

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

**EXECUTIVE COMMITTEE CHARTER**

**I. Purpose**

The Executive Committee (the “Committee”) is appointed annually by the Board of Directors (the “Board”) 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 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.

**II. 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 Executive Board 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 from time to time.

The Committee may form and delegate authority to subcommittees when appropriate, provided that such delegation is permitted under applicable laws, rules and regulations.

**III. 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.

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.

**IV. Committee Authority and Responsibility**

The Committee shall have and may exercise all the powers and authority of the Board 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:

1. The approval or adoption, or submission to stockholders of any action or proposal requiring approval of stockholders;

2. The filling of vacancies in the Board or any committee;
3. The adoption, amendment, or repeal of the Company's Bylaws or Certificate of Incorporation;
4. The authorization or approval of the re-acquisition of shares of the Company unless pursuant to a general formula or method specified by the Board;
5. 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 has authorized the Committee to do so within the limits specifically prescribed by the Board;
6. The declaration of dividends;
7. The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; and
8. Any action on matters committed by the bylaws or resolution of the Board to another committee of the Board, including but not limited to the Audit Committee, Compensation Committee, and Nominating and Governance Committee.
9. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

#### **V. Reports of the Committee**

At the next regular meeting of the Board after a meeting of Committee, 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.

#### **VI. 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