A3 p4

Wells Fargo operates globally, and if, at any time, this Code or our policies differ with local laws, rules, and regulations, you should comply with the more restrictive policies, laws, rules, or regulations. Whenever the applicability or interpretation is unclear, employees should contact a manager, Employee Relations (ER) Solutions (for U.S.-based employees), the appropriate Human Resources professional (for non U.S.-based employees), or the Ethics Office. Directors of Wells Fargo & Company should contact the general counsel, corporate secretary or chair of the Governance and Nominating Committee of the Board of Directors (the “Board”) of Wells Fargo & Company.

Actions p 5

. We will take the appropriate actions where we believe they have not met our high standards, their contractual obligations, or have violated any applicable law, rule, or regulation. See the Supplier Code of Conduct for additional guidance

CSR p7

Diversity and inclusion Collaboration and inclusiveness are central to how we work because the best solutions are often those that draw on our diverse ideas and perspectives. As employees we have a responsibility to: • Do our part to help Wells Fargo to serve and earn business from a wide variety of communities and stakeholders. • Integrate diversity into our sourcing processes. • Help create an environment where all team members can contribute, develop, and fully use their talents. • Keep an open mind to new ideas, and listen to different points of view.

Violations of code p7

Violation of the provisions of this Code or the referenced policies and guidelines is grounds for corrective action, which may include termination of your employment. Certain actions may also result in legal proceedings, including prosecution for criminal violations.

Retaliation p7

We do not tolerate retaliation We do not engage in or tolerate retaliation of any kind against anyone for providing information in good faith (or otherwise in accordance with applicable country-specific laws) about suspected unethical or illegal conduct, including fraud; securities law or regulatory violations; possible violations of any Wells Fargo policies (including this Code); other inappropriate workplace behavior; or concerns regarding accounting, internal accounting controls, or auditing matters. If you think that you or someone you know has been retaliated against, contact any of the resources listed in this Code. To learn more • Allegation Management Policy • Speak up and Nonretaliation Policy

Legal p15

CSR legal obligations

Serve page 19 CSR

Serve greater good – CSR

Answers to 2a For example, the guidelines propose that organizations establish and communicate compliance standards and set up communication, monitoring, reporting, and accountability systems. In this approach, the stick provides for severe punishment for organizations that are convicted of crimes and were not proactively managing legal compliance within the organization. Fines and other sanctions vary widely depending on prior violations, whether management reports itself and cooperates with investigative authorities, and whether the company has an effective program in place to prevent and detect illegal behavior. The 1991 guidelines listed the following seven specific requirements for an effective legal compliance program.

Answer to 2 quotes

Seven Requirements for Due Diligence and an Effective Compliance Program\*

1. Establishing compliance standards reasonably capable of preventing criminal conduct
2. Assigning specific high‐level individuals with responsibility to oversee those compliance standards
3. Exercising due care to ensure that discretionary authority is not delegated to individuals with a propensity to engage in illegality
4. Taking necessary steps to communicate compliance standards and procedures to all employees, with a special emphasis on training and the dissemination of manuals
5. Taking reasonable steps to achieve compliance with written standards through monitoring, auditing, and other systems designed to detect criminal conduct, including a reporting system free of retribution to employees who report criminal conduct
6. Consistently enforcing the organization’s written standards through appropriate disciplinary mechanisms, including, as appropriate, discipline of individuals responsible for failure to detect an offense
7. After an offense is detected, taking all reasonable steps to respond and to prevent future similar conduct

\*These requirements are from the U.S. Sentencing Guidelines of 1991 (see www.ussc.gov for more information).

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How Fines Are Determined under the U.S. Sentencing Guidelines

For more details, see [www.ussc.gov](http://www.ussc.gov). (1) Part 8C1.1 of the guidelines states that “If, upon consideration of the nature and circumstances of the offense and the history and characteristics of the organization, the court determines that the organization operated primarily for a criminal purpose or primarily by criminal means, the fine shall be set at an amount (subject to the statutory maximum) sufficient to divest the organization of all its net assets.” (2) If that is not the case, penalties are based on a base fine and the “culpability score” assigned by the court. The base fine is the greatest of the following: the pretax gain from the crime, the amount of intentional loss inflicted on the victims, and an amount based on the Sentencing Commission’s ranking of the seriousness of the crime (ranging from $5,000 to $72.5 million). This amount is then multiplied by a number that depends on the culpability score. The culpability score ranges from 0 to 10, and the multipliers range from 0.05 to 4. (3) Every defendant starts at a culpability score of 5 and can move up or down depending on aggravating or mitigating factors (see Table 6.A.1). The presence of aggravating factors can cause the culpability score to increase. These aggravating factors include (1) organizational size, combined with the degree of participation, tolerance, or disregard for the criminal conduct by high‐level personnel or substantial authority personnel in the firm; (2) prior history of similar criminal conduct; and (3) role in obstructing or impeding an investigation.

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Making Ethics Comprehensive and Holistic

The U.S. Sentencing Guidelines very clearly aim to encourage organizations to create ethics programs that drive integrity and ethical behavior in their business operations. As the guidelines have become more refined and sophisticated over time, responsible organizations have found numerous ways of making ethics and values central to how they do business. As we read in the last chapter, values such as ethics and integrity become part of an organization’s culture by aligning various elements throughout the organization. Integrating any corporate value into the organizational culture starts with strong executive commitment. Once executives are clearly behind the effort, then the effort must be communicated to every employee and compliance must be measured and rewarded for the value to become part of the culture.