



**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) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, and (d) recommend to the Board Director nominees for each committee.

Nominating and Governance Committee Membership

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

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

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

Structure and Operations

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

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

Nominating and Governance Committee Authority and Responsibility

The Nominating and Governance 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 Nominating and Governance Committee shall identify, review, evaluate 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 regarding whether such individuals should be nominated as candidates to serve on the Board of Directors.

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

The Nominating and Governance Committee shall recommend to the Board for its nomination the Director candidates for the next Annual Meeting of Stockholders and to fill any vacancies in membership of the Board.

The Nominating and Governance 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 Nominating and Governance Committee shall also have authority to obtain advice and assistance for internal or external legal, accounting, and other advisors. The Company will provide appropriate funding as determined by the Nominating and Governance Committee for payment of compensation to any search or advisory firm or other advisors employed by the Nominating and Governance Committee and for the ordinary expenses of the Nominating and Governance Committee.

The Nominating and Governance Committee shall annually review with Directors 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 an annual basis, the Nominating and Governance Committee reviews, approves and recommends to the Board for its approval of 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 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 Nominating and Governance Committee shall review the responsibilities described in the Corporate Governance Guidelines of the Company for the Lead Director and recommend to the Board a current Director for this role.

The Nominating and Governance 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 Nominating and Governance Committee will provide reports or documentation required to be included in the Company's Annual Report and/or Proxy Statement.

The Nominating and Governance 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 Nominating and Governance Committee and recommended to the Board and shall recommend any proposed changes to the Board for approval.

The Nominating and Governance Committee shall recommend annually to the Board of Directors the Directors for appointment to the committees of the Board.

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

The Nominating and Governance Committee shall develop, oversee and recommend for approval by the Board an annual self-evaluation process that covers the activities of the Board and its committees. In accordance with the Company's Corporate Governance Guidelines, the Lead Director has the responsibility to execute the annual Board evaluation program and report the results of the program to the Board at the first regularly scheduled Board meeting following the conclusion of the self-evaluation process.

The Nominating and Governance Committee is responsible for overseeing the Company's commitment to environmental, social and governance (ESG) matters that are significant to the Company. In a manner that the Nominating and Governance Committee deems appropriate, it provides oversight with respect to the Company's ESG strategy, initiatives and policies.

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 Nominating and Governance Committee

At each regular meeting of the Board of Directors, the Nominating and Governance Committee shall report the substance of all actions taken by the Nominating and Governance 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.

Miscellaneous

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

Revised as of February 2020