



WESCO International, Inc.
WESCO Distribution, Inc.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed annually by the Board of Directors on the recommendation of the Nominating and Governance Committee to discharge the Board's responsibilities relating to compensation for the Company's executive officers. The Committee has overall responsibility for evaluating and approving the structure of the Company's executive compensation plans, policies, and programs.

The Compensation Committee is also responsible for producing an annual report on executive compensation as required by the rules of the Securities and Exchange Commission for inclusion in the Company's annual Proxy Statement. In addition, the Compensation Committee shall discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the annual Proxy Statement and, based on that review and discussion, recommend to the Board that the CD&A be included in the Company's annual Proxy Statement.

Compensation Committee Membership

The Compensation Committee shall consist of no fewer than three members, one of whom shall serve as chairperson of the Committee. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and shall be "outside directors" for purposes of Section 162(m) of the Internal Revenue Code and "non-employee directors" for purposes of Section 16b-3 of the Securities Exchange Act of 1934.

The members of the Compensation Committee and the chairperson of the Compensation Committee shall be appointed at least annually by the Board of Directors on the recommendation of the Nominating and Governance Committee.

The Board of Directors may change assignments to the Committee by adding to or replacing members.

Structure and Operations

The Compensation Committee shall hold at least two meetings per year and such additional meetings as determined by the Compensation Committee or by its chairperson.

The Compensation Committee may form and delegate authority to subcommittees when appropriate.

Committee Authority and Responsibility

The Compensation Committee is responsible for the review and approval of compensation arrangements and plans for executive officers, for the review and approval of compensation paid to other senior-level executives, and for the administration of certain benefit and compensation plans and arrangements of the Company.

On an annual basis, the Compensation Committee reviews and approves the compensation and benefit programs for the executive officers, including the Chairman and Chief Executive Officer.

The Compensation Committee has the sole authority to retain, terminate, and approve the fees and expenses of legal, accounting, and/or compensation consultants to assist in evaluating plan structures and the total compensation and benefit arrangements provided under such plans, except with respect to the compensation of Board members.

In conducting its annual review of compensation for the CEO and senior executives of the Company, the Compensation Committee has the authority to review, revise, and approve (a) the annual base salary, (b) the annual cash incentive, (c) the long-term equity-based incentive, (d) employment agreements, severance arrangements, and change of control agreements in each case as, when and if appropriate, and (e) any special or supplemental benefits.

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a Committee or together with the other independent Directors (as directed by the Board), determine and approve the CEO's compensation based on this evaluation. In determining both the annual cash incentive awards and long-term equity incentive components of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, significant activities and accomplishments, the value of similar incentive awards to CEO's at comparable companies, and the awards given to the CEO in past years.

The Compensation Committee will also review on an annual basis management's recommendations with respect to the compensation of all officers and key executives as well as all individuals or groups of individuals receiving awards under equity-based plans.

The Compensation Committee has the sole authority to grant equity awards and the timing, size, and other terms of any such awards, except with respect to equity awards to Board members. The Committee shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code.

The Compensation Committee is responsible for approving the compensation, equity awards, and contractual arrangements of newly hired senior-level executives and for executives having significant changes made to their total compensation as a result of changes in responsibility or other special situations.

The Compensation Committee is responsible for the review and approval of changes or modifications to certain tax-qualified benefit programs that are subject to the regulations established under the Employee Retirement Income Security Act (ERISA). In addition, the Compensation Committee is responsible for assuring that the equity-based plans requiring shareholder approval comply with standards and procedures established by the New York Stock Exchange and the Securities and Exchange Commission.

The Compensation Committee is responsible for annually determining whether the Company's financial performance is sufficient for making discretionary, company-only payments to the WESCO Retirement Savings Plan.

The Compensation Committee shall conduct an annual self-performance evaluation.

The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

Reports of the Committee

At each regular meeting of the Board of Directors, the Compensation Committee shall report the substance of all actions taken by the Committee since the date of its last report to the Board of Directors. Each report shall be filed with the minutes of the Board of Directors to which it is presented, as a part of the corporate records.

Last revised on 12/08/2009