WELLS FARGO & COMPANY
HUMAN RESOURCES COMMITTEE CHARTER

PURPOSE:

The purpose of the Human Resources Committee ("HRC") is to assist the Board of Directors in fulfilling its oversight responsibilities relating to the overall compensation strategy for the Company and the compensation of the Company's senior executives, including to:

- approve the Company's compensation philosophy and principles;
- oversee executive compensation, including to conduct the annual Chief Executive Officer ("CEO") performance evaluation process;
- evaluate and approve compensation plans, policies, and programs applicable to executive officers;
- oversee the Company's incentive compensation risk management program, human capital risk, and human capital management, including succession planning;
- oversee the Company's culture and Code of Conduct (the "Code"); and
- oversee compensation-related reporting and proposals as required under Securities Exchange Commission ("SEC") rules.

MEMBERSHIP AND MEETINGS:

The HRC consists of a minimum of three members and meets regularly at least four times per year. Special meetings may be called in accordance with the By-Laws or resolutions adopted by the Board. HRC members are appointed by the Board on the recommendation of the Governance and Nominating Committee and may be replaced by the Board. At least two HRC members shall be "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time ("Exchange Act"). Each HRC member shall be determined by the Board to be an "independent" director under the requirements of the New York Stock Exchange ("NYSE").

To enable appropriate oversight of risks related to compensation practices without unnecessary duplication, the Chairs of the HRC and each of the other Board committees communicate as they deem advisable regarding risk issues. The HRC Chair and other members of the HRC, as appropriate, are expected to bring to the attention of the Risk Committee Chair any risks that such committee members believe should be discussed by the Risk Committee.

AUTHORITY AND RESPONSIBILITIES:

1. *Compensation Philosophy.* The HRC shall periodically review and approve the Company's compensation philosophy and principles.

2. *Executive Compensation, Incentive Compensation, and Equity-Based Plans.* The HRC shall review and approve benefit, compensation, perquisite plans and arrangements, and any other compensation-related plans, policies, or arrangements applicable to the executive

officers of the Company, including but not limited to the Company's stock ownership policy and any policies concerning the recovery or "clawback" of compensation. The executive officers of the Company shall be those persons designated "officers" by the Board for purposes of Section 16 of the Exchange Act and the rules thereunder. The HRC shall make recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval and discharge any responsibilities assigned to the HRC by any of these plans.

3. *Incentive Compensation Risk Management.* The HRC shall establish, in consultation with senior management, the Company's overall approach with respect to incentive compensation and shall oversee the Company's incentive compensation practices in support of the safety and soundness of the Company and to help confirm that they do not encourage employees to expose the Company to excessive risk. For this purpose, the HRC shall oversee the Company's incentive compensation risk management program, including the recovery or "clawback" of compensation under related clawback and forfeiture policies, and the effectiveness of risk management practices relating to incentive compensation plans and programs for senior executives and employees in a position, individually or collectively, to expose the Company to material financial or non-financial risk. The HRC shall meet periodically with the Company's Chief Risk Officer to discuss risk in relation to the Company's incentive compensation plans and program.

4. *Executive Compensation, including CEO Performance and Compensation.* For the Company's CEO, executive officers, and such other officers or employees as the HRC determines appropriate, the HRC shall annually review and approve: (a) base salary rate, (b) cash and equity-based incentive compensation awards, including split between cash and equity-based awards, (c) any employment agreements, severance arrangements, and change in control agreements, and (d) any special or supplemental benefits. The HRC shall annually review and approve performance goals and objectives for the CEO relevant to CEO compensation, including with respect to Company performance, individual performance, and risk management; evaluate the CEO's performance in light of those performance goals and objectives; and, based on this evaluation (including the items in (a) – (d) above), recommend the CEO's compensation for approval by the Board.

5. *Human Capital Risk and Human Capital Management.* The HRC shall oversee the Company's human capital risk and human capital management, including performance management; talent management; and succession planning for the CEO and other senior executives as determined by the HRC.

6. *Culture and Ethics.* The HRC shall oversee the Company's culture, including (i) management's efforts to foster responsible conduct, ethical behavior and decision-making throughout the Company, and (ii) the Code. The HRC shall review and recommend to the Board for approval any material amendments to the Code or any waivers under the Code. The HRC shall review any non-material amendments to the Code on at least an annual basis.

7. *Compensation-Related SEC Reporting.* The HRC, on an annual basis and in accordance with applicable SEC rules, shall review and discuss the Compensation Discussion & Analysis ("CD&A") with management, recommend to the Board whether to include the CD&A in the Company's proxy statement, and review and approve the Compensation Committee Report required to be included in the Company's proxy statement.

8. *Human Resources-Related Proposals.* The HRC shall oversee actions taken by the Company to seek shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. The HRC shall review shareholder proposals related to human capital, executive compensation, and other matters subject to HRC oversight.

9. *Retention of Advisors.* The HRC shall have the sole authority to retain or obtain the advice of and terminate any compensation consultant, independent legal counsel, or other advisor ("Advisor") to the HRC. In each case, the HRC shall have sole authority to approve fees and other retention terms for the engagement of such Advisor at the Company's expense without the prior permission of the Board or management. The HRC shall evaluate the independence of any Advisor from management of the Company in accordance with the requirements of the NYSE. To help confirm the independence of any compensation consultant retained by the HRC, the HRC shall pre-approve all services performed by such consultant for the Company (except that services performed for the Governance and Nominating Committee in connection with non-employee director compensation matters do not require HRC approval).

10. *Delegation of Authority.* The HRC may, in its discretion, form and delegate all or a portion of its authority to subcommittees.

11. *Other Duties.* The HRC shall perform such other duties and responsibilities as may be directed by the Board or required by applicable laws, rules or regulations.

12. *Reporting to the Board.* The HRC shall document and maintain records of its proceedings, and shall make regular reports to the Board summarizing the matters reviewed and actions taken at each HRC meeting.

13. *Charter and Performance Reviews.* The HRC shall annually review and assess the adequacy of this Charter. The HRC may recommend amendments to this Charter at any time to the Governance and Nominating Committee ("GNC") and the GNC may recommend amendments to the Board for approval. The HRC shall annually review its own performance.

08/01/2026