







# Wells Fargo & Company

# AUD Fixed rate notes 27 August 2024 Final Investor Term Sheet

	ļ
Issuer:	Wells Fargo & Company
Issuer Rating:	A+/A2/AA-/AA (n/s/s/s) (S&P, Moodys, Fitch, DBRS)
Status of Notes:	Senior Notes constituting unsecured and unsubordinated obligations of the Issuer
Programme:	Australian Debt Issuer Programme (Information Memorandum dated 5 <sup>th</sup> September 2013
Lead Managers:	National Australia Bank, Westpac Institutional Bank, Wells Fargo Securities
Issue Amount	AUD 200,000,000
Pricing Date:	19 August 2014
Settlement Date:	27 August 2014
Maturity Date:	27 August 2024
Format:	Fixed rates notes
Pricing Benchmark:	Semi-quarterly coupon matched asset swap
Re-Offer Spread to Benchmark:	+ 110 bps
Re-offer Yield:	4.8125%
Coupon:	4.75%
Re-Offer Capital Price:	99.508%
Redemption Amount:	100% of Outstanding Principal Amount
Coupon Payment Dates:	Each 27 August and 27 February until Maturity
Next Coupon Payment Date:	27 February 2015
Day Count Fraction:	RBA Bond Basis
Applicable Business Day Convention:	Following







ISIN Code:	AU3CB0223519
Common Code:	110257465
Business Day Convention:	London, New York and Sydney
Minimum Subscription:	The aggregate consideration payable by each offeree must be at least AUD500,000 or the offer must otherwise not require disclosure to investors under part 6D.2 or 7.9 of the Corporations Act 2001 of Australia
Denominations:	AUD 10,000
Governing Law (Notes):	New South Wales, Australia
Registrar:	Austraclear Services Limited
Settlement Eligibility:	Austraclear, Euroclear, Clearstream
Ex Interest Period:	Close of the Register at 5.00pm Sydney time on the 12th calendar day prior to Coupon Payment Date
Listing:	Unlisted
Taxation:	Notes not subject to Interest Withholding Tax
Other Terms and Conditions:	Please refer to the Information Memorandum dated 5 September 2013 and the Pricing Supplement for this issue for full terms and conditions. Copies are available from the Lead Manager on request

## NAB disclaimer:

This information has been prepared by National Australia Bank and is intended only for use by authorised recipients. Neither the Issuer nor the Managers make any representation or warranty, express or implied as to, and assume any responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, any information contained herein or in any accompanying previous or subsequent material. The Programme documentation prevails where there is any inconsistency. The information in this document is indicative and is subject to change without notice.

Neither the Issuer nor the Managers will act as the adviser of or owe any fiduciary duties to any recipient of this document in connection with this and/or any related transaction and no reliance may be placed on them for investment advice or recommendations of any sort. The information in this document is confidential and should not be reproduced or disclosed to any other person without the consent of the Issuer and the Managers. Each Manager and its affiliates, connected companies, employees or clients may have an interest in financial instruments of the type described in this document or in related financial instruments. Such interest may include dealing, trading, holding or acting as market-makers in such instruments and may include providing banking, credit and other financial services to any company or issuer of securities or financial instruments referred to herein.

This document is not intended to be and does not constitute an invitation by the Issuer or the Managers for applications to purchase the Notes and is provided as information only. Accordingly persons contemplating purchasing the Notes should make their own decision as to the sufficiency and relevance for their purpose of the information contained herein, undertake their own independent investigation of the appropriateness of Notes for them taking into account their financial and taxation circumstances, investment objectives and particular needs and take all appropriate advice from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and not on this document. The Notes described in this document are intended to be offered and sold outside the United States to non-US persons in reliance on Regulation S under the U.S. Securities Act of 1933. For a description of these and certain further restrictions on offers, sales and transfers of Notes see "Subscription and Sale" in the Information Memorandum for the Programme.

## Wells Fargo Securities disclaimer:

This term sheet is subject to and must be read in conjunction with the terms and conditions of relevant securities (the "Notes") and the Information Memorandum dated March 22, 2010 (including the documents incorporated by reference therein). This term sheet and such other documents are not an offer to sell the Notes, nor soliciting an offer or a recommendation to buy the Notes in any jurisdiction where such offering or sale is not permitted and should not be treated as giving investment advice. In particular, this indicative term sheet is for distribution only to professional investors whose ordinary business includes the buying or selling of securities such as Notes in circumstances where disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia and in such other circumstances as may be permitted by applicable law. The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act"), or the securities laws of any state in the United States. Notes may not be offered or sold within the U.S. or to or for the account of U.S. persons (as defined in Regulation S under the Securities Act) except as described in the Information Memorandum.

This term sheet is for distribution only under such circumstances as may be permitted by applicable law. It has no regard to the specific investment objectives, financial situation or particular needs of any recipient. It is published solely for informational purposes and is not to be construed as a solicitation or an offer to buy or sell any securities or related financial instruments. No representation or warranty, either express or implied, is provided in relation to the accuracy, completeness or reliability of the information contained herein, nor is it intended to be a complete statement or summary of the securities, markets or developments referred to in the materials. It should not be regarded by recipients as a substitute for the exercise of their own judgment.







Wells Fargo Securities, LLC or an affiliate thereof (the "Lead Manager"), its directors, officers and employees or clients may have or have had interests or long or short positions in the securities or other financial instruments referred to herein and may at any time make purchases and/or sales in them as principal or agent. The Lead Manager may act or have acted as market-maker in the securities or other financial instruments discussed in this material. Furthermore, the Lead Manager may have or have had a relationship with or may provide or has provided investment banking, capital markets and/or other financial services to the relevant companies. The Lead Manager, in its capacity as principal or agent is involved in a wide range of commercial banking and investment banking activities globally from which conflicting interests or duties may arise. The Lead Manager may provide services to any member of the same group as the Issuer or any other entity or person (a "Third Party"), engage in any transaction (on its own account or otherwise) with respect to the Issuer or a Third Party, or act in relation to any matter for itself or any Third Party, notwithstanding that such services, transactions or actions may be adverse to the Issuer or any member of its group, and the Lead Manager may retain for its own benefit any related remuneration or profit.

Neither Lead Manager nor any of their affiliates, nor any of the Lead Managers' or any of their affiliates' directors, employees or agents accepts any liability for any loss or damage arising out of the use of all or any part of this material. By accepting this material, you acknowledge and agree that each Lead Manager is acting, and will at all times act, as an independent contractor on an arm's-length basis and is not acting, and will not act, in any other capacity, including in a fiduciary capacity, with respect to you. The Lead Managers specifically prohibit the redistribution of this material and accept no liability whatsoever for the actions of third parties in this respect.

#### Westpac Institutional Bank disclaimer:

This Term Sheet is being distributed in Australia by Westpac Banking Corporation (ABN 33 007 457 141, AFSL No. 233714) in its capacity as Joint Lead Manager (JLM) and with the consent of the Issuer and Guarantor. Westpac Institutional Bank is a division of Westpac Banking Corporation ("Westpac") (ABN 33 007 457 141, AFSL 233714) and is offering to arrange the issue of the Notes. This term sheet is provided to you solely for your own use and in your capacity as a "wholesale client" (as defined in the Corporations Act) of Westpac for the sole purpose of assisting you and your advisors in making an investment decision related to the Notes. The information contained herein is confidential. Recipients may not disclose or provide this information to any person, nor reproduce it, whether directly or indirectly, wholly or in part without Westpac's prior consent. If you have received this term sheet from a third party, we request that you destroy this term sheet.

This term sheet is for distribution only to professional investors whose ordinary business includes the buying or selling of securities such as the securities described above (the "Notes") in circumstances where disclosure is not required under Chapter 6D.2 of the Corporations Act, 2001 and in such other circumstances as may be permitted by applicable law. This term sheet should not be distributed to, and is not intended for, any other person. This term sheet is distributed solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell any Notes and should not be treated as giving investment advice. This term sheet is subject to and must be read in conjunction with the terms and conditions of the Notes, the Information Memorandum for the Notes and the pricing supplement relating to this issue.

This MTN Term Sheet was prepared by the JLM and the Issuer based on information reasonably believed to be correct as at the date on which it was issued and is not intended to be a complete statement or summary of the notes described in this MTN Term Sheet. This MTN Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes, their related Programme documents and offering material (including the Information Memorandum and the Pricing Supplement). Neither the JLM nor the Issuer nor Guarantor undertakes to undate this MTN Term Sheet

This document has been prepared by Westpac Institutional Bank. This MTN Term Sheet is provided solely for information purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell any medium term notes, transferable deposits or other securities or related financial instruments or derivatives and should not be treated as giving investment advice.

This MTN Term Sheet has no regard to the specific investment objectives, financial situation or particular needs of any specific recipient. Structured transactions are complex and may involve a high risk of loss. Prior to acquiring the Notes, recipients should consult with their own legal, regulatory, tax, business, investment, financial and accounting advisers to the extent that they deem necessary, and make their own investment, hedging and trading decisions (including decisions regarding the suitability of this investment) based upon their own judgement and upon advice from such advisers as they deem necessary and not upon any view expressed by the JLM and/or the Issuer or Guarantor. Neither the JLM, the Issuer or Guarantor, nor any of their related companies and their respective directors and employees are acting as advisers to recipients and do not assume any duty of care in this respect.

The JLM, its related bodies corporate and/or their respective directors, officers and employees or clients may, from time to time, as principal or agent, have long or short positions in, or may buy and sell, any notes or related financial instruments or derivatives. Furthermore, the JLM and its related bodies corporate may perform for or solicit investment or other banking services from, any company mentioned in this MTN Term Sheet. The JLM, its related bodies corporate and/or their respective directors and employees may also act as placement agent, adviser or lender to the Issuer. Except where contrary to legislation, the JLM, the Issuer and the Guarantor and their respective officers, employees and agents accept no liability (including for negligence) for loss or damage arising in connection with the information in this MTN Term Sheet.

Additional information if you are located outside of Australia

New Zealand: The current disclosure statement for the New Zealand division of Westpac Banking Corporation ABN 33007 457 141 or Westpac New Zealand Limited can be obtained at the internet address www.westpac.co.nz. Westpac Institutional Bank products and services are provided by either Westpac Banking Corporation ABN 33 007 457 141 incorporated in Australia (New Zealand division) or Westpac New Zealand Limited. For further information please refer to the Product Disclosure Statement (available from your Relationship Manager) for any product for which a Product Disclosure Statement is required, or applicable customer agreement. Download the Westpac NZ QFE Group Financial Advisers Act 2008 Disclosure Statement at www.westpac.co.nz.

China, Hong Kong and Singapore: Westpac Singapore Branch holds a wholesale banking licence and is subject to supervision by the Monetary Authority of Singapore. Westpac Hong Kong Branch holds a banking license and is subject to supervision by the Hong Kong Monetary Authority. Westpac Hong Kong branch also holds a license issued by the Hong Kong Securities and Futures Commission (SFC) for Type 1 and Type 4 regulated activity. Westpac Shanghai and Beijing Branches hold banking licenses and are subject to supervision by the China Banking Regulatory Commission (CBRC). Westpac Mumbai Branch holds a banking license from Reserve Bank of India (RBI) and subject to regulation and supervision by the RBI.

## **UK & European Investors**

Insofar as this document is issued in or to the United Kingdom, it is being distributed by Westpac Banking Corporation London Branch only to and is directed at (a) persons who have professional experience in matters relating to investments falling within Article 19(1) or are persons falling within the Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ( as amended, the "FPO") or (b) are persons falling within Article 49(2) (a) to (d) of the FPO being "High net worth companies, unincorporated associations, etc", or (c) are persons to whom an invitation or inducement to engage in investment activity within the meaning of sec. 21 of the Financial Services and Markets Act 2000, (all such persons together being referred to as "relevant persons"). The investments to which this document relates are available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

With this in mind, Westpac expressly prohibits you from passing on this document to any third party. In particular this material and this website, website content and, in each case, any copies thereof may not be taken, transmitted or distributed, directly or indirectly into any restricted jurisdiction.







Insofar as this document is being distributed within the European Union, this material has been approved by Westpac Europe Limited ("WEL"), in connection with its distribution in the European Union. This material is not for distribution to retail clients as defined by the FCA.

Westpac Banking Corporation and Westpac Europe Limited are acting for the Issuer and no one else in connection with the offer and placement of the securities to which this document relates and will not be responsible to any other person for providing protections afforded to clients of Westpac Banking Corporation London Branch or Westpac Europe Limited, or for providing advice in relation to any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments.

This document has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 by Westpac Banking Corporation London Branch or Westpac Europe Limited in respect of banking business on behalf of or as agent and introducer for Westpac Banking Corporation.

WBC is authorised in the United Kingdom by the Prudential Regulation Authority. WBC is subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. Details about the extent of our regulation by the Prudential Regulation Authority are available from us on request. Westpac Europe Limited is a company registered in England (number 05660023) and is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

#### **US Investors**

NB This document is not for distribution in the United States of America. This report does not constitute an offer of securities in the United States. In particular, the notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold or resold in the United States or to a U.S. person. If you are a US investor and receive this document in error please notify the JLMs immediately and destroy this document