



wesco

2024 PROXY STATEMENT
and Notice of Annual Meeting of Stockholders

Notice of 2024 Annual Meeting of Stockholders

When:	Thursday, May 23, 2024 at 2:00 p.m., E.D.T.
Where:	This year's Annual Meeting of Stockholders will be conducted exclusively as a virtual meeting via live audio webcast. You are invited to attend the Annual Meeting by visiting https://www.virtualshareholdermeeting.com/WCC2024 , where you will be able to listen to the meeting live, submit questions and vote online. To join the meeting, you will need the 16-digit control number received with your Notice Regarding the Availability of Proxy Materials. When accessing our Annual Meeting, please allow ample time for online check-in, which will begin at 1:45 p.m., E.D.T., on Thursday, May 23, 2024.
Record Date:	March 28, 2024

Dear Fellow Stockholders:

I am pleased to invite you to attend our 2024 Annual Meeting of Stockholders. It will be held via live audio webcast on **May 23, 2024**. Details regarding the items of business to be conducted at the Annual Meeting are described in the accompanying Proxy Statement:

1. Elect ten Directors for a one-year term expiring in 2025.
2. Approve, on an advisory basis, the compensation of the Company's named executive officers.
3. Approve amendments to the Company's Restated Certificate of Incorporation regarding Officer Exculpation.
4. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2024.
5. Transact any other business properly brought before the Annual Meeting.

Voting can be completed in one of four ways:



returning the proxy card
by mail



refer to the phone number
on your voting card



online at
www.proxyvote.com



online during the open poll
section of the meeting

We are sending a Notice Regarding the Availability of Proxy Materials to you on or about April 12, 2024. Stockholders of record at the close of business on March 28, 2024 will be entitled to vote at our Annual Meeting or any adjournments or postponements of the meeting. You have a choice of voting online during the open poll section of the meeting, over the Internet, by telephone, or by requesting a paper copy of the proxy materials and a proxy card and then executing and returning the proxy card. In order to assure a quorum, please vote over the Internet or by telephone, or request a paper copy of a proxy card and then complete, sign, date and return the proxy card in the postage-paid envelope provided, whether or not you plan to attend the meeting.

Thank you for your ongoing support of Wesco.

By order of the Board of Directors,



John J. Engel
Chairman, President and Chief Executive Officer

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 23, 2024

The 2024 Proxy Statement and 2023 Annual Report of WESCO International, Inc. (“Wesco” or the “Company”) are available to review at: www.proxydocs.com/wcc. A copy of our Annual Report on Form 10-K is available upon request, without charge. Any request should be directed to our Corporate Secretary at the Company’s headquarters office at 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania 15219-1122.

Questions and Answers

1. What is a proxy or proxy statement?

The Board is soliciting your proxy to vote at the Annual Meeting. A proxy is your legal designation of another person to vote the stock you own – that person is sometimes called “your proxy.” A proxy statement is a document that Securities and Exchange Commission (the “SEC”) regulations require us to provide to you when we ask you to sign a proxy designating someone to vote on your behalf.

2. Why did I receive a Notice Regarding the Availability of Proxy Materials? What is included in the proxy materials?

We are pleased to continue to take advantage of the SEC “Notice and Access” rule, which permits companies to furnish proxy materials to stockholders over the Internet. A Notice Regarding the Availability of Proxy Materials (a “Notice”) contains instructions on how to access the proxy materials online, describes the matters to be considered at our Annual Meeting, and provides instructions on how to vote your shares. By furnishing a Notice and Access to our proxy materials through the Internet, we are lowering the costs and reducing the environmental impact of our Annual Meeting. We encourage you to sign up for direct email notice of the availability of future proxy materials by submitting your email address when you vote your proxy via the Internet.

The proxy materials for the Annual Meeting include a Notice, this Proxy Statement, and our Annual Report on Form 10-K. If you receive a paper copy of these materials, the proxy materials also include a proxy card or voting instruction form. Proxy materials are first being made available to stockholders on April 12, 2024.

3. What does it mean if I receive more than one Notice?

If your shares are registered differently and are in more than one account (for example, some shares may be registered directly in your name and some may be held in the Company’s 401(k) Retirement Savings Plan), you may receive more than one Notice from the Company or, if your shares are beneficially owned (also known as held in “street name”), from your broker, bank or other nominee. Please carefully follow the instructions on each Notice you receive and vote all of the proxy requests to ensure that all your shares are voted.

4. What is the record date?

The Board established March 28, 2024 as the record date. If you held shares of the Company’s Common Stock at the close of business on March 28, 2024, you may vote at the Annual Meeting. On that date, there were 50,821,071 shares of our Common Stock outstanding. Each share of Common Stock is entitled to one vote on each matter presented for consideration and action at the Annual Meeting.

5. How do I attend the Annual Meeting?

Our Annual Meeting will be exclusively conducted via live audio webcast. We are excited to leverage technology to expand stockholder access and allow for stockholders to participate from any location around the world and save Wesco and its stockholders time and money. We have designed the virtual meeting with the aim of providing all stockholders the same rights and opportunities to participate as they would have at an in-person meeting. In addition to online attendance, our meeting format provides stockholders with the opportunity to hear all portions of the official meeting, submit written questions, and vote online during the open poll section of the meeting.

You may attend the meeting webcast by visiting <http://www.virtualshareholdermeeting.com/WCC2024>. You will need the 16-digit control number received with your Notice. If a bank, brokerage firm, or other nominee holds your shares, you should contact that organization for additional information. Rules of conduct for our Annual Meeting will be available once you access the meeting webcast.

The meeting is scheduled to begin at 2:00 pm E.D.T. on May 23, 2024, and online check-in is scheduled to begin at 1:45 p.m. E.D.T. We encourage you to access the meeting platform prior to the meeting start time. The virtual meeting platform is supported across most internet browsers and devices (such as desktops, laptops, tablets, and cell phones) running the most up-to-date version of applicable software and plug-ins. Participants should ensure that they have a sufficient internet connection wherever they intend to participate in the meeting. If you encounter any technical difficulties when accessing or using the virtual meeting website, please call the technical support number that will be posted on the meeting website login page.

6. How can I ask questions during the Annual Meeting?

The virtual format allows stockholders to communicate with us in advance of, and during, the Annual Meeting so they can ask questions of our Board of Directors or management. To submit a question, you must login to the meeting platform using your control number, locate the “Ask a Question” section of the page, select a topic from the “Question Topic” menu, type the question into the “Submit a question” field, and click “Submit.” During the Annual Meeting, we will answer questions submitted that are relevant to the business of the Annual Meeting as time permits and in accordance with our meeting rules and procedures. In the interest of addressing as many stockholder questions as possible in the time allotted, stockholders will generally be limited to one question per proposal and questions that are substantially similar may be grouped and answered once. Questions that are not relevant to the official business of the Annual Meeting or that include derogatory, offensive, or uncivil language or that are otherwise inappropriate or not suitable for the conduct of the Annual Meeting will not be addressed during the meeting. Responses to any questions appropriately submitted and relevant to the official business of the Annual Meeting that were not answered during the meeting due to time constraints will be posted to our Investor Relations website (<https://investors.wesco.com>) as soon as practicable after the Annual Meeting.

7. What are the proposals to be voted on at the Annual Meeting? How many votes are needed to approve each proposal? How do abstentions and broker non-votes affect the voting results?

Proposals	Board's Recommendation	Voting Requirements
1 Elect ten Directors named in the Proxy Statement, each for a one-year term expiring at the Annual Meeting	FOR EACH DIRECTOR NOMINEE	Abstentions and broker non-votes will have no effect on the proposal. Approval requires a plurality of votes cast.
2 Approve, on an advisory basis, the compensation of the Company's named executive officers	FOR	Abstentions and broker non-votes will have no effect on the proposal. Approval requires a majority of votes represented at the meeting and entitled to vote on the matter.
3 Approve amendments to the Company's Restated Certificate of Incorporation regarding Officer Exculpation	FOR	Abstentions and broker non-votes will have the effect of a vote against the proposal. Approval requires a majority of the outstanding shares of our Common Stock entitled to vote on the matter.
4 Ratify the appointment of PricewaterhouseCoopers, LLP as our independent registered public accounting firm for the year ending December 31, 2024	FOR	Abstentions will have the effect of a vote against the proposal; brokers may vote in their discretion on the proposal. Approval requires a majority of votes represented at the meeting and entitled to vote on the matter.

Action may be taken at the Annual Meeting with respect to any other business that properly comes before the meeting, and the proxy holders have the right to and will vote in accordance with their judgment on any additional business.

8. How do I cast my vote?

There are four different ways you may cast your vote. You may vote by:

- Internet, at the address provided on the Notice;
- telephone, using the toll-free number listed on the Notice;
- following the instructions on the Notice to request a paper copy of the proxy card and proxy materials and then marking, signing, dating and returning each proxy card by mail in the postage-paid envelope provided; or
- attending the virtual Annual Meeting and voting your shares online during the open poll section of the meeting at <http://www.virtualshareholdermeeting.com/WCC2024>.

The deadline for voting by Internet, telephone, or mail is receipt by 11:59 p.m. E.D.T. on May 22, 2024. If you have any questions or need assistance with voting, please contact our proxy solicitor, Innisfree M&A Incorporated (“Innisfree”) at (888) 750-5834 (for shareholders) or (212) 750-5833 (for banks and brokers).

9. How do I revoke or change my vote?

If you have returned a proxy via Internet, telephone or mail, you may revoke it at any time before it is voted at the Annual Meeting by:

- notifying the Corporate Secretary at the Company’s headquarters office in writing that is received before 11:59 p.m. E.D.T. on May 22, 2024;
- sending another validly executed proxy dated later than your prior proxy either by Internet, telephone or mail that is received before 11:59 p.m. E.D.T. on May 22, 2024; or
- attending the virtual Annual Meeting and voting online during the open poll section of the meeting.

10. What is the difference between holding shares as a registered stockholder and a beneficial holder?

If your shares are registered directly in your name with our transfer agent, Computershare, then you are considered a registered stockholder with respect to those shares. If you hold your shares through an intermediary, such as a bank, broker, or other nominee (sometimes referred to as shares held in “street name”), then you are considered the beneficial holder of those shares.

11. What if I don’t indicate my voting choices?

If you are a registered stockholder and return your signed proxy card but do not mark the boxes showing how you wish to vote on any particular matter, your shares will be voted “FOR” the election of each of the Director nominees named in this Proxy Statement, “FOR” the approval, on an advisory basis, of the compensation of the Company’s named executive officers, “FOR” the approval of amendments to the Company’s Restated Certificate of Incorporation regarding Officer Exculpation, and “FOR” the ratification of the appointment of PricewaterhouseCoopers LLP as our Company’s independent registered public accounting firm for the year ending December 31, 2024.

If you are a beneficial holder, then your nominee may only vote on proposals that are considered routine matters. The only routine matter being proposed for stockholder vote at the Annual Meeting is the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2024. So, without voting instructions from the beneficial owner of the shares, nominee holders will not have discretionary authority to vote the shares at the Annual Meeting on the election of Directors, on the proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers, or the proposal to approve amendments to the Company’s Restated Certificate of Incorporation regarding Officer Exculpation.

12. Who will count the votes?

Representatives of Broadridge Financial Solutions, Inc. (“Broadridge”) will tabulate the votes, and there will be a duly appointed inspector of election who will certify his or her examination of the list of stockholders, the number of shares held and outstanding as of the record date, and the necessary quorum for transaction of the business for this meeting. These persons will count the votes at the Annual Meeting.

13. How many votes must be present to hold the Annual Meeting? What is a quorum?

A quorum of stockholders is necessary to transact business at the Annual Meeting. A quorum exists if the holders of a majority of the shares of the Company’s Common Stock entitled to vote at the Annual Meeting are present either in person or by proxy at the Annual Meeting. Abstentions, broker non-votes and votes withheld from Director nominees count as shares present for purposes of determining a quorum.

14. How will Wesco solicit votes and who pays for the proxy solicitation?

Wesco pays the cost of preparing our proxy materials and soliciting your vote. We have engaged Innisfree to assist with the solicitation of proxies for an estimated fee of \$20,000 plus expenses. Wesco will reimburse brokerage firms and other persons representing beneficial owners of shares for reasonable expenses incurred by them in forwarding proxy-soliciting materials to such beneficial owners. Proxies may be solicited on our behalf by our Directors, officers, employees and agents, without additional remuneration, by telephone, electronic or facsimile transmission or in person.

15. May I elect to receive a paper copy of proxy materials in the future?

Stockholders can elect to receive future Wesco Proxy Statements and Annual Reports via paper copies in the mail.

If you are a registered stockholder, you can choose to receive future Annual Reports and Proxy Statements via paper copy at no charge by writing to WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Corporate Secretary. If you are a beneficial holder, follow the information provided by your nominee for instructions on how to elect to receive paper copies of future Proxy Statements and Annual Reports.

If you enroll to receive paper copies of Wesco’s future Annual Reports and Proxy Statements, your enrollment will remain in effect for all future stockholders’ meetings unless you cancel the enrollment.

16. What is householding?

Stockholders who share the same last name and address will receive one package containing a separate Notice for each individual stockholder at that address. Stockholders who have elected to receive paper copies and who share the same last name and address will receive only one set of our Annual Report on Form 10-K and Proxy Statement, unless such stockholders have notified us that they wish to continue receiving multiple copies. This method of delivery, known as “householding,” will help ensure that stockholder households do not receive multiple copies of the same document and lowers the costs and the environmental impact of our Annual Meeting.

If you are a registered stockholder, you can opt out of the householding practice and receive prompt delivery of a separate copy of the materials by calling Broadridge at 1-866-540-7095. If you would like to opt out of this practice and you are a beneficial holder, please contact your bank or broker.

If you receive multiple copies of proxy materials at your household and would prefer to receive a single copy of these materials, please contact Broadridge at the above telephone number. If you are a beneficial holder, please contact your bank or broker.

Proposal 1 — Election of Directors

The following Director Nominees have been nominated for election to our Board for a term expiring at the 2025 Annual Meeting of Stockholders: John J. Engel, Glynis A. Bryan, Anne M. Cooney, Matthew J. Espe, Bobby J. Griffin, Sundaram Nagarajan, Steven A. Raymund, James L. Singleton, Easwaran Sundaram and Laura K. Thompson.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” EACH OF THE DIRECTOR NOMINEES.

Board of Directors

The Board is composed of ten directors as of the filing date of this Proxy Statement. The current Director Nominees are to be elected at the Annual Meeting for a one-year term expiring in 2025, subject to earlier retirement, resignation or removal.

The following is the complete list of individuals who comprise our Board of Directors and Board Committees as of March 28, 2024.

Name	Age	Director Since	Audit	Compensation	Executive	Nominating and Governance
John J. Engel	62	2008				
Glynis A. Bryan	65	2023				
Anne M. Cooney	64	2021				
Matthew J. Espe	65	2016				
Bobby J. Griffin	75	2014				
Sundaram Nagarajan	61	2022				
Steven A. Raymund	68	2006				
James L. Singleton ⁽¹⁾	68	1998				
Easwaran Sundaram	53	2018				
Laura K. Thompson	59	2019				

(1) Lead Director

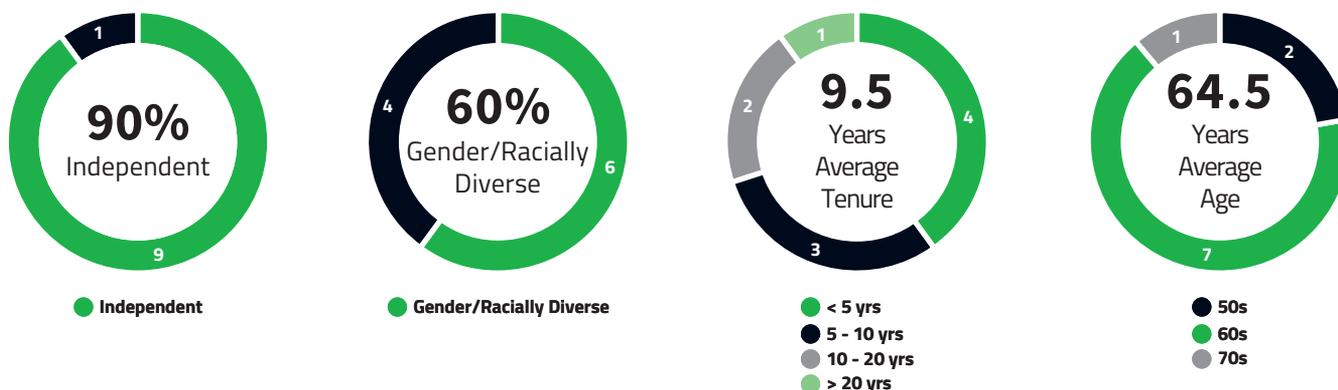
 Chair

 Member

Directors

The following information is provided regarding our Directors as of March 28, 2024

Director Composition



Our Board proactively seeks diverse Director candidates to provide representation of varied backgrounds, perspectives and experience in the boardroom. When seeking new Director candidates, our Nominating and Governance Committee emphasizes the inclusion of women and racial or ethnic minorities in the candidate pool and requires a diverse slate of candidates. During the past six years, the Board has added five new Directors as part of its refreshment process, each of whom is female or racially or ethnically diverse. The Board has a goal to be 50% or more diverse in terms of gender, race or ethnicity, and since 2023, we have exceeded this goal.

The matrix below describes the self-identified gender and race or ethnicity attributes of our Directors:

	Engel	Bryan	Cooney	Espe	Griffin	Nagarajan	Raymund	Singleton	Sundaram	Thompson
Gender										
Female		✓	✓							✓
Male	✓			✓	✓	✓	✓	✓	✓	
Race or Ethnicity										
African American or Black		✓			✓					
Asian						✓			✓	
White	✓		✓	✓			✓	✓		✓

Director Skills, Experience, and Background

The Board regularly reviews the skills, experience, and background that it believes are desirable to be represented on the Board and, in conjunction with the Board's refreshment process described herein, has evaluated these skills and qualifications to align with the Company's strategic vision, business and operations. The following is a description of some of these skills, experience and backgrounds, along with the percentage of our Directors that bring such skills and qualifications to the Board.

100%

Strategic & Senior Management Leadership

Experience driving strategic direction and growth while serving in a senior leadership role of a major organization

100%

Operations Management Expertise

Experience or expertise in managing the operations of a business or major organization

90%

Industry Background

Knowledge of or experience in one or more of the Company's specific industries

100%

Public Company Board Service

Experience as a board member of another publicly traded company

80%

Risk Management

Experience or expertise in identifying, assessing, and mitigating potential business risks

70%

Financial Expertise or Experience

Expertise or experience in financial accounting and reporting or the financial management of a major organization

90%

Corporate Finance and M&A Experience

Experience in corporate lending or borrowing, capital markets transactions, significant mergers or acquisitions, private equity, or investment banking

60%

Technology and Cybersecurity Background or Expertise

Experience or expertise in information technology, information security or the use of digital tools/ technologies/ applications to facilitate business objectives

50%

CEO Leadership

Experience serving as the Chief Executive Officer of a major organization

100%

International Experience

Experience doing business internationally

70%

Environmental, Climate & Sustainability Experience

Experience or expertise working within or overseeing the sustainability function of an organization, or having educational training on relevant environmental, social and governance ("ESG") related topics

70%

Human Capital, Talent, Inclusion & Diversity Experience

Experience working within or overseeing the human resources function of an organization, addressing compensation, benefits, talent, culture, and inclusion and diversity topics

Board composition is assessed by the Nominating and Governance Committee and the Board to achieve the appropriate mix of skills and experiences so that the Board, taken as a whole, is well-situated to fulfill the needs of the Company and its stockholders. Also, it is considered particularly beneficial that 100% of Board members have strategic leadership, senior management leadership, and operational expertise, as well as international experience and public company board service.

Nominee Directors to Serve for a One-Year Term Expiring in 2025



John J. Engel
Chairman, President & Chief Executive Officer

John J. Engel has served as Chairman of the Board of Directors since 2011 and has served as our President and Chief Executive Officer since 2009. Previously, Mr. Engel served as our Senior Vice President and Chief Operating Officer from 2004 to 2009. Before joining Wesco in 2004, Mr. Engel served as Senior Vice President and General Manager of Gateway, Inc.; Executive Vice President and Senior Vice President of Perkin Elmer, Inc.; and Vice President and General Manager of Allied Signal, Inc. Mr. Engel also held various engineering, manufacturing and general management positions at General Electric Company. Mr. Engel serves as a director of United States Steel Corporation, is a member of the Business Roundtable and the Business Council and is a member of the Board of Directors of the National Association of Manufacturers.

Age: 62

Director since: 2008

Chairman of the Board

Member of: Executive Committee

Qualifications: Among Mr. Engel's experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Engel is the Company's Chairman and Chief Executive Officer, previously served as its Chief Operating Officer, is the chair of the governance and sustainability committee of United States Steel Corporation, and has extensive experience as a senior executive and operating leader in various global industries and a diverse range of businesses. He is experienced in strategic planning, financial and capital markets, risk oversight, human capital management and ESG matters. Mr. Engel also has expertise in managing complex operational and financial matters.



Glynis A. Bryan
Chief Financial Officer, Insight Enterprises, Inc.

Glynis A. Bryan has served as the Chief Financial Officer of Insight Enterprises, Inc., a Fortune 500 software and technology solutions integrator, since 2007. Prior to joining Insight, Ms. Bryan served as the Executive Vice President and Chief Financial Officer of Swift Transportation Co. from 2005 to 2007 and as the Chief Financial Officer of APL Logistics from 2001 to 2005. Previously, she held various senior finance roles at Ryder System, Inc., including as Senior Vice President and Chief Financial Officer of Ryder's largest business unit, Ryder Transportation Services, from 1999 to 2000. Ms. Bryan also serves as a director of Pinnacle West Capital Corporation.

Age: 65

Director since: 2023

Member of: Audit Committee

Qualifications: Among Ms. Bryan's experience, qualifications, attributes and skills for which she is considered a valuable member of the Board of Directors, Ms. Bryan brings significant experience and expertise in the areas of finance, accounting, treasury and capital structure management, business and strategic planning, risk management and digital transformations, through her more than 20 years of service as the chief financial officer for several large, multinational companies. She also has broad experience as a public company board member, including as the Chair of the Audit and Finance Committee for Pentair plc and as a member of the Audit, Finance and Nuclear & Operating Committees of Pinnacle West Capital Corporation.



Anne M. Cooney
Former President, Process Industries & Drives Division, Siemens Industry, Inc.

Anne M. Cooney served as President of the Process Industries and Drives Division of Siemens Industry, Inc., a division of Siemens AG, from October 2014 until her retirement in December 2018. Previously, she held a variety of executive management positions at Siemens after joining the company in 2001, including serving as Chief Operating Officer, Siemens Healthcare Diagnostics, a division of Siemens AG, from 2011 until 2014, and serving as President, Drives Technologies of Siemens Industry, Inc. from 2008 until 2011. Earlier in her career, she also held various leadership roles with increasing responsibility at General Electric Company and served as Vice President, Manufacturing of Aladdin Industries, LLC. Ms. Cooney is a director of The Manitowoc Company, Inc. and Summit Materials, Inc.

Age: 64

Director since: 2021

Member of: Audit Committee and Nominating and Governance Committee

Qualifications: Among Ms. Cooney's experience, qualifications, attributes and skills for which she is considered a valuable member of the Board of Directors, Ms. Cooney has expertise in managing businesses and operations of complex global organizations, executive leadership experience in the industrial sector, and domain knowledge of electrical and utility end markets. Serving as a Chief Operating Officer, the chair of the governance and sustainability committee and a member of the compensation committee of Summit Materials, Inc. and The Manitowoc Co., Inc., she also brings experience in the management and oversight of climate and sustainability initiatives, as well as expertise in human capital management and diversity, equity and inclusion topics.



Matthew J. Espe
Director, Advisor and Investor

Matthew J. Espe is a prior Chief Executive Officer and has served on a number of public and private boards. He served as an Operating Partner at Strategic Value Partners, a private equity investment firm, from November 2017 through April 2023, chairing two of their portfolio company boards and sitting on the board of a third. He also served as an Operating Partner at Periphas Capital, a private equity investment firm, from February 2018 until January 2023. From February 2017 to November 2017, Mr. Espe served as the Chief Executive Officer of Radial, Inc., a multinational e-commerce company. Previously, he served as Chief Executive Officer and President of Armstrong World Industries, Inc., a global producer of flooring products and ceiling systems, a position he held from 2010 to March 2016. Previously, Mr. Espe served as Chairman and Chief Executive Officer of Ricoh Americas from 2008 to 2010 and Chairman and Chief Executive Officer of IKON Office Solutions, Inc. from 2002 to 2008. Mr. Espe began his career at General Electric Company, and he was with GE for more than 20 years, most recently as President and Chief Executive Officer of GE Lighting. Mr. Espe is also a member of the Board of Directors of Anywhere Real Estate, Inc. (formerly known as Realogy Holdings Corp.), Korn Ferry and Diebold Nixdorf, Inc.

Age: 65

Director since: 2016

Member of: Compensation Committee (Chair) and Executive Committee

Qualifications: Among Mr. Espe's experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Espe has considerable experience as a Chief Executive Officer of a Fortune 500 company, and he brings significant management experience and knowledge to the Board of Directors in the areas of finance, accounting, international business operations, risk oversight, corporate governance, climate impact, sustainability, as well as human capital management, diversity and inclusion. He also brings significant experience gained from service on the board of directors of other public companies, including currently serving as a member of the compensation and nominating and corporate governance committees of Anywhere Real Estate, Inc., and has experience in and knowledge of industries that are relevant to Wesco.



Bobby J. Griffin

Former President, International Operations, Ryder System, Inc.

Bobby J. Griffin served as President, International Operations of Ryder System, Inc., a global provider of commercial transportation, logistics, and supply chain management solutions, from 2005 to 2007, at which time he retired. Beginning in 1986, Mr. Griffin served in various other management positions with Ryder System, Inc., including as Executive Vice President, International Operations from 2003 to March 2005 and Executive Vice President, Global Supply Chain Operations from 2001 to 2003. Prior to Ryder System, Inc., Mr. Griffin was an executive at ATE Management and Service Company, Inc., which was acquired by Ryder System, Inc. in 1986. He also serves as a director of United Rentals, Inc.

Qualifications: Among Mr. Griffin’s experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Griffin has served as a senior executive in multiple industries, has supply chain expertise, has extensive international business experience, and significant experience as a public company board member. Serving as the lead independent director and a member of the nominating and governance committee of United Rentals, Inc., and having served on numerous other companies’ boards, Mr. Griffin also brings experience setting goals and overseeing implementation of sustainability, climate, human capital and inclusion and diversity initiatives.

Age: 75

Director since: 2014

Member of: Compensation Committee, Executive Committee, and Nominating and Governance Committee (Chair)



Sundaram “Naga” Nagarajan

President and Chief Executive Officer of Nordson Corporation.

Sundaram “Naga” Nagarajan has served as the President and Chief Executive Officer of Nordson Corporation, a publicly traded, innovative, precision technology company, since 2019. Prior to joining Nordson, Mr. Nagarajan held roles of increasing responsibility with Illinois Tool Works Inc. from 1995 to 2019, including serving as the Executive Vice President, ITW Automotive OEM Segment from 2015 to 2019. Mr. Nagarajan serves on the Board of Directors of Nordson Corporation, Greater Cleveland Partnership, and the Lorain County Community College Foundation and the Board of Trustees of Manufacturers Alliance. Mr. Nagarajan served as a director of Sonoco Products Company from 2015 to 2022 and is a former trustee of the Hobart Institute of Welding Technology.

Qualifications: Among Mr. Nagarajan’s experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Nagarajan is the Chief Executive Officer of a publicly traded company with broad expertise in senior executive and operating leadership roles, including extensive experience in and knowledge of manufacturing, organizational change management, supply chain management, human capital management, and international business operations. He has worked extensively on diversity, equity and inclusion and other ESG initiatives, overseeing sustainability strategies and teams.

Age: 61

Director since: 2022

Member of: Audit Committee and Compensation Committee



Steven A. Raymund
Former Chairman and Chief Executive Officer, Tech Data Corporation

Steven A. Raymund began his employment with Tech Data Corporation, a distributor of information technology products, in 1981. From 1986 until his retirement in 2006, he served as its Chief Executive Officer, and from 1991 to June 2017, he served as its Chairman of the Board of Directors. Mr. Raymund also serves as Lead Director of Jabil, Inc.

Qualifications: Among Mr. Raymund’s experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Raymund has considerable experience as a Chief Executive Officer of a Fortune 500 company in a global distribution business. He has extensive supply chain expertise, broad experience as a public company board member in various industries, including serving as the lead independent director, chair of the nominating and governance committee, and a member of the compensation committee of Jabil, Inc., and has experience assessing sustainability topics. In addition, Mr. Raymund is an audit committee financial expert.

Age: 68

Director since: 2006

Member of: Compensation Committee and Nominating and Governance Committee



James L. Singleton
Chairman, Cürex Group Holdings, LLC

James L. Singleton is Chairman of Cürex Group Holdings, LLC, which formerly provided institutional foreign exchange execution services and data analytics. He has held that position since May 2014, and until October 2023 he was also Chief Executive Officer. From 2010 to May 2014, he served as the Vice Chairman of Cürex Group Holdings, LLC. From 1994 to 2005, he served as the President of The Cypress Group LLC, a private equity firm of which he was a co-founder. Prior to founding Cypress, he served as a Managing Director in the Merchant Banking Group at Lehman Brothers.

Qualifications: Among Mr. Singleton’s experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors, Mr. Singleton is a Chief Executive Officer and has extensive expertise in the capital markets, mergers and acquisitions, corporate strategy, human capital management and diversity, equity and inclusion topics, as well as deep knowledge of the Company, its industry, business and history. In 2022, Mr. Singleton received the Public Company Director of the Year Award from the National Association of Corporate Directors (NACD), a recognition of Mr. Singleton’s integrity and informed judgment as well as his contributions to advancing board performance and leading corporate governance practices in accordance with NACD principles.

Age: 68

Director since: 1998

Lead Director

Member of: Compensation Committee, Executive Committee (Chair), and Nominating and Governance Committee



Easwaran Sundaram
Operating Executive, Tailwind Capital

Easwaran Sundaram serves as an Operating Executive at Tailwind Capital, a mid-market private equity firm focused on industrial and technology portfolios. He served as the Executive Vice President and Chief Digital & Technology Officer of JetBlue Airways Corporation from 2012 until his retirement in February 2021 and was a founding member and oversight officer of JetBlue Technology Ventures, a wholly owned subsidiary of JetBlue Airways that incubates, invests in and partners with early stage startups. Previously, he was Senior Vice President of Global Supply Chain and Chief Information Officer at Pall Corporation and served in a senior supply chain management role at PSS World Medical – McKesson Corporation. Mr. Sundaram serves as a director of SolarWinds Corporation.

Age: 53

Director since: 2018

Member of: Audit Committee and Nominating and Governance Committee

Qualifications: Among Mr. Sundaram’s experience, qualifications, attributes and skills for which he is considered a valuable member of the Board of Directors are his leadership experience as a technology executive of a Fortune 500 company and his expertise in digital tools and applications, cybersecurity and global supply chain management. He also serves on audit, nominating and governance, and technology and cybersecurity committees of SolarWinds Corporation and brings expertise in the evaluation of ESG matters, including sustainable technologies, climate impact management and diversity, equity and inclusion initiatives.



Laura K. Thompson
Former Executive Vice President and Chief Financial Officer, The Goodyear Tire & Rubber Company

Laura K. Thompson served as Executive Vice President of The Goodyear Tire & Rubber Company until her retirement in March 2019, and from 2013 to 2018 she served as Executive Vice President and Chief Financial Officer. She has over 35 years of international business and finance experience, including as Vice President of Business Development and Vice President of Finance and Director of Investor Relations. Ms. Thompson is also a director of Parker Hannifin Corporation and Titan International, Inc.

Age: 59

Director since: 2019

Member of: Audit Committee (Chair) and Executive Committee

Qualifications: Among Ms. Thompson’s experience, qualifications, attributes and skills for which she is considered a valuable member of the Board of Directors are her financial expertise and her global executive leadership experience in finance, operations, climate impact, inclusion and diversity initiatives, and business development at a Fortune 200 company. She also serves as member of the audit and nominating and governance committees of Parker Hannifin Corporation and the audit, compensation, nominating, and governance committees of Titan International, Inc. In addition, Ms. Thompson is an audit committee financial expert.

Executive Officers

Our executive officers and their respective ages and positions as of March 28, 2024, are set forth below.

Name	Age	Position
John J. Engel	62	Chairman, President and Chief Executive Officer
James F. Cameron	58	Executive Vice President and General Manager, Utility & Broadband Solutions (UBS)
William C. Geary, II	53	Executive Vice President and General Manager, Communications & Security Solutions (CSS)
Akash Khurana	50	Executive Vice President and Chief Information and Digital Officer
Diane E. Lazzaris	57	Executive Vice President and General Counsel
Hemant Porwal	50	Executive Vice President, Supply Chain and Operations
David S. Schulz	58	Executive Vice President and Chief Financial Officer
Nelson J. Squires III	62	Executive Vice President and General Manager, Electrical & Electronics Solutions (EES)
Christine A. Wolf	63	Executive Vice President and Chief Human Resources Officer

John J. Engel has served as Chairman of the Board of Directors since May 2011 and as our President and Chief Executive Officer since 2009. Previously, Mr. Engel served as our Senior Vice President and Chief Operating Officer from 2004 to 2009. Before joining Wesco in 2004, Mr. Engel served as Senior Vice President and General Manager of Gateway, Inc., Executive Vice President and Senior Vice President of Perkin Elmer, Inc., Vice President and General Manager of Allied Signal, Inc., and also held various engineering, manufacturing and general management positions at General Electric Company.

James F. Cameron has served as our Executive Vice President and General Manager of the Utility & Broadband Solutions (UBS) strategic business unit since June 2020. From January 2014 to June 2020 he was Vice President and General Manager of the Utility and Broadband Group, and from 2011 to 2013 he was Regional Vice President of our Utility business. Prior to joining Wesco in 2011, Mr. Cameron served as Senior Vice President of the Utility Group, and Vice President of Marketing & Operations with Irby, a Sonepar Company. Earlier in his career, Mr. Cameron held various positions with Hubbell Power Systems, Thomas & Betts and ABB.

William C. Geary, II has served as our Executive Vice President and General Manager of the Communications & Security Solutions (CSS) strategic business unit since June 2020. Prior to the Anixter acquisition in 2020, Mr. Geary served as Executive Vice President – Network & Security Solutions of Anixter International Inc. from July 2017 to June 2020 and Senior Vice President – Global Markets – Network & Security Solutions from January 2017 to June 2017. Previously, Mr. Geary held a variety of senior management roles at Accu-Tech Corporation, a wholly-owned subsidiary of Anixter.

Akash Khurana has served as our Executive Vice President and Chief Information and Digital Officer since joining the Company in November 2020. Before joining Wesco, Mr. Khurana served as Chief Information Officer and Chief Data Officer of Global information of McDermott International, Ltd. from March 2015 to November 2020. Previously, he served as Senior Director of Global Product Lines and Regional P&Ls at Baker Hughes and held a variety of leadership roles at GE Healthcare and Power & Water Divisions.

Diane E. Lazzaris has served as our Executive Vice President and General Counsel since June 2020 and also as Corporate Secretary from February 2021 to December 2023. From 2014 to June 2020 she served as Senior Vice President and General Counsel, and from 2010 to December 2013 she served as our Vice President, Legal Affairs. From 2008 to 2010, Ms. Lazzaris served as Senior Vice President – Legal, General Counsel and Corporate Secretary of Dick's Sporting Goods, Inc. From 1994 to 2008, she held various corporate counsel positions at Alcoa Inc., including Group Counsel to a group of global businesses.

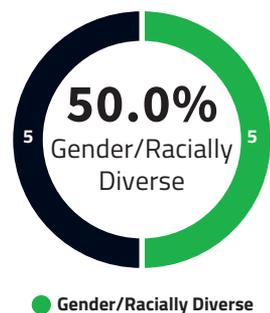
Hemant Porwal has served as our Executive Vice President, Supply Chain and Operations division since June 2020, and from January 2015 to June 2020 as Vice President of Global Supply Chain and Operations. Before joining Wesco, Mr. Porwal served as Vice President at Sears Holding Corporation, leading their global procurement function since 2011, and at PepsiCo, Inc. where he held roles with increasing responsibility in Operations, Supply Chain, Procurement and Finance.

David S. Schulz has served as our Executive Vice President and Chief Financial Officer since June 2020, and from October 2016 to June 2020, he served as Senior Vice President and Chief Financial Officer. Prior to joining Wesco, Mr. Schulz served as Senior Vice President and Chief Operating Officer of Armstrong Flooring, Inc. from April 2016 to October 2016 and from November 2013 to March 2016, he served as Senior Vice President and Chief Financial Officer of Armstrong World Industries, Inc. and as Vice President, Finance of the Armstrong Building Products division from 2011 to November 2013. Prior to joining Armstrong World Industries in 2011, he held various financial leadership roles with Procter & Gamble and The J.M. Smucker Company. Mr. Schulz began his career as an officer in the United States Marine Corps.

Nelson J. Squires III has served as our Executive Vice President and General Manager of the Electrical & Electronic Solutions (EES) strategic business unit since June 2020, and from October 2019 to June 2020 he served as our Senior Vice President and Chief Operating Officer. From January 2018 to September 2019 he served as Group Vice President and General Manager of Wesco Canada/International/WIS and as Group Vice President and General Manager of Wesco Canada from August 2015 to January 2018. From 2010 to July 2015, he was Vice President and General Manager, North America Merchant Gases and President, Air Products Canada of Air Products and Chemicals, Inc. He has also served in regional and general management positions, as director of investor relations, and in various sales positions at Air Products. Earlier in his career, he was a captain in the United States Army.

Christine A. Wolf has served as our Executive Vice President and Chief Human Resources Officer since June 2020, and from June 2018 to June 2020 as Senior Vice President and Chief Human Resources Officer. Before joining Wesco from 2011 to June 2018, Ms. Wolf served as the Chief Human Resources Officer of Orbital ATK, Inc. until its acquisition by Northrop Grumman. From 2008 to 2011, she served as the Chief Human Resources Officer of Fannie Mae and from 2004 to 2008 she served as Chief Human Resources Officer of E*Trade Financial Corporation. Prior to that, she held various positions in human resources with companies in a variety of industries.

Executive Leadership Diversity



The Company's executive leadership committee comprises the officers shown above and Ms. Kim Warne, Senior Vice President and Chief Marketing Officer. We believe that diverse backgrounds and experiences enables us to run a successful enterprise that meets the needs of our stakeholders and delivers superior value.

We aim to increase the representation of diverse employees at every level of the organization, with a Company culture that fosters a sense of individual and group belonging, and diversity of leadership that reflects our diverse workforce.

Today, five of our ten executive officers are diverse in terms of gender, race or ethnicity, including three who identify as female.

Corporate Governance

Corporate Governance Guidelines

We have adopted Corporate Governance Guidelines in conformity with the New York Stock Exchange (“NYSE”) listed company standards to provide a framework to assist members of our Board in fully understanding and effectively implementing their responsibilities while assuring our on-going commitment to high standards of corporate conduct and compliance.

We have adopted a Wesco Code of Business Conduct and a Global Antibribery and Anticorruption Policy which apply to our Board of Directors and all of our employees and cover all areas of professional conduct, including customer relations, conflicts of interest, insider trading, financial disclosure, and compliance with applicable laws and regulations.

We also have adopted a Code of Principles for Senior Financial Executives, referred to as the Senior Financial Executive Code, which applies to our Chief Executive Officer, Chief Financial Officer and Corporate Controller. We disclose future amendments to, or waivers from, the Senior Financial Executive Code on the corporate governance section of our website within four business days of any amendment or waiver.

You may access our Corporate Governance Guidelines, Committee Charters, Code of Business Conduct, Global Antibribery and Anticorruption Policy, Senior Financial Executive Code, Independence Policy, and related documents on our website at <https://www.wesco.com/us/en/our-company/leadership.html#policies>.

Director Independence

Our Board has adopted independence standards that meet or exceed the independence standards of the NYSE, including the enhanced independence requirements for audit and compensation committee members. In addition, as part of our independence standards, our Board has adopted categorical standards to assist it in evaluating the independence of each of its Directors. The categorical standards are intended to assist our Board in determining whether or not certain direct or indirect relationships between its Directors and our Company or its subsidiaries are “material relationships” for purposes of the NYSE independence standards. The categorical standards establish thresholds at which any relationship is deemed to be material.

Annually, the independence of each Director is reviewed, applying applicable independence standards. The review considers relationships and transactions between each Director and his or her immediate family and affiliates and our management and our independent registered public accounting firm. Based on this review, our Board has affirmatively determined that the following Directors are independent: Messrs. Espe, Griffin, Nagarajan, Raymund, Singleton and Sundaram and Messes. Bryan, Cooney and Thompson.

Director Qualifications and Diversity

Our Nominating and Governance Committee reviews 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. Each Director’s particular and specific experience, qualifications, attributes or skills which support his or her position as a Director on our Board include those that are identified in the Proposal 1 – Election of the Board of Directors section of this Proxy Statement.

The Nominating and Governance Committee considers various factors in determining whether to recommend a candidate for nomination as a Director, including an individual’s aptitude for independent analysis, level of integrity, personal and professional ethics, soundness of business judgment, relevant experience, and ability and willingness to commit sufficient time to Board activities. As part of this annual review, Directors disclose their service on other boards, which the Nominating and Governance Committee takes into consideration in evaluating a Director’s ability to devote sufficient time to the Company’s Board. The Nominating and Governance Committee consults with the Board to determine the most appropriate combination of characteristics, skills and experiences for the Board as a whole with the objective of having a Board whose members have diverse backgrounds and experiences and sufficient domain knowledge of the Company’s end markets and distribution industry. The

Nominating and Governance Committee considers candidates diverse in gender, ethnic background, geographic origin, age and professional experience and evaluates each individual in the context of the individual's potential contribution to the Board as a whole to best promote the success of the Company's business, represent stockholder interests through the exercise of sound judgment, and allow the Board to benefit from the group's diversity of background, experience and thought. The Board values inclusion and diversity, and as of March 28, 2024, 60% of our Directors were diverse in terms of gender or ethnicity.

The Nominating and Governance Committee also reviews the characteristics of incumbent Board members and prospective Board members to ensure that the Board, as a whole, possesses the experience, expertise and competencies that are relevant or desirable. The Nominating and Governance Committee uses a skills matrix to assess the overall composition of the Board, including such characteristics as CEO experience, strategy and operational expertise, financial expertise, capital markets expertise, human capital management and inclusion and diversity expertise, ESG experience, risk management experience, supply chain and industry experience, mergers and acquisitions experience, international experience, and technology and cybersecurity experience, among others. These processes are designed to ensure a high-functioning and well-composed Board of independent and capable Directors with relevant experience.

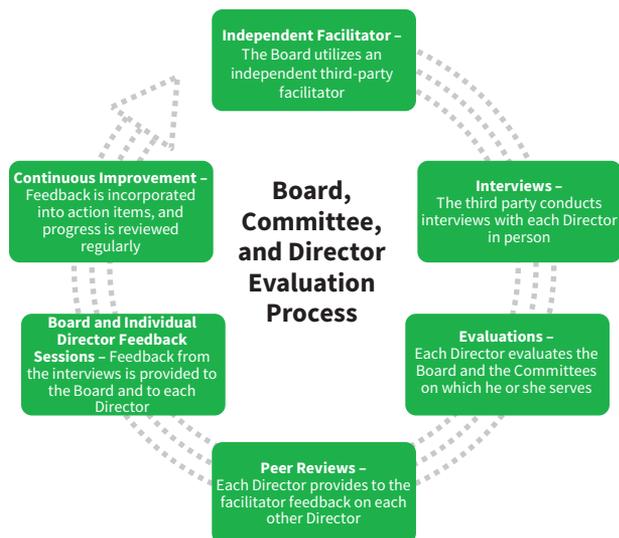
The Nominating and Governance Committee may also target prospective candidates for Board membership based on their attributes compared to current Board members to achieve a strong overall Board composition. The Nominating and Governance Committee applies the same criteria to all candidates that it considers, including any candidates submitted by stockholders.

Board Refreshment, Tenure and Diversity

The Board is committed to ongoing Board refreshment. The Board considers a balanced Board in terms of overall average Director tenure, comprising newer Directors as well as those who have longer experience with the Company, to benefit the Company and its stockholders by providing fresh perspectives, experience and stability. As part of its Board refreshment process, the Board has recruited a new Director in five of the past six years, each of whom is diverse in terms of gender or ethnicity. Currently, 44% of our independent Directors have a tenure of five years or less, and the average tenure of our independent Directors as of March 28, 2024 is 9.5 years. In order to develop a balanced Board, we have a robust Director recruitment process that includes utilizing the assistance of a nationally recognized recruiting firm to identify and recruit potential candidates for our Board of Directors based on attributes outlined on a skills matrix that was developed by the Nominating and Governance Committee. For each recruiting engagement, the Nominating and Governance Committee, working with the independent recruiting firm and including input from the Board, develops specifications for each director position, which are used to identify and recruit director candidates. We emphasize diversity as part of our recruiting efforts and require diverse slates of candidates for each position. The Board has six of its ten members (60%) who are diverse in terms of gender, race or ethnicity, which exceeds the Board's goal of 50%.

Board, Committee and Director Evaluations

The Board annually conducts a robust self-evaluation process. Under the leadership of our Lead Director, Mr. Singleton, the Nominating and Governance Committee oversees this evaluation process, which assesses three components: (1) the Board, (2) Board Committees and (3) individual Directors. The self-evaluation focuses on adherence to the Corporate Governance Guidelines and Committee charters, and identifies opportunities to improve Board and Committee performance. As part of that process, we also conduct individual Director evaluations, including peer assessments. Each Director also provides an assessment of the effectiveness of the Board and its Committees, including identifying any opportunities the Board can focus on to enhance effectiveness.



Topics considered during the 2024 Board and Committee Evaluation Process included:

Director Performance

- Individual Director performance
- Chairman (in that role)
- Lead Director (in that role)
- Each Committee Chair (in that role)

Board and Committee Operations

- Board and Committee membership, including Director skills, background, expertise and diversity
- Committee structure, including whether the Committee structure enhances Board and Committee performance
- Access to management
- Conduct of meetings, including time allocated for, and encouragement of, candid dialogue
- Key areas of focus for the Board
- Strategy oversight
- Capital allocation
- Consideration of stockholder value
- Consideration of reputation
- ESG and consideration of stakeholder value
- Identification of relevant and timely topics for attention and discussion

Board Performance

Committee Performance

- Performance of Committee duties under Committee charters
- Consideration of reputation
- Effectiveness of outside advisors

Director Continuing Education

As part of our efforts designed to ensure a continuing high-performance Board, Directors participate in continuing education on current topics and developments. We bring outside experts into the Board room to review current topics and developments in their areas of expertise, and Directors regularly attend outside education sessions on relevant topics. Education topics include corporate governance, compensation, SEC developments, financial matters, economic developments, emerging technology and trends, risk management, cybersecurity, diversity and inclusion, ESG matters and others.

Compensation Committee Interlocks

None of our executive officers serves as an executive officer of, or as a member of, the compensation committee of any public company that has an executive officer, director or other designee serving as a member of our Board. No member of our Compensation Committee has been an executive officer of the Company.

Executive Sessions and Lead Director Responsibility

During 2023, the non-management members of our Board met in executive session at each regularly scheduled Board of Directors' meeting. Our Directors generally hold executive sessions at both the beginning and end of each Board meeting. As Lead Director, Mr. Singleton presided over these executive sessions. In addition, Mr. Singleton has broad authority to call and conduct meetings of the independent Directors. The duties and responsibilities of our Lead Director are described in more detail in the section below.

Board Leadership Structure

Since 2011, Mr. Engel has served as Chairman of the Board. The Board believes that Mr. Engel's combined role of Chairman and Chief Executive Officer is in the best interests of the Company and its stockholders at this time, and that Mr. Engel is the Director best situated to serve as Chairman because of his detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company, his familiarity with the Company's business and industry, and his ability to identify strategic priorities essential to the future success of the Company. The Board believes that this structure is best for the Company because it provides for clear leadership responsibility and accountability, while providing for effective corporate governance and oversight by an independent Board of strong and seasoned Directors with an independent Lead Director. Mr. Singleton serves as the Board's independent Lead Director and presides over executive sessions of the Board. The non-management members of our Board meet in executive session at each regularly scheduled Board meeting. The Audit, Compensation, and Nominating and Governance Committees are all chaired by and comprised solely of independent Directors in accordance with independence standards of the NYSE, and thus oversight of key matters is entrusted to the independent Directors. Each of these Committees also meets in executive session without members of management present. 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;
- Leads 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 the Nominating and Governance Committee and the Chairman regarding recommended appointments of Committee members, including Committee chairs; and
- Facilitates communication between the Board and senior management.

The Lead Director assures that appropriate independence is brought to bear on important Board and governance matters. In addition, there is strong leadership vested in and exercised by the independent Committee chairs, and each Director may request inclusion of specific items on the agendas for Board and Committee meetings.

Considering all of the above, the Board believes that a combined Chairman and Chief Executive Officer, together with the Lead Director, is an appropriate Board leadership structure and is in the best interests of the Company and its stockholders at this time.

Communications with Directors

Our Board has established a process by which stockholders and other interested parties may communicate with the Board, our Board Committees, and/or individual Directors by confidential e-mail. Such communications should be sent in writing to the e-mail address noted in the corporate governance section of our website at <https://www.wesco.com/us/en/our-company/leadership.html#contact>.

Our Chief Compliance Officer will review all of these communications on a timely basis and will forward appropriate communications (i.e., other than solicitations, invitations, advertisements, or similar communications) to the relevant Board members on a timely basis.

Stockholders who wish to communicate with our Board in writing via regular mail should send correspondence to: WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Chief Compliance Officer.

Our Board members routinely attend our Annual Meeting of Stockholders. This provides you with additional opportunities to communicate with our Board. All of our Board members were present at our Annual Meeting of Stockholders.

Director Nominating Procedures

Our Nominating and Governance Committee recommends potential candidates for nomination as Director based on a number of criteria, including the needs of our Board. Any stockholder who would like the Nominating and Governance Committee to consider a candidate for Board membership should send a letter of recommendation that includes:

- The name and address of the proposed candidate;
- The proposed candidate's resume or a listing of his or her qualifications to be a Director on our Board;
- A description of why the proposed candidate would be a valuable addition to our Board;
- A description of any relationship that could affect the proposed candidate's ability to qualify as an independent Director, including identifying all other public or private company board and committee memberships;
- A confirmation of the proposed candidate's willingness to serve as a Director if selected by our Nominating and Governance Committee;
- Any information about the proposed candidate that, under the federal proxy rules, would be required to be included in our Proxy Statement if the proposed candidate were a nominee or otherwise is required to be provided pursuant to our Amended and Restated By-Laws; and
- The name of the stockholder submitting the proposed candidate, together with information as to the number of shares owned and the length of time of ownership.

To allow for timely consideration, recommendations must be received not less than 90 days prior to the first anniversary of the date of our most recent Annual Meeting. In addition, the Company may request additional information regarding any proposed candidates. A stockholder who wishes to nominate a person for election as a Director must provide written notice to the Corporate Secretary of the Company at the address below in accordance with the procedures specified in Section 2.15 of our By-Laws. In general, to be timely, the written notice must be received by our Corporate Secretary not less than 90 days prior to the first anniversary of the date of our most recent Annual Meeting. The notice must provide certain information required by the By-Laws, including (a) biographical and share ownership information of the stockholder (and certain affiliates), (b) descriptions of any material interests of the stockholder (and certain affiliates) in the nomination and any arrangements between the stockholder (and certain affiliates) and another person or entity with respect to the nomination, (c) certain biographical, employment and specific qualifications information of each nominee, and (d) a brief description of any arrangement or understanding between each individual proposed as a nominee and any other person pursuant to which the individual was selected as a nominee. Any notice of director nomination submitted must comply with the additional requirements of, and include the additional information required by, Rule 14a-19(b) under the Securities Exchange Act of 1934, as amended.

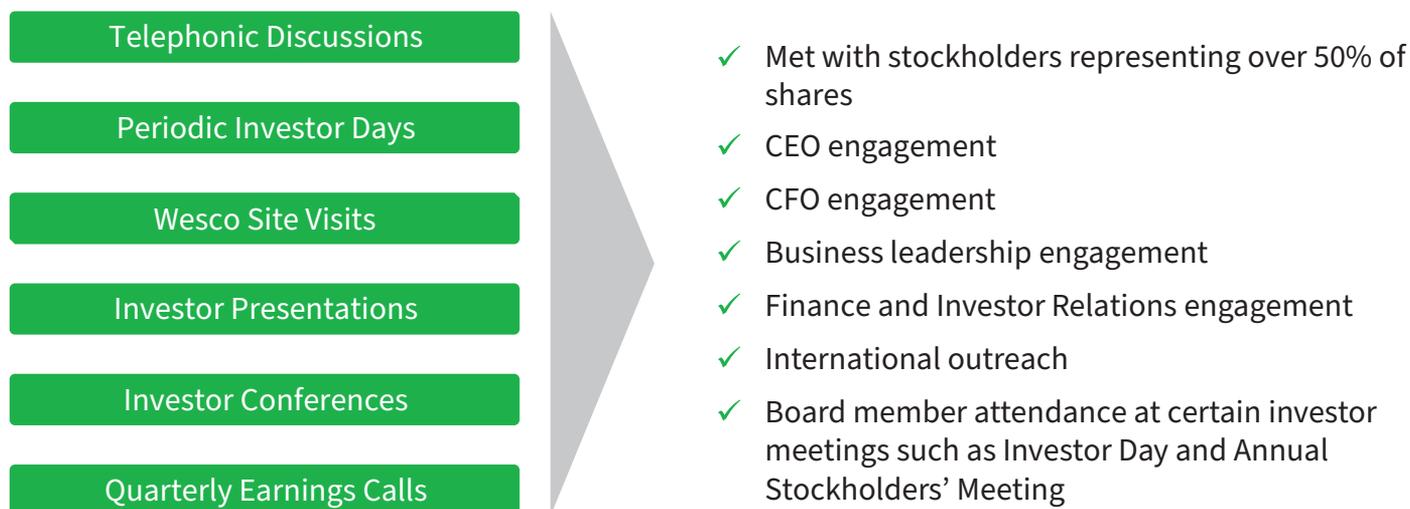
Notices of Director recommendations or Director nominations, including the information described above, should be sent to: WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122, Attention: Corporate Secretary.

Director Resignation Policy

The Board has adopted a resignation policy under which any Director who does not receive a majority of votes cast for his or her re-election is expected to offer his or her resignation for the Board's consideration.

Stockholder Engagement

We seek to engage with current and prospective investors throughout the year in order to review our financial performance, business model and strategic initiatives, so that management and the Board can better understand stockholder perspectives. We also utilize these discussions to assess emerging issues that may help shape our practices and enhance our corporate disclosures, including in the areas of ESG issues, executive compensation and capital deployment strategies. We strive for a collaborative approach with our stockholders and value the variety of perspectives that we hear in our discussions with them.



Board’s Role in Oversight of Risk Management

Management is responsible for risk management, and the Board’s role is to oversee management’s efforts in this area. As part of their regular meetings and deliberations, the Board and its Committees review and discuss matters of significance regarding operational, financial and other risks that are relevant to the Company’s business. Strategic risks and operating risks are monitored by the Board through discussions regarding the Company’s strategic and operating plans and regular reviews of the Company’s operating performance. Certain topics, including succession planning and mergers and acquisitions, are of such importance that they are reviewed for the full Board and not delegated to a specific committee. In addition, management assesses the Company’s enterprise risk and reviews with the entire Board significant risks and associated mitigating factors on an annual basis.

Our Board has tasked designated standing committees with oversight of certain categories of risk management. The risk oversight focus areas of the committees are:



The Audit Committee, which is comprised 100% of independent members, discusses and reviews guidelines and policies with respect to risk assessment and risk management and discusses with management the Company's major financial risk exposures and the steps management takes to monitor and control such exposures. The Audit Committee is also responsible for oversight of cybersecurity risk. The Compensation Committee, which is comprised 100% of independent members, reviews the potential for risk related to the Company's compensation arrangements, including compensation arrangements and policies for executives, and determines whether any such arrangements are likely to encourage excessive or inappropriate risk taking. The Nominating and Governance Committee, which is comprised 100% of independent members, is responsible for oversight of significant environmental, social and governance ("ESG") matters that are relevant to the Company.

To more effectively prevent, detect and respond to information security threats, the Company has a dedicated Chief Information Security Officer ("CISO") whose team is responsible for leading enterprise-wide information security strategy, policy, standards, architecture and processes. The CISO reports to our Executive Vice President, Chief Information and Digital Officer ("CIDO"), who reports directly to our Chief Executive Officer. The CISO and CIDO regularly review cybersecurity matters with our Chief Executive Officer and other members of our senior management, including cybersecurity risks and threats and the status of our cybersecurity incident response plan and related processes relating to the prevention, detection, mitigation and remediation of cybersecurity incidents. As part of its oversight responsibility of cybersecurity risk and the overall enterprise risk management process, the Audit Committee meets at least quarterly with the Company's CISO, the CIDO, and other senior leaders to receive updates on cybersecurity risks and threats (and should they arise, any material incidents), the status of initiatives to strengthen the Company's information security systems, management's assessments of the Company's security program and compliance with disclosure requirements. The Audit Committee and senior management report any findings and recommendations, as appropriate to the full Board of Directors for consideration. The Company has developed and conducts mandatory information security training programs for all employees and maintains cyber liability insurance policies.

Environmental, Social and Governance Matters

The Board oversees the Company's efforts to conduct its business in a principled, transparent, and accountable manner. The Board believes that its effective oversight of ESG matters is central to its risk oversight function. The Nominating and Governance Committee is responsible for oversight of significant ESG matters, and the Audit and Compensation Committees are delegated responsibility for oversight of specific ESG topics. However, the Board receives regular updates from each of the Committees and retains ultimate oversight responsibility for ESG matters.

ESG Oversight by Board Committee

Audit

Responsible for

- **Cybersecurity**
- **Business Ethics**
- **Regulatory Compliance**
- **Legal Compliance**

Also responsible for ESG-related impacts on our financial reporting and the verification of data in our ESG-related disclosures.

Compensation

Responsible for

- **Human Capital Management**
- **Talent**
- **Human Rights**
- **Labor Standards**
- **Inclusion and Diversity**

Also responsible for programs and policies related to the foregoing topics.

Nominating & Governance

Responsible for

- **Shareholder Rights**
- **Board Structure**
- **Climate Change Impact**
- **Waste, Water and Energy**
- **Supply Chain Transparency**
- **Product Lifecycle Management**

Also responsible for oversight of significant ESG matters not delegated to another Committee.

ESG management teams work with senior leaders to set strategy and develop goals to embed sustainability and ESG objectives across our organization. ESG management is led by the Executive Vice President, Supply Chain and Operations and reports at least annually to the Board and as appropriate to the Board Committees on the status of our ESG programs.

Sustainability Initiatives

We are committed to and prioritize ethics, safety, and environmental sustainability in conducting our business. We act

responsibly and actively reduce our environmental impact by how we service customers and the communities in which we operate. To guide Company initiatives toward measurable change, we established the following 2030 sustainability goals:

2030 Sustainability Goals

Reduce absolute Scope 1 and 2 GHG emissions by 30 percent from a 2021 baseline by 2030.¹

Reduce by 2030 landfilled waste intensity by 15 percent across our U.S. and Canadian locations from a 2020 baseline.

Achieve a 15 percent reduction in the TRIR by 2030 from a 2020 baseline.

Committed to providing 425,000 hours of safety training and development to our employees by 2030.

⁽¹⁾ We have updated our climate goal. Wesco's previous greenhouse gas (GHG) emissions baseline of 107,178.8 MTCO₂e and 2030 goal to reduce GHG emissions by 30% to 75,025.2 MTCO₂e were set based on calculations and estimates for Wesco and Anixter in 2019, pre-integration. We are now better able to calculate our GHG emissions for the combined organization and are resetting the goal's baseline based on 2021 data. The new baseline is 84,253 MTCO₂e with a goal to reduce GHG emissions by 30% by 2030 to 58,977 MTCO₂e or less.

Achieving these goals depends on the collective action of our business and functional units, as well as alignment across our Company management. The foundation of our environmental, health and safety management is our Global Environmental, Health, Safety and Sustainability Policy, which aligns with key provisions of the ISO 14001:2015 environmental management standards. The policy includes management accountability for environmental sustainability, direct program responsibilities, key performance indicators, and other metrics to track progress. To enhance our sustainability strategy, practices, and communications, we also engage with employees, customers, suppliers, stockholders, community members and other stakeholders.

As a distribution and supply chain services company, our approach to sustainability includes not only leveraging positive actions across our organization to reduce the environmental impacts of our own operations, but also includes assisting our customers and suppliers with attaining their sustainability goals through our products, services, and supply chain solutions. For example, we assist our customers in areas such as lighting efficiency, energy management, renewable energy, and green procurement. We also support utilities as they work to meet their renewable portfolio standards initiatives (solar and wind generation projects). Our lighting renovation and retrofit business is focused on improving energy efficiency in offices, schools, high rise buildings and manufacturing plants and our automation solutions are focused on reducing waste for customers.

Overall, we continue to invest in new and emerging technologies and expand our capabilities in order to meet growing demands in these areas:



ENERGY EFFICIENCY

We provide some of the most efficient products on the market, including LED lighting and energy-efficient power systems.



ENERGY MANAGEMENT

We offer a suite of smart building solutions that help manage a facility's environmental impact, including advanced building automation equipment and HVAC controls.



RENEWABLE ENERGY

We provide turnkey renewable energy solutions ranging from large-scale photovoltaic projects to customized solar, wind, and energy solutions.



SUSTAINABLE MAINTENANCE, REPAIR & OPERATIONS

We help businesses meet green procurement goals by offering a broad range of sustainable tools, safety equipment, and miscellaneous consumables.

Safety

Our Sustainability Goals include a focus on employee safety, training and development, as these are core values of Wesco. We work to reduce or eliminate health and safety risks through dedicated programs, leadership commitments and employee involvement. We seek to achieve continuous improvement in the safety of our facilities and track a series of metrics that provide guidance toward that improvement. Our training programs address a variety of topics, including sales and profitability, health and safety, information security, anti-bribery and compliance, inclusion and diversity, among others.

Inclusion and Diversity

We believe that our people and our high-performance culture are our greatest assets. We take pride in our diverse and talented workforce and aspire to becoming the employer of choice for diverse talent in our industry. Our Compensation Committee and Board are updated routinely by management on our inclusion and diversity programs and engage in regular discussions on matters such as workplace culture, talent development, inclusion and diversity, and employee engagement.

We work to ensure that personnel actions are administered without regard to an employee's race, color, religion, ethnicity, gender or sexual orientation. We continually seek to recruit diverse candidates and increase our representation of women and ethnic minorities, particularly in management roles.

The goals of Wesco's Inclusion and Diversity program are to:

- leverage the unique experiences and perspectives of our talented workforce to support Wesco's mission;
- further engage employees and build an inclusive culture;
- recruit and develop talent that bring new perspectives and thought processes to Wesco;
- increase representation of suppliers that are owned and operated by teams with diverse backgrounds; and
- support the communities in which we operate.

Wesco has established an Inclusion & Diversity Council comprising members of our senior management to lead the following Business Resource Groups ("BRGs") – Able (Employees with Diverse Abilities), Mosaic (Black, Latino, Indigenous, and People of Color), Pride (LGBTQ+), Spark (Early-Career Employees), VOLT (Veterans), and WIN (Women). These BRGs foster a sense of community and inclusion, provide opportunities to network, support advancement opportunities within the organization, and assist with recruiting. The BRGs are global and open to all employees regardless of any aspect of their personal identity.



Human Rights – At Wesco, the way in which we conduct business is as important as the products and services that we provide. Our Human Rights policy includes protections relating to:

- Inclusion, Diversity and Non-Discrimination
- Harassment Prohibition
- Child or Forced Labor Prohibition
- Working Hours, Wages, and Benefits
- Safety and Workplace Conditions
- Disabled Employee Accommodations

We also expect vendors to comply with our Supplier Code of Conduct, which incorporates these human rights protections.

United Nations Global Compact

Wesco’s focus on sustainability includes supporting the ten principles of the United Nations Global Compact, which we joined in 2017. We also support the United Nations Sustainable Development Goals. Our recent efforts have had the most impact for the goals below.



Transparency

Wesco provides sustainability-related information to stakeholders. We made significant enhancements to our Sustainability Report in 2023, including TCFD-aligned disclosures. Today, we leverage the following frameworks and standards to provide robust ESG information:

ESG Reporting Standards

GRI	The Global Reporting Initiative (GRI) offers a list of global standards and guidelines around sustainability reporting.
SASB	The Sustainability Accounting Standards Board (SASB) provides a comprehensive set of industry specific disclosure topics and guidelines.
CDP	Formerly the Carbon Disclosure Project (CDP) is an international organization that helps companies measure and disclose environmental impact information. Wesco provides responses to both Climate Change and Water questionnaires.
TCFD	The Task Force on Climate-Related Financial Disclosures (TCFD) provides disclosure recommendations on ESG topics to provide stakeholders with more detailed information surrounding climate risks.

More information about Wesco’s sustainability activities can be found on our website at <https://www.wesco.com>.

Prohibition on Hedging and Pledging

The Company’s Insider Trading Policy prohibits Section 16 Directors and Officers from engaging in any hedging transactions that involve Wesco securities. Wesco believes that this ensures a strong alignment of the interests of Directors and Officers with our stockholders. The policy also prohibits all Officers, Directors, Designated Insiders and employees from selling short (including short sales “against the box”) or from trading, writing, or purchasing “put” or “call” options on Wesco securities. Section 16 Directors and Officers also are prohibited from holding securities of Wesco in a margin account and from using shares as collateral and pledging them as security for a loan. Designated Insiders and employee stockholders are not prohibited from using Wesco securities as collateral to secure a bona fide loan.

Stockholder Proposals for 2025 Annual Meeting

If you wish to have a stockholder proposal included in the Company's proxy soliciting materials for the 2025 Annual Meeting of Stockholders, you must submit the proposal to the Company at its principal executive offices by our deadline, which is 120 days prior to the first anniversary of the mailing of this Proxy Statement, or December 13, 2024. For any other business to be properly brought before the 2025 Annual Meeting by a stockholder, notice in writing must be delivered to the Company in accordance with the Company's Amended and Restated By-Laws not less than 90 days nor more than 120 days prior to the first anniversary of the 2024 Annual Meeting, or between January 23, 2025, and February 22, 2025. We may be required to include certain limited information concerning any such proposal in our Proxy Statement so that proxies solicited for the 2024 Annual Meeting may confer discretionary authority to vote on that matter. Any stockholder proposals should be addressed to our Corporate Secretary, WESCO International, Inc., 225 West Station Square Drive, Suite 700, Pittsburgh, Pennsylvania, 15219-1122.

Board and Committee Meetings

Our Board has four standing committees: an Audit Committee, a Compensation Committee, an Executive Committee, and a Nominating and Governance Committee. Each Committee operates under a separate charter, which is available on the corporate governance section of our website at <https://www.wesco.com/us/en/our-company/leadership.html#policies>.

The full Board held five meetings in 2023. Each Director attended 75% or more of the aggregate number of meetings of the full Board held in 2023 and the total number of meetings held by all Committees of the Board on which he or she served.

Audit Committee

All of the members of our Audit Committee are required to be, and were determined by our Board to be, independent Directors according to the independence standards of the SEC and the NYSE. Until October 16, 2023, the Audit Committee consisted of Messes. Cooney and Thompson and Messrs. Raymund and Sundaram, with Ms. Thompson serving as Chair. Upon her appointment to the Board on October 16, 2023, Ms. Bryan also became a member of the Audit Committee. On December 1, 2023, Mr. Raymund stepped down from and Mr. Nagarajan also became a member of the Audit Committee. Our Board has determined that Messes. Bryan and Thompson and Messrs. Nagarajan and Raymund are Audit Committee Financial Experts, as defined under applicable SEC regulations. Our Audit Committee is responsible, among other things, for: (a) appointing the independent registered public accounting firm to perform an integrated audit of our financial statements and to perform services related to the audit; (b) reviewing the scope and results of the audit with the independent registered public accounting firm; (c) reviewing with management our quarterly and year-end operating results; (d) considering the adequacy of our internal accounting and control procedures; (e) reviewing the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q; (f) providing oversight for cybersecurity risks; and (g) reviewing any non-audit services to be performed by the independent registered public accounting firm and the potential effect on the registered public accounting firm's independence. Our Audit Committee held eight meetings in 2023.

Compensation Committee

All of the members of our Compensation Committee are required to be, and were at all times, independent Directors according to the independence standards of the SEC and the NYSE (including the enhanced independence requirements for Compensation Committee members). Until December 1, 2023, the Compensation Committee consisted of Messrs. Espe, Griffin, Raymund and Singleton with Mr. Espe serving as Chair. On December 1, 2023, Mr. Nagarajan also became a member of the Compensation Committee. Our Compensation Committee is responsible for the review, recommendation and approval of compensation arrangements for executive officers and for the administration of certain benefit and compensation plans and arrangements of the Company. Our Compensation Committee held five meetings in 2023.

Executive Committee

During 2023, the Executive Committee consisted of Ms. Thompson and Messrs. Engel, Espe, Griffin and Singleton, with Mr. Singleton serving as Chair. Except for Mr. Engel, all Executive Committee members have been determined by our Board to be independent Directors according to the independence standards of the SEC and the NYSE. The Executive Committee may exercise all the powers and authority of the Directors in the management of the business and affairs of our Company and has been delegated authority to exercise the powers of our Board between Board meetings. The Executive Committee did not meet in 2023.

Nominating and Governance Committee

All of the members of our Nominating and Governance Committee are required to be, and were determined by our Board to be, independent under the independence standards of the SEC and the NYSE. Until December 1, 2023, the Nominating and Governance Committee consisted of Ms. Cooney and Messrs. Griffin, Singleton and Sundaram, with Mr. Griffin serving as Chair. On December 1, 2023, Mr. Raymund also became a member of the Nominating and Governance Committee. The Nominating and Governance Committee is responsible for identifying and nominating candidates for election or appointment to our Board and determining compensation for Directors. It is also the responsibility of our Nominating and Governance Committee to review and make recommendations to our Board with respect to our corporate governance policies and practices and to develop and recommend to our Board a set of corporate governance principles. Additionally, the Nominating and Governance Committee is responsible for oversight of significant ESG matters. Our Nominating and Governance Committee held four meetings in 2023.

Director Compensation

Compensation

Independent members of the Board of Directors receive compensation in the form of an annual retainer and an annual equity award. Directors have the ability to defer 25% to 100% of the retainer. In 2022, deferred amounts were converted into stock units and credited to an account in the Director's name using the average of the high and low trading prices of our Common Stock on the first trading day in January. The table below sets forth 2023 annual retainers our non-employee Directors, as determined based on analysis provided by the independent compensation consultant, as described below.

Role	2023 Annual Cash Retainer
All Independent Directors	\$120,000
Lead Independent Director	\$ 35,000
Committee Chairs:	
Audit	\$ 25,000
Compensation	\$ 20,000
Nominating and Governance	\$ 17,500

The Nominating and Governance Committee works with an independent compensation consultant, Meridian Compensation Partners, LLC ("Meridian"), to do an annual assessment of Director Compensation, including providing the Nominating and Governance Committee with market research and comparison data using a peer group of companies which is the same as that used in the Compensation Committee's evaluation of executive compensation. We review Director Compensation compared to that of the peer group. We query our consultant on new developments, best practices and trends in Director Compensation, and Meridian serves as a resource to the Nominating and Governance Committee.

In addition to the retainer, non-employee Directors are reimbursed for travel and other reasonable out-of-pocket expenses related to attendance at Board and Committee meetings. Directors receive no additional compensation for Board or Committee meeting attendance. Members of our Board who are also our employees do not receive compensation for their services as Directors.

For 2023, non-employee Directors received equity grants in the form of Restricted Stock Units ("RSUs") in the amount of \$175,000, which will vest on the first anniversary of the date of the grant. If a Director's Board service is terminated earlier than one year from the date of grant as a result of the scheduled expiration of the Director's term then, if such date is (1) less than three calendar months from the date of grant, then 25% of the RSUs shall be deemed vested, (2) at least three but less than six calendar months from the date of grant, then 50% of the RSUs shall be deemed vested, (3) at least six but less than nine calendar months from the date of grant, then 75% of the RSUs shall be deemed vested, and (4) at least nine calendar months from the date of grant, then 100% of the RSUs shall be deemed vested. On February 16, 2023, each non-employee Director received a grant of 1,018 RSUs with a grant date fair value of \$171.96 per RSU, which was the closing price of our Common Stock on February 16, 2023.

Distribution of deferred stock units will be made in a lump sum or in installments, in the form of shares of our Common Stock, in accordance with the distribution schedule selected by the Director at the time the deferral election is made.

As set forth on an exhibit to the Company's Form 10-K filed on February 22, 2016, the Company has entered into indemnification agreements with each current Director providing for: indemnification for indemnifiable claims and losses; advancement of expenses; and D&O liability insurance.

Robust Stock Ownership Guidelines

Our Board has adopted robust stock ownership guidelines for Directors, which are five times their annual cash retainer. Directors are expected to hold these ownership positions during their service as Directors. All Directors have acquired or are acquiring stock in accordance with the stock ownership guidelines.

Director Compensation for 2023

Name	Fees Earned or Paid in Cash ⁽¹⁾	Stock Awards ⁽²⁾⁽³⁾	All Other Compensation	Total
Bryan ⁽⁴⁾	\$ 25,109	\$ 43,750	—	\$ 68,859
Cooney	\$120,000	\$175,000	—	\$295,000
Espe	\$140,000	\$175,000	—	\$315,000
Griffin	\$137,500	\$175,000	—	\$312,500
Nagarajan	\$120,000	\$175,000	—	\$295,000
Raymund	\$120,000	\$175,000	—	\$295,000
Singleton	\$155,000	\$175,000	—	\$330,000
Sundaram	\$120,000	\$175,000	—	\$295,000
Thompson	\$145,000	\$175,000	—	\$320,000

- (1) The amounts shown represents the cash portion of the annual retainer paid to the Directors. Ms. Bryan and Messrs. Griffin, Nagarajan and Sundaram elected to defer portions of their compensation into the Company's Deferred Compensation Plan for Non-Employee Directors.

Name	Deferred Compensation
Bryan	\$ 25,109
Griffin	\$ 68,750
Nagarajan	\$120,000
Sundaram	\$120,000

- (2) Amounts represent the aggregate grant date fair value, calculated in accordance with FASB ASC Topic 718, of RSUs. On February 16, 2023, each non-employee Director received a grant of 1,018 RSUs with a grant date fair value of \$171.96 per RSU, which was the closing price of our Common Stock on February 16, 2023. These RSU awards are subject to time-based vesting criteria. The assumptions used in calculating these amounts are set forth in Note 15 to our notes to consolidated financial statements for the year ended December 31, 2023, which is located on pages [79-82] of our Annual Report on Form 10-K.
- (3) All the RSU awards were granted under the WESCO International, Inc. 2021 Omnibus Incentive Plan, as approved by our Board and stockholders. See the "Director Outstanding Equity Awards at the Year-End" table below for more information regarding the equity awards held by Directors as of December 31, 2023.
- (4) Ms. Bryan joined our Board on October 16, 2023, and received a pro-rated equity RSU grant of 277 RSUs on December 7, 2023 with a grant date fair value of \$157.70 per RSU, which was the closing price of our Common Stock on December 7, 2023.

Director Outstanding Equity Awards at Year-End

Name	Number of Securities Underlying Unexercised Equity Awards Exercisable⁽¹⁾	Number of Shares of Stock That Have Not Vested
Bryan	—	277
Cooney	716	1,018
Espe	7,603	1,018
Griffin	15,261	1,018
Nagarajan	724	1,018
Raymund	6,472	1,018
Singleton	—	1,018
Sundaram	1,433	1,018
Thompson	—	1,018

(1) The amounts for Messes. Bryan and Cooney, and Messrs. Espe, Griffin, Morgan and Raymund and Sundaram include RSUs for which vesting was deferred.

Security Ownership

Security Ownership of Management

The following table sets forth the number of shares of Company's Common Stock beneficially owned as of March 28, 2024, by each Director or nominee for Director of the Company, the named executive officers in the Summary Compensation Table and by all Directors and executive officers as a group. Unless otherwise indicated, the holders of all shares shown in the table have sole voting and investment power with respect to such shares. In determining the number and percentage of shares beneficially owned by each person, shares that may be acquired by such person pursuant to options or convertible stock exercisable or convertible within 60 days of March 28, 2024, are deemed outstanding for purposes of determining the total number of outstanding shares for such person and are not deemed outstanding for such purpose for all other stockholders.

Name	Shares Beneficially Owned	Percent Owned Beneficially ⁽¹⁾
John J. Engel	790,847 ⁽²⁾	1.5%
Glynis A. Bryan	144 ⁽³⁾	*
Anne M. Cooney	3,142 ⁽³⁾	*
Matthew J. Espe	18,267 ⁽³⁾	*
Bobby J. Griffin	27,855 ⁽³⁾	*
Sundaram Nagarajan	2,809 ⁽³⁾	*
Steven A. Raymund	31,483 ⁽³⁾	*
James L. Singleton ⁽⁴⁾	37,867 ⁽³⁾	*
Easwaran Sundaram	9,888 ⁽³⁾	*
Laura K. Thompson	8,057 ⁽³⁾	*
David S. Schulz ⁽⁵⁾	205,753 ⁽²⁾	*
James F. Cameron	50,001 ⁽²⁾	*
William C. Geary, II ⁽⁵⁾	43,842 ⁽²⁾	*
Nelson J. Squires, III	134,513 ⁽²⁾	*
All 18 Directors and executive officers as a group ⁽⁵⁾	1,584,785 ⁽²⁾	3.1%

* Indicates ownership of less than 1% of the Common Stock.

(1) Based on the number of shares outstanding on the Record Date.

(2) Includes the following shares of Common Stock not currently owned, but subject to SARs and Stock Options which were outstanding on March 28, 2024, and may be exercised or settled within 60 days thereafter: Mr. Engel, 364,836; Mr. Schulz, 108,154; Mr. Cameron, 20,789; Mr. Geary, 13,482; and Mr. Squires, 74,603; and all executive officers as a group, 690,929.

(3) Includes shares of Common Stock payable to any such Director following the Director's termination of Board service with respect to portions of annual fees deferred under the Company's Deferred Compensation Plan for Non-Employee Directors, and RSUs subject to an election to defer even though such shares are not deemed currently to be beneficially owned by the Directors pursuant to Rule 13d-3, as follows: Ms. Bryan, 144; Ms. Cooney, 1,750; Mr. Espe, 9,030; Mr. Griffin, 25,806; Mr. Nagarajan, 2,809; Mr. Raymund, 23,389; Mr. Singleton, 16,032; Mr. Sundaram, 9,888 and Ms. Thompson, 1,027.

(4) Excludes 5,000 shares of Common Stock held by an irrevocable trust. for which Mr. Singleton disclaims beneficial ownership and does not have voting or dispositive power over such shares.

(5) As of March 28, 2024, Messrs. Schulz and Geary owned 1,771, and 4,562 depository shares, each representing a 1/100th interest in a share of the Company's Series A Fixed-Rate Reset Cumulative Perpetual Preferred Stock (the "Preferred Stock"), respectively. Messrs. Schulz and Geary each own less than 1% of the Preferred Stock. As of March 28, 2024, all 18 Directors and executive officers as a group owned 8,333 depository shares of the Preferred Stock, which represents less than 1% of the Preferred Stock.

Delinquent Section 16(a) Reports

Under the federal securities laws of the United States, the Company's Directors, its executive officers, and any persons beneficially holding more than ten percent of the Company's Common Stock are required to report their ownership of the Company's Common Stock and any changes in that ownership to the SEC and NYSE. Specific due dates for these reports have

been established. The Company is required to report in this Proxy Statement any failure to file by these dates. For the year ended December 31, 2023, all such filings were made within the required time periods, based on the Company's review of forms filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and written representations received from such persons.

Security Ownership of Principal Stockholders

The following table sets forth the beneficial ownership of the Company's Common Stock as of March 28, 2024, by each person or group known by the Company to beneficially own five percent or more of the outstanding shares of the Company's Common Stock.

Name	Shares Beneficially Owned	Percent Owned Beneficially
Leonard Green & Partners, L.P. 11111 Santa Monica Blvd. Ste 2000 Los Angeles, CA 90025	6,407,098 ⁽¹⁾	12.6%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	4,819,559 ⁽²⁾	9.5%
BlackRock, Inc. 50 Hudson Yards New York, NY 10001	3,993,934 ⁽³⁾	7.9%

- (1) This information is based solely upon a Schedule 13G/A filed by Leonard Green & Partners, L.P. ("Leonard Green") with the SEC on February 13, 2023. Leonard Green is the beneficial owner of 6,407,098 shares for which it has shared voting power and shared dispositive power.
- (2) This information is based solely upon a Schedule 13G filed by The Vanguard Group ("Vanguard") with the SEC on February 13, 2024. Vanguard is the beneficial owner of 4,819,559 shares and has shared voting power over 16,514 shares, sole dispositive power over 4,754,417 shares and shared dispositive power over 65,142 shares.
- (3) This information is based solely upon a Schedule 13G filed by BlackRock, Inc. ("BlackRock") with the SEC on January 26, 2024. BlackRock is the beneficial owner of 3,993,934 shares and has sole power to vote 3,768,277 shares, and sole dispositive power over 3,993,934 shares.

Transactions With Related Persons

Our Company has a written policy and has implemented processes and controls in order to obtain information from our Directors and executive officers with respect to related person transactions and for then determining whether our Company or a related person has a direct or indirect material interest in the transaction, based on the facts and circumstances. Our Nominating and Governance Committee and Board review relationships and transactions between our Directors, executive officers and our Company or its customers and suppliers in order to determine whether the parties have a direct or indirect material interest. Its evaluation includes: the nature of the related person's interest in the transaction; material terms of the transaction; amount and type of transaction; importance of the transaction to our Company; whether the transaction would impair the judgment of a Director or executive officer to act in the best interest of our Company; and any other relevant facts and circumstances. Transactions that are determined to be directly or indirectly material to our Company or a related person are disclosed in this Proxy Statement and there were no disclosed transactions for 2023.

Proposal 2 — Approve, on an Advisory Basis, the Compensation of the Company’s Named Executive Officers

This year, the Company is seeking that the stockholders approve the compensation of the Company’s named executive officers (commonly referred to as “say-on-pay”) as described in the “Compensation Discussion and Analysis” section, the tabular disclosure regarding named executive officer compensation and the narrative description accompanying such disclosure. As approved by our stockholders at the Annual Meeting of Stockholders in 2023 regarding the frequency of the advisory vote, and consistent with the Board’s recommendation, we are submitting this proposal on an annual basis. This vote is advisory only, meaning it is non-binding on the Company; however, the Board and Compensation Committee will review and carefully consider the results when evaluating future compensation decisions.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” APPROVAL OF THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS.

The Board endorses the Company’s executive compensation program and recommends that the stockholders vote in favor of the following resolution:

RESOLVED, that the stockholders approve the compensation of the Company’s named executive officers as disclosed pursuant to Item 402 of SEC Regulation S-K, including as described under the “Compensation Discussion and Analysis” section, as well as the accompanying compensation tables and the related narrative disclosure, in the Company’s 2024 Proxy Statement.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the Company's compensation philosophy, policies and arrangements for the 2023 year that are applicable to our Named Executive Officers ("NEOs"), who are listed below:

NEO	
John J. Engel	Chairman, President, and Chief Executive Officer
David S. Schulz	Executive Vice President and Chief Financial Officer
James F. Cameron	Executive Vice President and General Manager, Utility & Broadband Solutions (UBS)
William C. Geary, II	Executive Vice President and General Manager, Communications & Security Solutions (CSS)
Nelson J. Squires, III	Executive Vice President and General Manager, Electrical & Electronic Solutions (EES)

Executive Summary

Key elements of our executive compensation program include the following:

Element	Description
Stockholder Support	We received the support of approximately 95% of stockholder votes in favor of our say-on-pay proposal in 2023. The overall structure of our compensation program, which was based on significant stockholder engagement, has remained consistent.
Straightforward Program	Our program is straightforward and comprises three elements: (1) Base Salary; (2) Short-Term Incentive Program ("STIP"); and (3) Long-Term Incentive Program ("LTIP").
Pay for Performance	Our performance metrics are linked to our strategy and demonstrate our pay for performance philosophy that aligns compensation earned with performance outcomes.
Balanced Mix of Incentives	We have a balanced mix of short- and long-term incentives, using a blend of performance metrics.
Challenging Incentive Award Goals	We set challenging short- and long-term incentive award goals.
Reasonable Compensation Levels	Total compensation is reviewed annually against a range of market data from a custom peer group of companies with similar business characteristics to Wesco.
Limited Perquisites	We have limited use of perquisites.
No Tax Gross-Ups on Executive-Only Perquisites	We do not provide tax gross-ups on executive-only perquisites.
Independent Committee and Consultant	Our Compensation Committee is 100% independent and utilizes an independent compensation consultant.
Stock Ownership Guidelines	We have robust stock ownership guidelines for our NEOs.
No Hedging or Pledging	NEOs are prohibited from hedging or pledging our stock.
Clawback Policies	We have clawback policies that apply to financial restatements and events of misconduct, including a mandatory policy that complies with recently enacted SEC rules and NYSE listing standards.

Pay for Performance

Our compensation program uses the following performance metrics:

Performance Metrics		Why It's Included	How It's Used
Short-Term Incentive Program (STIP)	Earnings Before Interest Taxes Depreciation and Amortization ("EBITDA")	Encompasses sales growth (including organic sales growth), operating margin performance (including gross margin and cost management) and profitability, all of which are central to the Company's strategy and the creation of long-term stockholder value.	Based on the annual operating plan reviewed and approved by the Board each December, these metrics are used for STIP targets in the following year.
	Free Cash Flow	Relates directly to the Company's operating performance, including the effective management of working capital, which is especially relevant for a supply chain services company. Strong free cash flow is important to our business and to our investors.	
Long-Term Incentive Program (LTIP)	Net Income Growth	Linked to strategy to drive profitable revenue and earnings growth; encompasses sales growth, margin improvement and cost control.	These metrics are measured over a three-year period and represent an appropriate mix of a growth metric and a return metric, both of which are relevant to our business and strategy. We believe that the combination of earnings growth and effective asset management drives value for a supply chain services company.
	Return on Net Assets (RONA) Growth	Important operating metric for a supply chain services company like us, since it focuses on improving profitability and the efficient use of operating assets (working capital, property, buildings and equipment) to create value for our stockholders.	

2023 Highlights

Highlights for 2023 include:

- **Successful Completion of Integration of Anixter** – Successfully completed our three-year integration of Anixter, while exceeding all synergy targets, which transformational combination has established the Company as the leader in several of our business segments and mix-shifted our business to higher growth and higher margin end-markets.
- **Dividend Program** – Initiated payment of quarterly cash dividend on the Company's Common Stock, in an amount equal to \$0.375 per share, commencing in Q1 2023 and returned one-third of free cash flow to common shareholders through dividends and share repurchases
- **Sales Growth** – Increased sales 5% over the prior year, with solid growth in utility, industrial, data centers, and security businesses
- **Leadership Talent** – Strengthened our talent base through development of existing leaders and addition of new talent through targeted recruiting efforts

Say-on-Pay

In addition to considering the needs of the business, the corporate governance landscape, the competitive marketplace and other trends, the Committee considers the results of the Say-on-Pay advisory vote in making compensation decisions for the following year. In 2023, the Company's advisory vote on executive compensation received the approval of approximately 95% of the shares voted. We believe that this substantial majority of votes cast affirms shareholders' recognition of our strong alignment of pay with performance.

Compensation Philosophy, Approach and Pay Elements

We have a straightforward and transparent compensation program that is linked to our strategy and the drivers of long-term stockholder value. It is based on our pay-for-performance methodology, and we use operating performance metrics that are important to our business. To be successful, we need to attract and retain executives and employees who are talented and motivated to grow long-term stockholder value.

There are three central elements to our executive total compensation:

- (1) base salary – cash-based;
- (2) short-term incentives – cash-based, and based on the annual operating plan approved by the Board; and
- (3) long-term incentives – stock-based, and based on three-year performance periods, linked to growth and return metrics and whose value depends on the increase in the Company's stock price over the long term, thus further aligning the executive's interests with stockholders' interests.

Structuring a balanced, fair and properly-crafted compensation program for our executive leaders is essential to promote our high-performance culture and contribute to our success. Our compensation philosophy begins with the recognition that our success depends on the talent of our people. To encourage high level performance of our leaders, we have constructed a compensation plan that rewards the behavior of our executives in pursuit of the following three broad philosophical tenets and goals:

- **Attract and retain an excellent management team.** A high performing team is critical to our success as a company. Developing and strengthening our corporate relationships with our customers and suppliers over the long-term enables our business to grow profitably. Also important is the consistency of leadership in support of our corporate mission, executing our strategy, and sustaining our high-performance culture.
- **Enable Wesco to recruit strong leaders as we grow our business and expand our product, service, and solution offerings.** We were able to recruit our NEOs because of our culture and compensation packages that aligned their performance with our strategy of creating value. Our approach in aligning our compensation plans to our strategy has been an important reason for our recruiting successes.
- **Reward our executives fairly and provide proper and balanced incentives for long-term value creation.** We want to provide a level of annual base compensation that is fair. When our executives perform at a level of high achievement, we reward them with attractive but capped annual cash bonus awards. In years when performance measures are not met, they may receive little or no bonus. In terms of long-term incentives, we believe that the opportunity to participate in the growth in value of our share price links pay to performance. We provide equity incentives to align management's interests with those of stockholders, and we maintain robust stock ownership guidelines to instill that mindset.

In setting compensation levels, we annually review a range of market data to ensure that our pay is appropriately positioned as compared to other similarly situated executives. The actual positioning of target compensation relative to the market varies based on each executive's experience, skill set, performance and potential and generally results in executives who are new in their role being placed lower in the range and those with more experience being placed higher in the range.

We assess the effectiveness of our compensation programs regularly and use the services of an independent compensation consultant, Meridian, which provides us with research information and data. Meridian serves as a resource to our Compensation Committee, providing information on new developments, best practices and trends in compensation. However, the Committee makes its own decisions, uses its own judgment and comes to its own conclusions relating to plan design and compensation. All of our Committee members are independent, as defined by applicable regulations.

Pay Element

Purpose

Base Salary

Fixed level of competitive base pay to attract and retain executive talent.

Short-term Incentive Plan (STIP)

Recognize annual performance achievements based on financial and operating performance of the Company with metric target based on the Company’s annual Board approved operating plan. Payouts are capped at 2x target.

Long-Term Incentive Plan (LTIP)

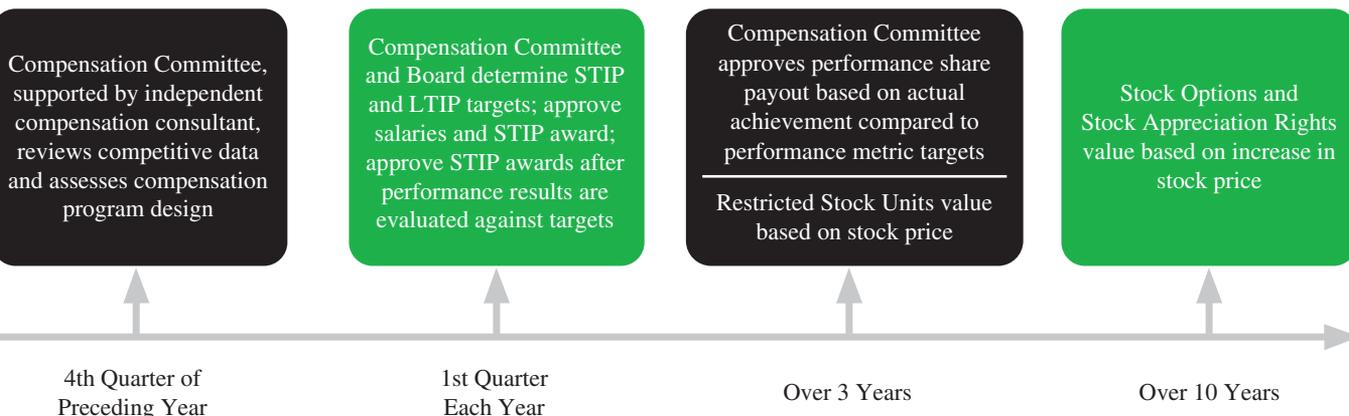
Reward creation of long-term stockholder value. Each equity component serves a purpose and aligns with stockholder interest.

- Performance shares have a 3-year performance term.
- Stock options and stock appreciation rights have 10-year terms.
- Restricted stock units vest ratably over three years.

Benefits

Competitive retirement and saving plan benefits to encourage retention and support long-term employment.

Governance / Timing



Compensation Setting Process

Our Board has delegated to the Compensation Committee the responsibility of administering executive compensation and benefit programs, policies and practices. The Committee is composed entirely of individuals who are independent Directors under the independence standards of the NYSE and SEC, including the enhanced independence requirements for compensation committee members. The Committee may also delegate certain matters to a subcommittee in its discretion. The performance of the management team is reviewed relative to performance measures, and compensation levels for our NEOs are reviewed and approved on an annual basis.

Our compensation setting process for NEOs consists of the following steps:

- Consider the Company’s financial performance;
- Review external market data;
- Consider stockholder feedback on say-on-pay and compensation topics;
- Confirm the reasonableness of total compensation awards as well as the reasonableness of each component of compensation when compared to peer companies;

- Assess overall Company performance in relation to our objectives, competition and industry circumstances;
- Assess individual performance, changes in duties and responsibilities, and strategic and operational accomplishments;
- Adjust base salaries, as appropriate, based on job performance, leadership, tenure, experience, and other factors, including market data relative to our peer companies;
- Evaluate and determine annual and long-term incentive award opportunities for each NEO;
- Make awards under our long-term incentive plan that reflect recent performance and an assessment of the future impact each NEO can have on the long-term success of the Company;
- Review the metrics and goals of the annual incentive plan as well as the performance share plan; and
- Make annual cash incentive award payments based on an evaluation of pre-established operating and financial performance factors.

In addition, the Committee has sought the recommendation of the Chief Executive Officer regarding the other NEOs relative to compensation adjustments and individual performance objectives he believes would be appropriate to achieve the Company's strategic and operational goals. The Committee reviews, discusses, modifies and approves, as appropriate, these compensation recommendations.

Role of Compensation Consultants

To assist in the compensation setting process, the Committee engages Meridian, an independent executive compensation consultancy firm, to provide information and advice regarding compensation and benefit levels and incentive plan designs. Meridian is engaged by, and reports directly to, the Committee, which has the sole authority to hire or fire Meridian and to approve fee arrangements for work performed. The Committee has authorized Meridian to interact with management on behalf of the Committee, as needed in connection with advising the Committee. The Committee has assessed the independence of Meridian pursuant to SEC and NYSE rules and concluded that Meridian's work for the Committee does not raise any conflict of interest.

In particular, the Committee retains Meridian to prepare compensation plan reviews, identify general trends and practices in executive compensation programs, provide information on new developments, including regulatory and legislative updates, related to compensation, assist in selecting the appropriate peer group, prepare a market analysis of target total compensation for the NEOs based on comparable and similarly-sized (by revenue) companies, and furnish its input regarding the compensation and incentives of the Chief Executive Officer and other executives.

The Committee's Chairman meets with management and Meridian regularly throughout the course of the year. The Committee reports to the entire Board of Directors at every Board meeting on its activities, the research commissioned from our compensation consultant and on the Committee's specific compensation deliberations and decisions that directly affect our executive leadership team.

Compensation Peer Group

As part of our compensation review process, the Committee annually assesses the competitiveness of the target pay opportunities for each of our NEOs against similarly situated executives from a custom peer group of companies. The peer group, reviewed and approved annually by the Committee, generally reflects:

- distribution companies similar in size, but also companies from general industry (excluding companies that are demonstrably variant to Wesco – e.g., agriculture, financial services, healthcare, retail) to reflect the broader market for talent
- companies with similar business and financial characteristics, including revenue size, margins, market capitalization and capital intensity

We chose a large number of similarly sized companies to ensure a proper sample size for comparison purposes and because we believe that they are representative of the companies against whom we compete to recruit and retain talent. This approach has proven successful, as many of the executive officers that we recently hired came from large corporations that were not direct competitors of ours and not in the distribution industry. Furthermore, it is not feasible or appropriate to construct a peer group of

only distributor competitors, as many of our competitors are smaller and/or privately-held companies, in the case of local competitors, or larger non-U.S. based companies, in the case of global competitors. To adjust for a variation in size among our Company and the companies in the peer group and to get comparable data for its analysis, Meridian uses regression analysis to adjust market values for differences in company size, based on annual revenues.

Our compensation peer group in 2023 comprises the following 27 companies:

2023 COMPENSATION PEER GROUP

AECOM	Cummins Inc.	Jabil Inc.	Trane Technologies plc
Arrow Electronics, Inc.	Eaton Corporation plc	Johnson Controls International plc	United Natural Foods, Inc.
Avnet, Inc.	Flex Ltd.	Performance Food Group Company	United Rentals, Inc.
Builders FirstSource, Inc.	Fluor Corporation	Quanta Services, Inc.	Univar Solutions Inc.
CDW Corporation	Genuine Parts Company	Stanley Black & Decker, Inc.	US Foods Holding Corp.
CommScope Holding Company, Inc.	Henry Schein, Inc.	TD SYNnex Corporation	W.W. Grainger, Inc.
Corning Incorporated	Insight Enterprises, Inc.	TE Connectivity Ltd.	

The Committee reviews with Meridian the composition of our peer group annually to ensure that companies are relevant for comparative purposes. For 2023, based on a qualitative review of our peer group, the Committee added Builders FirstSource, Inc., Performance Food Group Company, TD SYNnex Corporation and US Foods Holding Corp. to the peer group and removed Avis Budget Group, Inc., CarMax, Inc., International Paper Company, Lithia Motors, Inc., Patterson Companies, Inc. and WestRock Company.

Elements of Compensation

Base Salaries

Base salaries are intended to provide our NEOs with a level of competitive cash compensation that is critical for retention and appropriate given their positions, responsibilities and accomplishments with the Company. Salaries for NEOs are reviewed annually. The Committee reviews detailed individual salary history for the NEOs and compares their base salaries to salaries for comparable positions at companies within our peer group.

In 2023, the Committee performed its annual assessment of base salaries in February. The Committee reviewed compensation market data, based on analysis prepared by Meridian, using our compensation peer group.

NEO	Annual Base Salary Beginning of 2023	Annual Base Salary Effective April 1, 2023
John J. Engel	\$1,280,000	\$1,324,800
David S. Schulz	\$ 725,000	\$ 755,000
James F. Cameron	\$ 500,000	\$ 580,000
William C. Geary, II	\$ 625,000	\$ 650,000
Nelson J. Squires, III	\$ 650,000	\$ 670,000

In determining adjustments to base salaries, the Committee considers prevailing economic conditions, base salaries of recent additions to management, performance assessments, changes in duties and responsibilities, Company performance, comparable salary practices of companies within our peer group, the recommendation of Mr. Engel (in the case of the other NEOs), and any other factors the Committee deems relevant.

Short-Term Incentives

Our practice is to award cash incentive bonuses for achievement of performance measures linked to our strategy. Short-term incentives are designed to provide pay-for-performance compensation opportunities and are reviewed on an annual basis.

Annually, the Company's performance criteria and financial and operational targets are reviewed and approved by the Committee for the upcoming year. For purposes of the 2023 annual incentive programs, the performance measures for our NEOs consist of the achievement of a combination of the following metrics: Earnings Before Interest Taxes Depreciation and Amortization ("EBITDA") and Free Cash Flow. For NEOs leading a Strategic Business Unit ("SBU"), including Messrs. Cameron, Geary and Squires, the EBITDA component comprises both the EBITDA for the relevant SBU and for the Company on a consolidated basis. We believe that EBITDA is an appropriate performance measure because it relates directly to the Company's or SBU's sales growth (including organic sales growth), operating margin performance (including gross margin and cost management) and profitability. We believe that Free Cash Flow is an appropriate performance measure because it relates directly to the Company's operating performance, including the management of working capital. We believe that the combination of earnings growth and effective asset management drives value for a distribution and supply chain solutions business. Under the Company's annual incentive plan, the Committee may apply a performance modifier, based on the achievement of strategic initiatives, which may increase or decrease the calculated incentive amount under the plan by +/- 25%.

For 2023, the target incentive opportunity, and relative weight assigned to each performance measure for each of the NEOs, were as follows:

Performance Measure—Leaders with Corporate-Wide Responsibilities (Engel and Schulz)	Weighting	Percent Achievement	Payout Percent of Target Opportunity⁽¹⁾
EBITDA	75%	< 70%	0%
		70% to 100%	25% up to 100%
		>100% to 120%	Over 100% to 200%
Free Cash Flow	25%	< 70%	0%
		70% to 100%	25% up to 100%
		>100% to 120%	Over 100% to 200%
Total (as a percent of Target Opportunity)	100%		0% to 200%

(1) Amounts interpolated, as appropriate.

Performance Measure—SBU Leaders (Cameron, Geary, and Squires)	Weighting	Percent Achievement	Payout Percent of Target Opportunity⁽¹⁾
EBITDA for SBU	56.25%	< 70%	0%
		70% to 100%	25% up to 100%
		>100% to 120%	Over 100% to 200%
EBITDA	18.75%	< 70%	0%
		70% to 100%	25% up to 100%
		>100% to 120%	Over 100% to 200%
Free Cash Flow	25%	< 70%	0%
		70% to 100%	25% up to 100%
		>100% to 120%	Over 100% to 200%
Total (as a percent of Target Opportunity)	100%		0% to 200%

(1) Amounts interpolated, as appropriate.

For 2023, the performance goals (at threshold, target and maximum levels) and the actual achievement of each of the financial components is included in the chart below:

Performance Measure (Engel and Schulz)	Threshold	Target	Maximum	Actual Results
EBITDA	\$1,378,300	\$1,969,000	\$2,362,800	\$1,705,300 ⁽¹⁾
Payment as % of Target	25%	100%	200%	67.5%
Free Cash Flow	\$ 723,200	\$1,033,200	\$1,239,800	\$ 443,600 ⁽²⁾
Payment as % of Target	25%	100%	200%	0%

Performance Measure (Cameron)	Threshold	Target	Maximum	Actual Results
EBITDA for SBU	\$ 540,000	\$ 771,400	\$ 925,700	\$ 736,100 ⁽¹⁾
Payment as % of Target	25%	100%	200%	87.5%
EBITDA	\$1,378,300	\$1,969,000	\$2,362,800	\$1,705,300 ⁽¹⁾
Payment as % of Target	25%	100%	200%	67.5%
Free Cash Flow	\$ 723,200	\$1,033,200	\$1,239,800	\$ 443,600 ⁽²⁾
Payment as % of Target	25%	100%	200%	0%

Performance Measure (Geary)	Threshold	Target	Maximum	Actual Results
EBITDA for SBU	\$ 535,600	\$ 765,100	\$ 918,100	\$ 678,600 ⁽¹⁾
Payment as % of Target	25%	100%	200%	72.5%
EBITDA	\$1,378,300	\$1,969,000	\$2,362,800	\$1,705,300 ⁽¹⁾
Payment as % of Target	25%	100%	200%	67.5%
Free Cash Flow	\$ 723,200	\$1,033,200	\$1,239,800	\$ 443,600 ⁽²⁾
Payment as % of Target	25%	100%	200%	0%

Performance Measure (Squires)	Threshold	Target	Maximum	Actual Results
EBITDA for SBU	\$ 655,500	\$ 936,400	\$1,123,700	\$ 721,600 ⁽¹⁾
Payment as % of Target	25%	100%	200%	42.5%
EBITDA	\$1,378,300	\$1,969,000	\$2,362,800	\$1,705,300 ⁽¹⁾
Payment as % of Target	25%	100%	200%	67.5%
Free Cash Flow	\$ 723,200	\$1,033,200	\$1,239,800	\$ 443,600 ⁽²⁾
Payment as % of Target	25%	100%	200%	0%

- (1) EBITDA is adjusted earnings before income taxes, interest, preferred stock dividends and depreciation and amortization, as shown on page 32 of the Company's Form 10-K filed with the SEC on February 20, 2024 (the "Form 10-K"), in thousands of millions, as follows: (1) the Company's adjusted EBITDA of \$1,705.3; (2) UBS' adjusted EBITDA of \$739.3 less \$3.2 of stock-based compensation expense; (3) CSS' adjusted EBITDA of \$683.8 less \$5.2 of stock-based compensation expense; and (4) EES' adjusted EBITDA of \$727.4 less \$5.8 of stock-based compensation expense.

- (2) Free Cash Flow is cash flow provided by operations, less capital expenditures, plus merger-related cash costs.

Each December, the Board reviews the Company's annual operating plan, including these measures. Targets for the coming year's Short-Term Incentives are consistent with the Board-approved annual operating plan, based on achievement levels as set forth in the table above. Additionally, the annual operating plan forms the basis of expectations that are provided to stockholders, in the form of sales and profitability expectations, as well as Free Cash Flow generation. Thus, management's STIP is aligned with stockholder interests and expectations communicated to stockholders.

With respect to the NEOs other than himself, the Chief Executive Officer makes recommendations to the Committee for the Committee's consideration. The Committee's review of the Chief Executive Officer's bonus is conducted with only independent Directors, with the assistance of Meridian, present.

Each NEO's 2023 Short-Term Incentive was calculated as follows based on the performance metrics and actual achievement levels described above:

NEO	2023 Salary	Target Incentive %	Target Incentive \$	Component	Component Weighting	Payout	
Engel	\$1,313,600	150%	\$1,970,400	EBITDA	75%	Below target EBITDA (67.5%)	\$997,515
				Free Cash Flow	25%	Below target Free Cash Flow (0%)	—
				Total			\$997,515
Schulz	\$ 747,500	100%	\$ 747,500	EBITDA	75%	Below target EBITDA (67.5%)	\$378,422
				Free Cash Flow	25%	Below target Free Cash Flow (0%)	—
				Total			\$378,422
Cameron	\$ 560,000	90%	\$ 504,000	EBITDA for SBU	56.25%	Below target EBITDA for SBU (87.5%)	\$248,063
				EBITDA	18.75%	Below target EBITDA (67.5%)	\$ 63,788
				Free Cash Flow	25%	Below target Free Cash Flow (0%)	—
				Total			\$311,850
Geary	\$ 643,750	90%	\$ 579,375	EBITDA for SBU	56.25%	Below target EBITDA for SBU (72.5%)	236,276
				EBITDA	18.75%	Below target EBITDA (67.5%)	\$ 73,327
				Free Cash Flow	25%	Below target Free Cash Flow (0%)	—
				Total			\$309,604
Squires	\$ 665,000	90%	\$ 598,500	EBITDA for SBU	56.25%	Below target EBITDA for SBU (42.5%)	\$143,079
				EBITDA	18.75%	Below target EBITDA (67.5%)	\$ 75,748
				Free Cash Flow	25%	Below target Free Cash Flow (0%)	—
				Total			\$218,827

Long-Term Incentives

The purpose of long-term incentives is to carefully align compensation with stockholder value creation, and thus long-term incentives comprise the centerpiece of executive compensation and a significant majority of our NEOs total compensation opportunity.

Structure of Long-Term Incentives

We structure our Long-Term Incentives for our NEOs as follows:

Long-Term Incentives	Weighting
Performance Shares	50%
Stock Options	25%
Restricted Stock Units	25%

Performance Shares

Our performance shares ("PSUs") are designed to reward our NEOs for drivers of long-term value that are tied to our strategy and increased stockholder value over the long-term. We use three-year performance periods for each grant, and performance shares for the three-year period 2021-2023 were based on two equally weighted performance metrics: (1) Net Income Growth; and (2) Return on Net Assets ("RONA") Growth.

Net Income Growth measures the three-year average growth rate of our net income, excluding specific items that are not indicative of ongoing results. We believe that Net Income Growth is related directly to our strategy to drive profitable revenue and earnings growth. This performance metric encompasses sales growth, margin improvement and cost control, which are

important operational aspects of our business and strategy. RONA Growth measures the three-year cumulative return on net assets growth versus the base year. We believe that RONA Growth is an appropriate and important measure of performance for a distributor like us, since it focuses on improving profitability and the efficient use of operating assets (working capital, property, buildings and equipment) to create value for our stockholders. We believe that the combination of earnings growth and effective asset management drives value for a distribution and supply chain solutions business.

Performance share awards vest in the form of a number of shares of the Company's Common Stock. The number of performance shares actually earned, if any, depends on the attainment of certain levels (threshold, target, maximum) of the performance measures and may range from one-half the target amount of performance shares (at the threshold performance level) up to two times the target amount of performance shares (at the maximum performance level). In the event of a change in control, the performance shares vest at the target level.

The threshold, target and maximum performance goals for the performance shares awarded in 2021 for the three-year performance period ended December 31, 2023 (the "2021 Performance Shares") and the actual achievement and payout levels are as shown below:

Performance Measure	Threshold	Target	Maximum	Actual Payout
Net Income Growth (3-year average growth rate)	0%	5%	10%+	47.8%
Payment as % of Target	0.5 x	1.0 x	2.0 x	2.0x
RONA Growth (3-year cumulative RONA versus the base year, in basis points (bps))	0 bps	50 bps	100+ bps	698 bps
Payment as % of Target	0.5 x	1.0 x	2.0 x	2.0x

Based on the actual results and performance goals above, the shares earned by the NEOs are calculated as follows:

NEO	2021 Performance Shares at Target ⁽¹⁾	Component	Component Weighting	Payout	
Engel	39,426	Net Income Growth	50%	Above target (200%)	39,426
		RONA Growth	50%	Above target (200%)	39,426
		Total			78,852
Schulz	11,171	Net Income Growth	50%	Above target (200%)	11,171
		RONA Growth	50%	Above target (200%)	11,171
		Total			22,342
Cameron	5,256	Net Income Growth	50%	Above target (200%)	5,256
		RONA Growth	50%	Above target (200%)	5,256
		Total			10,512
Geary	7,227	Net Income Growth	50%	Above target (200%)	7,227
		RONA Growth	50%	Above target (200%)	7,227
		Total			14,454
Squires	7,885	Net Income Growth	50%	Above target (200%)	7,885
		RONA Growth	50%	Above target (200%)	7,885
		Total			15,770

(1) Includes dividend equivalents accrued on performance shares.

In accordance with the Company's pay-for-performance philosophy, the realized pay was based on the achievement of the performance metrics, which were above the maximum level for Net Income Growth and RONA Growth. Each year the Committee reviews the performance targets and metrics for the upcoming grant.

Stock Options and Stock Appreciation Rights

We use Stock Options (and prior to 2022, used Stock Appreciation Rights (SARs)) to both motivate and align management's incentives with long-term stockholder value. We believe that management should have a substantial stake in the success of the Company and that enduring stock price growth reflects the effectiveness of management in executing a long-term strategic plan, not just the passage of time. Our Stock Options and SARs settle in Company Common Stock upon exercise, and they vest ratably over three years. In 2022, we started to grant stock-settled Options instead of SARs because substantively the instruments function in similar ways (i.e., a gain is settled in shares of stock) and the usage of Stock Options is more prevalent in the marketplace and participants are more familiar with them.

We have historically scheduled the grant of annual options during the week in February when our Compensation Committee and the full Board of Directors meet and after our announcement of our annual results. Beginning in 2024, annual option awards will be granted on March 1, which typically follows the filing of our Annual Report on Form 10-K. This change adheres to our principle of avoiding any influence of undisclosed material information on the timing and terms of such awards.

Restricted Stock Units

Fundamentally, Restricted Stock Units ("RSUs") are meant to balance the need for long-term retention of key executive talent while aligning realizable value with changes in stockholder wealth. RSUs are common in the marketplace and therefore are an important component of a competitive compensation opportunity. It is, however, intentionally only a modest portion of our NEOs' total long-term incentive compensation. Our RSUs vest ratably over a three-year period.

The performance shares, Stock Options and RSU grants to our NEOs on February 16, 2023 were as follows:

NEO	Performance Share Opportunity (reflects number of shares that could be earned at target) ⁽¹⁾	Stock Option Awards ⁽²⁾	RSU Awards ⁽³⁾
Engel	22,680	25,924	11,340
Schulz	5,815	6,647	2,908
Cameron	3,635	4,154	1,817
Geary	3,998	4,570	1,999
Squires	3,998	4,570	1,999

(1) Performance shares are subject to a three-year performance period from January 1, 2023 to December 31, 2025.

(2) The Stock Option awards vest ratably over three years and have an expiration date of February 16, 2033.

(3) The RSU awards vest in 1/3 increments on February 16, 2024, February 16, 2025 and February 16, 2026.

With respect to the NEOs other than himself, the Chief Executive Officer makes grant recommendations based on each individual executive's expected long-term contributions to the value creation of the Company and consideration of market data. The Chief Executive Officer's recommendations and Meridian's analysis are considered in making grant determinations. With respect to the Chief Executive Officer, the Committee determines (without the input of the Chief Executive Officer) the amount of his grant.

Insider Trading Policy; No Hedging or Pledging

We have adopted an insider trading policy and related procedures governing the purchase, sale, or other dispositions of our securities by our directors, officers and employees, that are reasonably designed to promote compliance with insider trading laws, rules and regulations, and NYSE listing standards.

Our Insider Trading Policy prohibits our Directors and NEOs from engaging in hedging transactions involving Company securities and from pledging Company securities as collateral for loans.

Retirement Savings

We maintain a 401(k) retirement savings plan for eligible employees, which provides employer matching contributions equal to 100% of a participant's eligible elective deferrals up to 3% of the participant's eligible compensation and 50% of the next 4% of eligible compensation.

We also maintain an unfunded nonqualified deferred compensation plan for a select group of qualifying management or highly compensated employees, including the NEOs. Participants may defer a portion of their salary. Eligible participants receive a Company contribution ("Restorative Contribution") equal to the matching contribution that the participant would have received under the 401(k) plan if not for applicable IRS annual limits less the Company match actually paid under the 401(k) plan. Earnings are credited to employees' accounts based on their deemed investment selections from offered investment funds. Subject to certain exceptions, benefits payable under the Deferred Compensation Plan to any participant deemed to be a key employee will not commence until at least six months after the key employee's separation from employment notwithstanding any provision of the Deferred Compensation Plan or benefit election to the contrary. See the "Nonqualified Deferred Compensation" table on page 55 for more information regarding the NEOs' benefits under the Deferred Compensation Plan. Wesco does not have a defined benefit or supplemental retirement plan or any plans providing for post-retirement health benefits for our NEOs.

Anixter provided defined pension benefits under its pension plan to eligible U.S. employees, including Mr. Geary. Benefit accruals under the Anixter pension plan were frozen effective January 1, 2022. The Anixter Inc. Pension Plan was terminated effective December 31, 2022 and paid out to participants partially in the fourth quarter of 2023 by making lump sum cash payments. On February 12, 2024, the remaining benefit obligation of the Anixter Inc. Pension Plan was settled through the purchase of single premium annuity contracts.

Health and Welfare Benefits

We provide health benefits to full-time employees, including the NEOs, who meet the eligibility requirements. Employees pay a portion of the cost of healthcare on an increasing scale correlated to higher annual incomes. Accordingly, the NEOs' percentage share of the cost of benefit coverage under our plan is higher than other employees. Our health and welfare benefits are evaluated periodically by external benefits consultants to assess plan performance and costs. As a risk management measure, we also offer executive physicals involving diagnostic testing.

Perquisites

During 2023, the Company provided a limited number of perquisites to the NEOs. The Company does not provide tax gross-ups on executive-only perquisites. See the "All Other Compensation" table on page 51 for more information regarding the perquisites given to our NEOs.

Clawback Provisions

We have adopted "clawback" policies to provide for recovery of incentive compensation, if any, in excess of what would have been paid to our executive officers or former executive officers in the event that the Company is required to restate financial results and also to provide for clawback of cash and equity incentive compensation in the event of misconduct by an executive officer or former executive officer. On October 26, 2022, the SEC adopted final rules to implement the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), which direct the national securities exchanges (including the NYSE) to establish listing standards requiring each issuer to develop and implement a policy providing for the recovery, in the event of an accounting restatement, of incentive-based compensation received by current or former executive officers where the compensation was based on erroneously reported financial information. Following NYSE's adoption of updated listing standards as required by the final rules, our Board adopted a compensation clawback policy, effective October 2, 2023, that complies with these recently enacted SEC rules and NYSE listing standards.

Robust Stock Ownership Guidelines and Holding Periods for Executive Officers

Our Board has adopted robust stock ownership guidelines for certain executive officers. For the NEOs, the ownership guidelines are as follows:

NEO	Ownership Requirement as a Multiple of Base Salary
Engel	5x
Schulz	3x
Cameron	2x
Geary	2x
Squires	2x

These officers are expected to acquire their initial ownership positions within five years of their appointment and to hold those ownership positions during their service as executives of the Company. Until the stock ownership guidelines are met, an officer must hold a minimum of 50% of the pre-tax value realized at the exercise or vesting of equity awards. For purposes of these guidelines, ownership includes: stock owned directly; indirect beneficial ownership of stock; vested Options and SARs to the extent they are in the money; and unvested RSUs. It does not include Performance Shares unless and until they vest and are converted to stock. The Board reviews compliance with these guidelines annually, and all of our NEOs have acquired equity in accordance with the guidelines. Our CEO's ownership level is approximately 78x base salary, well in excess of his 5x requirement.

In addition, the Company has stock ownership guidelines for other officers and members of management who are not NEOs. In total, approximately 116 individuals were subject to stock ownership guidelines as of March 28, 2024.

Chief Executive Officer Compensation

Mr. Engel's compensation is higher than the compensation of other NEOs due to the broad scope of his responsibilities as Chief Executive Officer, including executive leadership in the development, articulation and promotion of the Company's mission, vision and values, the development and execution of the Company's long-term strategy and annual operating and financial plans, the development and motivation of the senior management team, ensuring the recruitment, training and development of the required human resources to meet the needs of the Company, and overall service as the principal spokesperson for the Company in communicating with stockholders, employees, customers, suppliers, and our Board and Board committees. As described previously, the Committee engages Meridian to prepare an annual market analysis of target total compensation (the total of salary, target annual cash incentive and long-term incentives) compared to a peer group, and it reviews a range of market data for target total compensation versus similarly situated roles within the peer group. When setting Mr. Engel's pay, the Committee also considers other factors including Company and individual performance, economic conditions, overall duties and responsibilities, internal equity and tenure of the incumbent.

Employment, Severance, Change in Control or Other Arrangements

As disclosed previously, Mr. Engel has a 2009 employment agreement that provides for, among other things, a base salary amount and a target bonus of not less than 100% of base salary, as may be adjusted by the Committee. Mr. Engel also receives long-term equity-based incentives under the Company's Long-Term Incentive Plan as determined by the Committee. In the event that prior to a change in control Mr. Engel's employment is terminated by the Company without cause or by Mr. Engel for good reason, he will be entitled to receive monthly cash payments for 24 months in an amount equal to his monthly base salary as of the termination date, a lump sum cash amount equal to his target annual incentive opportunity for the year in which he was terminated and accelerated vesting of all stock-based awards, exercisable for up to 18 months, except for performance based awards where operational or performance criteria have not been met. If such termination occurs within two years after a change in control, Mr. Engel will instead be entitled to receive (i) a lump sum cash payment equal to two times the sum of his annual base

salary and his annual target incentive opportunity as of the termination date, (ii) a gross-up payment to offset certain excise taxes, if any, (iii) prorated incentive compensation for the year in which he was terminated and (iv) accelerated vesting of all stock-based awards, exercisable for up to 18 months. As disclosed previously, other than the pre-existing employment agreement with Mr. Engel, the Company has no other agreements with executive officers providing for excise tax gross-ups with respect to payments contingent upon a change in control. In addition, the Company committed that it will not enter into any new or materially amended agreements with executive officers providing for excise tax gross-ups with respect to payments contingent upon a change in control and, indeed, has not entered into any such agreements. See “Potential Payments Upon Termination” on page 57 for additional information. The 2009 employment agreement had an initial term of three years and thereafter is subject to one-year automatic extensions. Mr. Engel is subject to confidentiality obligations during the term of his employment and for five years thereafter. He is bound by restrictive covenants in the form of non-competition and non-solicitation of employees and customers during the term of his employment and for a period of two years thereafter.

On June 22, 2020, in conjunction with the closing date of the acquisition of Anixter, the Company entered into new employment letter agreements with each of Messrs. Schulz, Cameron and Squires. Each letter agreement superseded and replaced the applicable officer’s prior employment letter agreement with the Company. Effective on June 22, 2020, in conjunction with the closing date of the acquisition of Anixter, Mr. Geary joined the Company pursuant to the terms of a new employment letter agreement, dated May 28, 2020, between the Company and Mr. Geary. Mr. Engel’s 2009 employment agreement was not modified and remains in effect.

The letter agreement with Mr. Schulz provides for a base salary, a target annual bonus opportunity of 100% of base salary with a payout opportunity of 0-200% of base salary, and an annual equity award opportunity that is subject to approval by the Compensation Committee.

The letter agreements with each of Messrs. Cameron, Geary and Squires provide for base salaries, target annual bonus opportunities as a percentage of base salaries with variable payout opportunities, and annual equity award opportunities that are subject to approval by the Compensation Committee. Currently, Messrs. Cameron, Geary and Squires have a target bonus opportunity of 90% of base salary with a payout opportunity of 0-180% of base salary.

The letter agreements with Messrs. Schulz, Cameron, Geary and Squires also include a severance provision entitling the applicable officer to receive the following severance benefits upon the termination of the officer’s employment by the Company without cause or by the officer for good reason, subject to the officer’s execution and non-revocation of a general release of claims against the Company: (i) cash severance equal to 12 months of base salary; (ii) a prorated target bonus for the year of termination; and (iii) continued medical, dental and vision benefits for one year following termination of employment subject to continued payment of the applicable premiums at active employee rates.

Pursuant to each letter agreement, the applicable officer is subject to noncompetition and employee and customer non-solicitation restrictions applicable during employment and for one year thereafter and perpetual confidentiality and non-disparagement covenants.

Change in Control Severance Plan

Effective as of June 22, 2020, the Board adopted the WESCO International, Inc. Change in Control Severance Plan (the “CIC Plan”), which will provide severance benefits under certain circumstances to CIC Plan participants selected by the Compensation Committee of the Board. Messrs. Schulz, Cameron, Geary and Squires, as well as other executive officers of the Company, have been selected to participate in the CIC Plan. Mr. Engel does not participate in the CIC Plan, as his benefits are specified in his pre-existing 2009 employment agreement, which was not modified and remains in effect.

Under the CIC Plan, if a participant’s employment is terminated by Company other than for cause or by the participant for good reason, in each case on or within two years following a change in control of the Company, the Company will pay or provide to the participant a cash severance payment equal to the sum of: (i) a prorated target bonus for the year of termination; (ii) an amount equal to a multiple (2x for each participant selected to participate on or after June 22, 2020) of the participant’s base salary plus the participant’s target bonus; (iii) an amount equal to a multiple (2x for each participant selected to participate on or after June 22, 2020) of the employer portion of the annual cost of continued coverage under the Company’s healthcare benefit plans (including medical, prescription, dental and vision coverage); and (iv) an amount that may be used for outplacement services (\$25,000 for each participant selected to participate on or after June 22, 2020). This severance payment will be provided in lieu of any severance benefits to which the participant is otherwise entitled under any other arrangement with the Company.

As a condition to receipt of the severance benefits, the CIC Plan requires that each participant execute and not revoke a general release of claims against the Company and agree to comply with one-year post-termination noncompetition and employee and customer non-solicitation covenants and perpetual confidentiality and non-disparagement covenants.

If any payments or benefits would cause a participant to become subject to the excise tax imposed under section 4999 of the Internal Revenue Code, then the severance payment under the CIC Plan will be reduced to the extent required so that the participant would not be subject to the excise tax if such a reduction would put the participant in a more favorable after-tax position than if the participant were to pay the excise tax.

The Company's stockholders approved a 2021 Omnibus Incentive Plan in May 2021 that replaced the prior 1999 Long-Term Incentive Plan, as amended and restated effective May 31, 2017. Under the terms of these plans or related award agreements, SAR and RSU awards would vest upon consummation of a change in control transaction, and our performance share award agreements provide that performance share awards would vest at the target level upon consummation of a change in control transaction. The payments to the NEOs upon consummation of a change in control transaction for accelerated vesting of equity awards are set forth in the tables on pages 57 and 60.

The Company has entered into indemnification agreements with the NEOs, in the form as set forth on an exhibit to the Company's Annual Report on Form 10-K filed on February 22, 2016, providing for: indemnification for indemnifiable claims and losses; advancement of expenses; and D&O liability insurance.

Compensation Practices and Risk

On an annual basis, the Committee reviews the potential for risk regarding our compensation program design, including incentive compensation. The Committee has reviewed the Company's compensation programs for employees generally and has concluded that these programs do not create risks that are reasonably likely to have a material adverse effect on the Company. The Committee believes that the design of the Company's annual cash and long-term equity incentives provides an effective and appropriate mix of incentives to help ensure the Company's performance is focused on long-term stockholder value creation and does not encourage the taking of short-term risks at the expense of long-term results. Short-term incentive award payouts to the NEOs are subject to review and approval of the Committee, and the Committee also reviews with the independent members of the Board the CEO's incentive award. In addition, incentive award payouts are capped at 2x target. The Committee has the discretionary authority to reduce or eliminate any incentive payouts. As previously noted above, the Company also maintains stock ownership guidelines and has clawback policies that apply to incentive compensation, if any, in excess of what would have been paid to our executive officers or former executive officers in the event that the Company is required to restate financial results and also to provide for clawback of incentive compensation in the event of misconduct by an executive officer or former executive officer. This includes a mandatory clawback policy that complies with recently enacted SEC rules and NYSE listing standards.

CEO and Senior Management Succession Planning

Management succession planning and talent development are reviewed by the Board annually as part of its leadership and organizational review process. The Board reviews and discusses with management succession plans for the NEOs and other senior management positions across the Company, and the Board also evaluates succession plans in the context of overall Company strategy. Senior management is visible to Board members through formal presentations and informal events to allow Directors to personally assess candidates. The Board also establishes steps to address emergency CEO succession planning in extraordinary circumstances. The emergency CEO succession planning is intended to help the Company respond in the event of an unexpected emergency and reduce potential disruption or loss of continuity to the Company's business and operations.

Deductibility of Executive Compensation

We consider the anticipated accounting and tax treatment to the Company and our executive officers when reviewing executive compensation and our compensation programs, but the Company reserves the right to pay compensation that is not tax deductible and a portion of the executive officers' compensation paid in 2023 was not tax deductible. Code Section 162(m) generally imposes a \$1 million limit on the amount that a public company may deduct for compensation, including performance-based compensation, paid to "covered employees". Under Code Section 162(m) as currently in effect, the definition of covered employees generally includes a) the Company's principal executive officer ("PEO") and principal financial officer ("PFO"), whether serving in that capacity at the end of the tax year or not, b) the three highest compensated officers for the taxable year other than the PEO and PFO even if the officer's compensation is not required to be reported under the Exchange Act, and c) any individual who was a covered employee of the Company at any time after December 31, 2016. Thus, the definition of covered employees includes, but is not limited to, the Company's NEOs. Notwithstanding the limitation on the tax deductibility of performance-based compensation, we generally will continue to emphasize the use of performance-based compensation, including annual incentive payments, compensatory stock options, stock appreciation rights, RSUs, and performance share awards. We expect to continue to authorize compensation in excess of \$1 million to covered employees, which will not be deductible under Section 162(m), when we believe doing so is in the best interests of the Company and our stockholders.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management and based on that review and those discussions, it recommended to the Board of Directors that the foregoing Compensation Discussion and Analysis be included in our Proxy Statement, and in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

Respectfully Submitted:

THE COMPENSATION COMMITTEE

Matthew J. Espe, *Chair*

Bobby J. Griffin

Sundaram Nagarajan

Steven A. Raymund

James L. Singleton

Compensation Tables

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
John J. Engel, Chairman, President and CEO	2023	\$1,313,600	\$5,850,079	\$1,950,003	\$ 997,515	\$ 220,465	\$10,331,662
	2022	\$1,255,000	\$5,249,992	\$1,749,980	\$2,823,750	\$ 83,557	\$11,162,279
	2021	\$1,160,000	\$4,500,019	\$1,500,007	\$2,610,000	\$ 89,061	\$ 9,859,087
David S. Schulz, EVP and CFO	2023	\$ 747,500	\$1,500,007	\$ 499,987	\$ 378,422	\$ 84,337	\$ 3,210,253
	2022	\$ 715,500	\$1,387,431	\$ 462,489	\$1,073,250	\$ 68,431	\$ 3,707,101
	2021	\$ 677,750	\$1,275,034	\$ 424,990	\$1,016,625	\$ 38,860	\$ 3,433,259
James F. Cameron EVP and GM, UBS	2023	\$ 560,000	\$ 937,526	\$ 312,464	\$ 311,850	\$ 55,741	\$ 2,177,581
William C. Geary, II EVP and GM, CSS	2023	\$ 643,269	\$1,031,244	\$ 343,755	\$ 309,604	\$ 61,474	\$ 2,389,346
	2022	\$ 611,731	\$ 937,529	\$ 312,525	\$ 567,572	\$ 18,210	\$ 2,447,567
	2021	\$ 568,461	\$ 824,986	\$ 275,009	\$ 565,974	\$ 26,618	\$ 2,261,048
Nelson J. Squires, III EVP and GM, EES	2023	\$ 665,000	\$1,031,244	\$ 343,755	\$ 218,827	\$ 667,054	\$ 2,925,880
	2022	\$ 644,250	\$ 937,529	\$ 312,525	\$ 771,892	\$ 319,598	\$ 2,985,794
	2021	\$ 620,250	\$ 900,019	\$ 299,995	\$ 837,338	\$ 339,029	\$ 2,996,631

- (1) Represents aggregate grant date fair value of RSUs and performance share awards in accordance with FASB ASC Topic 718, which, with respect to performance shares, is the value based on the target level of achievement (determined to be the probable outcome of the performance conditions at the time of grant). In the event the maximum performance conditions are met, the maximum value of the performance shares would be: for Mr. Engel \$7,800,106; Mr. Schulz \$1,999,894; Mr. Cameron \$1,250,150; Mr. Geary \$ 1,374,992 and Mr. Squires \$1,374,992. RSUs are subject to time-based vesting criteria and performance shares are subject to achievement of certain performance targets over a three-year performance period. The assumptions used in calculating these amounts are set forth on pages 79 to 82 of our notes to consolidated financial statements for the year ended December 31, 2023 in our Annual Report on Form 10-K. All the equity awards to the NEOs in February 2023 were granted under the WESCO International, Inc. 2021 Omnibus Incentive Plan.
- (2) Represents the grant date fair value of Stock Option awards computed in accordance with FASB ASC Topic 718. These equity awards are subject to time-based vesting criteria over a three-year period. The assumptions used in calculating these amounts are set forth on pages 79 to 82 of our notes to consolidated financial statements for the year ended December 31, 2023 in our Annual Report on Form 10-K. All the equity awards to the NEOs in February 2023 were granted under the WESCO International, Inc. 2021 Omnibus Incentive Plan.
- (3) Represents annual cash incentive bonus amounts earned for each fiscal year in accordance with SEC rules but approved and paid in the following year.
- (4) See the "All Other Compensation" table below for additional information.

All Other Compensation

The following table describes each component of the All Other Compensation column in the Summary Compensation Table.

NEO	Year	Other Benefits ⁽¹⁾	Tax Equalization Benefit ⁽²⁾	Company Matching Contribution to 401K Plan	Company Matching Contribution to Deferred Compensation Plan	Change in Pension Value ⁽³⁾	Total
Engel	2023	\$ 30,980	—	\$15,250	\$174,235	—	\$ 220,465
Schulz	2023	\$ 4,358	—	\$15,250	\$ 64,729	—	\$ 84,337
Cameron	2023	\$ 6,036	—	\$15,250	\$ 34,455	—	\$ 55,741
Geary	2023	\$ 5,479	—	\$14,998	\$ 40,997	—	\$ 61,474
Squires	2023	—	\$603,441	\$15,250	\$ 48,363	—	\$ 667,054

- (1) This column reports the total amount of other benefits provided, none of which exceeded \$10,000 unless otherwise noted. The amount shown for Mr. Engel includes club dues of \$21,640.
- (2) Before Mr. Squires was promoted and became an NEO, he was the leader of the Company's Canadian business. While living in Canada, he was eligible for our standard expatriate assignment program, which includes a tax equalization benefit for employees on assignment outside of their home country. The amount relates to taxation of equity compensation relevant to the period when he resided in Canada. Tax payments made in Canadian dollars were converted to U.S. dollars based on the then prevailing Canadian dollar/U.S. dollar exchange rate on the date of payment, which was approximately 0.74.
- (3) Represents the difference in the present value of accumulated benefits determined as of December 31, 2023 and December 31, 2022, for the Anixter Inc. Pension Plan plus any payouts from the Plan. The change in pension value from the Anixter Inc. Pension Plan is (\$36,779) for Mr. Geary due to the passage of time and the payout of Mr. Geary's Anixter Inc. Pension Plan Benefit in accordance with the Anixter Inc. Pension Plan termination. See "Pension Benefits" on page 55 for more detailed information on the Anixter Inc. Pension Plan. Benefit accruals under the Anixter Inc. Pension Plan were frozen effective January 1, 2022 and the Anixter Inc. Pension Plan was terminated effective December 31, 2022. Active and deferred participants were given an option to receive a lump sum value of their accrued benefit during the fourth quarter of 2023.

Grants of Plan-Based Awards

The following table summarizes the grants of equity and non-equity plan-based awards made to the executive officers named in the Summary Compensation Table during the fiscal year ended December 31, 2023. The equity awards were granted under the Company's 2021 Omnibus Incentive Plan.

Name	Grant Date ⁽¹⁾	Award Type	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽²⁾			Estimated Future Payouts Under Equity Incentive Plan Awards ⁽³⁾			All Other Stock Awards: Number of Shares of Stock or Units ^(#) ⁽⁴⁾	All Other Option Awards: Number of Securities Underlying Options ^(#) ⁽⁵⁾	Exercise or Base Price of Option Awards ^(\$/Sh) ⁽⁶⁾	Grant Date Fair Value of Stock and Option Awards ^(\$) ⁽⁷⁾
			Threshold ^(\$)	Target ^(\$)	Maximum ^(\$)	Threshold ^(#)	Target ^(#)	Maximum ^(#)				
John J. Engel		Short-Term Incentive	\$123,150	\$1,970,400	\$3,940,800	—	—	—	—	—	—	—
	2/16/2023	Performance Share Units	—	—	—	5,670	22,680	45,360	—	—	—	\$3,900,053
	2/16/2023	Restricted Stock Units	—	—	—	—	—	—	11,340	—	—	\$1,950,026
	2/16/2023	Stock Options	—	—	—	—	—	—	—	25,924	\$171.96	\$1,950,003
David S. Schulz		Short-Term Incentive	\$46,719	\$747,500	\$1,495,000	—	—	—	—	—	—	—
	2/16/2023	Performance Share Units	—	—	—	1,454	5,815	11,630	—	—	—	\$999,947
	2/16/2023	Restricted Stock Units	—	—	—	—	—	—	2,908	—	—	\$500,060
	2/16/2023	Stock Options	—	—	—	—	—	—	—	6,647	\$171.96	\$499,987
James F. Cameron		Short-Term Incentive	\$23,625	\$504,000	\$1,008,000	—	—	—	—	—	—	—
	2/16/2023	Performance Share Units	—	—	—	909	3,635	7,270	—	—	—	\$625,075
	2/16/2023	Restricted Stock Units	—	—	—	—	—	—	1,817	—	—	\$312,451
	2/16/2023	Stock Options	—	—	—	—	—	—	—	4,154	\$171.96	\$312,464
William C. Geary, II		Short-Term Incentive	\$27,158	\$579,375	\$1,158,750	—	—	—	—	—	—	—
	2/16/2023	Performance Share Units	—	—	—	1,000	3,998	7,996	—	—	—	\$687,496
	2/16/2023	Restricted Stock Units	—	—	—	—	—	—	1,999	—	—	\$343,748
	2/16/2023	Stock Options	—	—	—	—	—	—	—	4,570	\$171.96	\$343,755
Nelson J. Squires, III		Short-Term Incentive	\$28,055	\$598,500	\$1,197,000	—	—	—	—	—	—	—
	2/16/2023	Performance Share Units	—	—	—	1,000	3,998	7,996	—	—	—	\$687,496
	2/16/2023	Restricted Stock Units	—	—	—	—	—	—	1,999	—	—	\$343,748
	2/16/2023	Stock Options	—	—	—	—	—	—	—	4,570	\$171.96	\$343,755

- (1) The grant date for the performance share units, restricted stock units, and stock options is the date the Board of Directors met and approved the awards.
- (2) The amounts represent the potential cash payment for the annual short-term incentive program for the fiscal year ending December 31, 2023 at “threshold”, “target”, and “maximum” levels of performance. Amounts actually received by the named executive officers under the short-term incentive program for 2023 performance are set forth in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table on page 50. For further information about the short-term incentive program, please see the related discussion beginning on page 40.
- (3) The columns in this section show the number of shares of common stock that may be earned at “threshold”, “target”, and “maximum” levels of performance over a three fiscal-year performance period commencing on January 1, 2023 and ending on December 31, 2025, as discussed on page 41.
- (4) The number of restricted stock units in this column represents the grants made to the named executive officers on February 16, 2023. These restricted stock units will vest in three equal annual installments beginning on the first anniversary of the grant date.
- (5) The number of stock options shown in this column represents the number of stock options granted to the named executive officers on February 16, 2023. The stock options vest in three equal annual installments starting on the first anniversary of the grant date.
- (6) The option exercise price recorded in this column is the closing sale price of a share of Wesco Common Stock on the NYSE on the date of grant.
- (7) Represents the full grant date fair value of the equity awards under ASC Topic 718. With respect to awards subject to performance-based vesting conditions, grant date fair value is based on an estimate of the probable outcome at the time of grant which reflects achievement at “target” performance. For additional information on the valuation assumptions, refer to Note 14 of the Company's notes to consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2023.

Outstanding Equity Awards at Fiscal Year-End

The following table shows the unexercised Stock Options and SARs, RSUs, and unearned performance share awards as of December 31, 2023 by the executive officers named in the Summary Compensation Table.

Name	Grant Date ⁽¹⁾	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Equity Awards (#) Exercisable ⁽²⁾	Number of Securities Underlying Unexercised Equity Awards (#) Unexercisable ⁽²⁾	Exercise Price (\$)	Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽³⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽⁴⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽⁵⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽⁴⁾⁽⁵⁾
John J. Engel	2/13/2018	125,001	—	\$ 62.80	2/13/2028	—	—	—	—
	2/13/2019	72,541	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	92,893	—	\$ 48.32	2/13/2030	—	—	—	—
	2/11/2021	30,257	15,129	\$ 76.80	2/11/2031	6,350	\$1,104,138	78,852 ⁽⁶⁾	\$13,710,786
	2/17/2022	10,187	20,375	\$122.09	2/17/2032	9,484	\$1,649,078	57,868 ⁽⁷⁾	\$10,062,088
	2/16/2023	—	25,924	\$171.96	2/16/2033	11,317	\$1,967,800	45,782 ⁽⁸⁾	\$ 7,960,574
David S. Schulz	2/13/2018	38,045	—	\$ 62.80	2/13/2028	—	—	—	—
	2/13/2019	22,144	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	27,507	—	\$ 48.32	2/13/2030	—	—	—	—
	2/11/2021	8,573	4,286	\$ 76.80	2/11/2031	1,862	\$ 323,765	22,342 ⁽⁶⁾	\$ 3,884,827
	2/17/2022	2,692	5,385	\$122.09	2/17/2032	2,549	\$ 443,220	15,292 ⁽⁷⁾	\$ 2,658,973
	2/16/2023	—	6,647	\$171.96	2/16/2033	2,935	\$ 510,338	11,738 ⁽⁸⁾	\$ 2,041,003
James F. Cameron	2/13/2019	4,582	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	5,862	—	\$ 48.32	2/13/2030	—	—	—	—
	2/11/2021	4,034	2,017	\$ 76.80	2/11/2031	876	\$ 152,319	10,512 ⁽⁶⁾	\$ 1,827,827
	2/17/2022	1,455	2,911	\$122.09	2/17/2032	1,378	\$ 239,607	8,266 ⁽⁷⁾	\$ 1,437,292
	2/16/2023	—	4,154	\$171.96	2/16/2033	1,833	\$ 318,722	7,336 ⁽⁸⁾	\$ 1,275,584
William C. Geary II	2/11/2021	5,547	2,774	\$ 76.80	2/11/2031	1,205	\$ 209,525	14,454 ⁽⁶⁾	\$ 2,513,262
	2/17/2022	1,819	3,639	\$122.09	2/17/2032	1,722	\$ 299,421	10,332 ⁽⁷⁾	\$ 1,796,528
	2/16/2023	—	4,570	\$171.96	2/16/2033	2,017	\$ 350,716	8,070 ⁽⁸⁾	\$ 1,403,212
Nelson J. Squires III	2/16/2017	12,107	—	\$ 71.65	2/16/2027	—	—	—	—
	2/13/2018	16,305	—	\$ 62.80	2/13/2028	—	—	—	—
	2/13/2019	10,308	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	21,645	—	\$ 48.32	2/13/2030	—	—	—	—
	2/11/2021	6,051	3,026	\$ 76.80	2/11/2031	1,270	\$ 220,828	15,770 ⁽⁶⁾	\$ 2,742,088
	2/17/2022	1,819	3,639	\$122.09	2/17/2032	1,693	\$ 294,379	10,332 ⁽⁷⁾	\$ 1,796,528
2/16/2023	—	4,570	\$171.96	2/16/2033	1,994	\$ 346,717	8,070 ⁽⁸⁾	\$ 1,403,212	

- (1) An additional column showing the grant dates of Stock Options and SARs, RSUs, and PSUs has been included for better understanding.
- (2) Stock Options and SARs vest in three equal annual installments beginning on the first anniversary of the grant date.
- (3) RSUs vest in three equal annual installments beginning on the first anniversary of the grant date. When cash dividends are paid on Wesco common stock, dividend equivalent rights are credited and converted into additional RSUs, subject to the same terms and conditions as the underlying RSUs. The number of RSUs shown includes the dividend equivalent rights through December 31, 2023. Amounts presented are net of shares withheld to cover FICA tax liability for Messrs. Engel and Squires who each met the retirement criteria under the related award agreements.
- (4) The amounts in this column were calculated using a per share value of \$173.88, the closing price of Company Common Stock as reported on the NYSE on December 29, 2023, the last trading day of the fiscal year.
- (5) The amounts shown reflect the pay-out of the PSUs based upon achievement at the maximum level of performance. The vesting and pay-out of any PSUs for the respective performance periods ending on December 31 will be determined based on the actual achievement of specified performance goals. When cash

dividends are paid on Wesco common stock, dividend equivalent rights are credited and converted into additional performance units, subject to the same terms and conditions as the underlying award. The number of PSUs shown includes dividend equivalent rights through December 31, 2023.

- (6) These shares correspond to a long-term incentive award relating to two equally-weighted performance growth measures (Net Income Growth and Return on Net Assets) for the period January 1, 2021 through December 31, 2023.
- (7) These shares correspond to a long-term incentive award relating to two equally-weighted performance growth measures (Net Income Growth and Return on Net Assets) for the period January 1, 2022 through December 31, 2024.
- (8) These shares correspond to a long-term incentive award relating to two equally-weighted performance growth measures (Net Income Growth and Return on Net Assets) for the period January 1, 2023 through December 31, 2025.

The Company's stockholders approved a 2021 Omnibus Incentive Plan in May 2021 that replaced the prior 1999 Long-Term Incentive Plan, as amended and restated effective May 31, 2017. Under the terms of these plans or related award agreements, SAR and RSU awards would vest upon consummation of a change in control transaction, and our performance share award agreements provide that performance share awards would vest at the target level upon consummation of a change in control transaction. Under the terms of the award agreements for PSU awards beginning in February 2022, upon a change in control that occurs during the performance period, the PSUs will immediately vest as of the date of such change in control at the higher of (i) the target level or (ii) actual performance but assuming that the performance period ended on the latest practicable date on or prior to the date of such change in control. The payments to the NEOs upon consummation of a change in control transaction for accelerated vesting of equity awards are set forth in the tables on pages 57 and 60.

Option Exercises and Stock Vested

The following table provides information pertaining to the vesting of restricted stock units and performance shares during the fiscal year ended December 31, 2023, for each of the executive officers named in the Summary Compensation Table.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#) ⁽¹⁾⁽²⁾	Value Realized on Vesting (\$)
John J. Engel	208,247	\$19,096,553	194,970	\$33,216,337
David S. Schulz	40,428	\$ 3,905,289	67,528	\$11,594,396
James F. Cameron	21,974	\$ 2,089,654	19,946	\$ 3,446,930
William C. Geary, II	—	—	21,059	\$ 3,649,800
Nelson J. Squires, III	1,675	\$ 186,177	52,024	\$ 8,929,755

- (1) Includes the vesting of RSUs on February 11, 2023, February 13, 2023, February 17, 2023, July 2, 2023, and shares withheld to cover FICA tax liability on outstanding restricted stock units for Mr. Engel and Mr. Squires who each met the retirement criteria under the related award agreements. The value realized was determined by multiplying the number of vested units by the closing market price of the Company's Common Stock on the date of vesting. If the vesting date fell on a weekend or holiday, the closing market price of the Common Stock on the business day immediately preceding the vesting date was used to determine the value realized.
- (2) Includes the payment of performance shares which were earned and vested on February 16, 2023, upon confirmation of the Compensation Committee that performance goals had been achieved as described in the "Compensation Discussion and Analysis" section of this proxy statement, subheading "Performance Shares". The value realized was determined by multiplying the number of vested shares by the closing market price of Wesco Common Stock on February 16, 2023, which was \$171.96.

Pension Benefits

The following table provides information concerning the Anixter Inc. Pension Plan that provides for payments or benefits to one of the executive officers named in the Summary Compensation Table.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$) ⁽¹⁾⁽²⁾	Payments During Last Fiscal Year (\$) ⁽²⁾
William C. Geary, II	Anixter Inc. Pension Plan	19.00 ⁽³⁾	—	\$269,418

(1) The Anixter Inc. Pension Plan's benefit accruals were frozen effective January 1, 2022.

(2) Mr. Geary's Anixter pension plan benefit was paid out during the 2023 fiscal year due to plan termination, and accordingly, his Present Value of Accumulated Benefit was reduced to zero.

(3) Mr. Geary's credited service is 19.00 years and is based on when he joined Anixter.

Benefit accruals under the Anixter Inc. Pension Plan were frozen as of December 31, 2021 and the Anixter Inc. Pension Plan was terminated effective December 31, 2022, and active and deferred participants were given an option to receive a lump sum value of their accrued benefit during the fourth quarter of 2023.

Nonqualified Deferred Compensation

The following table provides information for the executive officers named in the Summary Compensation Table regarding contributions, earnings, distributions, and year-end account balances with respect to the Wesco Distribution, Inc. Deferred Compensation Plan (the "Deferred Compensation Plan").

Name	Year	Executive Contribution in Last Fiscal Year (\$) ⁽¹⁾	Registrant Contributions in Last Fiscal Year (\$) ⁽²⁾	Aggregate Earnings in Last Fiscal Year (\$) ⁽³⁾	Aggregate Withdrawals/Distributions in Last Fiscal Year (\$) ⁽⁴⁾	Aggregate Balance at Last Fiscal Year-End (\$) ⁽⁵⁾
John J. Engel	2023	\$ 78,816	\$174,235	\$745,811	—	\$5,896,748
David S. Schulz	2023	\$182,075	\$ 64,729	\$183,424	—	\$ 953,148
James F. Cameron	2023	\$ 16,800	\$ 34,455	\$ 8,201	—	\$ 151,166
William C. Geary, II	2023	\$ 28,379	\$ 40,997	\$ 35,613	—	\$ 185,432
Nelson J. Squires, III	2023	\$192,973	\$ 48,363	\$123,439	—	\$ 802,471

(1) Reflects participation by the named executive officers in the Deferred Compensation Plan, including employee deferral of portions of base salary and incentive compensation.

(2) Amounts in this column are Company contributions to the Deferred Compensation Plan during the fiscal year.

(3) Reflects investment returns or earnings (losses) calculated by applying the investment return rate at the valuation date to the average balance of the participant's deferral account and Company contribution account since the last valuation date for each investment vehicle selected by the participant. Investment vehicles available to participants are a subset of those offered in the 401(k) plan and notably do not include Company stock.

(4) The NEOs cannot receive distributions from their Deferred Compensation Plan balances until the earlier of termination, retirement or death, except that with respect to employee contributions only a date-based distribution election may be made.

(5) Each of the NEOs is fully vested in the aggregate balance of their respective accounts based upon their respective years of service.

Deferred Compensation Plan

All of the NEOs are eligible to participate in the Deferred Compensation Plan. Participants in the Deferred Compensation Plan may generally elect to defer up to 80% of eligible base compensation and 80% of eligible cash incentive compensation.

Participants in the Deferred Compensation Plan receive a Company contribution consisting of additional amounts above the limits of the matching contributions under the Company's 401(k) Plan. Vesting in the Company contributions and any associated earnings occurs after two years of service.

The Deferred Compensation Plan is an unfunded plan, meaning that the participants' accounts are bookkeeping entries only and do not entitle them to ownership of any actual assets. The accounts represent an unsecured promise by the Company to pay participants' benefits in the future.

Participants' account balances are credited with earnings and investment gains and losses by assuming that the deferred amounts were invested in one or more investment funds made available by the Company from time to time under the Deferred Compensation Plan. The investment alternatives include funds with different degrees of risk. The investment alternatives for 2023 were based on funds which generally correspond to the investment funds made available under the Company's 401(k) Plan.

Generally, distributions under the Plan cannot be made until the earlier of termination, retirement or death, except that with respect to employee contributions only a date-based distribution election may be made. A distribution cannot begin until six months following termination or separation of service (as defined in Section 409A of the Internal Revenue Code) for certain participants. Distributions are made in cash in a lump sum, annual installments over 2 to 10 years, and/or date specific elections (available for employee contributions only).

Potential Payments Upon Termination: Mr. Engel

Each of the following potential scenarios represents circumstances under which Mr. Engel's employment with the Company could potentially terminate. A description of the compensation benefits due Mr. Engel in each scenario is provided. In each case, the date of the termination is assumed to be December 31, 2023. The amounts described in the table below will change based on the assumed termination date. The determination of compensation due to Mr. Engel upon separation from the Company is governed by his Amended and Restated Employment Agreement dated September 1, 2009 or under the terms of the applicable equity award agreements and company programs. Payment of severance benefits in the event of a termination without cause is subject to the execution of a release.

"Cause" means (a) a material breach of the employment agreement by Mr. Engel; (b) engaging in a felony or conduct which is in the good faith judgment of the Board, applying reasonable standards of personal and professional conduct, injurious to the Company, its customers, employees, suppliers, or stockholders; (c) failure to timely and adequately perform his duties under the employment agreement; or (d) material breach of any manual or written policy, code or procedure of the Company.

"Good Reason" means (a) a reduction in Mr. Engel's base salary, excluding any reduction that occurs in connection with an across-the-board reduction of the salaries of the entire senior management team; (b) a relocation of Mr. Engel's primary place of employment to a location more than 50 miles from Pittsburgh, Pennsylvania; or (c) any material reduction in Mr. Engel's offices, titles, authority, duties or responsibilities.

Executive Benefits and Payments Upon Termination	Termination Following a Change in Control ⁽¹⁾	Involuntary Not for Cause or For Good Reason Termination ⁽²⁾	Death ⁽³⁾	Disability ⁽⁴⁾	Retirement ⁽⁵⁾
Compensation:					
Base Salary and Incentive	\$ 7,621,515	\$ 4,636,800	\$ 997,515	\$ 997,515	\$ 997,515
Accelerated Options & SARs ⁽⁶⁾	\$ 2,573,719	\$ 2,573,719	\$ 2,573,719	\$ 2,573,719	\$ 1,677,508
Accelerated RSUs ⁽⁷⁾	\$ 4,721,016	\$ 4,721,016	\$ 4,721,016	\$ 4,721,016	\$ 2,119,249
Accelerated Performance Shares ⁽⁸⁾	\$15,866,724	—	\$15,866,724	\$15,866,724	\$11,095,457
Benefits and Perquisites:					
Medical Benefits	\$ 23,502	\$ 23,502	—	—	—
280G Tax Gross-Up	—	—	—	—	—
Total:	\$30,806,476	\$11,955,037	\$24,158,974	\$24,158,974	\$15,889,729

(1) Termination After Change in Control

Mr. Engel's benefits upon a change in control of the Company are double-triggered (other than equity awards which vest on a change in control), meaning that he will receive these payments only if (i) there is a change in control and (ii) Mr. Engel's employment is terminated within two years following a change in control without Cause or by Mr. Engel for Good Reason, in which case Mr. Engel will be entitled to receive:

- Two times annual base salary.
- Two times the annual target bonus opportunity.
- Prorated annual incentive compensation for the portion of the fiscal year employed, if earned.
- Full vesting of outstanding stock options, SARs, and RSUs. Prior to February 2022, vesting of performance shares are at target. Under the terms of the award agreements for PSU awarded on or after February 2022, the PSUs will immediately vest as of the date of a change in control at the higher of (i) the target level or (ii) actual performance but assuming that the performance period ended on the latest practicable date on or prior to the date of such change in control.
- Coverage for health, dental, and vision benefits for 24 months provided executive pays employee portion of premiums.
- Additional gross-up premium sufficient to reimburse the executive for excise taxes, if any, payable as a result of termination payments plus any income taxes on the reimbursement payment itself. Other than the pre-existing employment agreement with Mr. Engel, the Company has no other agreement with executive officers providing for excise tax gross-ups with respect to payments contingent upon a change in control. In addition, the Company committed that it will not enter into any new or materially amended agreements with executive officers providing for excise tax gross-ups with respect to payments contingent upon a change in control and, indeed, has not entered into any such agreements.

(2) Involuntary Not for Cause or Executive for Good Reason Termination

- Monthly base salary continuation for 24 months.
- An amount equal to the executive's annual target bonus opportunity.
- Full vesting of outstanding Stock Options, SARs, and RSUs.
- Coverage for health, dental, and vision benefits for 24 months provided executive pays employee portion of premiums.

(3) Death

- Any accrued and earned but unpaid bonus.
- Full vesting of outstanding Stock Options, SARs, and RSUs. Vesting of performance shares at target.

(4) Disability

- Prorated annual incentive compensation for the portion of the fiscal year employed, if earned on a similar basis as offered to other incentive eligible employees.
- Full vesting of outstanding Stock Options, SARs, and RSUs. Vesting of performance shares at target.

(5) Retirement

- Prorated annual incentive compensation for the portion of the fiscal year employed, if earned on a similar basis as offered to other incentive eligible employees.
- Mr. Engel is entitled to receive equity award treatment in the event of his retirement on a similar basis as offered to other salaried U.S. employees who are equity award recipients. In the event of Mr. Engel's termination of service due to early retirement after attaining a minimum age of 60 and a minimum of five years of service with the Company, (i) RSU awards will vest on a pro rata basis, (ii) PSU awards will continue to vest on a pro rata basis on the vesting date, based on actual performance to the extent that the performance metrics are achieved, and (iii) options and SAR awards will vest and become exercisable on a pro rata basis.

(6) The closing price of Wesco Common Stock on December 29, 2023 (the last trading day of the fiscal year) was \$173.88. The amount shown is the excess, if any, of the December 29, 2023 closing price over the exercise price multiplied by the number of SARs and Stock Options.

(7) Represents the closing stock price on December 29, 2023 (the last trading day of the fiscal year) multiplied by the number of RSUs.

(8) Represents the closing stock price on December 29, 2023 (the last trading day of the fiscal year) multiplied by the number of performance shares at target.

Potential Payments Upon Termination: Messrs. Schulz, Cameron, Geary, and Squires

Each of the following potential scenarios represents circumstances under which the NEO's employment with the Company could potentially terminate. A description of the compensation benefits due to the NEO in each scenario is described below. In each case, the date of the termination is assumed to be December 31, 2023. The amounts described in the table below will change based on the assumed termination date. The determination of compensation due to each of Messrs. Schulz, Cameron, Geary and Squires upon separation from the Company is governed by the terms of his employment letter agreement, effective June 22, 2020, as described on page 47, the terms of the CIC Plan, as described on page 47, and applicable equity award agreements and company programs.

Each letter agreement includes a severance provision entitling the NEO to receive the following severance benefits upon the termination of the NEO's employment by the Company without Cause or by the NEO for good reason, subject to the execution and non-revocation of a general release of claims against the Company: (i) cash severance equal to 12 months of base salary; (ii) a prorated target bonus for the year of termination; and (iii) continued medical, dental and vision benefits for one year following termination of employment. Under each letter agreement, the NEO is subject to noncompetition and employee and customer non-solicitation restrictions applicable during employment and for one year thereafter and perpetual confidentiality and non-disparagement covenants.

Under the CIC Plan, if a participant's employment is terminated by Company other than for cause or by the participant for good reason, in each case on or within two years following a change in control of the Company, the Company will pay or provide to the participant a cash severance payment equal to the sum of: (i) a prorated target bonus for the year of termination; (ii) an amount equal to a multiple (2x for each of Messrs. Schulz, Cameron, Geary and Squires) of the participant's base salary plus the participant's target bonus; (iii) an amount equal to a multiple (2x for each of Messrs. Schulz, Cameron, Geary and Squires) of the employer portion of the annual cost of continued coverage under the Company's healthcare benefit plans (including medical, prescription, dental and vision coverage); and (iv) an amount that may be used for outplacement services (\$25,000 for each of Messrs. Schulz, Cameron, Geary and Squires). The CIC Plan requires that each participant execute and not revoke a general release of claims against the Company and agree to comply with one-year post-termination noncompetition and employee and customer non-solicitation covenants and perpetual confidentiality and non-disparagement covenants.

Under the letter agreements, Cause means: (i) the willful and continued failure to substantially perform the NEO's employment duties; (ii) the Company's determination, in good faith, that the NEO has engaged in willful misconduct or gross negligence relating to the business of the Company; (iii) a plea of guilty or *nolo contendere* by the NEO to, or the NEO's conviction of, a felony under federal or state law; or (iv) material breach of any written policy of the Company, including without limitation the Company's Code of Conduct. Under the CIC Plan, Cause means: (i) the willful and continued failure to substantially perform the participant's employment duties; or (b) the willful engaging by the participant in illegal conduct which is materially and demonstrably injurious to the Company.

Good reason means, without written consent: (i) a reduction in the NEO's annual base salary, excluding any reduction that occurs in connection with an across-the-board reduction of the salaries of substantially the entire senior management team; (ii) a relocation of the NEO's primary place of employment to a location more than 50 miles from Pittsburgh, Pennsylvania (or with respect to Mr. Geary, the facility in which each is based); or (iii) any material reduction in the NEO's authority, duties or responsibilities.

Messrs. Schulz, Cameron, Geary and Squires are entitled to receive a prorated incentive payment in the event of death, disability, and retirement and equity award treatment in the event of their retirement on a similar basis as offered to other salaried U.S. employees who are incentive and equity award recipients. The Company provides accelerated or continued vesting of equity awards for participants who are eligible for retirement, with the eligibility dependent on the individual's age and length of service and the terms of the applicable award agreement. Upon a participant's termination of service due to early retirement after attaining a minimum age of 60 and a minimum of five years of service with the Company, (i) RSU awards will vest on a pro rata basis, (ii) PSU awards will continue to vest on a pro rata basis on the vesting date, based on actual performance to the extent that the performance metrics are achieved, and (iii) options and SARs will vest and become exercisable on a pro rata basis. At December 31, 2023 and using the same assumptions as used for the table below, Mr. Squires was eligible to receive accelerated or continued vesting of his equity awards. Messrs. Schulz, Cameron and Geary were not eligible for early retirement as of December 31, 2023.

Executive Benefits and Payments Upon Termination	David S. Schulz	James F. Cameron	William C. Geary, II	Nelson J. Squires, III
Payments Upon Termination Following a Change in Control				
Base Salary & Incentive	\$ 3,775,000	\$2,726,000	\$3,055,000	\$3,149,000
Equity:				
Accelerated SARs & Stock Options ⁽¹⁾	\$ 707,736	\$ 354,547	\$ 466,538	\$ 491,002
Accelerated Restricted Stock Units ⁽²⁾	\$ 1,277,322	\$ 710,648	\$ 859,663	\$ 861,923
Accelerated Performance Stock Units ⁽³⁾	\$ 4,292,402	\$2,270,351	\$2,856,501	\$2,970,914
Medical Benefits	\$ 31,562	\$ 31,562	\$ 33,562	\$ 33,562
Outplacement	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Total	\$10,109,022	\$6,118,108	\$7,296,264	\$7,531,401
Involuntary Not for Cause or For Good Reason Termination				
Base Salary & Incentive	\$ 1,510,000	\$1,102,000	\$1,235,000	\$1,273,000
Medical Benefits	\$ 15,781	\$ 15,781	\$ 16,781	\$ 16,781
Total	\$ 1,525,781	\$1,117,781	\$1,251,781	\$1,289,781
Death				
Incentive	\$ 378,422	\$ 311,850	\$ 309,604	\$ 218,827
Equity:				
Accelerated SARs & Stock Options ⁽¹⁾	\$ 707,736	\$ 354,547	\$ 466,538	\$ 491,002
Accelerated Restricted Stock Units ⁽²⁾	\$ 1,277,322	\$ 710,648	\$ 859,663	\$ 861,923
Accelerated Performance Stock Units ⁽³⁾	\$ 4,292,402	\$2,270,351	\$2,856,501	\$2,970,914
Total	\$ 6,655,882	\$3,647,396	\$4,492,306	\$4,542,666
Disability				
Incentive	\$ 378,422	\$ 311,850	\$ 309,604	\$ 218,827
Equity:				
Accelerated SARs & Stock Options ⁽¹⁾	\$ 707,736	\$ 354,547	\$ 466,538	\$ 491,002
Accelerated Restricted Stock Units ⁽²⁾	\$ 1,277,322	\$ 710,648	\$ 859,663	\$ 861,923
Accelerated Performance Stock Units ⁽³⁾	\$ 4,292,402	\$2,270,351	\$2,856,501	\$2,970,914
Total	\$ 6,655,882	\$3,647,396	\$4,492,306	\$4,542,666
Retirement				
Incentive	—	—	—	\$ 218,827
Equity:				
Accelerated SARs & Stock Options ⁽¹⁾	—	—	—	\$ 325,786
Accelerated Restricted Stock Units ⁽²⁾	—	—	—	\$ 396,620
Accelerated Performance Stock Units ⁽³⁾	—	—	—	\$2,121,336
Total	—	—	—	\$3,062,569

(1) The closing price of Wesco Common Stock on December 29, 2023 (the last trading day in the fiscal year) was \$173.88. The amount shown is the excess, if any, of the December 29, 2023 closing price over the exercise price multiplied by the number of SARs and Stock Options.

(2) Represents the closing stock price on December 29, 2023 multiplied by the number of RSUs.

(3) Represents the closing stock price on December 29, 2023 multiplied by the number of performance shares at target.

Chief Executive Officer Pay Ratio

As required by SEC rules, we are providing the following information about the ratio of annual total compensation of all of our employees, other than our CEO, to the annual total compensation of our CEO.

For 2023: (1) the annual total compensation of our median employee was \$60,819; and (2) the annual total compensation of our CEO was \$10,331,662. Based on this information, for 2023 the ratio of the annual total compensation for our CEO to the annual total compensation of our median employee was approximately 170 to 1. We believe that the pay ratio is a reasonable estimate calculated consistent with Regulation S-K Item 402(u).

The methodology and the material assumptions, adjustments, and estimates that we used for this calculation were as follows: We determined that, as of December 31, 2023, our employee population consisted of approximately 20,567 employees at our parent company and consolidated subsidiaries, of which 13,304 were U.S. employees and 7,263 were non-U.S. employees. Our employee population, after taking into consideration the adjustments permitted by SEC rules, consisted of approximately 19,563 individuals, of which 13,304 were U.S. employees and 6,259 were non-U.S. employees. For these purposes, we excluded approximately 1,004 employees from the following jurisdictions: Poland (89), Brazil (85), China (84), Malaysia (69), Belgium (62), New Zealand (59), United Arab Emirates (57), Taiwan (42), Argentina (40), Netherlands (38), Germany (37), Panama (33), Costa Rica (32), Saudi Arabia (31), Japan (29), Spain (29), Jamaica (20), Italy (18), Sweden (16), France (15), Hong Kong (12), Egypt (11), Turkey (11), Trinidad and Tobago (10), Barbados (7), Guatemala (7), Morocco (7), Portugal (7), Switzerland (7), Indonesia (6), Republic of Korea (6), Israel (5), Uruguay (5), Austria (4), Angola (3), Norway (3), South Africa (3), Czech Republic (2), Denmark (1), Thailand (1) and Vietnam (1).

SEC rules allow companies to use a variety of assumptions, adjustments, methodologies, and estimates. Therefore, the ratio figure reported above may not be capable of comparison to the ratio figures reported by companies in our peer group or by any other company. With respect to identifying the “median employee,” we used a consistently applied compensation measure, which is the sum of an employee’s estimated annual salary/wages, commissions and bonus. For employees outside the U.S., we converted local currency amounts to U.S. dollars.

For 2023, we combined all of the elements of our median employee’s compensation in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$60,819. The difference between such employee’s wages and the employee’s annual total compensation represents the value of the employee’s retirement benefits.

With respect to the annual total compensation of our CEO, we used the amount reported in the “Total” column of our 2023 Summary Compensation Table included in this Proxy Statement.

Pay vs. Performance

The following table summarizes the total compensation of our principal executive officer (“PEO”) and the average of the total compensation of our other NEOs as reported in the Summary Compensation Table for the past three fiscal years, as well as their “compensation actually paid” as calculated pursuant to recently adopted SEC rules and certain performance measures required by the rules. Compensation actually paid, as determined under SEC requirements, does not reflect the actual amount of compensation earned by or paid to our executive officers during a covered year. For further information concerning the Company’s pay-for-performance philosophy and how the Company aligns executive compensation with the Company’s performance, refer to the Compensation Discussion and Analysis.

Year	Summary Compensation Table Total for PEO (\$) ⁽¹⁾	Compensation Actually Paid to PEO (\$) ⁽²⁾	Average Summary Compensation Table Total for Non-PEO NEOs (\$) ⁽¹⁾	Average Compensation Actually Paid to Non-PEO NEOs (\$) ⁽²⁾	Value of Initial Fixed \$100 Investment Based on:			
					Cumulative Total Shareholder Return (\$)	Peer Group Cumulative Total Shareholder Return (\$) ⁽³⁾	Net Income (\$)	Adj. EBITDA (\$) ⁽⁴⁾
2023	\$10,331,662	\$30,260,210	\$2,675,765	\$6,710,486	\$272.97	\$209.06	\$708,100	\$1,659,800
2022	\$11,162,279	\$15,461,278	\$3,331,361	\$2,702,071	\$210.81	\$157.63	\$803,063	\$1,684,545
2021	\$9,859,087	\$38,809,795	\$3,266,803	\$9,765,176	\$221.57	\$169.28	\$407,974	\$1,149,984
2020	\$11,313,497	\$24,140,383	\$3,427,092	\$7,639,723	\$132.18	\$120.94	\$70,421	\$643,603

(1) Mr. Engel served as our PEO for all four years (2020 – 2023). The other NEOs consist of the following individuals in each year:

- 2023: Messrs. Schulz, Cameron, Geary, Squires
- 2022: Messrs. Schulz, Squires, Geary, Khurana and Dosch
- 2021: Messrs. Schulz, Squires, Geary and Dosch
- 2020: Messrs. Schulz, Squires and Dosch and Ms. Lazzaris

Variations in the Average Summary Compensation for the other NEOs from year to year are partly due to the changes in the composition of the NEOs from year to year.

- (2) The Summary Compensation Table totals reported for the PEO and the average of the other NEOs for each year were subject to the following adjustments per Item 402(v)(2)(iii) of Regulation S-K to calculate the “compensation actually paid”:

	2023		2022		2021		2020	
	PEO	Average for Other NEOs						
Adjustments								
Deduction for amounts reported under the “Stock Awards” and “Option Awards” columns in the Summary Compensation Table for applicable FY	\$ (7,800,082)	\$ (1,499,996)	\$ (6,999,972)	\$ (1,659,998)	\$ (6,000,026)	\$ (1,350,011)	\$ (9,150,011)	\$ (2,326,236)
Increase based on ASC 718 fair value of awards granted during applicable FY that remain unvested as of applicable FY end, determined as of applicable FY end	\$ 7,926,128	\$ 1,524,235	\$ 9,130,790	\$ 1,744,611	\$ 13,830,960	\$ 3,112,074	\$ 20,083,054	\$ 6,227,104
Increase based on ASC 718 fair value of awards granted during applicable FY that vested during applicable FY, determined as of vesting date	—	—	—	\$ 12,529	—	—	—	—
Increase/deduction for awards granted during prior FY that were outstanding and unvested as of applicable FY end, determined based on change in ASC 718 fair value from prior FY end to applicable FY end	\$ 9,869,786	\$ 1,926,057	\$ 4,224,922	\$ 556,768	\$ 19,974,834	\$ 4,324,626	\$ 2,888,105	\$ 454,520
Increase/deduction for awards granted during prior FY that vested during applicable FY, determined based on change in ASC 718 fair value from prior FY end to vesting date	\$ 9,703,195	\$ 2,034,825	\$ (2,056,741)	\$ (484,552)	\$ 1,144,940	\$ 411,684	\$ (994,262)	\$ (142,757)
Deduction of ASC 718 fair value of awards granted during prior FY that were forfeited during applicable FY, determined as of prior FY end	—	—	—	\$ (798,648)	—	—	—	—
Increase based on Dividends or Other Earnings Paid during Applicable FY prior to Vesting Date	\$ 229,521	\$ 49,600	—	—	—	—	—	—
TOTAL ADJUSTMENTS	\$19,928,548	\$ 4,034,721	\$ 4,298,999	\$ (629,290)	\$28,950,708	\$ 6,498,373	\$12,826,886	\$ 4,212,631

- (3) The peer group used for calculating Peer Group Total Shareholder Return for 2023, 2022, 2021 and 2020 consists of the following companies listed as our performance peer group: Applied Industrial Technologies, Inc., Arrow Electronics, Inc., Avnet, Inc., Barnes Group Inc., Eaton Corporation Plc, Fastenal Company, Genuine Parts Company, Hubbell, Inc., MRC Global, Inc., MSC Industrial Direct Co., Inc., Rexel SA, Rockwell Automation, Inc. and W.W. Grainger, Inc.
- (4) The Company has identified Adjusted EBITDA as the company-selected measure for the pay versus performance disclosure, as it represents the most important financial performance measure used to link compensation actually paid to the PEO and the other NEOs in 2023 to the Company's performance. EBITDA is adjusted earnings before income taxes, interest, preferred stock dividends and depreciation and amortization, as shown on page 32 of the Company's Form 10-K filed with the SEC on February 20, 2024. For 2020—2023, this number was adjusted to remove the impact of stock-based compensation expense.

Relationship Between Compensation Actually Paid and Performance Measures

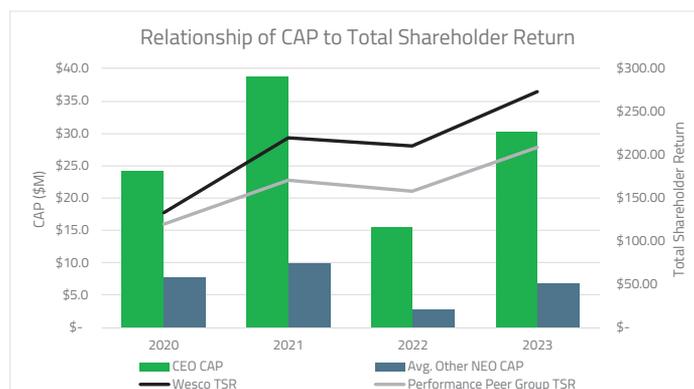
The table below reflects the relationship between the compensation actually paid ("CAP") to our PEO and other NEOs in 2020, 2021, 2022 and 2023 and the following performance measures: Total Shareholder Return ("TSR"), net income attributable to common stockholders and Adjusted EBITDA.

Period	Compensation Actually Paid to PEO	Average Compensation Actually Paid to Other NEOs	Wesco TSR	Peer Group TSR	Net Income attributable to Common Stockholders	Adjusted EBITDA Growth
2020 to 2021	60.8% ↑	27.8% ↑	67.6% ↑	40.0% ↑	479.3% ↑	78.7% ↑
2021 to 2022	(60.2)% ↓	(72.3)% ↓	(4.9)% ↓	(6.9)% ↓	96.8% ↑	46.5% ↑
2022 to 2023	95.7% ↑	148.3% ↑	29.5% ↑	32.6% ↑	(11.8)% ↓	(1.5)% ↓
2020 to 2023 (cumulative)	25.4% ↑	(12.2)% ↓	106.5% ↑	72.9% ↑	905.8% ↑	157.9% ↑

Relationship Between Compensation Actually Paid and Cumulative TSR

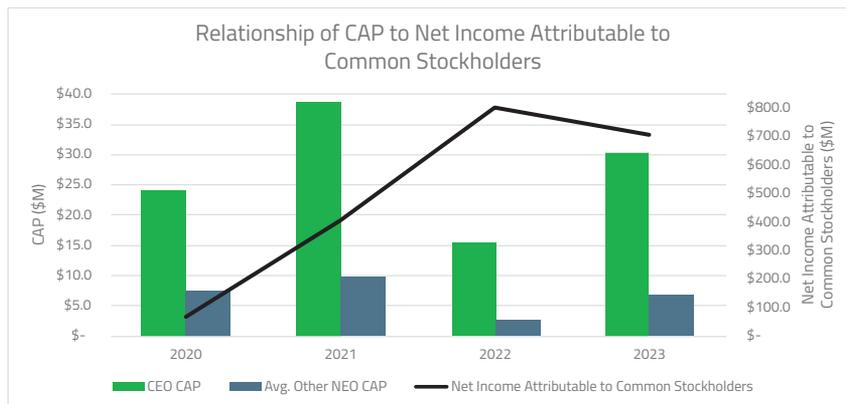
As reflected in the table above and the graph below, from 2020 to 2023, the compensation actually paid to our PEO and the average of the compensation actually paid to our other NEOs increased by 25.4% and decreased 12.2%, respectively, compared to the Company's cumulative TSR of 106.5% over the same period. The Company's cumulative TSR from 2020 through 2023 was 106.5%, compared to the TSR of our performance peer group of 72.9% over the same period.

As described in "Compensation Discussion and Analysis," the Company's long-term incentive plan is a centerpiece of our executive compensation and a significant portion of the compensation actually paid to our PEO and our other NEOs comprises equity awards. As a result, the compensation actually paid to our PEO and other NEOs is aligned with our cumulative TSR performance and stockholder value creation over the applicable measurement periods.



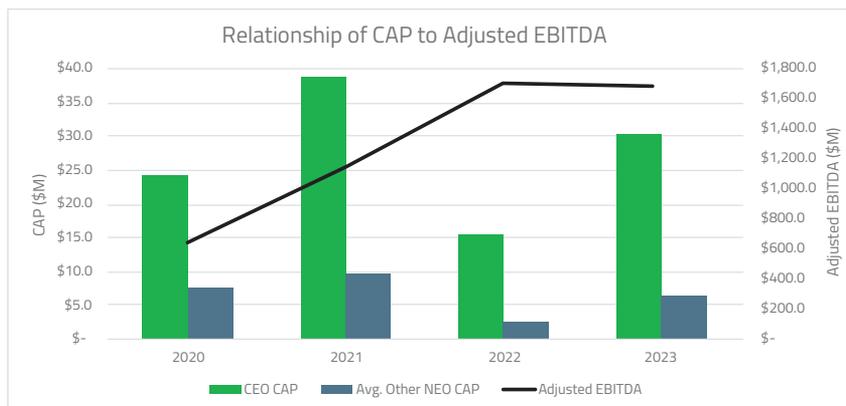
Relationship Between Compensation Actually Paid and Net Income Attributable to Common Stockholders

From 2020 to 2023, the compensation actually paid to our PEO and to our other NEOs increased by 25.4% and decreased 12.2%, respectively, compared to a 905.8% increase in net income attributable to common stockholders (from \$70.4 million for 2020 to \$708.1 million for 2023) over the same time period.



Compensation Actually Paid and Adjusted EBITDA

As reflected in the following graph, from 2020 to 2023, compensation actually paid to our PEO and to our other NEOs increased by 25.4% and decreased 12.2%, respectively, compared to a 157.9% increase in Adjusted EBITDA over the same time period. The Company has identified Adjusted EBITDA as the company-selected measure for the pay versus performance disclosure, as it represents an important financial performance measure used to link compensation actually paid to the PEO and the other NEOs in 2023 to the Company’s performance. Adjusted EBITDA significantly increased in 2021 and 2022, highlighting the Company’s strong financial performance and creation of stockholder value in the face of significant macroeconomic challenges, while in 2023, the Company achieved relatively flat year-over-year Adjusted EBITDA of \$1.7 billion.



Listed below are the financial performance measures that we believe represent the most important financial performance measures we use to link compensation actually paid to our NEOs to our performance for the most recently completed fiscal year.

Most Important Performance Measures

- Adjusted EBITDA
- Net Income
- Total Shareholder Return (TSR)

Proposal 3 – Approve Amendments to the Company’s Restated Certificate of Incorporation Regarding Officer Exculpation

Background of the Proposal

The State of Delaware, our state of incorporation, enacted legislation, effective August 1, 2022, that amends the Delaware General Corporation Law (“DGCL”) to enable Delaware corporations to limit the liability of certain officers in limited circumstances. Specifically, Section 102(b)(7) of the DGCL was amended to allow Delaware corporations to adopt a provision in their certificate of incorporation to exculpate (i.e., limit or eliminate the monetary liability of) certain corporate officers for personal liability for breach of the duty of care in certain circumstances. Previously, the DGCL allowed Delaware corporations only to exculpate directors, but not officers, from personal liability for monetary damages associated with breaches of the duty of care. The recent amendments allow Delaware corporations to extend similar protections to certain officers, including:

- the president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer,
- “named executive officers” identified in the corporation’s SEC filings, and
- other individuals who have agreed to be identified as officers of the corporation.

The recent amendments to the DGCL only permit, and our proposed amendment would only permit, the exculpation of officers for direct claims brought by stockholders for breach of an officer’s fiduciary duty of care, including class actions, but would not exculpate officers for breach of fiduciary duty claims brought by Wesco itself or for derivative claims brought by stockholders in the name of Wesco. In addition, an officer would not be protected from liability for:

- any breach of the officer’s duty of loyalty to Wesco or our stockholders,
- any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- any transaction in which the officer derived an improper personal benefit.

Article X of our Restated Certificate of Incorporation, as amended (“Restated Certificate of Incorporation”), currently provides for exculpation of directors in certain circumstances, consistent with the DGCL, but does not include a similar provision that would allow for the exculpation of officers. In light of the recent amendments to the DGCL and for the reasons described below, we are asking our stockholders to approve an amendment to our Restated Certificate of Incorporation to provide for exculpation of officers to the fullest extent permitted by the DGCL. This general description of the proposed amendment is a summary only and is qualified in its entirety by reference to the full text of the proposed amendments to Article X of our Restated Certificate of Incorporation below:

AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION OF WESCO INTERNATIONAL, INC.

The proposed changes to Section (a) and (c) of Article X of our current Restated Certificate of Incorporation pursuant to the proposed amendments contemplated by Proposal 4, are indicated below, with additions marked by underlined text and deletions indicated by strike-out text.

ARTICLE X.

(a) The personal liability of ~~the a~~ directors or officer of the Corporation is hereby eliminated to the fullest extent permitted by ~~Section 102(b)(7) of~~ the General Corporation Law of the State of Delaware, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director or officer shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption for liability or limitation thereof is not permitted under ~~for liability (i) for any breach of the director’s duty of loyalty to the Corporation or its stockholders, (ii) for acts or~~

~~omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law of the State of Delaware, as amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit.~~

...

(c) Any repeal or modification of this Article X by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Reasons for the Proposed Amendment

The Board believes that it is in Wesco’s and our shareholders’ interest that officers be afforded exculpatory protections aligned with those that have been available only to our directors. Both officers and directors owe fiduciary duties to corporations, and yet only directors are currently protected by the exculpatory provisions. As with directors, officers must often make difficult decisions on critical, time sensitive matters, which can create significant risk of investigations, claims, actions, suits or proceedings seeking to impose liability on the basis of hindsight and regardless of merit. The Board believes that adopting an officer exculpation provision would enable our officers to better exercise their business judgment in furtherance of the long-term interests of our stockholders without the unnecessary distractions posed by concerns about personal liability from claims following actions taken in good faith.

In recent years, Delaware courts have experienced an increase in litigation in which plaintiffs sought to bring certain claims that would otherwise be exculpated if brought against directors, against individual officers, in an attempt to exploit the absence of exculpation protections for officers to avoid dismissal of such claims and extract settlements from defendant companies. The proposed amendment may help to limit litigation naming officers as defendants, when directors cannot be named because of their exculpatory protection. The Board believes that the failure by Wesco to adopt an officer exculpation provision may result in Wesco experiencing a disproportionate amount of nuisance litigation and disproportionately increased costs in the form of higher director and officer liability insurance premiums.

Furthermore, the Board believes the proposed amendment will enhance Wesco’s ability to continue attracting and retaining qualified officers. Following the amendment of the DGCL, an increasing number of companies with whom we compete for executive talent have adopted similar exculpation provisions, and we expect such trend to continue. Given the current litigious environment, including the recent trend of plaintiffs naming officers as defendants in shareholder litigation, candidates often consider whether the potential exposure to personal liability or other risks outweigh the benefits of serving as an officer. If we fail to adopt the officer exculpatory protections now offered under Delaware law, prospective or current candidates may be deterred from serving as officers due to concerns with potential exposure to personal liability. This could negatively impact our ability to compete with other companies in recruiting and retaining qualified officer candidates.

Our Board also considered the narrow class and limited type of claims from which such officers would be exculpated from liability. Under the proposed amendment, officers would not be protected from liability for breaches of the duty of loyalty, acts or omissions not in good faith or those that involve intentional misconduct or a knowing violation of law, or any transactions in which a director or officer derived an improper personal benefit.

For the reasons described above, our Board believes that it is in the interests of Wesco and our shareholders to amend our Restated Certificate of Incorporation to include a provision that extends exculpation to officers of Wesco, as permitted by recent amendments to Delaware law.

Effect of the Proposed Amendment

If the proposed amendment to our Restated Certificate of Incorporation is approved by our stockholders, we will file a Certificate of Amendment to our Restated Certificate of Incorporation with the Secretary of State of the State of Delaware shortly following the Annual Meeting to incorporate the approved amendment, at which point the amendment will become effective. Other than the proposed amendments to Article X, the remainder of our Restated Certificate of Incorporation will remain unchanged. If our

stockholders do not approve this proposal, then the proposed amendment will not be implemented or become effective and our current Restated Certificate of Incorporation will continue in effect under its current terms.

Vote Required and Recommendation of the Board of Directors

The affirmative vote of the holders of a majority of the outstanding shares of our common stock entitled to vote on this proposal will be required to approve this proposal.

**OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR”
APPROVAL OF THE PROPOSED AMENDMENT TO
OUR RESTATED CERTIFICATE OF INCORPORATION
REGARDING OFFICER EXCULPATION**

Proposal 4 – Ratify the Appointment of Independent Registered Public Accounting Firm

The Audit Committee of our Board has selected PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm for the year ending December 31, 2024.

We are submitting the appointment of the independent registered public accounting firm to you for ratification at the Annual Meeting. Although ratification of this appointment is not legally required, our Board believes it is appropriate for you to ratify this selection. In the event that you do not ratify the selection of PwC as our Company’s independent registered public accounting firm, our Audit Committee may reconsider its selection.

**OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE
RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP
AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2024.**

Independent Registered Public Accounting Firm

Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has appointed PwC as our independent registered public accounting firm to audit our 2024 consolidated financial statements.

PwC has served as our independent registered public accounting firm since 1994. Representatives of PwC are scheduled to be present at the Annual Meeting and have an opportunity to make a statement and be available to respond to appropriate questions.

Independent Registered Public Accounting Firm Fees and Services

Aggregate fees for all professional services rendered to us by PwC for the years ended December 31, 2023 and 2022 were as follows:

(In millions)	2023	2022
Audit fees	\$6.5	\$5.6
Audit-related fees	—	—
Tax fees		
Compliance	\$0.2	\$0.7
Planning and consulting	\$0.6	—
Other fees	—	—
	\$7.3	\$6.3

The audit fees for the years ended December 31, 2023 and 2022 were for professional services rendered for the integrated audits of our consolidated financial statements and of our internal control over financial reporting, reviews of quarterly consolidated financial statements and statutory audits.

Tax compliance fees for the years ended December 31, 2023 and 2022 were for services related to the preparation and review of tax returns.

Audit Committee Pre-Approval Policies and Procedures

Our Audit Committee has the sole authority to pre-approve and has policies and procedures that require the pre-approval by them of all fees paid for services performed by our independent registered public accounting firm. At the beginning of each year, the Audit Committee approves the proposed services for the year, including the nature, type and scope of services and the related fees. Audit Committee pre-approval is also obtained for any other engagements that arise during the course of the year. During 2023 and 2022, all of the audit and non-audit services provided by PwC were pre-approved by the Audit Committee.

Report of the Audit Committee

It is the responsibility of the Company's management to prepare the Company's financial statements and to develop and maintain adequate systems of internal accounting and financial controls. The Audit Committee is responsible for assisting the Board in its oversight of the quality and integrity of the Company's financial statements and the independent audit thereof, its oversight of the Company's accounting and financial reporting principles, policies and internal controls, and the performance of the internal audit function, evaluating the independence, qualifications and performance of the Company's independent registered public accounting firm, and evaluating the performance of the Company's internal auditors.

In this context, the Audit Committee has reviewed and discussed the Company's audited financial statements for the year ended December 31, 2023 with management and the independent registered public accounting firm. Management represented to the Audit Committee that the financial statements of the Company were prepared in accordance with generally accepted accounting

principles. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Auditing Standards No. 1301, “Communication with Audit Committees,” as adopted by the PCAOB. The Audit Committee also discussed with management their assessment of the effectiveness of the Company’s internal control over financial reporting as of December 31, 2023, and the independent registered public accounting firm’s opinion on the effectiveness of the Company’s internal control over financial reporting as of December 31, 2023.

In addition, the Audit Committee has discussed with its independent registered public accounting firm, the independent registered public accounting firm’s independence from the Company and its management, including the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountant’s communications with the Audit Committee concerning independence, which have been received by the Audit Committee. The Audit Committee discussed with the Company’s internal auditors and independent registered public accounting firm the overall scope and plan for their respective audits. The Audit Committee meets with the internal auditors and independent registered public accounting firm, with and without management present, to discuss the results of their audits, including their audit of the Company’s internal controls and the overall quality of the Company’s financial reporting. In reliance on the reviews and discussions referred to above, the Audit Committee recommended to our Board and our Board has approved, that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2023, for filing with the Securities and Exchange Commission. The Audit Committee and our Board also appointed PwC as the Company’s independent registered public accounting firm for 2024.

Respectfully Submitted:

THE AUDIT COMMITTEE

Laura K. Thompson, *Chair*

Glynis A. Bryan

Anne M. Cooney

Sundaram Nagarajan

Easwaran Sundaram

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Ingenuity delivered.

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