



**WESCO INTERNATIONAL, INC.  
WESCO DISTRIBUTION, INC.**

**CODE OF PRINCIPLES FOR SENIOR FINANCIAL EXECUTIVES**

It is the policy of Wesco, applicable equally to employees at all levels, to comply with all applicable laws, regulations and Company policies and to conduct its business in keeping with the highest moral, legal, ethical and financial reporting standards.

In addition to adherence to Wesco's Code of Business Ethics and Conduct, which applies to all of Wesco's directors, officers, and employees, Wesco's Chief Executive Officer, Chief Financial Officer, and Corporate Controller (the "Senior Financial Executives") are to adhere to and advocate the principles and responsibilities governing professional and ethical conduct set forth in this Code of Principles for Senior Financial Executives.

To the best of their knowledge and ability, the Senior Financial Executives of Wesco shall:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Work to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, governmental agencies and in other public communications.
3. Act in good faith, responsibly, with loyalty and with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated or compromised in a material way.
4. Respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose, and ensure that they not use confidential information acquired in the course of their work for personal advantage.
5. Acquire, maintain and share knowledge and skills important and relevant to their constituents' needs.
6. Proactively promote ethical behavior as a responsible partner among peers in their work environment.
7. Promptly report any conduct they believe violates, in a significant way, any of the foregoing to the Audit Committee of the Company and a member of Wesco's Ethics Committee or to Wesco's Legal Department.



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**ACKNOWLEDGEMENT OF  
CODE OF PRINCIPLES FOR SENIOR FINANCIAL EXECUTIVES**

The Chief Executive Officer, Chief Financial Officer, and the Corporate Controller hereby acknowledge and confirm that they have read, understood and executed Wesco's Code of Business Ethics and Conduct and this Code of Principles for Senior Financial Executives and know of no material instances of non-compliance.

/s/ John J. Engel

John J. Engel  
Chairman, President and Chief Executive Officer

/s/ David S. Schulz

David S. Schulz  
Executive Vice President and Chief Financial Officer

/s/ Matthew S. Kulasa

Matthew S. Kulasa  
Senior Vice President, Corporate Controller, and Chief Accounting Officer