

ANTIBRIBERY AND ANTICORRUPTION

Global Compliance Policy | Effective February 1, 2023



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PURPOSE

To confirm Wesco’s zero-tolerance stance on bribery, improper payments or corrupt business practices in dealings with **government officials** or individuals in the private sector. Note that the term “government official” is broad (see the definition below) and can include government employees at all levels, as well as employees of government-owned or controlled commercial operations. This policy also addresses record-keeping requirements as they relate to financial accountability.

SCOPE

This policy applies to all employees of Wesco and the businesses that it controls (“Wesco” or the “Company”) and to individuals or entities who work on Wesco’s behalf (“Business Partners”). It applies in all regions and locations where the Company conducts business. It also applies to all interactions with commercial entities and their employees, as well as government officials and employees of government-owned or controlled entities. References to “employee” in this policy include full-time, part-time and temporary employees, as well as all officers and directors of Wesco.

POLICY AT A GLANCE

Wesco takes a ZERO tolerance approach to bribery and corruption in all business dealings wherever we operate. Under no circumstances may any employee directly or indirectly engage in **bribery** or **corrupt business practices**. This means you may not pay or promise to pay **anything of value** on Wesco’s behalf in order to gain a financial or business benefit that is improper or unethical, whether for yourself or the Company. This policy also prohibits employees and Business Partners working on Wesco’s behalf from soliciting or accepting bribes or anything of value from any third party – including those in commercial settings – to gain an improper financial or business advantage for or on behalf of Wesco.

No employee will be penalized for refusing to pay or accept a bribe, even if it results in a loss of business or increase in costs.

POLICY DETAILS

OUR COMMITMENT **Legal Compliance**

Wesco is a global company and must comply with the antibribery and corruption laws and regulations in every country in which it operates, including, but not limited to:

- The U.S. Foreign Corrupt Practices Act (“FCPA”)
- The UK Bribery Act
- Brazil’s Clean Companies Act
- France’s Sapin II law

As a U.S.-based company, the FCPA applies to our employees and operations worldwide.

Strict Enforcement

Wesco strictly prohibits all forms of bribery and corrupt business practices and will take steps to ensure they do not occur in our business activities. Besides the consequences for violators explained below, we may also, where appropriate, refer matters of corruption or bribery to relevant law enforcement authorities.

Employees. Any employee who violates the requirements and principles of this policy in the course of Wesco business dealings will be subject to disciplinary measures, up to and including termination.

Business Partners. Any Business Partner who violates this policy may suffer the termination of their business relationship with Wesco.

RULES FOR SPECIFIC ACTIVITIES

Appearances Matter!

This policy prohibits participation in any bribery or corrupt practice that involves a government official, or any other person or any entity for the purpose of gaining or retaining an improper financial or business advantage for Wesco. You should also avoid activities that present the appearance of being intended for illegal or improper purposes.

What May Be Allowed

Not all payments involving government officials are illegal. In the activities listed below, limited payments may be permitted if:

- The Chief Ethics and Compliance Officer or a regional compliance officer approves them beforehand; AND
- They are correctly recorded in Wesco’s books and records.

Political Contributions. Wesco does not make contributions to political parties or candidates and any political contributions by or for the benefit of Wesco are prohibited unless the Wesco General Counsel or their designee has approved the contributions in writing in advance. However, this policy is not intended to restrict an employee's or third party's personal political activity or charitable giving if it is unconnected with Company business.

Charitable Contributions. Wesco does allow charitable donations that are legal and ethical under local laws and practices and in compliance with Wesco's policies regarding charitable contributions. However, charitable donations should not be made to an organization associated with, or at the request of, a government official (e.g., organizations for which the government official or their family members serve as a trustee, director or officer), since such donations may be considered a payment or benefit to the government official and may therefore violate anti-bribery laws and this policy.

Facilitation Payments. Facilitation payments are small payments typically solicited by a low-level government official to entice the official to provide services to which the payor is legally entitled (e.g., the release of goods by Customs that otherwise meet all legal requirements to be released, police protection, travel visa approval). If an employee is asked to make a facilitation payment, or the employee learns that a Business Partner has paid a facilitation payment on behalf of Wesco, the employee should refuse and promptly report the solicitation to a regional compliance officer or the Chief Ethics and Compliance Officer.

There may be extreme circumstances when a demand for a payment is accompanied by an immediate threat of physical harm. In such a case you should put your safety first and make the payment, then report it as soon as you can to your manager and a regional compliance officer or the Chief Ethics and Compliance Officer.

Legitimate Hospitality or Marketing Expenses. The Company may pay reasonable costs of a government official's meals, travel or lodging if, and only if:

- The expenses are reasonable and legitimate;
- Local law does not prohibit their payment; and
- Such costs are directly related to a demonstration or explanation of Wesco products or services *or* the execution of a contract.

Paying similar expenses for private individuals is also permitted, as long as the payments follow the guidelines in our Global Gifts and Entertainment policy.

Gifts. Business gifts may be given to private (i.e., non-government) individuals as long the gifts are:

- Allowed by local law;
- Customary as business courtesies;
- Not intended to reward or encourage improper business decisions;
- Permitted by the recipient’s employer; and
- Never in cash or cash equivalents and are nominal in value.

Any gift that is intended to influence the recipient improperly – or that even appears to be so intended – is prohibited. Gifts or courtesies to government officials are usually not permitted and must be pre-approved by the appropriate business unit executive vice president and by Wesco’s ethics and compliance office or regional compliance officer.

PROHIBITED ACTIONS

This policy strictly prohibits the following activities:

- Promising or giving money or anything of value to government officials or employees of government-controlled businesses to influence them or gain an illegal or unethical business advantage on the Company’s behalf;
- Promising or giving money or anything of value to employees of commercial entities in order to influence them or gain an illegal or unethical business advantage on the Company’s behalf;
- Soliciting or accepting anything of value to gain an illegal or unethical business advantage; or
- Allowing or authorizing third parties to offer money or anything of value if it is known, or suspected, that all or some of it will be offered or given for corrupt or unethical purposes.

This policy is more strict than local customs and traditions even in locations where the practices forbidden in this policy are commonplace or culturally acceptable.

RECORD-KEEPING REQUIREMENTS

Wesco is legally required to ensure our books, records and accounts accurately reflect all transactions, payments and dispositions of company assets. The Company must further maintain a system of internal accounting controls to ensure:

- Transactions have proper management authorization;

- Access to Company assets is limited to those authorized by management; and
- Company financial statements comply with generally accepted accounting principles.

Specific Rules and Requirements. Employees must correctly record all payments and other entries in the Company’s books and records. Disguising or mischaracterizing a transaction, circumventing the Company’s internal controls or using unrecorded Company funds – that is, “off-book” funds – may violate anticorruption laws and this policy, even if no illegal payments are involved. Employees must adhere to the following rules to avoid violating the record-keeping requirements of anticorruption laws:

- Payments made on behalf of the Company must be approved and supported with appropriate documentation;
- Transactions that involve giving anything of value to a government official must adhere to the Wesco Levels of Authority, be approved by the appropriate business unit executive vice president and require written authorization by Wesco’s ethics and compliance office or regional compliance officer;
- All approved transactions that involve giving anything of value to a government official must also be recorded per generally accepted accounting principles AND tracked, with supporting documentation identifying the payee, purpose of the payment and its value; and
- No payment is allowed if the actual purpose is something other than that which the supporting documentation specifies.

BUSINESS PARTNERS

Wesco could be liable for the misconduct of our Business Partners who act on our behalf. We must therefore take care to use Business Partners who do not try to engage in bribery or corruption. We must also avoid situations involving Business Partners that could lead to a violation of this policy or applicable laws. Follow the following rules and guidelines in your dealings with Business Partners.

Policy Compliance. Business Partners are required to act consistently with Wesco’s Business Partner Anticorruption policy.

Policy Sign-Off and Screening. Prior to being paid by Wesco, Business Partners must agree to follow Wesco’s Business Partner Anticorruption policy and undergo a due diligence screening process if the Business Partner falls into one of the screening categories identified by the ethics and compliance office as requiring screening.

The categories requiring screening are determined based on the country where the service will be performed, the nature of the service to be performed (i.e., will the work require interactions with government officials), and other risk factors associated with the work to be performed. An up to date list of categories of Business Partners subject to screening is available in the Business Partner Compliance Program section of the [ethics and compliance intranet](#) site on Compass. Examples include freight forwarders, sales agents, commission-earning agents and regulatory consultants.

Freight Forwarders and Customs Brokers. Before we engage any custom broker or freight forwarder, the broker or freight forwarder must be approved by the Wesco trade compliance department.

Merit Basis. We must select Business Partners based on merit.

Risk Mitigation Provisions. At the legal department's discretion, written agreements with some Business Partners may require specific provisions to mitigate the risk of potential illicit payments.

Reasonable Costs. Payments to Business Partners must be customary and reasonable for the services they provide.

Accurate Recording. Payments to Business Partners must be properly reflected in Wesco's books and records.

No Cash. We cannot pay Business Partners in cash.

Account Transparency. We may only make payments to a Business Partner's bank account that is in the Business Partner's name and in the country where the Business Partner either:

- Resides or
- Provided the corresponding services

If we have concerns that a Business Partner is not complying with the Business Partner Anticorruption policy, we may terminate the business relationship.

It is imperative that you know with whom you are doing business and *why, when* and *to whom* you release any funds.

ADDITIONAL RESPONSIBILITIES FOR MANAGERS

Managers should make sure their direct reports read, understand and comply with this policy, along with any related Company policies and procedures. Managers must also know and follow Company procedures on hiring, retaining and using Business Partners. Most importantly, if an employee approaches you with a report that someone has possibly violated this policy, you must promptly contact the ethics and compliance office. Be sure to avoid any actions that could be interpreted as retaliation towards any employee who makes such a report.

DEFINITIONS

Anything of Value – Includes, but is not limited to, cash, gift cards or other cash equivalents, gifts, travel expenses, meals, entertainment, offers of employment or consulting agreement for friends and relatives, promotional expenditures, shares or dividends of a company, loans, charitable or political donations, business or investment opportunities, or use of materials, facilities or equipment. For purposes of this policy, a “thing of value” has no minimum value threshold. Even a small gift is a “thing of value.”

Business Partner – Includes contractors, integrators, resellers, channel partners, consultants, professional advisors, joint venture partners, Customs brokers, freight forwarders, transportation or logistics providers, sales agents and other third parties providing services for or on behalf of Wesco.

Bribe or bribery – A bribe, as used in this policy, includes any payment, offer or promise to pay, whether made directly by you or by you authorizing a third party to pay, offer or promise, anything of value to any individual or entity with a corrupt intent to obtain or retain business, induce the recipient to misuse their official position or obtain any improper advantage on behalf of Wesco.

Corruption, or Corrupt Business Practices – Broadly defined, dishonest or fraudulent business conduct, including the misuse or abuse of power, influence or position, as in the case of kickbacks, bribery, influence peddling, extortion and misappropriation of funds.

Government Official – The definition of a “government official” is broad and includes any person who holds an administrative, legislative or judicial position in any level or subdivision of local, provincial, regional or national government. It may also include:

- An official or agent of a public international organization such as World Bank;
- An employee or official of an indigenous group with sovereign status, such as tribes or nations within the U.S., Canada or other countries;
- A candidate for public office;

- A political party or an officer, staff member or representative of a political party;
- A member of a military organization;
- An official or employee of an institution owned or controlled by a government, such as a university, hospital or utility; or
- An employee of a company or business that a government controls or owns, such as a state-owned or -controlled enterprise.

RESOURCES

Related Materials

There are other Wesco materials that relate to topics in this policy. For more information, you may find the following supplemental documents helpful.

- [Wesco Code of Business Conduct](#)
- [Global Conflicts of Interest policy](#)
- [Global Doing Business with Government Entities policy](#)
- [Global Gifts and Entertainment policy](#)
- [Wesco Business Partner Anticorruption policy](#)
- [Business Partner Selection Guidelines](#)

Training

The Company provides anticorruption training to all Company directors, officers and employees as appropriate. **Employees that fail to participate in required training may face disciplinary measures.**

Questions?

About Company Books and Records. For questions regarding books, records and financial reporting, contact the company's Chief Financial Officer, Chief Accounting Officer or a regional finance director.

If you ever have a question about complying with this policy or related legal requirements, contact the Wesco legal department or Wesco ethics and compliance office at ethics@wesco.com.

VIOLATIONS AND REPORTING REQUIREMENTS

Consequences of Violating this Policy

Any employee who violates this policy, conceals or destroys evidence of anyone else's violation, or refuses to cooperate with an audit or investigation will be subject to discipline, consistent with applicable law and Wesco's policies, up to and including termination.

Where to Report

If you become aware of or suspect a possible violation of this policy, you must report it to one of the following:

- The Wesco ethics and compliance office:
 - Primary: ethics@wesco.com
 - APAC: ethics.APAC@wesco.com
 - CALA: ethics.CALA@wesco.com
 - EMEA: ethics.EMEA@wesco.com
- The [legal department](#)
- Internal Audit
- The Wesco Business Integrity Line:
 - Online at <https://wescodist.ethicspoint.com>
 - Toll-free in the United States and Canada at 1-866-873-2376
 - Toll-free numbers outside North America found at <https://wescodist.ethicspoint.com>
 - **Note:** reports may be made anonymously
- Human Resources
- Your manager, your manager’s manager or another member of management

Our Commitment

A fair investigation. Wesco will promptly investigate a report giving a credible indication that a violation of law or this policy has occurred, and we will take appropriate corrective action based on the results.

No retaliation. Wesco does not retaliate against anyone who raises a genuine concern in good faith, even if it turns out to be unsubstantiated. If you believe you have been treated unfairly or detrimentally after raising a concern, whether in the form of disciplinary action, threats or other unfavorable treatment, you should contact any of the resources listed in the “Where to Report” section above.