effective<br/>January 1, 2015.</u>                                                              | Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.          |
| <u>Supplemental<br/>401(k) Plan,<br/>effective<br/>January 1, 2015.</u>                                                              | Incorporated by reference to Exhibit 10(b) to the Company's Current Report on Form 8-K filed May 4, 2009.                               |
| <u>Supplemental<br/>401(k) Plan,<br/>effective<br/>January 1, 2015.</u>                                                              | Filed herewith.                                                                                                                         |

Amendment  
to  
Supplemental  
Cash Balance  
Plan, effective  
February 1,  
2019.

Amendment  
to  
Supplemental  
Cash Balance Filed herewith.  
Plan, effective  
December 31,  
2018.

Amendment  
to  
Supplemental Incorporated by reference to Exhibit 10(e) to the Company's Quarterly Report on Form 10-Q for the  
Cash Balance quarter ended June 30, 2017.  
Plan, effective  
July 1, 2017.

Supplemental  
Long-Term Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year  
Disability ended December 31, 1990.  
Plan.

Amendment  
to  
Supplemental Incorporated by reference to Exhibit 10(g) to the Company's Annual Report on Form 10-K for the  
Long-Term year ended December 31, 1992.  
Disability Plan.

Description of  
Education Incorporated by reference to Exhibit 10(y) to the Company's Annual Report on Form 10-K for the  
Program. year ended December 31, 2003.

Description of  
Chairman/CEO Incorporated by reference to Exhibit 10(w) to the Company's Annual Report on Form 10-K for the  
Post-Retirement year ended December 31, 2008.  
Policy.

Description of  
the  
Company's  
Non-Employee

Director  
Compensation Incorporated by reference to Exhibit 10(q) to the Company's Annual Report on Form 10-K for the  
Program, year ended December 31, 2015.  
effective

January 1,  
2016.

Description of Incorporated by reference to Exhibit 10(s) to the Company's Annual Report on Form 10-K for the year  
Wells Fargo ended December 31, 2014.  
Bank, N.A.  
Director

Compensation  
Program  
effective  
January 1,  
2015.

15

---

| Exhibit<br>Description<br>Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Location                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Amended</u><br><u>and Restated</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>Deferred</u><br><u>Compensation</u><br><u>Plan for</u><br><u>Non-Employee</u><br><u>Directors.</u><br><u>Amendment</u><br><u>to Amended</u><br><u>and Restated</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>Deferred</u><br><u>Compensation</u><br><u>Plan for</u><br><u>Non-Employee</u><br><u>Directors,</u><br><u>effective</u><br><u>June 1, 2009.</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>Executive</u><br><u>Deferred</u><br><u>Compensation</u><br><u>Plan.</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>Supplemental</u><br><u>Executive</u><br><u>Long-Term</u><br><u>Disability</u><br><u>Plan, as</u><br><u>amended and</u><br><u>restated.</u><br><u>Amended</u><br><u>and Restated</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>10(a)(1)</u><br><u>Savings</u><br><u>Restoration</u><br><u>Plan.</u><br><u>Wachovia</u><br><u>Corporation</u><br><u>Savings</u><br><u>Restoration</u> | <p>Incorporated by reference to Exhibit (10)(f) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008.</p> <p>Incorporated by reference to Exhibit 10(aa) to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.</p> <p>Incorporated by reference to Exhibit (10)(d) to Wachovia Corporation's Annual Report on Form 10-K for the year ended December 31, 1997.</p> <p>Incorporated by reference to Exhibit (99) to Wachovia Corporation's Current Report on Form 8-K filed January 5, 2005.</p> <p>Incorporated by reference to Exhibit 10(b) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008.</p> <p>Incorporated by reference to Exhibit (10)(gg) to Wachovia Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.</p> |

Plan.

Amendment  
to Wachovia

Corporation  
Savings

Restoration Filed herewith.

Plan.

effective

December

31, 2018.

Amendment  
to Wachovia

Corporation

Savings

Restoration

Incorporated by reference to Exhibit 10(f) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017.

Plan.

effective July

1, 2017.

Amendments

to Wachovia

Corporation

Savings

Restoration

Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

Plan.

effective

August 1,

2016.

Amendment

2008-1 to

Wachovia

Corporation

Savings

Restoration

Incorporated by reference to Exhibit (10)(c) to Wachovia Corporation's Current Report on Form 8-K filed December 29, 2008.

Plan.

Amendment

2007-1 to

Wachovia

Corporation

Savings

Restoration

Incorporated by reference to Exhibit (10)(b) to Wachovia Corporation's Current Report on Form 8-K filed December 20, 2007.

Plan.

Amended

and Restated

Wachovia

Corporation

2003 Stock

Incentive

Plan.

Amendment

to Amended

and Restated

Incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.

Wachovia  
Corporation  
2003 Stock  
Incentive  
Plan,  
effective  
February 24,  
2009.

Form of  
stock award  
agreement  
for Executive

Officers of Incorporated by reference to Exhibit 10(ss) to Wachovia Corporation's Annual Report on Form 10-K  
Wachovia for the year ended December 31, 2004.  
Corporation,

including  
David M.  
Carroll.

Form of  
stock award  
agreement  
for

employees of Incorporated by reference to Exhibit 10(g) to the Company's Quarterly Report on Form 10-Q for the  
Wachovia quarter ended June 30, 2017.  
Corporation,

including  
Jonathan  
Weiss.

Amended  
and Restated  
SouthTrust  
Corporation  
Additional  
Retirement  
Benefit Plan  
(Pension)

effective July  
10, 1992.

Addendum  
thereto dated  
April 20,  
1994, and

Amendment  
2008-1  
thereto dated  
December  
29, 2008.

Key/Specified

Employee Filed herewith.  
Policy.



| Exhibit Number | Description                                                                                                                                                  | Location                                                                                                                  |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 13             | <u>2018 Annual Report to Shareholders.</u>                                                                                                                   | Filed herewith.                                                                                                           |
| 21             | <u>Subsidiaries of the Company.</u>                                                                                                                          | Filed herewith.                                                                                                           |
| 23             | <u>Consent of Independent Registered Public Accounting Firm.</u>                                                                                             | Filed herewith.                                                                                                           |
| 24             | <u>Powers of Attorney.</u>                                                                                                                                   | Filed herewith.                                                                                                           |
| 31(a)          | <u>Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>                                               | Filed herewith.                                                                                                           |
| 31(b)          | <u>Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>                                               | Filed herewith.                                                                                                           |
| 32(a)          | <u>Certification of Periodic Financial Report by Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.</u> | Furnished herewith.                                                                                                       |
| 32(b)          | <u>Certification of Periodic Financial Report by Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.</u> | Furnished herewith.                                                                                                       |
| 99             | <u>Description of Replacement Capital Covenants of Wells Fargo and Wachovia.</u>                                                                             | Incorporated by reference to Exhibit 99 to the Company's Annual Report on Form 10-K for the year ended December 31, 2013. |
| 101.INS        | XBRL Instance Document.                                                                                                                                      | Filed herewith.                                                                                                           |
| 101.SCH        | XBRL Taxonomy Extension Schema Document.                                                                                                                     | Filed herewith.                                                                                                           |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document.                                                                                                       | Filed herewith.                                                                                                           |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document.                                                                                                             | Filed herewith.                                                                                                           |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document.                                                                                                      | Filed herewith.                                                                                                           |
| 101.DEF        | XBRL Taxonomy Extension Definitions Linkbase Document.                                                                                                       | Filed herewith.                                                                                                           |

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 27, 2019.

### WELLS FARGO & COMPANY

By:  
/s/ TIMOTHY J. SLOAN  
Timothy J. Sloan  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By:  
/s/ TIMOTHY J. SLOAN  
Timothy J. Sloan  
President and Chief Executive Officer  
(Principal Executive Officer)  
February 27, 2019

By:  
/s/ JOHN R. SHREWSBERRY  
John R. Shrewsberry  
Senior Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)  
February 27, 2019

By:  
/s/ RICHARD D. LEVY  
Richard D. Levy  
Executive Vice President and Controller  
(Principal Accounting Officer)  
February 27, 2019

The Directors of Wells Fargo & Company listed below have duly executed powers of attorney empowering James H. Quigley to sign this document on their behalf.

|                         |                 |                  |                      |
|-------------------------|-----------------|------------------|----------------------|
| John D. Baker II        | Wayne M. Hewett | Karen B. Peetz   | Ronald L. Sargent    |
| Celeste A. Clark        | Donald M. James | Juan A. Pujadas  | Timothy J. Sloan     |
| Theodore F. Craver, Jr. | Maria R. Morris | James H. Quigley | Suzanne M. Vautrinot |
| Elizabeth A. Duke       |                 |                  |                      |

By:  
/s/ JAMES H. QUIGLEY

James H. Quigley  
Director and Attorney-in-fact  
February 27, 2019