



## WESCO International, Inc.

### CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors of WESCO International, Inc. These guidelines are established to assist Directors in fully understanding and effectively implementing their functions while assuring the Company's ongoing commitment to high standards of corporate conduct and compliance.

Although each of our Directors is expected to fulfill his or her duties in an overall spirit of good corporate conduct, these Guidelines are intended to provide a framework for our system of corporate governance and to address specific issues pertaining to the Company's policies or programs, including:

- Director Qualifications
- Significant Changes in Job or Other Board Responsibilities of Directors
- Elected Term of Directors
- Director Resignation Policy
- Director Responsibilities
- Director Confidentiality Policy
- Committees of the Board
- Meetings of the Board in Executive Session
- Director Access to Officers and Employees
- Director Compensation
- Succession Strategy
- Director Orientation and Continuing Education
- Evaluation of the CEO
- Annual Performance Evaluation

New and continuing members of the Board are encouraged to periodically review these guidelines and to continue to foster a corporate culture focused on efficient and ethical management and governance.

It is the responsibility of the Board's Nominating and Governance Committee to annually review and assess these Corporate Governance Guidelines and to recommend any necessary changes to the Board of Directors.

#### **Director Qualifications**

The Board will consist of a majority of Directors who qualify as “independent” Directors within the meaning of the New York Stock Exchange Listed Company Corporate Governance Standards

and the Company's independence standards. The Nominating and Governance Committee will review with the Board at least annually the qualifications of new and existing Board members, considering the level of independence of individual members, together with such other factors, including overall skills and experience. This affirmative determination of independence will be disclosed in the Company's public filings. The Board will also disclose in its public filings the standards by which it determines that a Director is independent. The Nominating and Governance Committee will also assess the Company's ongoing compliance with the independence and other standards set by NYSE rules. We expect our Directors to abstain from voting or commenting on any issue(s) that might be perceived as a potential conflict of interest.

### **Significant Changes in Job or Other Board Responsibilities of Directors**

Company employees who are also Directors of the Company are expected to resign from the Board at the time that they relinquish their corporate officer position with the Company. The Board expects other Directors who change the principal employment positions they held when they became members of the Board to promptly notify the Chairman of the Board of such change. The Chairman will refer the change in status to the Nominating and Governance Committee who will determine whether or not to seek the Director's resignation in light of the particular circumstances (including the Director's new employment position (if any) and its impact on the Director's independence). The Director is expected to act in accordance with the Nominating and Governance Committee's recommendation.

Each Director is expected to disclose to the Company other directorship positions that he or she holds. If a Director is considering adding another directorship position, he or she is expected to notify the Chairman of the Board and the Chair of the Nominating and Governance Committee in advance for evaluation of potential conflicts of interest, impact on independence, regulatory or other matters. The Director may be requested to not accept the other directorship, or if he or she still desires to accept it, his or her resignation from the Company's Board may be sought. The Director is expected to act in accordance with the Nominating and Governance Committee's recommendation.

### **Elected Term**

Directors are elected annually. The Directors standing for election or re-election will be recommended to the full Board as Director nominees by the Nominating and Governance Committee. In recommending nominees, the Nominating and Governance Committee will annually review the composition of the Board affording each Director whose term is expiring the opportunity to continue to serve on the Board to the extent deemed appropriate by the Committee and desirable to the individual Director without a set limit with regard to length of service on the Board. Board refreshment is important to ensure the Board has the appropriate balance of tenure, diversity, skills and experience, and the Company benefits from having a balanced Board, comprising Directors who have longer experience with the Company and those

who provide fresh perspectives. Each Director's continued service will be re-considered annually by the Nominating and Governance Committee and will take into account, among other things, the results of the Board's annual self-evaluation and the Company's needs. The Board of Directors has the authority to increase or decrease the number of Directors and has the power to fill any vacancies that may occur. As of age 77, Directors will not be considered for re-election to the Board.

### **Director Resignation Policy**

Any nominee for Director in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" such election is expected to promptly tender an offer of resignation for consideration by the Board. The Nominating and Governance Committee shall evaluate the Director's offer of resignation, taking into account the best interests of the Company and its stockholders, and shall recommend to the Board whether to accept or reject such offer of resignation. The Board shall act to accept or reject such offer within 120 days following certification of the stockholder vote at the stockholder meeting at which the election of Directors was held. The Company shall publicly disclose the Board's decision and the reasons therefor. A Director who offers his or her resignation pursuant to these guidelines shall not participate in a Committee or Board decision regarding it.

### **Director Responsibilities**

The basic responsibility of each Director is to act on the basis of his or her informed business judgment in a manner such Director reasonably believes to be in the best interests of the Company. In discharging their obligations to the Company, members of the Board are expected to rely, to the extent reasonable, on the honesty and integrity of the Company's management and its independent registered public accounting firm.

As part of their fiduciary duty to the Company, members of the Board are expected to prepare for and attend, either in person or telephonically, as applicable, all meetings of the Board and any Committee of the Board on which they serve. It is each Director's duty to assure that such meetings are scheduled and held in a manner and with such frequency that is sufficient to provide for the efficient and responsible oversight of the Company.

The Chairman of the Board or applicable Committee of the Board will prepare and distribute in advance an agenda of the topics to be reviewed, discussed, and/or acted upon at Board or Committee meetings. Individual Directors are free to request additions to the agenda or otherwise raise questions regarding the agenda either prior to or during any such meeting. Information and data that are important to the Directors' understanding of the business to be conducted at any such meeting should, to the extent practicable, be distributed to the appropriate Directors sufficiently in advance of any such meeting, and each Director should endeavor to fully review any such materials prior to attending the meeting.

In addition to any other regularly scheduled meetings of the Board, the non-management members of the Board will meet in executive session at least twice annually. The non-management Directors will choose one non-management member of the Board to preside at such executive sessions. The Lead Director shall be elected by a majority of the Board, and the Company will disclose the identity of such Lead Director(s) in its annual Proxy Statement. The responsibilities of the Lead Director include the following:

- Presides at all meetings of the Board at which the Chairman is not present, including meetings of independent Directors held in Executive Session;
- Has the authority to call meetings of the independent Directors;
- Oversees the Board evaluation program;
- Evaluates, along with the members of the Compensation Committee and the full Board, the CEO's performance, and meets with the CEO to discuss the Board's evaluation;
- Serves as a liaison between the Chairman/CEO and the independent Directors;
- Consults with the Chairman/CEO on and approves agendas and schedules for Board meetings to ensure there is sufficient time for discussion of agenda items;
- Advises the Chairman/CEO on the Board's informational requirements and approves information sent to the Board as appropriate;
- Consults with the Chair of Nominating & Governance Committee and the Chairman regarding recommended appointment of Committee members, including Committee chairs; and
- Facilitates communication between the Board and senior management.

As necessary or appropriate in connection with the discharge of its duties, the Board and each Committee thereof will be entitled and empowered to engage and seek the advice of outside legal, financial, and other advisors.

### **Director Confidentiality Policy**

Directors are required to protect and hold confidential all non-public information obtained because of their position as a Director of the Company unless the Board has approved the disclosure of that information. No Director may disclose Confidential Information outside the Company (including without limitation to principals or employees of any person or entity that employed or employs the Director or that sponsored the Director's election to the Board), either during or after his or her service as a Director, except with the authorization of the Board or as may be otherwise required by law. In addition, no Director may use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company. "Confidential Information" means all non-public information (whether or not material) entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed, such as:

- Non-public information about the Company's financial condition, prospects or plans, business or operations, strategic information, trade secrets, compensation and benefit information, marketing and sales programs, research and development programs, information relating to mergers and acquisitions, divestitures or joint ventures, or information about possible capital activities, including credit facilities, share repurchases, dividends or stock splits;
- Non-public information concerning any possible or actual transactions with other companies or information about the Company's customers, suppliers or joint venture partners;
- Non-public information about meetings, presentations, discussions or deliberations relating to business issues and decisions, between and among employees, officers or Directors and their advisers; and
- Information relating to discussions at Board meetings or meetings of any Committee thereof, including any and all materials, correspondence or reports prepared or circulated in connection therewith.

### **Committees of the Board**

As provided in the Company's By-Laws, the Board may from time to time establish such Committees as it deems appropriate. However, in accordance with NYSE rules, the Company will at all times have an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee. These three Committees are referred to as standing Committees. The members of these Committees will meet the applicable independence and other qualifications established by the NYSE rules and will be appointed to serve on such Committees by the Board on the recommendation of the Nominating and Governance Committee. The Nominating and Governance Committee will also recommend a Chairman for each Committee who will be principally responsible for administering the Committee and ensuring compliance with the Committee's applicable charter (as discussed below). Committee Chairman positions will be reviewed periodically and rotated or reassigned approximately every five years or such other frequency as the Committee may determine in its discretion.

Each standing Committee of the Board shall have its own charter setting forth the purpose, goals, and responsibilities, the manner in which the Committee is to function, and the qualifications required of its members. Each Committee will conduct an annual self-performance evaluation.

The Board will also maintain an Executive Committee, and the Board, as well as its Committees, has the power to create other special purpose Committees or subcommittees.

## **Meetings of the Board in Executive Session**

In addition to regularly scheduled Committee meetings, the Board will also hold meetings in Executive Session, where only the outside Directors participate. Employee Directors will not participate. The independent Directors will designate a Lead Director who will serve as Chairman of meetings held in Executive Session. Among the topics that may be discussed in Executive Session are strategic direction and performance, financing and capitalization alternatives, management performance and evaluations, succession planning for the CEO and other key executives, and Board of Directors and Committee performance assessments.

## **Director Access to Officers and Employees**

Members of the Board will have full and free access to officers and employees of the Company. Officers and other employees of the Company may be invited by the Chairman of the Board to attend and/or make presentations at meetings of the Board from time to time to further the Board's familiarity with management personnel and to discuss pertinent detail of agenda topics and any other aspects of overall operations that are of interest to members of the Board of the Company, as deemed appropriate.

## **Director Compensation**

The form and amount of Director compensation will be determined and reviewed from time to time by the Nominating and Governance Committee in accordance with its charter and applicable NYSE and other rules and guidelines. The Nominating and Governance Committee will consider whether a Directors' independence may be jeopardized if the Company enters into consulting contracts with or otherwise provides any form of indirect compensation to a Director or any organization with which such Director is affiliated.

## **Succession Strategy**

The Chief Executive Officer shall periodically discuss with the Board succession strategy planning for certain senior officers of the Company assessing senior managers and their potential to succeed the Chief Executive Officer and other senior management positions.

## **Director Orientation and Continuing Education**

All new and continuing Directors are encouraged to review orientation materials prepared by the Company. A Director Orientation meeting will be held within three months following any appointment or election to the Board of a new independent Director. This meeting will provide an understanding of the Company, its business, operations, and key personnel, and it may

consist of management presentations and other reference materials, and programs describing the Company and its activities. Topics such as the following may be covered: markets, competitive position and strategies, significant financial, accounting, risk management issues, compliance programs and Code of Business Ethics and Conduct, key personnel of the independent registered public accounting firm, and outside legal, financial and other advisory firms. In addition, Directors are encouraged to participate in continuing education programs.

### **Evaluation of the CEO**

The Compensation Committee will conduct an annual review of the CEO's performance and compensation, as set forth in its charter, and will present its findings to the Board, which will consider the report of the Compensation Committee with a view toward ensuring that the CEO provides continuing leadership in a manner serving the best interests of the Company.

### **Annual Performance Evaluation**

The Board will conduct an annual self-performance evaluation to assure that the duties of the Board as a whole continue to be discharged in a manner consistent with overall Board objectives, NYSE rules, and other applicable rules and guidelines. The Lead Director is charged with the responsibility of overseeing the Board evaluation program. The Board will discuss areas in which its performance may be improved and the actions which may be taken over the coming year to facilitate such improvement. In addition, each standing Committee will evaluate and report on its performance in relationship to the responsibilities established in its charter.

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