



**WESCO International, Inc.  
WESCO Distribution, Inc.**

**EXECUTIVE COMMITTEE CHARTER**

**Purpose**

The Executive Committee is appointed annually by the Board of Directors on the recommendation of the Nominating and Governance Committee and has the substantial delegated responsibility and authority as described below. One of the primary functions of the Executive Committee is to meet and take action on behalf of the full Board between regularly scheduled meetings in the event that it is not practical or timely to convene a full meeting of the Board.

**Executive Committee Membership**

The Committee shall consist of no fewer than three members, including the Chief Executive Officer of the Company, and one such member shall serve as the chairperson of the Committee. The members of the Committee and the chairperson of the Committee shall be appointed at least annually by the Board of Directors on the recommendation of the Nominating and Governance Committee. Members of the Committee and the chairperson of the Committee may be replaced by the Board of Directors from time to time.

**Meetings**

The Committee shall not be obligated to meet except as requested by the Board or necessitated by timing issues that make it impractical to schedule a full meeting of the Board. Additional review meetings may be scheduled as determined by the Committee or by its chairperson.

**Committee Authority and Responsibility**

The Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company, except as may be limited by applicable laws or by the New York Stock Exchange Listed Company Standards as in effect from time to time and except that the Committee shall not have any power or authority as to the following:

The submission to shareholders of any action or proposal requiring approval of shareholders;

The filling of vacancies in the Board of Directors or any committee;

The adoption, amendment or repeal of the Company's Bylaws or Certificate of Incorporation;

The authorization or approval of the reacquisition of shares of the Company unless pursuant to a general formula or method specified by the Board of Directors;

The authorization or approval of the issuance or sale or contract for the sale of shares of the Company, or the determination of the designation and relative rights, preferences, and limitations of a voting group, except where the Board of Directors has authorized the Committee to do so within the limits specifically prescribed by the Board of Directors;

The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; and

Any action on matters committed by the bylaws or resolution of the Board of Directors to another committee of the Board of Directors, including but not limited to the Audit Committee, Compensation Committee and Nominating and Governance Committee.

### **Reports of the Committee**

At each regular meeting of the Board of Directors, the 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.