

# International Equity Fund



Effective December 7, 2018



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This disclosure summarizes information about the International Equity Fund that a prospective investor should know before investing. Investors should read and retain this disclosure for future reference.

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Investments in the Fund are NOT bank deposits, are NOT guaranteed by Wells Fargo, are NOT insured by the Federal Deposit Insurance Corporation ("FDIC") or any other agency of the U.S. Government and are subject to investment risks, including loss of principal.

The interests offered hereby are exempt from registration under the federal securities laws, and accordingly, this disclosure does not contain information that would otherwise be included if registration were required.

## **Key information**

The International Equity Fund (the "Fund") is a custom, multimanager investment fund created exclusively for the Wells Fargo & Company 401(k) Plan ("401(k) Plan").

**Investment objective.** The Fund seeks long-term capital appreciation. There is no assurance that the Fund will achieve its objective.

Strategy. The Fund seeks to achieve its objective by investing in a combination of pooled investment vehicles, mutual funds, and bank collective funds, which invest primarily in international equity securities (the "Underlying Funds"). The Underlying Funds are selected to provide diversification of manager styles and asset holdings consistent with the investment objective of the Fund. The daily cash flows in the Fund will be reinvested in the Underlying Funds in accordance with the specified allocation targets. The Fund will be rebalanced no less than once per month to maintain the target allocation of assets among the Underlying Funds.

Risk versus returns. Unlike insured bank deposits, an investment in the Fund is not insured against loss of principal. Therefore, investors should be prepared to accept some risk with the money invested in the Fund. The value of the Fund's investments will vary from day to day and will generally reflect current market conditions, interest rates, and other company, political, or economic news. When an interest in the Fund is redeemed, it may be worth more or less than the amount paid for it.

The unit price of the Fund is expected to be volatile and investors should expect fluctuations in the value of their investment.

**Additional information.** For further information on the Fund, including historical performance and fees, please refer to the fund fact sheet.

To obtain a copy of the fund fact sheet, you may call 1-877-HRWELLS (1-877-479-3557) option 1 to speak with a plan specialist or sign on to the 401(k) Plan website on Teamworks or teamworks.wellsfargo.com.

### Who may invest

The Fund is exclusively available to participants in the 401(k) Plan. Certain restrictions apply to participants' investment instructions relating to the Fund. Please see "Frequent trading of Fund units" for a description of these restrictions.

# Investment policy

The Fund seeks to achieve its investment objective by investing in Underlying Funds, which may or may not be affiliated with Wells Fargo & Company ("Wells Fargo"). The 401(k) Plan's Employee Benefits Review Committee ("Committee"), as investment fiduciary of the 401(k) Plan, selects the Underlying Funds and sets the allocation targets in consultation with its advisors. Decisions regarding selection of the Underlying Funds are made in accordance with the investment strategy for the Fund. These Underlying Funds, and their specified target allocations within the Fund, are subject to change from time to time in the Committee's discretion, with or without notice.

**Portfolio holdings.** As of the date of this disclosure, the Fund is invested in the following Underlying Funds:

- American Funds EuroPacific Growth Fund R6
  - Target Allocation: 50% of the Fund
  - Advisor or Sub-Advisor: Capital Research and Management Company

The American Funds EuroPacific Growth Fund - R6, a mutual fund, invests in companies based chiefly in Europe and the Pacific Basin, ranging from small firms to large corporations.

American Funds employs a multiple portfolio counselor structure for the management of this fund, which results in the fund being comprised of several sleeves that are each managed by a single individual, along with a sleeve that is managed by a team of research analysts.

Each portfolio counselor relies on the broad research capabilities of Capital Research's analysts, in addition to his or her experience and investment style when selecting investments to be held in their respective sleeve of the fund.

The number of holdings managed within each sleeve varies, but generally each individual portfolio counselor has 20-25 stocks within their respective portfolio. The resulting overall fund is highly diversified with the number of holdings ranging from 275 to 325 different stocks with roughly 15-20% in the top 10 holdings.

- Sprucegrove International CIT Class E
  - Target Allocation: 25% of the Fund
  - Advisor or Sub-Advisor: Sprucegrove Investment Management Ltd.

The Sprucegrove International CIT, a Collective Investment Trust, is managed by a team of professionals based in Toronto which focuses solely on managing international equity portfolios.

The team at Sprucegrove employs a consistent philosophy designed to focus on investment in companies they have determined to possess high quality characteristics, at attractive valuations. They tend to be long-term investors in companies which has led in the past to a relatively low portfolio turnover style.

The fund's strategy is moderately diversified, typically holding approximately 85 stocks with roughly 25% of the fund invested in the top 10 companies.

- Wells Fargo/Causeway International Value CIT F
  - Target Allocation: 25% of the Fund
  - Advisor or Sub-Advisor: Causeway Capital Management LLC

The strategy is managed by a team of investment professionals, some of which have been directly involved in the day-to-day management of the style since the firm's founding in 2001.

When investing the fund's assets, the Sub-Advisor follows a value style. This means that the management team buys stocks that it believes have lower prices than their true worth. For example, stocks may be "undervalued" because the issuing companies are in industries that are currently out of favor with investors. As a result, the strategy tends to exhibit traditional value characteristics, such as below average price/earnings and price/book ratios.

The portfolio reflects a turnover of its holdings roughly in line with a 3- to 5-year time horizon (i.e., 20 – 35% annual turnover). Furthermore, Causeway Capital Management will generally limit the portfolio's exposure to non-developed countries (i.e., emerging markets stocks) to less than 10%.

The strategy is moderately diversified with 50 - 80 stocks with roughly 25 - 30% of the portfolio allocated to the top 10 holdings.

#### Investment risk

Investments in the Fund are subject to various risk factors associated with the Underlying Funds investing in equity securities, which are addressed in this section.

Counter-party risk. When an Underlying Fund enters into a repurchase agreement, an agreement where it buys a security from a seller that agrees to repurchase the security at an agreed upon price and time, the Underlying Fund is exposed to the risk that the other party will not fulfill its contract obligation. Similarly, the Underlying Fund is exposed to the same risk if it engages in a reverse repurchase agreement where a broker-dealer agrees to buy securities and the Underlying Fund agrees to repurchase them at a later date.

**Derivatives risk.** The term "derivatives" covers a broad range of investments, including futures, options, and swap agreements. In general, a derivative refers to any financial instrument whose value is derived, at least in part, from the price of another security or a specified index, asset, or rate. For example, a swap agreement is a commitment to make or receive payments based on agreed upon terms and whose value and payments are derived by changes in the value of an underlying financial instrument. The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. The use of derivatives can lead to losses because of adverse movements in the price or value of the underlying asset, index, or rate, which may be magnified by certain features of the derivatives. These risks are heightened when the portfolio manager uses derivatives to enhance a return or as a substitute for a position or security, rather than solely to hedge (or offset) the risk of a position or security held by a fund. The success of management's derivatives strategies will depend on its ability to assess and predict the impact of market or economic developments on the underlying asset, index, or rate and the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

Foreign investment risk. Foreign investments, including American Depositary Receipts (ADRs) and similar investments, are subject to more risks than U.S. domestic investments. These additional risks may potentially include lower liquidity, greater price volatility, and risks related to adverse political, regulatory, market, or economic developments. Foreign companies also may be subject to significantly higher levels of taxation than U.S. companies, including potentially confiscatory levels of taxation, thereby reducing the earnings potential of such foreign companies. In addition, amounts realized on sales or distributions of foreign securities may be subject to high and potentially confiscatory levels of foreign taxation and withholding when compared to comparable transactions in U.S. securities. Investments in foreign securities involve exposure to fluctuations in foreign currency exchange

rates. Such fluctuations may reduce the value of the investment. Foreign investments are also subject to risks including potentially higher withholding and other taxes, trade settlement, custodial, and other operational risks, and less stringent investor protection and disclosure standards in certain foreign markets. In addition, foreign markets can and often do perform differently from U.S. markets.

**Issuer risk.** The value of a security may decline for a number of reasons that directly relate to the issuer or an entity providing credit support or liquidity support, such as management performance, financial leverage, and reduced demand for the issuer's goods, services, or securities.

Leverage risk. Certain transactions may give rise to a form of leverage. Such transactions may include, among others, reverse repurchase agreements, loans of portfolio securities, and the use of when-issued, delayed delivery or forward commitment transactions. The use of derivatives may also create a leveraging risk. The use of leverage may cause an Underlying Fund to liquidate portfolio positions when it may not be advantageous to do so. Leveraging, including borrowing, may cause an Underlying Fund to be more volatile than if the Underlying Fund had not been leveraged. This is because leverage tends to increase an Underlying Fund's exposure to market risk, interest rate risk, or other risks by, in effect, increasing assets available for investment.

**Liquidity risk.** A security may not be sold at the time desired or without adversely affecting the price.

Management risk. There can be no guarantee that the Fund or an Underlying Fund will meet its investment objective. There is no guarantee of the performance of the Fund or an Underlying Fund, nor is there any assurance that the market value of an investment in the Fund will not decline. Neither the 401(k) Plan, the Fund, nor the Underlying Funds will "make good" on any investment loss you may suffer, nor does any entity with which the 401(k) Plan contracts to provide services, such as selling agents or investment advisers, promise to make good on any such losses.

Market risk. The market price of securities owned by an Underlying Fund may go up or down, sometimes rapidly or unpredictably. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of a security may decline due to general market conditions, which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment. It may also decline due to factors that affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. During a general downturn in the securities markets, multiple asset classes may decline in value simultaneously. Equity securities generally have greater price volatility than debt securities.

**Regulatory risk.** Changes in government regulations may adversely affect the value of a security. An insufficiently regulated market might also permit inappropriate practices that adversely affect an investment.

**Sector emphasis risk.** Investing a substantial portion of the assets of an Underlying Fund in related industries or sectors may have greater risks because companies in these sectors may share common characteristics and may react similarly to market developments.

Smaller company securities risk. Securities of companies with smaller market capitalizations tend to be more volatile and less liquid than larger company stocks. Smaller companies may have no or relatively short operating histories, or be newly public companies. Some of these companies have aggressive capital structures, including high debt levels, or are involved in rapidly growing or changing industries and/or new technologies, which pose additional risks.

#### Portfolio turnover

When available, the Fund's portfolio turnover rate for the most recent year will be reported on the quarterly fund fact sheet available on the 401(k) Plan website.

# Securities lending

The Underlying Funds may engage in securities lending. Securities lending programs provide large portfolios, like the Underlying Funds, the opportunity to add incremental income and to enhance their return by lending securities to sound borrowing institutions while retaining the integrity of the Underlying Funds. Securities lending is the transfer of securities by the owner (the "lender") to another investor or financial intermediary (the "borrower"). The borrower becomes the legal owner of the securities but agrees to return identical securities to the lender in the future. The borrower backs this agreement by delivering collateral of a predetermined value to the lender. The borrower also pays either an explicit or implicit fee for the use of the borrowed securities. The lender surrenders voting rights while effectively retaining the other benefits of ownership, such as capital change decisions, interest and dividend payments, and the right to sell the securities.

Standard securities loan agreements, which each borrower is required to sign, contain provisions addressing collateral requirements, valuation procedures, collection of dividends and interest, and remedies upon default.

# Fund management and structure

The Fund is administered through an oversight structure designated by the Committee. The Committee and its designated agents are responsible for monitoring daily cash flows into and out of the Fund and for maintaining the allocation among the Underlying Funds. The Committee and its designated agents are also responsible for monitoring the Underlying Funds to ensure that they are still appropriate investments for the Fund.

#### Fees and expenses

Each of the Underlying Funds incurs annual operating expenses. These annual operating expenses are proportionately borne by the Fund based on the allocations to the Underlying Funds. The proportionate average Underlying Fund annual operating expenses as of the date of this disclosure is 0.51%. This is the average of the current net expense ratios charged by the three Underlying Funds after rebate of some fees to the Fund: the American Funds EuroPacific Growth Fund R6 net expense ratio is 0.50%; the Sprucegrove International CIT — Class E net expense ratio is 0.48% and the Wells Fargo/Causeway International Value CIT F Fund net expense ratio is 0.55%. The average net expense ratio is subject to change over time based on total assets invested and other factors.

All other administrative fees associated with the Fund are borne by Wells Fargo.

#### Valuation of units

An investment in the Fund results in the issuance of a given number of participation interests ("Units"). The purchase price and redemption price of Units (referred to as "Unit Value") is determined as of the close of each day Wells Fargo Bank, N.A., the 401(k) Plan's trustee (the "Trustee"), is open for business or any time the Trustee deems appropriate in its discretion (a "Valuation Date"). Generally, the Fund's Unit Value equals the total value of each asset held by the Fund, less any liabilities, divided by the total number of Units outstanding on the Valuation Date. A business day is a day when both the Trustee and the New York Stock Exchange are open for business or any other time the Trustee deems appropriate in its discretion.

Suspension of trading. Under certain circumstances, the 401(k) Plan or Trustee may, in its discretion, choose temporarily not to execute requests to purchase or redeem Units of the Fund. Such circumstances include restriction or suspension of trading on the exchanges where the Underlying Fund's portfolio securities are traded and such other unusual circumstances as would, in the judgment of the Trustee, make disposal of the Underlying Fund's investments not reasonably practicable. This may result in a delay in the Valuation Date as of which the execution of redemptions or purchases occur.

**Direction of investments.** The 401(k) Plan is administered as set forth in the plan documents. Only authorized persons can direct the purchase or redemption of Units.

How to invest in the Fund. The Trustee receives contributions to the Fund (including contributions made under the 401(k) Plan and proceeds from the sale of other 401(k) Plan investments) and invests them in accordance with proper investment directions.

Units in the Fund, including fractional Units thereof, will be purchased at the Unit Value next determined after cash contributions of proceeds from sales are received by the Trustee pursuant to proper investment instructions.

All investments in the Fund are subject to a determination by the Trustee that the investment instructions are complete. The 401(k) Plan or Trustee reserves the right at its discretion to (i) suspend the availability of Units and (ii) reject requests for purchase of Units when, in the judgment of the Trustee, such suspension or rejection is in the best interest of the Fund.

Certificates for Fund Units will not be issued.

**Reinvestment of income.** The Fund reinvests all of its income (including realized capital gains, if any). Such income will not be paid out as dividends or other distributions. Income earned on assets in the Fund is reinvested and included in the Fund's daily Unit Value.

Redemption of units. The Committee, a 401(k) Plan participant, or other authorized party may instruct the Trustee to redeem some or all Units. Units will be redeemed at the Unit Value next determined following receipt by the Trustee of written redemption instructions. Redemption proceeds will generally be paid within one business day after receipt of the redemption request and in all cases within six business days after such receipt.

Redemption proceeds are deposited to a participant's 401(k) Plan account. In the absence of instructions to the contrary, cash proceeds of Unit redemptions will be invested for the benefit of a participant in an investment in accordance with procedures formulated with the Trustee in advance. Redemptions are subject to determination by Trustee that the investment instructions, distribution requests, and other distribution documents, if any, are complete. Subject to applicable legal and regulatory restrictions, the Trustee may impose reasonable notice requirements at its discretion and may suspend redemption privileges or postpone the date of payment of redemption proceeds indefinitely.

Units in the Fund are not transferable.

Although the Fund does not anticipate the need to make in-kind distributions of portfolio securities, it may, under extraordinary circumstances and at its discretion, make such distributions in lieu of or in addition to cash distributions.

Trading cutoff times. Requests to purchase or redeem Units of the Fund must be received by the Trustee before 4:00 p.m. (Eastern Time) on a Valuation Date. If the markets close early, trading for the Fund may close early, and requests to purchase or redeem Units of the Fund must be received before such earlier time. Requests received in proper form before these times are generally processed at that day's Unit Value. Requests received after these times are generally processed at the next business day's Unit Value. The 401(k) Plan may have earlier cutoff times due to administrative requirements.

Frequent trading of Fund units. The Fund has adopted a purchase blocking policy under which any 401(k) Plan participants redeeming Units of the Fund (including redemptions that are part of an exchange transaction) having a value of \$5,000 or more will be precluded from investing in the Fund (including investments that are part of an exchange transaction) for 30 calendar days after the redemption transaction. Under the Fund's purchase blocking policy, certain purchases will not be prevented and certain redemptions will not trigger the policy. These transactions include purchases and redemptions of Units having a value of less than \$5,000, purchases made from 401(k) Plan contributions, 401(k) Plan loans, and 401(k) Plan distributions, including hardship withdrawals.

The Fund may establish whatever rules and procedures necessary or appropriate from time to time for processing elections. This specifically includes rules prohibiting or limiting market timing activities or anything else that the Fund or an Underlying Fund decides could have an adverse impact on other participants or the 401(k) Plan. The possible rules could involve delaying the implementation of elections, establishing deadlines for receiving elections from them to be processed by a certain date, limiting the number of elections that can be made in a particular period or dollar amount of transactions that can be made, or any other measure the Fund decides is called for under the circumstances.