

WELLS FARGO & COMPANY
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE:

The Governance and Nominating Committee (“GNC”) is appointed by the Board of Directors (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board nominees for director; (2) to recommend to the Board the corporate governance guidelines applicable to the Company; (3) to oversee an annual review of the Board’s performance; (4) to recommend to the Board director nominees for each committee; (5) to recommend to the Board a determination of each outside director’s “independence” under applicable rules and guidelines; and (6) to review from time to time director compensation and recommend any changes for approval of the Board.

MEMBERSHIP:

The GNC is comprised of a minimum of three members and meets regularly at least two times per year. Special meetings may be called. GNC members are appointed by the Board and may be replaced by the Board. Each GNC member shall be determined by the Board to be “independent” under the requirements of the New York Stock Exchange.

AUTHORITY AND RESPONSIBILITIES:

1. The GNC shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The GNC shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company’s expense without prior permission of the Board or management.
2. The GNC shall identify individuals believed to be qualified as candidates to serve on the Board, consistent with criteria approved by the Board, and recommend to the Board the selection of candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying first-time nominees for director, or evaluating individuals recommended by stockholders, the GNC shall determine, in its sole discretion, whether an individual meets the minimum qualifications approved by the Board and may consider the current composition of the Board in light of the diverse communities and geographies served by the Company and the interplay of the candidate’s experience with the experience of the other Board members, as well as such other factors as the GNC deems appropriate.
3. The GNC shall review and make recommendations, as the GNC deems appropriate, regarding the size of the Board of Directors and matters relating to the retirement of Board members.

4. The GNC shall recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and recommend members of the Board to serve as the Chair of the committees of the Board.
5. The GNC shall annually review and assess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The GNC shall oversee and report to the Board an annual evaluation of the Board's performance.
7. The GNC shall review and recommend a determination to the Board with respect to each outside director's "independence" under the requirements of the New York Stock Exchange and other applicable laws and regulations and the categorical standards under the Company's corporate governance guidelines.
8. The GNC shall review from time to time director compensation and recommend any changes for approval of the Board.
9. The GNC may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
10. The GNC shall make regular reports to the Board summarizing the actions taken at each GNC meeting.
11. The GNC shall review and assess the adequacy of this Charter annually. The GNC may recommend amendments to this Charter at any time and submit amendments for approval to the Board. The GNC shall annually review its own performance.

1/27/04