



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

**NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee is appointed annually by the Board of Directors to: (a) assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the Director nominees for the next Annual Meeting of Stockholders and to fill vacancies in membership of the Board as they occur, (b) review and approve Director compensation, (c) recommend to the Board the Corporate Governance Guidelines applicable to the Company, and (d) recommend to the Board Director nominees for each Committee.

Committee Membership

The Committee shall consist of no fewer than three members, one of whom shall serve as the chairperson of the Committee. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee and the chairperson of the Committee shall be appointed at least annually by the Board of Directors.

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

Structure and Operations

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

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

Committee Authority and Responsibility

The Committee shall assess the composition and performance of the Board and lead the Board of Directors in a discussion of the potential need for changes in or additions to the Board. The Committee shall identify and recruit individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board and present their recommendation to the Board.

The Committee shall evaluate candidates submitted by stockholders of the Company using the same criteria applied to candidates identified by the Committee.

The Committee shall have the sole authority to retain and terminate any search or advisory 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 Committee shall also have authority to obtain advice and assistance for internal or external legal, accounting, and other advisors.

The Committee shall annually review with Directors whose terms are expiring their contributions, their interest in continuing to serve as a Director, and other matters as may be appropriate concerning their nomination for election at the Annual Stockholders Meeting and shall recommend to the Board the Director nominees for the next Annual Meeting of Stockholders.

On a bi-annual basis, the Nominating and Governance Committee reviews and approves the compensation and related programs for the independent Directors to the Board.

The Nominating and Governance 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 Directors' compensation plans and arrangements provided under such plans.

In conducting its bi-annual review of compensation of the Directors, the Nominating and Governance Committee has the authority to review, revise, and approve: (a) the annual retainer, (b) the long-term equity-based incentives, and (c) any special or supplemental compensation.

The Committee shall review the responsibilities described in the Corporate Governance Guidelines of the Company for the Presiding Director and recommend to the Board a current Director for this role to serve for a three-year term.

The Committee will review with the Board of Directors standards regarding Director independence and other qualification standards established by the NYSE, Securities and Exchange Commission, or other regulatory bodies. The Committee will provide reports or documentation required to be included in the Company's Annual Report and/or Proxy Statement.

The Committee shall consider matters of corporate governance and shall review and assess the adequacy of the Corporate Governance Guidelines of the Company developed by the Committee and recommended to the Board and shall recommend any proposed changes to the Board for approval.

The Committee shall recommend annually to the Board of Directors the Directors for appointment to the Committees of the Board.

The Committee shall conduct an annual self-performance evaluation.

The Nominating and Governance 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 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.