

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

**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The Compensation Committee (the “Committee”) is appointed annually by the Board of Directors (the “Board”) 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 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 Committee shall review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and the related executive compensation information and, based on that review and discussion, recommend to the Board that the CD&A and related executive compensation information be included in the Company’s annual Proxy Statement as required by applicable regulations.

**II. Committee Membership**

The Committee shall consist of no fewer than three members, one of whom shall serve as chairperson of the Committee. The members of the Committee shall meet the independence requirements of the New York Stock Exchange and any rules promulgated by the Securities and Exchange Commission and shall be “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). At least two members of the Committee shall qualify as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, as amended (the “IRC”); provided that, any compensation that is intended to be “qualified performance-based compensation” under Section 162(m) of the IRC shall be approved by a committee or subcommittee comprised solely of two or more individuals who qualify as “outside directors” for purposes of Section 162(m) of the IRC.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

The members of the Committee and the chairperson of the Committee shall be appointed at least annually by the Board on the recommendation of the Nominating and Governance Committee. Committee members may be replaced or removed by the Board at any time.

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

### **III. 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 meet by telephone, video conference or similar means of remote communication by which all persons participating in the meeting can hear each other. The chairperson shall be responsible for approving the agendas for the Committee meetings, and any member may suggest agenda items for the Committee's consideration.

A majority of the members of the Committee shall constitute a quorum for the transaction of business and the affirmative vote of the majority of those present shall be necessary for any action by the Committee. The Committee may take action by written consent in lieu of a meeting. The Committee shall meet in executive session without the presence of management during voting or deliberations on executive compensation.

The Committee may form and delegate authority to subcommittees when appropriate, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

### **IV. Committee Authority and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as directed by the Board or as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

The 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 Committee reviews and approves the compensation and benefit programs for the executive officers, including the Chairman and Chief Executive Officer ("CEO"). Meetings to determine the compensation of the CEO must be held in executive session. In conducting its annual review of compensation for the CEO and senior-level executives of the Company, the 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 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 may consider the Company's performance and relative stockholder return, significant activities and accomplishments, the value of similar incentive awards to CEO's at comparable companies, the awards given to the CEO in past years, and any other factors the Committee determines relevant. The 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 Committee shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend, interpret and terminate such plans and, where appropriate, recommend such plans for approval by the stockholders of the Company. The Committee has the sole authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to grant equity awards and determine the timing, amount, and other terms of any such awards, except with respect to equity awards to Board members. The Compensation 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 IRC; provided that, any compensation that is intended to be performance-based compensation under Section 162(m) of the IRC shall be approved by a compensation committee or subcommittee comprised solely of two or more individuals who qualify as "outside directors" for purposes of Section 162(m) of the IRC. The 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 Committee will review the Company's incentive compensation arrangements, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking. The Committee will review whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company in support of the annual proxy disclosure.

The Committee is responsible for assuring that the equity-based plans requiring stockholder approval comply with standards and procedures established by the New York Stock Exchange and the Securities and Exchange Commission.

The Committee is responsible for reviewing and approving the implementation or revision of any clawback policy that allows the Company to recoup compensation paid to executive officers.

The 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 Committee shall conduct an annual self-evaluation of its performance.

The Committee is responsible for establishing and monitoring compliance with any stock

ownership guidelines of the Company that are applicable to executive officers.

The Committee will review and consider the results of the Company's most recent advisory shareholder vote on executive compensation ("Say on Pay"), if any, and any other feedback garnered through the Company's ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.

The Committee will monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.

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

The Committee shall perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.

## **V. Outside Advisers**

The Committee has the authority, in its sole discretion, to select, retain, obtain the advice of, and terminate compensation consultants, legal advisers, accountants and other advisers 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. The Committee shall be solely and directly responsible for the appointment, termination, compensation and oversight of its compensation consultants, legal advisers, accountants and other advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal advisers, accountants and other advisers.

The Committee may request that any person whose advice and counsel are sought by the Committee attend any meeting of the Committee to provide such pertinent information as the Committee reasonably requests. The Committee is not required to implement or act consistently with the advice or recommendations of any adviser, and the Committee has the ability and obligation to exercise its own judgment in fulfillment of its duties.

The compensation consultants, legal and other advisers retained by the Committee shall be independent, as determined at the discretion of the Committee. In making its independence determination, the Committee shall take into consideration any factors specified in the rules of the Securities and Exchange Commission and the New York Stock Exchange.

## **VI. Reports of the Committee**

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

## **VII. Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Board or Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Approved by the Board of Directors as of February 17, 2022