

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 14A  
(RULE 14a-101)  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**WESCO INTERNATIONAL, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# **2023 PROXY STATEMENT**

## **and Notice of Annual Meeting of Stockholders**

WESCO INTERNATIONAL, INC.  
225 West Station Square Drive, Suite 700  
Pittsburgh, Pennsylvania 15219-1122



## Notice of 2023 Annual Meeting of Stockholders

<b>When:</b>	Thursday, May 25, 2023 at 2:00 p.m., E.D.T.
<b>Where:</b>	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 <a href="https://www.virtualshareholdermeeting.com/WCC2023">https://www.virtualshareholdermeeting.com/WCC2023</a> , 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 ("Notice"). 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 25, 2023.
<b>Record Date:</b>	March 30, 2023

### Dear Fellow Stockholders:

Wesco delivered a stellar encore performance in 2022. The success of our business model and integration efforts over the past two and a half years since our transformational combination with Anixter resulted in record full year sales of \$21.4 billion, an increase of 18% over last year. We again set new company records for margin and profitability, and reduced leverage to below 3.0x for the first time since 2019. Since completing the Anixter acquisition in June 2020, we delivered a 312% stock price return through March 31, 2023. While our three-year post-merger integration plan is coming to a close this year, our digital transformation is accelerating. With our continued strong execution and the ongoing secular growth trends, we look forward with greater confidence than ever to a future of sustained growth and market outperformance.

I am pleased to invite you to attend our 2023 Annual Meeting of Stockholders. It will be held via live audio webcast on **May 25, 2023**. Details regarding the items of business to be conducted at the Annual Meeting are described in the accompanying Proxy Statement:

1. Elect nine Directors for a one-year term expiring in 2024.
2. Approve, on an advisory basis, the compensation of the Company's named executive officers.
3. Approve, on an advisory basis, the frequency of an advisory vote on executive compensation.
4. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023.
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](http://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, 2023. Stockholders of record at the close of business on March 30, 2023 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 25, 2023**

The 2023 Proxy Statement and 2022 Annual Report of WESCO International, Inc. (“Wesco” or the “Company”) are available to review at: [www.proxydocs.com/wcc](http://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 the Notice of Annual Meeting of Stockholders, 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, 2023.

#### **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 30, 2023 as the record date. If you held shares of the Company’s Common Stock at the close of business on March 30, 2023, you may vote at the Annual Meeting. On that date, there were 51,252,380 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/WCC2023>. You will need the 16-digit control number received with your Notice Regarding the Availability of Proxy Materials. 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 25, 2023, 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 9 Directors named in the Proxy Statement, each for a one-year term expiring at the Annual Meeting	<b>FOR EACH DIRECTOR NOMINEE</b>	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	<b>FOR</b>	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, on an advisory basis, the frequency of an advisory vote on executive compensation	<b>ONE YEAR</b>	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. If no frequency receives the affirmative vote of a majority of the represented at the meeting and entitled to vote on the matter, the Board will consider the frequency receiving the greatest number of votes as the frequency recommended by the stockholders.
4 Ratify the appointment of PricewaterhouseCoopers, LLP as our independent registered public accounting firm for the year ending December 31, 2023	<b>FOR</b>	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/WCC2023>.

The deadline for voting by Internet, telephone, or mail is receipt by 11:59 p.m. E.D.T. on May 24, 2023. 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 24, 2023;
- 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 24, 2023; 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, “ONE YEAR” for the approval, on an advisory basis, of the frequency of an advisory vote on executive compensation, 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, 2023.

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, 2023. 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, on an advisory basis, the frequency of an advisory vote on executive compensation.

## 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 2024 Annual Meeting of Stockholders: John J. Engel, 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 nine 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 2024, 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 30, 2023.

Name	Age	Director Since	Audit	Compensation	Executive	Nominating and Governance
John J. Engel	61	2008				
Anne M. Cooney	63	2021				
Matthew J. Espe	64	2016				
Bobby J. Griffin	74	2014				
Sundaram Nagarajan	60	2022				
Steven A. Raymund	67	2006				
James L. Singleton <sup>(1)</sup>	67	1998				
Easwaran Sundaram	52	2018				
Laura K. Thompson	58	2019				

(1) Lead Director

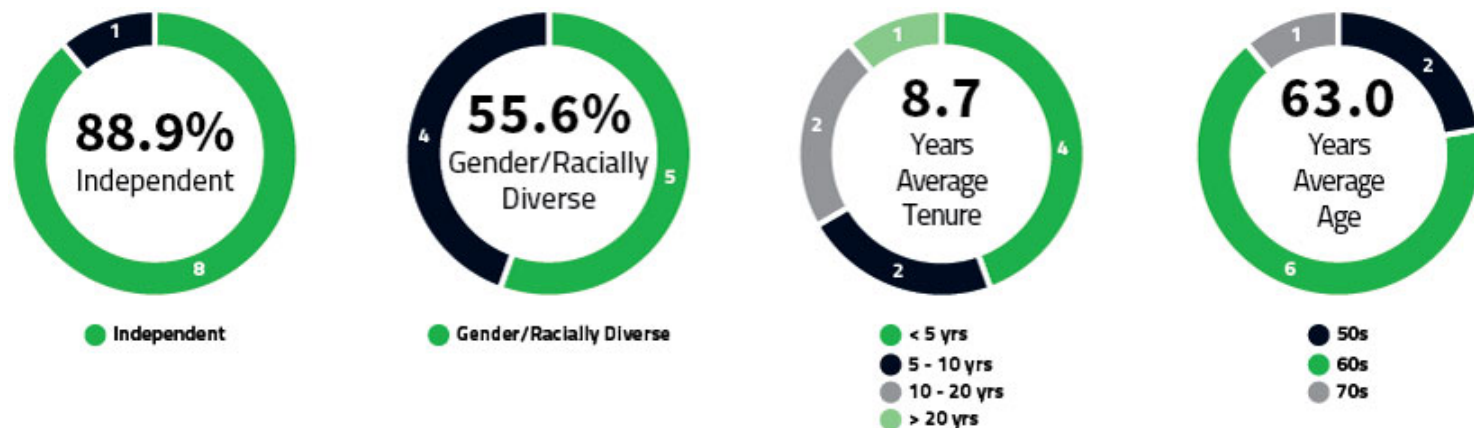
 Chair

 Member

## Directors

The following information is provided regarding our Directors as of March 30, 2023.

### 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 four 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 starting in 2022, we exceed this goal. In addition, the Board intends to recruit a gender diverse Director within the next year, working with a nationally recognized recruiting firm to assist with recruiting a gender diverse Director, as appropriate.

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

	Engel	Cooney	Espe	Griffin	Nagarajan	Raymund	Singleton	Sundaram	Thompson
<b>Gender</b>									
Female		✓							✓
Male	✓		✓	✓	✓	✓	✓	✓	
<b>Race or Ethnicity</b>									
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.



### Strategic Leadership

Experience driving strategic direction and growth of an organization



### Industry Background

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



### Senior Management Leadership

Experience serving in a senior leadership role of a major organization



### Corporate Finance and M&A Experience

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



### CEO Leadership

Experience serving as the Chief Executive Officer of a major organization



### 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



### Operations Management Expertise

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



### Public Company Board Service

Experience as a board member of another publicly traded company



### Financial Acumen and Expertise

Experience or expertise in financial accounting and reporting or the financial management of a major organization



### 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



### International Experience

Experience doing business internationally



### 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 fulfil 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 2024



**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.

**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.

Age: 61  
Director since: 2008  
Chairman of the Board  
Member of: Executive Committee



**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.

**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.

Age: 63  
Director since: 2021  
Member of: Audit Committee and Nominating and Governance Committee



**Matthew J. Espe**  
**Operating Partner, Advent International**

**Matthew J. Espe** is an Operating Partner at Advent International, a private equity investment firm, a position he has held since November 2017, and is an Operating Partner at Periphos Capital, a private equity investment firm, a position he has held since February 2018. He currently serves as chairman for two privately-held portfolio companies. From February 2017 to November 2017, he served as the Chief Executive Officer of Radial, Inc., a multinational e-commerce company. Previously, Mr. Espe 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.) and Periphos Capital Partnership Corporation.

**Age:** 64

**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 Atlas Air Worldwide Holdings, Inc., Hanesbrands Inc. and 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. as well as the chair of the nominating and governance committee and as a member of the compensation committees for Hanesbrands Inc. and Atlas Air Worldwide Holdings, Mr. Griffin also brings experience setting goals and overseeing implementation of sustainability, climate, human capital and inclusion and diversity initiatives.

**Age:** 74

**Director since:** 2014

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



Age: 60

Director since: 2022

Member of: Audit Committee

### **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: 67

Director since: 2006

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: 67

Director since: 1998

Lead Director

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

### **James L. Singleton**

**Chairman and Chief Executive Officer, Cürex Group Holdings, LLC**

**James L. Singleton** is Chairman and Chief Executive Officer of Cürex Group Holdings, LLC, an institutional foreign exchange execution services and data analytics provider, and has held that position since May 2014. 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 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: 52

Director since: 2018

Member of: Audit Committee 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.

**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.



**Age:** 58

**Director since:** 2019

**Member of:** Audit Committee (Chair) and Executive Committee

### **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.

**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 30, 2023, are set forth below.

Name	Age	Position
<b>John J. Engel</b>	61	Chairman, President and Chief Executive Officer
<b>James F. Cameron</b>	57	Executive Vice President and General Manager, Utility and Broadband Solutions (UBS)
<b>William C. Geary, II</b>	52	Executive Vice President and General Manager, Communications & Security Solutions (CSS)
<b>Akash Khurana</b>	49	Executive Vice President and Chief Information and Digital Officer
<b>Diane E. Lazzaris</b>	56	Executive Vice President, General Counsel and Corporate Secretary
<b>Hemant Porwal</b>	49	Executive Vice President, Supply Chain and Operations
<b>David S. Schulz</b>	57	Executive Vice President and Chief Financial Officer
<b>Nelson J. Squires III</b>	61	Executive Vice President and General Manager, Electrical and Electronics Solutions (EES)
<b>Christine A. Wolf</b>	62	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 and 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 since February 2021. 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 where he held roles with increasing responsibility in Operations, Supply Chain, Procurement and Finance.

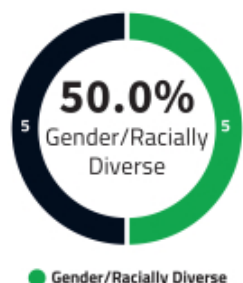
**David S. Schulz** has served as our Executive Vice President and Chief Financial Officer since June 2020, and from October 2016 to June 2020, he served as Senior Vice President and Chief Financial Officer. Prior to joining Wesco, Mr. Schulz served as Senior

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 and Electronics 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 a diversity of 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 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.

In February 2023, the independence of each Director was reviewed, applying applicable independence standards. The review considered 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 affirmatively determined that the following Directors are independent: Messrs. Espe, Griffin, Nagarajan, Raymund, Singleton and Sundaram and Messes. 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. 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 30, 2023, 56% 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, 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.

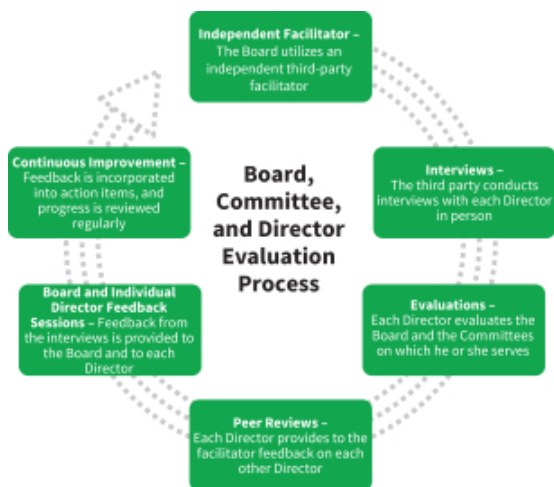
### **Board Refreshment, Tenure and Diversity**

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 four of the past five 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. 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 five of its nine members (56%) who are diverse in terms of gender, race or ethnicity, which exceeds the Board's goal of 50%. In addition, the Board intends to recruit a gender diverse Director within the next year, working with a nationally recognized recruiting firm to assist with recruiting a gender diverse Director, as appropriate.

### **Board, Committee and Director Evaluations**

The Board has established a robust self-evaluation process for the Board, its Committees and individual Directors. Each year, our Board and Committees conduct evaluations to assess their effectiveness and adherence to the Corporate Governance Guidelines and Committee charters, and to identify opportunities to improve Board and Committee performance. As part of that process, we also conduct individual Director evaluations, including peer assessments. As described below, the Board engages an independent corporate governance professional to conduct interviews with each Director as part of this process.

Under the leadership of our Lead Director, Mr. Singleton, the Nominating and Governance Committee oversees our annual evaluation process focused on three components: (1) the Board, (2) Board Committees and (3) individual Directors. For the past four years, as part of its continuous improvement efforts, the Board enhanced its evaluation process by engaging an independent third party who is experienced in corporate governance matters. This independent third party interviewed each Director to obtain his or her assessment of the effectiveness of the Board and its Committees, including identifying any opportunities the Board can focus on to enhance effectiveness. In addition, the Board conducted a peer review process in 2022 in which the third party sought input regarding the performance of each individual Director, which the Lead Director provided to each Director in an individual session.



Topics considered during the 2022 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

**Board Performance**

- 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

**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 2022, 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 addresses noted in the corporate governance section of our website at <https://www.wesco.com/us/en/our-company/leadership.html#contact>.

Our Vice President of Internal Audit 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: Vice President of Internal Audit.

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

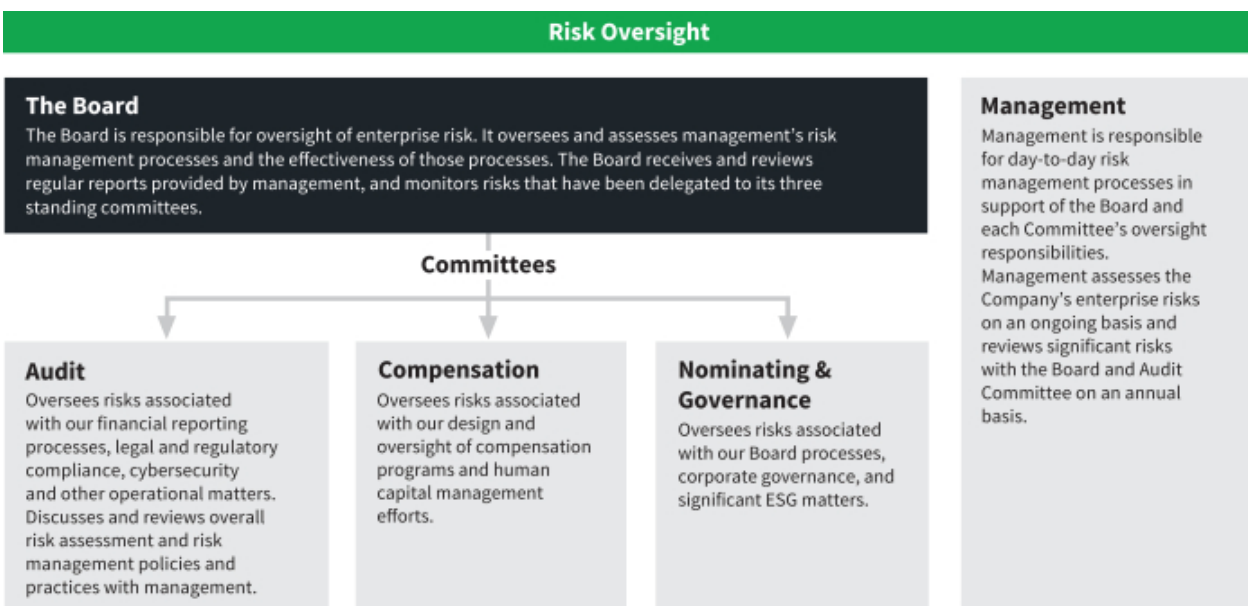
We seek to engage with current and prospective investors throughout the year in order to review our financial performance, business model and strategic initiatives, so that management and the Board can better understand stockholder perspectives. We also utilize these discussions to assess emerging issues 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. As part of its oversight of cybersecurity risk, the Audit Committee meets at least quarterly with the Company’s Chief Information Security Officer, the Chief Information and Digital Officer, and other senior leaders to receive updates on cybersecurity risks and threats, the status of initiatives to strengthen the Company’s information security systems and management’s assessments of the Company’s security program. The Board and its committees request and receive regular reports from management on cybersecurity topics. 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 is committed to supporting 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 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 maintain an ethical, safe, and environmentally sustainable culture. Reducing our environmental impact is a responsibility we have to our employees and the communities in which we operate; ethical, safe and sustainable practices also benefit

various aspects of our business, from operational efficiency to improved customer service. 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 2019 baseline by 2030.<sup>1</sup>
- 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.

<sup>1</sup> We have based our GHG emissions goal relative to a 2019 baseline to mitigate the impacts of the COVID-19 pandemic on our operations. This baseline incorporates estimates for legacy Anixter building and fleet emissions in 2019, based on corresponding assumptions and estimates made using historical legacy Wesco data. Our total estimated 2019 baseline emissions are 107,178.8 MTC02e with a goal of achieving emissions of 75,025.2 by 2030.

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 five Business Resource Groups ("BRGs") – WIN (Women's Impact Network), Mosaic (Black, Latino, Indigenous, and People of Color), Pride (LGBTQ+), VOLT (Veterans), and ABLE (Employees with Diverse Abilities). 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 2022, including the addition of TCFD-aligned disclosures. Today, we leverage the following frameworks and standards to provide robust ESG information:

### ESG Reporting Standards

<b>GRI</b>	The Global Reporting Initiative ( <b>GRI</b> ) offers a list of global standards and guidelines around sustainability reporting.
<b>SASB</b>	The Sustainability Accounting Standards Board ( <b>SASB</b> ) provides a comprehensive set of industry specific disclosure topics and guidelines.
<b>CDP</b>	Formerly the Carbon Disclosure Project ( <b>CDP</b> ), CDP is an international organization that helps companies measure and disclose environmental impact information. Wesco provides responses to both Climate Change and Water questionnaires.
<b>TCFD</b>	The Task Force on Climate-Related Financial Disclosures ( <b>TCFD</b> ) 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 2024 Annual Meeting

If you wish to have a stockholder proposal included in the Company’s proxy soliciting materials for the 2024 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 14, 2023. For any other business to be properly brought before the 2024 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 2023 Annual Meeting, or between January 26, 2024, and February 25, 2024. 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 2022. Each Director attended 75% or more of the aggregate number of meetings of the full Board held in 2022 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 September 1, 2022, the Audit Committee consisted of Messrs. Cooney and Thompson and Messrs. Raymund and Sundaram, with Mr. Raymund serving as Chair until May 26, 2022, and Ms. Thompson serving as Chair since May 26, 2022. Upon his appointment to the Board on September 1, 2022, Mr. Nagarajan also became a member of the Audit Committee. Our Board has determined that Ms. 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 seven meetings in 2022.

### 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 May 26, 2022, the Compensation Committee consisted of Messrs. Morgan, Espe, Griffin and Singleton, with Mr. Morgan serving as Chair. From May 26, 2022, the Compensation Committee has consisted of Messrs. Espe, Griffin, Raymund and Singleton with Mr. Espe serving as Chair. Mr. Morgan served on the Compensation Committee until his retirement from the Board on September 30, 2022. 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 2022.

### Executive Committee

Until May 26, 2022, the Executive Committee consisted of Messrs. Engel, Griffin, Morgan, Raymund and Singleton, with Mr. Singleton serving as Chair. From May 26, 2022, 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 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 2022.

### 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 NYSE. Until May 26, 2022, the Nominating and Governance Committee consisted of Messrs. Griffin, Espe and Singleton, with Mr. Griffin serving as Chair. From May 26, 2022, the Nominating and Governance Committee consisted of Ms. Cooney and Messrs. Griffin, Singleton and Sundaram, with Mr. Griffin serving as Chair. 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 2022.

## 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 2022 annual retainers our non-employee Directors, as determined based on analysis provided by the independent compensation consultant, as described below.

Role	2022 Annual Cash Retainer
All Independent Directors	\$120,000
Lead Independent Director	\$ 35,000
Committee Chairs	
Audit	\$ 25,000
Compensation	\$ 20,000
Nominating and Governance Committee	\$ 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 a range around the median 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 2022, 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 17, 2022, each non-employee Director received a grant of 1,433 RSUs with a grant date fair value of \$122.09 per RSU, which was the closing price of our Common Stock on February 17, 2022.

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 2022

Name	Fees Earned or Paid in Cash <sup>(1)</sup>	Stock Awards <sup>(2)(3)</sup>	All Other Compensation	Total
Cooney	\$ 120,000	\$ 175,000		\$295,000
Espe	\$ 131,918	\$ 175,000		\$306,918
Griffin	\$ 137,500	\$ 175,000		\$312,500
Morgan <sup>(4)</sup>	\$ 98,068	\$ 131,250	\$ 10,000 <sup>(5)</sup>	\$239,318
Nagarajan <sup>(6)</sup>	\$ 40,000	\$ 87,500		\$127,500
Raymund	\$ 130,086	\$ 175,000		\$305,086
Singleton	\$ 155,000	\$ 175,000		\$330,000
Sundaram	\$ 120,000	\$ 175,000		\$295,000
Thompson	\$ 134,897	\$ 175,000		\$309,897

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

Name	Deferred Compensation
Griffin	\$ 68,750
Nagarajan	\$ 40,000
Raymund	\$ 130,086
Sundaram	\$ 120,000

- (2) Amounts represent the aggregate grant date fair value, calculated in accordance with FASB ASC Topic 718, of RSUs. On February 17, 2022, each non-employee Director received a grant of 1,433 RSUs with a grant date fair value of \$122.09 per RSU, which was the closing price of our Common Stock on February 17, 2022. These RSU awards are subject to time-based vesting criteria. The assumptions used in calculating these amounts are set forth in Note 14 to our notes to consolidated financial statements for the year ended December 31, 2022, which is located on pages 85-88 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, 2022.
- (4) Mr. Morgan retired from our Board September 30, 2022.
- (5) The Company made a charitable donation of \$10,000 on Mr. Morgan's behalf in honor of his retirement from our Board.
- (6) Mr. Nagarajan joined our Board on September 1, 2022, and received a pro rata equity RSU grant of 724 RSUs on September 22, 2022 with a grant date fair value of \$120.81 per RSU.

**Director Outstanding Equity Awards at Year-End**

Name	Number of Securities Underlying Unexercised Equity Awards Exercisable <sup>(1)</sup>	Number of Shares of Stock That Have Not Vested
Cooney	—	1,433
Espe	5,122	1,433
Griffin	13,828	1,433
Morgan	10,504	—
Nagarajan	—	724
Raymund	6,138	1,433
Singleton	—	1,433
Sundaram	—	1,433
Thompson	—	1,433

(1) The amounts for Messrs. Espe, Griffin, Morgan and Raymund 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 30, 2023, 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 30, 2023, 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 <sup>(1)</sup>
John J. Engel	675,674 <sup>(2)</sup>	1.3%
Anne M. Cooney	2,108 <sup>(3)</sup>	*
Matthew J. Espe	17,146 <sup>(3)</sup>	*
Bobby J. Griffin	26,180 <sup>(3)</sup>	*
Sundaram Nagarajan	303 <sup>(3)</sup>	*
Steven A. Raymund	30,216 <sup>(3)</sup>	*
James L. Singleton <sup>(4)</sup>	36,708 <sup>(3)</sup>	*
Easwaran Sundaram	9,094 <sup>(3)</sup>	*
Laura K. Thompson	7,030	*
David S. Schulz <sup>(5)</sup>	167,525 <sup>(2)</sup>	*
Nelson J. Squires, III	117,602 <sup>(2)</sup>	*
William C. Geary, II <sup>(5)</sup>	21,215 <sup>(2)</sup>	*
Akash Khurana	9,592 <sup>(2)</sup>	*
All 18 Directors and executive officers as a group <sup>(5)</sup>	1,339,189 <sup>(2)</sup>	2.6%

\* 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 30, 2023 and may be exercised or settled within 60 days thereafter: Mr. Engel, 330,879; Mr. Schulz, 98,961; Mr. Squires, 68,235; Mr. Geary, 7,366; Mr. Khurana, 5,868; and all executive officers as a group, 635,830.

(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 restricted stock units 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. Cooney, 716; Mr. Espe, 10,155; Mr. Griffin, 24,131; Mr. Nagarajan, 303; Mr. Raymund, 23,142; Mr. Singleton, 14,873; and Mr. Sundaram, 8,042.

(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 March 30, 2023, Messrs. Schulz and Geary owned 1,771, and 4,562 depository shares, each representing a 1/100<sup>th</sup> 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. All 18 Directors and executive officers as a group owned, as of March 30, 2023, 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, 2022, 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 30, 2023, 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
<b>Leonard Green &amp; Partners, L.P.</b> 11111 Santa Monica Blvd. Ste 2000 Los Angeles, CA 90025	6,407,098 <sup>(1)</sup>	12.5%
<b>The Vanguard Group</b> 100 Vanguard Blvd. Malvern, PA 19355	4,652,716 <sup>(2)</sup>	9.1%
<b>Dimensional Fund Advisors, L.P.</b> 6300 Bee Cave Road Building One Austin, TX 78746	2,567,555 <sup>(3)</sup>	5.0%

- (1) This information is based solely upon a Schedule 13G/A filed by Leonard Green & Partners, L.P. ("Leonard Green") with the Securities and Exchange Commission 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/A filed by The Vanguard Group ("Vanguard") with the Securities and Exchange Commission on February 9, 2023. Vanguard is the beneficial owner of 4,652,716 shares and has shared voting power over 20,406 shares, sole dispositive power over 4,587,587 shares and shared dispositive power over 65,129 shares.
- (3) This information is based solely upon a Schedule 13G/A filed by Dimensional Fund Advisors LP ("Dimensional") with the Securities and Exchange Commission on February 14, 2023. Dimensional is the beneficial owner of 2,567,555 shares and has sole power to vote 2,532,211 shares, and sole dispositive power over 2,567,555 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 2022.

## **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 2017 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 2023 Proxy Statement.

## Compensation Discussion and Analysis

This Compensation Discussion and Analysis section discusses the Company’s compensation philosophy, policies and arrangements for the 2022 year that are applicable to our Named Executive Officers (“NEOs”), who are listed below:

John J. Engel	Chairman, President and Chief Executive Officer
David S. Schulz	Executive Vice President and Chief Financial Officer
Nelson J. Squires III	Executive Vice President and General Manager, Electrical & Electronics Solutions (EES)
William C. Geary II	Executive Vice President and General Manager, Communications & Security Solutions (CSS)
Akash Khurana	Executive Vice President and Chief Information and Digital Officer
Theodore A. Dosch	Executive Vice President, Strategy and Chief Transformation Officer

Mr. Dosch retired from the Company on August 5, 2022.

### Executive Summary

Key elements of our executive compensation program include the following:

Element	Description
<b>Stockholder Support</b>	We received the support of approximately 96% of stockholder votes in favor of our say-on-pay proposal in 2022. The overall structure of our compensation program, which was based on significant stockholder engagement, has remained consistent.
<b>Straightforward Program</b>	Our program is straightforward and comprises three elements: (1) Base Salary; (2) Short-Term Incentive Program (STIP); and (3) Long-Term Incentive Program (LTIP).
<b>Pay for Performance</b>	Our performance metrics are linked to our strategy and demonstrate our pay for performance philosophy that aligns compensation earned with performance outcomes.
<b>Balanced Mix of Incentives</b>	We have a balanced mix of short- and long-term incentives, using a blend of performance metrics.
<b>Challenging Incentive Award Goals</b>	We set challenging short- and long-term incentive award goals.
<b>Reasonable Compensation Levels</b>	Total compensation is reviewed annually against a range of market data from a custom peer group of companies with similar business characteristics to Wesco.
<b>Limited Perquisites</b>	We have limited use of perquisites.
<b>No Tax Gross-Ups on Executive-Only Perquisites</b>	We do not provide tax gross-ups on executive-only perquisites.
<b>Independent Committee and Consultant</b>	Our Compensation Committee is 100% independent and utilizes an independent compensation consultant.
<b>Stock Ownership Guidelines</b>	We have robust stock ownership guidelines for our NEOs.
<b>No Hedging or Pledging</b>	NEOs are prohibited from hedging or pledging our stock.
<b>Clawback Policy</b>	We have a clawback policy that applies to financial restatement and also events of misconduct.

## 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 a hallmark of our business and important 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.	

## 2022 Performance Highlights

Performance highlights for 2022 include:

- **Sales Growth** – Record net sales of \$21.4 billion, an increase of 18% over the prior year, with strong results across all three Strategic Business Units
- **Gross Margin Expansion** – Record gross margin of 21.8%, up 100 basis points year over year
- **EBITDA Growth and EBITDA Margin Expansion** – Record adjusted EBITDA of \$1.7 billion, up 47% year over year, and record adjusted EBITDA margin of 8.1%, up 160 basis points year over year
- **EPS Growth** – Record adjusted earnings per diluted share of \$16.42, up 65% year over year
- **Continued De-Leveraging** – Continued to de-lever balance sheet with leverage of 2.9x, down 1.0x versus the prior year-end and down 2.8x since completion of the Anixter transaction in June 2020
- **Strategic Acquisition** – Acquired Rahi Systems Holdings, Inc. a leading provider of global hyperscale data center solutions with expertise in complex information technology projects, strengthening the Company's data center solution offerings
- **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 2022, the Company's advisory vote on executive compensation received the approval of approximately 96% 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.

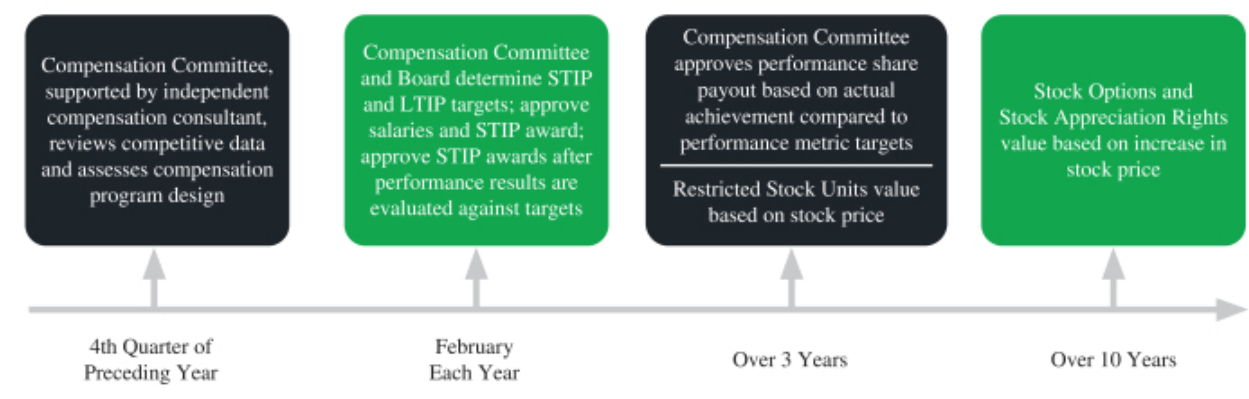
In setting compensation levels, we annually review a range of market data to ensure that our pay is appropriately positioned as compared to other similarly situated executives – with the majority of roles being positioned between median and 75th percentile. The actual positioning of target compensation 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 Compensation Partners, LLC (“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. <ul style="list-style-type: none"> <li>• Performance shares have a 3-year performance term.</li> <li>• Stock options and stock appreciation rights have 10-year terms.</li> <li>• Restricted stock units vest ratably over three years.</li> </ul>
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 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 2022 comprises the following 29 companies:

#### 2022 COMPENSATION PEER GROUP

AECOM	Cummins Inc.	International Paper Company	TE Connectivity Ltd.
Arrow Electronics, Inc.	Eaton Corporation plc	Jabil Inc.	Trane Technologies Plc
Avis Budget Group, Inc.	Flex Ltd.	Johnson Controls International plc	United Natural Foods, Inc.
Avnet, Inc.	Fluor Corporation	Lithia Motors, Inc.	United Rentals, Inc.
CarMax, Inc.	Genuine Parts Company	Patterson Companies, Inc.	Univar Solutions Inc.
CDW Corp.	Henry Schein, Inc.	Quanta Services, Inc.	W.W. Grainger, Inc.
CommScope Holding Company, Inc.	Insight Enterprises, Inc.	Stanley Black & Decker, Inc.	WestRock Company
Corning Incorporated			

The Committee reviews with Meridian the composition of our peer group annually to ensure that companies are relevant for comparative purposes. For 2022, based on a qualitative review of our peer group, the Committee added Genuine Parts Company, a distributor, to the peer group.

## 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 2022, 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 2022	Annual Base Salary Effective April 1, 2022
Engel	\$ 1,180,000	\$ 1,280,000
Schulz	\$ 687,000	\$ 725,000
Squires	\$ 627,000	\$ 650,000
Geary	\$ 575,000	\$ 625,000
Khurana	\$ 475,000	\$ 550,000
Dosch	\$ 650,000	\$ 675,000

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 2022 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. Squires and Geary, 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 2022, the target incentive opportunity, and relative weight assigned to each performance measure for each of the NEOs, were as follows:

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

(1) Amounts interpolated, as appropriate.

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

(1) Amounts interpolated, as appropriate.

For 2022, 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, Schulz, Khurana and Dosch)	Performance Goals			Actual Results
	Threshold	Target	Maximum	
EBITDA	\$ 919,200	\$ 1,313,200	\$ 1,575,800	\$ 1,684,500 (1)
Payment as % of Target	25%	100%	200%	200%
Free Cash Flow	\$ 487,800	\$ 696,900	\$ 836,200	\$ (21,700) (2)
Payment as % of Target	25%	100%	200%	0%
Performance Measure (Squires)	Threshold	Target	Maximum	Actual Results
EBITDA	\$ 919,200	\$ 1,313,200	\$ 1,575,800	\$ 1,684,500 (1)
Payment as % of Target	25%	100%	200%	200%
EBITDA for SBU	\$ 515,000	\$ 735,700	\$ 882,800	\$ 842,000 (1)
Payment as % of Target	25%	100%	200%	170%
Free Cash Flow	\$ 487,800	\$ 696,900	\$ 836,200	\$ (21,700) (2)
Payment as % of Target	25%	100%	200%	0%
Performance Measure (Geary)	Threshold	Target	Maximum	Actual Results
EBITDA	\$ 919,200	\$ 1,313,200	\$ 1,575,800	\$ 1,684,500 (1)
Payment as % of Target	25%	100%	200%	200%
EBITDA for SBU	\$ 430,200	\$ 614,600	\$ 737,500	\$ 594,100 (1)
Payment as % of Target	25%	100%	200%	92.5%
Free Cash Flow	\$ 487,800	\$ 696,900	\$ 836,200	\$ (21,700) (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 33 of the Company's Form 10-K filed with the SEC on February 21, 2023 (the "Form 10-K"), in thousands of millions, modified as follows: (1) for the Company's Adjusted EBITDA of \$1,725.6, less \$41.0 of stock-based compensation expense; (2) for EES' Adjusted EBITDA of \$851.3, less \$9.2 of stock-based compensation expense; and (3) for CSS' Adjusted EBITDA of \$599.0, less \$4.9 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 Short-Term Incentive Plan 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 2022 short-term incentive was calculated as follows based on the performance metrics and actual achievement levels described above:

NEO	2022 Salary	Target Incentive %	Target Incentive \$	Component	Component Weighting	Payout	
Engel	\$ 1,255,000	150%	\$ 1,882,500	EBITDA	75%	Above target EBITDA (200%)	\$ 2,823,750
				Free Cash Flow	25%	Below target FCF (0%)	—
				Total			\$ 2,823,750
Schulz	\$ 715,500	100%	\$ 715,500	EBITDA	75%	Above target EBITDA (200%)	\$ 1,073,250
				Free Cash Flow	25%	Below target FCF (0%)	—
				Total			\$ 1,073,250
Squires	\$ 644,250	90%	\$ 579,825	EBITDA	18.75%	Above target EBITDA (200%)	\$ 217,434
				Free Cash Flow	25%	Below target FCF (0%)	—
				Segment EBITDA	56.25%	Above target Segment EBITDA (170%)	\$ 554,458
				Total			\$ 771,892
Geary	\$ 612,500	90%	\$ 551,250	EBITDA	18.75%	Above target EBITDA (200%)	\$ 206,719
				Free Cash Flow	25%	Below target FCF (0%)	—
				Segment EBITDA	56.25%	Below target Segment EBITDA (92.5%)	\$ 286,822
				Sub-Total			\$ 493,541
				Performance modifier (15%) <sup>(1)</sup>			\$ 74,031
Total			\$ 567,572				
Khurana	\$ 531,250	85%	\$ 451,563	EBITDA	75%	Above target EBITDA (200%)	\$ 677,344
				Free Cash Flow	25%	Below target FCF (0%)	—
				Total			\$ 677,344
Dosch	\$ 387,500	100%	\$ 387,500	EBITDA	75%	Above target EBITDA (200%)	\$ 581,250
				Free Cash Flow	25%	Below target FCF (0%)	—
				Total			\$ 581,250

(1) Under the short-term incentive plan, the Compensation Committee may apply a performance modifier of up to +/- 25% to the calculated short-term incentive amount, based on achievement of strategic initiatives. A performance modifier of 15% was applied to Mr. Geary's short-term incentive amount for 2022, in recognition of his key role in achieving the Company's strategic objectives, particularly relating to the Company's acquisition of Rahi Systems Holdings, Inc. in 2022.

## 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 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 2020-2022 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 2020 for the three-year performance period ended December 31, 2022 (the "2020 Performance Shares") and the actual achievement and payout levels are as shown below:

Performance Measure	Performance Goals			Actual Results Actual Payout
	Threshold	Target	Maximum	
Net Income Growth (3-year average growth rate)	0%	5%	10%	52.0%
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	541 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	Target Award of 2020 Performance Shares <sup>(1)</sup>	Component	Component Weighting	Payout	
Engel	53,291	Net Income Growth	50%	Above target (200%)	53,291
		RONA Growth	50%	Above target (200%)	53,291
		Total			106,582
Schulz	15,780	Net Income Growth	50%	Above target (200%)	15,780
		RONA Growth	50%	Above target (200%)	15,780
		Total			31,560
Squires	12,417	Net Income Growth	50%	Above target (200%)	12,417
		RONA Growth	50%	Above target (200%)	12,417
		Total			24,834

(1) Messrs. Geary and Dosch did not receive 2020 performance shares since they joined the Company in June 2020 as part of the Anixter acquisition. Mr. Khurana did not receive 2020 performance shares since he joined the company in November 2020.

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 Options is more prevalent in the marketplace and participants are more familiar with them.

## 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 share, Stock Options and RSU grants to our NEOs on February 17, 2022 were as follows:

NEO	Performance Share Opportunity (reflects number of shares that could be earned at target) <sup>(1)</sup>	Stock Option Awards <sup>(2)</sup>	RSU Awards <sup>(3)</sup>
Engel	28,667	30,562	14,334
Schulz	7,576	8,077	3,788
Squires	5,119	5,458	2,560
Geary	5,119	5,458	2,560
Khurana	4,095	4,366	14,334
Dosch	5,938	6,331	2,969

(1) Performance shares are subject to a three-year performance period from January 1, 2022 to December 31, 2024.

(2) The Stock Option awards vest ratably over three years and have an expiration date of February 17, 2032.

(3) The RSU awards will vest in 1/3 increments on February 17, 2023, February 17, 2024 and February 17, 2025, with the exception of 12,286 RSU awards granted to Mr. Khurana, which will vest 30% on February 17, 2023, 30% on February 17, 2024, and 40% on February 17, 2025. This grant of 12,286 RSUs with a vesting term more heavily weighted toward three years was in recognition of Mr. Khurana's key role in achieving the Company's strategic objectives, particularly relating to the Company's digital transformation initiatives, and the retention benefit to the Company of such an award as those initiatives progress over the years. The Committee determined the amount of this award by referencing comparable data provided by Meridian for retention grants for companies undergoing significant multi-year transformations.

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.

## No Hedging or Pledging

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

Our Company maintains a 401(k) retirement savings plan for eligible employees, including the NEOs. Effective January 1, 2022, the Anixter Inc. Employee Savings Plan was merged with and into the WESCO Distribution, Inc. Retirement Savings Plan. In

connection with this plan merger, the WESCO Distribution, Inc. Retirement Savings plan was amended to change the employer matching contribution from an amount equal to 50% of participants' total monthly contributions up to 6% of eligible compensation to an amount 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, and to eliminate the discretionary employer contributions.

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 match at a rate of \$0.50 per \$1.00 up to 6% of eligible compensation less any Company match paid under the 401(k) plan. Earnings are credited to employees' accounts based on their deemed investment selections from offered investment funds. Notwithstanding any provision of the Deferred Compensation Plan or benefit election made by any participant deemed to be a key employee, benefits payable under the Deferred Compensation Plan will not commence until at least six months after the key employee's separation from employment. See the "Nonqualified Deferred Compensation" table on page 56 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 and its excess benefit plan to eligible U.S. employees, including Messrs. Geary and Dosch. Benefit accruals under the Anixter pension plan were frozen as of December 31, 2021 and the Anixter pension plan was terminated effective December 31, 2022. For certain highly compensated employees in the U.S., Anixter provided a nonqualified Excess Benefit Plan, in which Messrs. Geary and Dosch previously participated. The Anixter Inc. Excess Benefit Plan was terminated effective December 31, 2020, and paid out to participants in May 2021.

## **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 2022, 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 50 for more information regarding the perquisites given to our NEOs.

## **Clawback Provisions**

We have adopted a "clawback" policy 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.



## 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
Squires	2x
Geary	2x
Khurana	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. The Board reviews compliance with these guidelines annually, and all of our NEOs have acquired or are acquiring equity in accordance with the guidelines. Our CEO's ownership level is approximately 65x 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 100 individuals were subject to stock ownership guidelines as of March 30, 2023.

## 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 58 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 Mr. Schulz and Mr. 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. Dosch and Mr. Geary joined the Company pursuant to the terms of new employment letter agreements, dated May 28, 2020, between the Company and each of Mr. Dosch and Mr. Geary. Mr. Engel’s 2009 employment agreement was not modified and remains in effect. The Company entered into an employment letter agreement with Mr. Khurana, dated October 20, 2020, upon his joining the Company.

The letter agreement with Mr. Schulz provides for a base salary of \$650,000, 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 agreement with Mr. Squires provides for a base salary of \$600,000, a target annual bonus opportunity of 90% of base salary with a payout opportunity of 0-180% of base salary, and an annual equity award opportunity that is subject to approval by the Compensation Committee.

The letter agreement with Mr. Geary provides for a base salary of \$550,000, a target annual bonus opportunity of 90% of base salary with a payout opportunity of 0-180% of base salary, and an annual equity award opportunity that is subject to approval by the Compensation Committee.

The letter agreement with Mr. Khurana provides for a base salary of \$475,000, a target annual bonus opportunity of 75% of base salary with a payout opportunity of 0-150% of base salary, and an annual equity award opportunity that is subject to approval by the Compensation Committee.

The letter agreement with Mr. Dosch provides for a base salary of \$625,000, 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 agreement for Mr. Dosch also provided for a cash retention award of \$2,660,000, which vested in annual installments on each of the first two anniversaries of June 22, 2020, the closing date of the Anixter transaction. This amount was in lieu of any rights or entitlements that Mr. Dosch would have had under a prior change in control agreement with Anixter, which he agreed was superseded in its entirety by his letter agreement. Mr. Dosch retired from the Company effective August 5, 2022.

The letter agreements with Messrs. Schulz, Squires, Geary, Khurana and Dosch 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, Squires, Geary and Khurana, as well as other executive officers of the Company, have

been selected to participate in the CIC Plan. Mr. Dosch participated in the CIC Plan prior to his retirement on August 5, 2022. Mr. Engel does not participate in the CIC, 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 58 and 61.

The Company has entered into indemnification agreements with the NEOs, in the form as set forth on an exhibit to the Company's 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 adopted a clawback policy that applies 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.

## 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 2022 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, 2022.

Respectfully Submitted:

THE COMPENSATION COMMITTEE

Matthew J. Espe, *Chair*

Bobby J. Griffin

Steven A. Raymund

James L. Singleton

## Compensation Tables

### Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
<b>John J. Engel,</b> Chairman, President and CEO	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
	2020 <sup>(5)</sup>	\$ 946,667	\$ 7,862,514	\$ 1,287,497	\$ 1,153,497	\$ 63,322	\$ 11,313,497
<b>David S. Schulz,</b> EVP and CFO	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
	2020 <sup>(5)</sup>	\$ 550,000	\$ 3,143,721	\$ 381,247	\$ 428,346	\$ 29,299	\$ 4,532,613
<b>Nelson J. Squires III,</b> EVP and GM, EES	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
	2020 <sup>(5)</sup>	\$ 505,208	\$ 2,400,015	\$ 300,000	\$ 370,558	\$ 702,793	\$ 4,278,574
<b>William C. Geary II,</b> EVP and GM, CSS	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
<b>Akash Khurana</b> EVP and Chief Information and Digital Officer	2022	\$ 531,250	\$ 2,249,997	\$ 249,997	\$ 677,344	\$ 31,535	\$ 3,740,123
<b>Theodore A. Dosch,</b> EVP Strategy and Chief Transformation Officer	2022	\$ 408,750	\$ 1,087,456	\$ 362,513	\$ 581,250	\$ 1,336,250	\$ 3,776,219
	2021	\$ 643,462	\$ 1,050,009	\$ 350,000	\$ 965,192	\$ 1,367,611	\$ 4,376,274
	2020 <sup>(5)</sup>	\$ 324,519	\$ 1,399,991	—	\$ 684,196	\$ 72,620	\$ 2,481,326

- (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 \$7,178,217; Mr. Schulz \$1,897,030; Mr. Squires \$1,281,798; Mr. Geary \$1,281,798; Mr. Khurana \$1,025,388 and Mr. Dosch \$206,580. 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 85 to 88 of our notes to consolidated financial statements for the year ended December 31, 2022 in our Annual Report on Form 10-K. All the equity awards to the NEOs in February 2022 were granted under the WESCO International, Inc. 2021 Omnibus Incentive Plan, as approved by our Board and stockholders effective May 27, 2021.
- (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 85 to 88 of our notes to consolidated financial statements for the year ended December 31, 2022 in our Annual Report on Form 10-K. All the equity awards to the NEOs in February 2022 were granted under the WESCO International, Inc. 2021 Omnibus Incentive Plan, as approved by our Board and stockholders effective May 27, 2021.
- (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 on page 50 for additional information.
- (5) For 2020, the salary amounts for Messrs. Engel, Schulz and Squires reflect a 25% reduction in salary from May 1 to September 30 due to COVID-related cost reduction actions. For 2020, reflects Mr. Dosch's salary commencing on June 22, 2020, the date on which Mr. Dosch joined the Company, through December 31, 2020.

## All Other Compensation

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

NEO	Year	Other Benefits <sup>(1)</sup>	Tax Equalization Benefit <sup>(2)</sup>	Company Matching Contribution to 401K Plan	Company Matching Contribution to Deferred Compensation Plan	Change in Pension Value <sup>(3)</sup>	Total
Engel	2022	\$ 17,720	—	\$15,250	\$50,587	—	\$ 83,557
Schulz	2022	\$ 4,389	—	\$15,250	\$48,792	—	\$ 68,431
Squires	2022	\$ 4,614	\$259,112	\$15,250	\$40,622	—	\$ 319,598
Geary	2022	\$ 4,447	—	\$13,763	—	—	\$ 18,210
Khurana	2022	—	—	\$15,250	\$16,285	—	\$ 31,535
Dosch	2022	\$1,330,000	—	\$ 6,250	—	—	\$1,336,250

- (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 \$17,440. Pursuant to Mr. Dosch's 2020 employment letter agreement as described on page 46, the amount for Mr. Dosch represents a portion of a cash retention award which vested in annual installments on each of the first two anniversaries of June 22, 2020, the closing date of the Anixter transaction. As provided in his 2020 letter agreement, this award was in lieu of any rights or entitlements that Mr. Dosch would have had under a prior change in control agreement with Anixter, which he agreed was superseded in its entirety by the letter agreement.
- (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. 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, 2022 and December 31, 2021, for both the Anixter Inc. Pension Plan and the Anixter Inc. Excess Benefit Plan benefits. The change in pension value from the Anixter, Inc. Pension Plan is \$8,232 for Ted Dosch (PRA) and \$(102,790) for Bill Geary (PRA/FAP). The present value of the PRA (Personal Retirement Account) portion of the benefits increased with interest and accruals. See "Pension Benefits" on page 55 for more detailed information on the Anixter Inc. Pension Plan. Benefit accruals under the Anixter pension plan were frozen as of December 31, 2021 and the Anixter pension plan was terminated effective December 31, 2022. Although the Final Average Pay accrued benefit (FAP) portion is frozen, the value of the frozen benefit will continue to fluctuate based on changes in actuarial assumptions and the passage of time.

## 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, 2022. The equity awards were granted under the Company's 2021 Omnibus Incentive Plan, approved by stockholders on May 27, 2021.

Name	Grant Date <sup>(1)</sup>	Award Type	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(3)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(#)</sup> <sup>(4)</sup>	All Other Option Awards: Number of Securities Underlying Options <sup>(#)</sup> <sup>(5)</sup>	Exercise or Base Price of Option Awards <sup>(\$/Sh)</sup> <sup>(6)</sup>	Grant Date Fair Value of Stock and Option Awards <sup>(\$)</sup> <sup>(7)</sup>
			Threshold <sup>(\$)</sup>	Target <sup>(\$)</sup>	Maximum <sup>(\$)</sup>	Threshold <sup>(#)</sup>	Target <sup>(#)</sup>	Maximum <sup>(#)</sup>				
<b>John J. Engel</b>		Short-Term Incentive	\$ 117,656	\$ 1,882,500	\$ 3,765,000	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	7,167	28,667	57,334	—	—	—	\$ 3,499,954
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	14,334	—	—	\$ 1,750,038
	2/17/2022	Stock Options	—	—	—	—	—	—	—	30,562	\$ 122.09	\$ 1,749,980
<b>David S. Schulz</b>		Short-Term Incentive	\$ 44,719	\$ 715,500	\$ 1,431,000	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	1,894	7,576	15,152	—	—	—	\$ 924,954
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	3,788	—	—	\$ 462,477
	2/17/2022	Stock Options	—	—	—	—	—	—	—	8,077	\$ 122.09	\$ 462,489
<b>Nelson J. Squires III</b>		Short-Term Incentive	\$ 27,179	\$ 579,825	\$ 1,159,650	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	1,280	5,119	10,238	—	—	—	\$ 624,979
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	2,560	—	—	\$ 312,550
	2/17/2022	Stock Options	—	—	—	—	—	—	—	5,458	\$ 122.09	\$ 312,525
<b>William C. Geary II</b>		Short-Term Incentive	\$ 25,840	\$ 551,250	\$ 1,102,500	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	1,280	5,119	10,238	—	—	—	\$ 624,979
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	2,560	—	—	\$ 312,550
	2/17/2022	Stock Options	—	—	—	—	—	—	—	5,458	\$ 122.09	\$ 312,525
<b>Akash Khurana</b>		Short-Term Incentive	\$ 28,223	\$ 451,563	\$ 903,126	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	1,024	4,095	8,190	—	—	—	\$ 499,959
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	2,048	—	—	\$ 250,040
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	12,286	—	—	\$ 1,499,998
	2/17/2022	Stock Options	—	—	—	—	—	—	—	4,366	\$ 122.09	\$ 249,997
<b>Theodore A. Dosch</b>		Short-Term Incentive	\$ 41,797	\$ 668,750	\$ 1,337,500	—	—	—	—	—	—	—
	2/17/2022	Performance Share Units	—	—	—	1,485	5,938	11,876	—	—	—	\$ 724,971
	2/17/2022	Restricted Stock Units	—	—	—	—	—	—	2,969	—	—	\$ 362,485
	2/17/2022	Stock Options	—	—	—	—	—	—	—	6,331	\$ 122.09	\$ 362,513

- (1) The grant date for the Performance Shares, 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, 2022 at "threshold", "target", and "maximum" levels of performance. Amounts actually received by the named executive officers under the short-term incentive program for 2022 performance are set forth in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table on page 49. For further information about the short-term incentive program, please see the related discussion beginning on page 39.
- (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, 2022 and ending on December 31, 2024, as discussed on page 42.

- (4) The number of restricted stock units in this column represents the grants made to the named executive officers on February 17, 2022. These restricted stock units will vest in in three equal annual instalments beginning on the first anniversary of the grant date, with the exception of the grant made to Mr. Khurana on February 17, 2022 for 12,286 restricted stock units, which will vest 30% on February 17, 2023, 30% on February 17, 2024, and 40% on February 17, 2025 as further described on page 43.
- (5) The number of stock options shown in this column represents the number of stock options granted to the named executive officers on February 17, 2022. The stock options vest in three equal annual instalments 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, 2022.



## Outstanding Equity Awards at Fiscal Year-End

The following table shows the unexercised stock options and SARs, restricted stock units, and unearned performance share awards as of December 31, 2022 by the executive officers named in the Summary Compensation Table.

Name	Grant Date <sup>(1)</sup>	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Equity Awards (#) Exercisable <sup>(2)</sup>	Number of Securities Underlying Unexercised Equity Awards (#) Unexercisable <sup>(2)</sup>	Exercise Price (\$)	Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>(3)</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(4)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) <sup>(5)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(4)(5)</sup>
John J. Engel	2/17/2015	96,865	—	\$ 69.54	2/17/2025	—	—	—	—
	2/16/2017	111,382	—	\$ 71.65	2/16/2027	—	—	—	—
	2/13/2018	125,001	—	\$ 62.80	2/13/2028	—	—	—	—
	2/13/2019	72,541	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	61,929	30,964	\$ 48.32	2/13/2030	26,645	\$ 3,335,954	106,582 <sup>(6)</sup>	\$ 13,344,066
	7/02/2020	—	—	—	—	49,721	\$ 6,225,069	—	—
	2/11/2021	15,129	30,257	\$ 76.80	2/11/2031	13,020	\$ 1,630,104	78,126 <sup>(7)</sup>	\$ 9,781,375
	2/17/2022	—	30,562	\$ 122.09	2/17/2032	14,334	\$ 1,794,617	57,334 <sup>(8)</sup>	\$ 7,178,217
David S. Schulz	1/31/2017	5,000	—	\$ 70.70	1/31/2027	—	—	—	—
	2/16/2017	28,449	—	\$ 71.65	2/16/2027	—	—	—	—
	2/21/2017	2,979	—	\$ 72.90	2/21/2027	—	—	—	—
	8/11/2017	4,000	—	\$ 51.10	8/11/2027	—	—	—	—
	2/13/2018	38,045	—	\$ 62.80	2/13/2028	—	—	—	—
	2/13/2019	22,144	—	\$ 54.64	2/13/2029	—	—	—	—
	2/13/2020	18,338	9,169	\$ 48.32	2/13/2030	7,890	\$ 987,828	31,560 <sup>(6)</sup>	\$ 3,951,312
	7/02/2020	—	—	—	—	24,860	\$ 3,112,472	—	—
	2/11/2021	4,287	8,572	\$ 76.80	2/11/2031	3,689	\$ 461,863	22,136 <sup>(7)</sup>	\$ 2,771,427
	2/17/2022	—	8,077	\$ 122.09	2/17/2032	3,788	\$ 474,258	15,152 <sup>(8)</sup>	\$ 1,897,030
Nelson J. Squires III	6/08/2016	800	—	\$ 61.59	6/08/2026	—	—	—	—
	9/13/2016	875	—	\$ 57.34	9/13/2026	—	—	—	—
	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	14,430	7,215	\$ 48.32	2/13/2030	6,209	\$ 777,367	24,834 <sup>(6)</sup>	\$ 3,109,217
	7/02/2020	—	—	—	—	18,646	\$ 2,334,479	—	—
	2/11/2021	3,026	6,051	\$ 76.80	2/11/2031	2,604	\$ 326,021	15,626 <sup>(7)</sup>	\$ 1,956,375
2/17/2022	—	5,458	\$ 122.09	2/17/2032	2,560	\$ 320,512	10,238 <sup>(8)</sup>	\$ 1,281,798	
William C. Geary II	6/22/2020 <sup>(9)</sup>	—	—	—	—	6,527 <sup>(9)</sup>	\$ 817,180	—	—
	7/02/2020	—	—	—	—	12,430	\$ 1,556,236	—	—
	2/11/2021	2,774	5,547	\$ 76.80	2/11/2031	2,387	\$ 298,852	14,322 <sup>(7)</sup>	\$ 1,793,114
	2/17/2022	—	5,458	\$ 122.09	2/17/2032	2,560	\$ 320,512	10,238 <sup>(8)</sup>	\$ 1,281,798
Akash Khurana	2/11/2021	2,207	4,412	\$ 76.80	2/11/2031	1,898	\$ 237,630	11,394 <sup>(7)</sup>	\$ 1,426,529
	2/17/2022	—	4,366	\$ 122.09	2/17/2032	2,048	\$ 256,410	8,190 <sup>(8)</sup>	\$ 1,025,388
	2/17/2022	—	—	—	—	12,286	\$ 1,538,207	—	—
Theodore A. Dosch <sup>(10)</sup>	2/11/2021	5,001	—	\$ 76.80	8/05/2023	633	\$ 79,252	8,608 <sup>(7)</sup>	\$ 1,077,722
	2/17/2022	879	—	\$ 122.09	8/05/2023	412	\$ 51,582	1,650 <sup>(8)</sup>	\$ 206,580

- (1) An additional column showing the grant dates of stock options and SARs, restricted stock units, and performance shares has been included for better understanding.
- (2) Stock options and SARs vest in three equal annual instalments beginning on the first anniversary of the grant date.
- (3) Restricted stock units vest in three equal annual instalments beginning on the first anniversary of the grant date, with the exception of RSUs granted on February 13, 2020 which cliff vest on February 13, 2023, RSUs granted on July 2, 2020 which vest 30% on July 2, 2021; 30% on July 2, 2022; and 40% on July 2, 2023 and the grant made to Mr. Khurana on February 17, 2022 for 12,286 restricted stock units, which will vest 30% on February 17, 2023, 30% on February 17, 2024, and 40% on February 17, 2025.
- (4) The amounts in this column were calculated using a per share value of \$125.20, the closing price of Company common stock as reported on the NYSE on December 30, 2022, the last trading day of the fiscal year.
- (5) The amounts shown reflect the pay-out of the performance units based upon achievement at the maximum level of performance. The vesting and pay-out of any performance shares for the respective performance periods ending on December 31 will be determined based on the actual achievement of specified performance goals.
- (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, 2020 through December 31, 2022.
- (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, 2021 through December 31, 2023.
- (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, 2022 through December 31, 2024.
- (9) Under the terms of the Anixter merger agreement, the RSUs granted to Mr. Geary on March 1, 2020 converted to phantom shares at a rate of 2.5457 when the merger occurred on June 22, 2020. WCC stock price used was \$38.47. The Average Parent Stock Price, the average of the volume weighted averages of the trading prices of Wesco common stock on the NYSE on each of the 10 consecutive trading days ending on (and including) the trading day that is 3 trading days prior to the closing date, is \$38.47. Time-based vesting in 1/3 increments on March 1, 2021; March 1, 2022; and March 1, 2023.
- (10) Mr. Dosch's SARs, stock options, performance shares and restricted stock awards were pro-rated in accordance with the terms of the award agreements upon his retirement on August 5, 2022.

## Equity Awards Vesting Schedule

Grant Date	Vesting Schedule
2/13/2020	SARs: Time-based vesting in 1/3 increments on February 13, 2021; February 13, 2022; and February 13, 2023. RSUs: Cliff vest on February 13, 2023. Performance shares: based on two equally-weighted performance measures during the three-year performance period ending December 31, 2022, as discussed on page 42. The award vests in the form of a number of shares of the Company's common stock.
6/22/2020	Under the terms of the Anixter merger agreement, the RSUs granted to Messrs. Dosch and Geary on March 1, 2020 converted to phantom shares at a rate of 2.5457 when the merger occurred on June 22, 2020. WCC stock price used was \$38.47. The Average Parent Stock Price, the average of the volume weighted averages of the trading prices of Wesco common stock on the NYSE on each of the 10 consecutive trading days ending on (and including) the trading day that is 3 trading days prior to the closing date, is \$38.47. Time-based vesting in 1/3 increments on March 1, 2021; March 1, 2022; and March 1, 2023.
7/02/2020	RSUs: Time-based vesting at 30% on July 2, 2021; 30% on July 2, 2022; and 40% on July 2, 2023.
2/11/2021	SARs: Time-based vesting in 1/3 increments on February 11, 2022; February 11, 2023; and February 11, 2024. RSUs: Time-based vesting in 1/3 increments on February 11, 2022; February 11, 2023; and February 11, 2024. Performance shares: based on two equally-weighted performance measures during the three-year performance period ending December 31, 2023, as discussed on page 42. The award vests in the form of a number of shares of the Company's common stock.
2/17/2022	Stock Options: Time-based vesting in 1/3 increments on February 17, 2023; February 17, 2024; and February 17, 2025. RSUs: Time-based vesting in 1/3 increments on February 17, 2023; February 17, 2024; and February 17, 2025. with the exception of the grant made to Mr. Khurana on 2/17/2022 for 12,286 restricted stock units, which will vest 30% on February 17, 2023, 30% on February 17, 2024, and 40% on February 17, 2025. Performance shares: based on two equally-weighted performance measures during the three-year performance period ending December 31, 2024, as discussed on page 42. The award vests in the form of a number of shares of the Company's common stock.

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 58 and 61.

## 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, 2022, 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 (#) <sup>(1)(2)</sup>	Value Realized on Vesting (\$)
	John J. Engel	—	—	109,000
David S. Schulz	—	—	40,393	\$ 4,640,369
Nelson J. Squires III	—	—	31,705	\$ 3,630,286
William C. Geary II	—	—	17,044	\$ 1,909,932
Akash Khurana	—	—	950	\$ 117,325
Theodore A. Dosch	—	—	45,900 <sup>(3)</sup>	\$ 5,476,875 <sup>(3)</sup>

- (1) Includes the vesting of restricted stock units on February 11, 2022, February 13, 2022, and July 2, 2022. 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 17, 2022, 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 17, 2022, which was \$122.09.
- (3) Includes the vesting of 15,665 phantom shares, paid in cash in the amount of \$130.635 per share (i.e. the average of the high and low stock price on the vesting date) upon Mr. Dosch's retirement on August 5, 2022, pursuant to the terms of the award agreements and the Committee's determination that Mr. Dosch's retirement was a qualifying retirement under the terms of such agreements. The value realized on vesting represents Wesco phantom shares that were converted from Anixter International Inc. restricted stock units, upon the completion of Wesco's acquisition of Anixter in 2020.

## Pension Benefits

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

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$) <sup>(1)(2)</sup>	Payments During Last Fiscal Year (\$)
William C. Geary II	Anixter Inc. Pension Plan	19.00 <sup>(3)</sup>	\$ 306,197	\$ —
Theodore A. Dosch	Anixter Inc. Pension Plan	12.95	\$ — <sup>(4)</sup>	\$ 112,145

- (1) Present Value of Accumulated Benefit is based on the December 31, 2022 year end ASC 715 disclosure assumptions with the exception of pre-retirement mortality, withdrawal, and the age at which participants are assumed to retire. We have assumed no pre-retirement mortality or withdrawal and retirement age of 65. The present values are calculated using a discount rate of 4.41% and post-retirement mortality used in the ASC 715 Anixter, Inc. Pension Plan disclosure as of 12/31/2022.
- (2) The Anixter Inc. Pension Plan's benefit accruals were frozen effective January 1, 2022.

- (3) Mr. Geary's credited service is 19.00 years and is based on when he joined Anixter. His vesting service amount is 28.49 years, including his service with Accu-Tech.
- (4) Mr. Dosch's PRA balance was paid out during the 2022 fiscal year due to his retirement, and thus his Present Value of Accumulated Benefit was reduced to zero. Mr. Dosch retired from the Company on August 5, 2022.

The Anixter Inc. Pension Plan benefit consists of two components: (i) until December 31, 2013, the Final Average Pay (FAP) benefit for employees hired prior to June 1, 2004, and (ii) the Personal Retirement Account (PRA) benefit for all employees hired on or after June 1, 2004 and beginning January 1, 2014, for all employees. This pension plan was closed to new hires or rehires as of July 1, 2015. Mr. Geary has accrued FAP benefits since January 2003, and Mr. Geary and Dosch have accrued PRA benefits since January 2009 and January 2003, respectively. For the PRA Benefit, each participant has a personal retirement account, which is a notional account that receives an annual pay credit equal to 2.0% of salary (up to the applicable Code limits) for each plan year in which the participant's years of continuous service are fewer than five and 2.5% of salary (up to the applicable Code limits) for each plan year in which the participant's years of continuous service are five or greater. Benefit accruals under the Anixter pension plan were frozen as of December 31, 2021 and the Anixter pension plan was terminated effective December 31, 2022.

### 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 (\$) <sup>(1)</sup>	Registrant Contributions in Last Fiscal Year (\$) <sup>(2)</sup>	Aggregate Earnings in Last Fiscal Year (\$) <sup>(3)</sup>	Aggregate Withdrawals/Distributions in Last Fiscal Year (\$) <sup>(4)</sup>	Aggregate Balance at Last Fiscal Year-End (\$) <sup>(5)</sup>
Engel	2022	\$ 75,300	\$ 50,587	\$ (783,374)	—	\$ 4,897,886
Schulz	2022	\$ 132,547	\$ 48,792	\$ (91,524)	—	\$ 522,918
Squires	2022	\$ 209,335	\$ 40,622	\$ (44,182)	—	\$ 437,494
Geary	2022	\$ 52,768	—	\$ (10,201)	—	\$ 80,443
Khurana	2022	\$ 88,240	\$ 16,285	\$ (10,306)	—	\$ 132,482
Dosch	2022	\$ 48,260	—	\$ (10,555)	—	\$ 98,580

- (1) Reflects participation by the named executive officers in the Deferred Compensation Plan, including deferral of portions of both base salary and incentive compensation.
- (2) Amounts in this column are Company matching contributions to the Deferred Compensation Plan and include rollover contributions from the 401(k) plan to the Deferred Compensation Plan. Please refer to footnote 4 of the All Other Compensation table for a discussion of the determination of these contributions, which amounts are reported as compensation in the "All Other Compensation" column of the Summary Compensation Table on page 49.
- (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 withdraw any amounts from their deferred compensation balances until termination, retirement, death or disability with the exception that the Committee may approve a hardship withdrawal amount necessary to meet unforeseen needs in the event of an emergency.
- (5) Each of the NEOs are fully vested in the aggregate balance of their respective accounts based upon their respective years of service.

### Deferred Compensation Plan

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

Participants in the 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 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 Plan. The investment alternatives include funds with different degrees of risk. The investment alternatives for 2022 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 termination, retirement, death, or disability with the exception that the Committee may approve a hardship withdrawal amount necessary to meet unforeseen needs in the event of an emergency. 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 instalments 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, 2022. 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. 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 After Change in Control <sup>(1)</sup>	Involuntary Not for Cause or For Good Reason Termination <sup>(2)</sup>	Death <sup>(3)</sup>	Disability <sup>(4)</sup>
<b>Compensation:</b>				
Base Salary and Incentive	\$ 9,223,750	\$ 4,480,000	\$ 2,823,750	—
Accelerated Options & SARs <sup>(5)</sup>	\$ 3,939,999	\$ 3,939,999	\$ 3,939,999	\$ 3,939,999
Accelerated RSUs <sup>(6)</sup>	\$ 12,985,744	\$ 12,985,744	\$12,985,744	\$ 12,985,744
Accelerated Performance Shares <sup>(7)</sup>	\$ 15,151,829	—	\$15,151,829	\$ 15,151,829
<b>Benefits and Perquisites:</b>				
Medical Benefits	\$ 22,454	\$ 22,454	—	—
280G Tax Gross-Up	\$ 14,838,898	—	—	—
<b>Total:</b>	<b>\$ 56,162,674</b>	<b>\$ 21,428,197</b>	<b>\$34,901,322</b>	<b>\$ 32,077,572</b>

### (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. Vesting of performance shares at target.
- 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

- Full vesting of outstanding stock options, SARs, and RSUs. Vesting of performance shares at target.

(5) The closing price of Wesco common stock on December 31, 2022 was \$125.20. The amount shown is the excess, if any, of the December 31, 2022 closing price over the exercise price multiplied by the number of SARs.

(6) Represents the closing stock price on December 31, 2022 multiplied by the number of RSUs.

(7) Represents the closing stock price on December 31, 2022 multiplied by the number of performance shares at target.

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. At December 31, 2022 and using the same assumptions as used for the table above, Mr. Engel was eligible to receive accelerated or continued vesting of his equity awards in the amount of \$20,434,772.

## Potential Payments Upon Termination: Mr. Schulz; Mr. Squires; Mr. Geary; and Mr. Khurana

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, 2022. 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, Squires and Geary upon separation from the Company is governed by the terms of his employment letter agreement, effective June 22, 2020, and the determination of compensation due to Mr. Khurana upon separation from the Company is governed by the terms of his employment letter agreement, dated October 20, 2020, as described on page 46, the terms of the CIC Plan, as described on pages 46 to 47, and applicable equity award agreements. Mr. Dosch retired from the Company on August 5, 2022.

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, Squires, Geary and Khurana) 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, Squires, Geary and Khurana) 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, Squires, Geary and Khurana). 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, Squires, Geary and Khurana are entitled to receive equity award treatment in the event of their retirement on a similar basis as offered to other salaried U.S. employees who are 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, 2022 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 in the amount of \$4,991,794. Messrs. Schulz, Geary and Khurana were not eligible for early retirement as of December 31, 2022.



Mr. Dosch is excluded from the below table due to his retirement on August 5, 2022. For additional information regarding the treatment of Mr. Dosch's outstanding equity awards in connection with his retirement, see "Outstanding Equity Awards at Fiscal Year-End" and "Option Exercises and Stock Vested" in this proxy.

**Executive Benefits and Payments Upon**

<b>Termination</b>	<b>David S. Schulz</b>	<b>Nelson J. Squires III</b>	<b>William C. Geary II</b>	<b>Akash Khurana</b>
<b>Involuntary Not for Cause or For Good Reason Termination</b>				
Base Salary & Incentive	\$ 1,450,000	\$ 1,235,000	\$ 1,187,500	\$ 1,017,500
Medical Benefits	\$ 15,076	\$ 16,076	\$ 16,076	—
<b>Total</b>	<b>\$ 1,465,076</b>	<b>\$ 1,251,076</b>	<b>\$ 1,203,576</b>	<b>\$ 1,017,500</b>
<b>Payments Upon Termination Following a Change in Control</b>				
Base Salary & Incentive	\$ 3,973,250	\$ 3,241,892	\$ 2,868,541	\$ 2,712,344
Equity				
Accelerated SARs & Stock Options <sup>(1)</sup>	\$ 1,144,917	\$ 864,532	\$ 285,449	\$ 227,119
Accelerated Restricted Stock Units <sup>(2)</sup>	\$ 5,036,420	\$ 3,758,379	\$ 2,992,781	\$ 2,032,246
Accelerated Performance Stock Units <sup>(3)</sup>	\$ 4,309,885	\$ 3,173,695	\$ 1,537,456	\$ 1,225,958
Medical Benefits	\$ 30,152	\$ 32,152	\$ 32,152	—
Outplacement	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
<b>Total</b>	<b>\$ 14,519,624</b>	<b>\$ 11,095,650</b>	<b>\$ 7,741,379</b>	<b>\$ 6,222,667</b>

(1) The closing price of Wesco common stock on December 31, 2022 was \$125.20. The amount shown is the excess, if any, of the December 31, 2022 closing price over the exercise price multiplied by the number of SARs.

(2) Represents the closing stock price on December 31, 2022 multiplied by the number of RSUs.

(3) Represents the closing stock price on December 31, 2022 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 2022, our last completed fiscal year, there was no change in our employee population or employee compensation arrangements that we believe would significantly impact the pay ratio disclosure for the fiscal year. As permitted by SEC rules, we excluded approximately 750 employees of Rahi Systems Holdings, Inc., which we acquired on November 1, 2022. Therefore, we are using the same median employee in our pay ratio calculation.

For 2022: (1) the annual total compensation of our median employee was \$70,106; and (2) the annual total compensation of our CEO was \$11,162,000. Based on this information, for 2022 the ratio of the annual total compensation for our CEO to the annual total compensation of our median employee was approximately 159 to 1. We believe that the pay ratio is a reasonable estimate calculated consistent with Regulation S-K Item 402(u).

As we disclosed previously, 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, 2020, our employee population consisted of approximately 17,939 employees at our parent company and consolidated subsidiaries, of which 12,069 were U.S. employees and 5,870 were non-U.S. employees. Our employee population, after taking into consideration the adjustments permitted by SEC rules, consisted of approximately 17,093 individuals, of which 12,069 were U.S. employees and 5,024 were non-U.S. employees. For these purposes, we excluded approximately 846 employees from the following jurisdictions: China (71), Brazil (69), Poland (59), New Zealand (58), Belgium (56), Argentina (44), United Arab Emirates (44), Ireland (42), Panama (34), India (33), Spain (30), Costa Rica (27), Saudi Arabia (25), Germany (21), Italy (21), Jamaica (17), Ecuador (16), France (16), Netherlands (16), Hong Kong (15), Sweden (15), Turkey (11), Switzerland (10), Japan (10), Malaysia (9), Trinidad and Tobago (9), Philippines (8), Barbados (7), Russian Federation (7), Morocco (6), Portugal (6), Austria (5), Egypt (5), Czech Republic (4), Guatemala (4), Indonesia (4), Taiwan (4), Uruguay (4), Norway (4) and Denmark (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 2022, 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 \$70,106. 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 2022 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.

	Summary Compensation Table Total for PEO (\$) <sup>(1)</sup>	Compensation Actually Paid to PEO (\$) <sup>(2)</sup>	Average Summary Compensation Table Total for Non-PEO NEOs (\$) <sup>(1)</sup>	Average Compensation Actually Paid to Non-PEO NEOs (\$) <sup>(2)</sup>	Value of Initial Fixed \$100 Investment Based on:		Net Income (Thousands) (\$)	Adj. EBITDA (Thousands) (\$) <sup>(4)</sup>
					Cumulative Total Shareholder Return (\$)	Peer Group Cumulative Total Shareholder Return (\$) <sup>(3)</sup>		
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 three years (2020 – 2022). The other NEOs consist of the following individuals in each year:
- 2022: Messrs. Schulz, Squires, Geary, Khurana and Dosch
  - 2021: Messrs. Schulz, Squires, Geary and Dosch
  - 2020: Messrs. Schulz, Squires and Dosch and Ms. Lazzaris
- (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”:

Adjustments	2022		2021		2020	
	PEO	Average for Other NEOs	PEO	Average for Other NEOs	PEO	Average for Other NEOs
Deduction for amounts reported under the “Stock Awards” and “Option Awards” columns in the Summary Compensation Table for applicable FY	\$ (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	\$ 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	\$ 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	\$ (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)	—	—	—	—
<b>TOTAL ADJUSTMENTS</b>	<b>\$ 4,298,999</b>	<b>\$ (629,290)</b>	<b>\$28,950,708</b>	<b>\$ 6,498,373</b>	<b>\$ 12,826,886</b>	<b>\$ 4,212,631</b>

- (3) The peer group used for calculating Peer Group Total Shareholder Return for 2022 and 2021 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. The peer group used for calculating Peer Group Total Shareholder Return for 2020 consists of the above companies, plus HD Supply Holdings, Inc. HD Supply Holdings, Inc. was acquired in December 2020 and removed from the performance peer group for 2021.
- (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 CEO and the other NEOs in 2022 to the Company's performance. EBITDA is adjusted earnings before income taxes, interest, preferred stock dividends and depreciation and amortization, as shown on page 33 of the Company's Form 10-K filed with the SEC on February 21, 2023. For 2020—2022, this number was adjusted to remove the impact of stock-based compensation expense.

## Relationship Between Compensation Actually Paid and Performance Measures

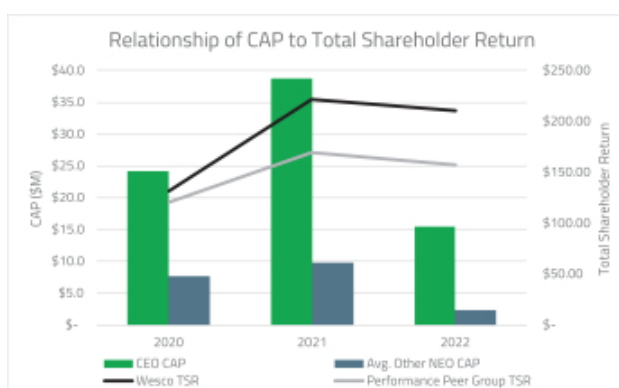
The table below reflects the relationship between the compensation actually paid ("CAP") to our CEO and other NEOs in 2020, 2021 and 2022 and the following performance measures: Total Shareholder Return, net income attributable to common stockholders and Adjusted EBITDA.

Period	Compensation Actually Paid to CEO	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% ↑
2020 to 2022 (cumulative)	(36.0)% ↓	(64.6)% ↓	59.5% ↑	30.3% ↑	1,040.4% ↑	161.7% ↑

### Relationship Between Compensation Actually Paid and Cumulative TSR

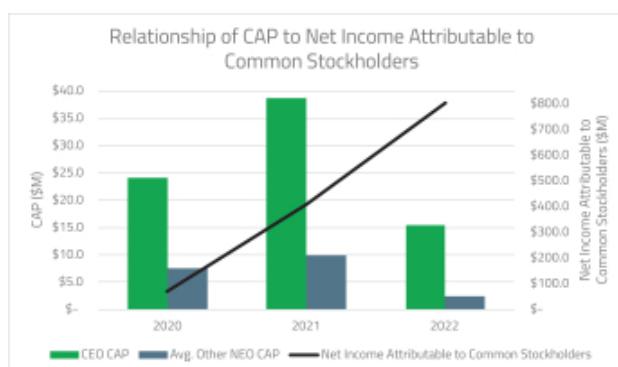
As reflected in the table above and the graph below, from 2020 to 2022, the compensation actually paid to our CEO and the average of the compensation actually paid to our other NEOs decreased by 36.0% and 64.6%, respectively, compared to the Company's cumulative TSR of 59.5% over the same period. The Company's cumulative TSR from 2020 through 2022 was almost double the TSR of our performance peer group 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 CEO and our other NEOs comprises equity awards. As a result, the compensation actually paid to our CEO and other NEOs is aligned with our cumulative TSR performance and stockholder value creation over the applicable measurement periods.



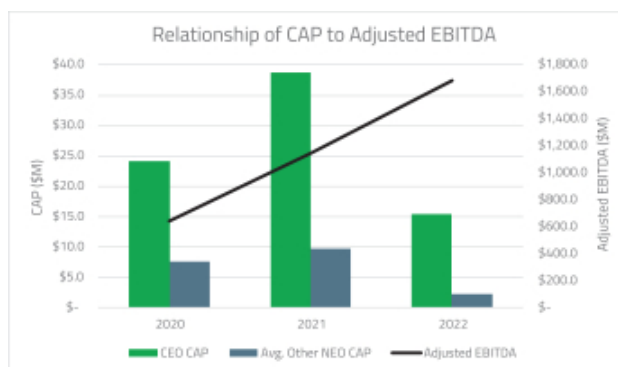
*Relationship Between Compensation Actually Paid and Net Income Attributable to Common Stockholders*

From 2020 to 2022, the compensation actually paid to our PEO and to our other NEOs decreased by 36.0% and 64.6% respectively, compared to a 1,040.4% increase in net income attributable to common stockholders (from \$70.4 million for 2020 to \$803.1 million for 2022) over the same time period.



*Compensation Actually Paid and Adjusted EBITDA*

As reflected in the following graph, from 2020 to 2022, compensation actually paid to our PEO and to our other NEOs decreased by 36.0% and 64.6%, respectively, compared to a 161.7% 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 2022 to the Company’s performance. Adjusted EBITDA has significantly increased in each of the past three fiscal years, highlighting the Company’s strong financial performance and creation of stockholder value during this period, in the face of significant macroeconomic challenges. In 2022, the Company achieved record 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.

<b>Most Important Performance Measures</b>
Adjusted EBITDA
Net Income
Total Shareholder Return (TSR)

## Proposal 3 – Advisory Vote on the Frequency of Advisory Vote on Executive Compensation

In connection with the advisory vote on executive compensation discussed in the Compensation Discussion and Analysis section of this Proxy Statement, we are also asking stockholders to vote on whether the say-on-pay vote should occur every one, two or three years. SEC rules require this frequency to be presented once every six years, and we last presented this proposal in 2017. As with the say-on-pay vote, the vote on the frequency of the say-on-pay vote is advisory, or nonbinding. For the reasons discussed below, the Board recommends that the stockholders select a frequency of every year.

During its evaluation, our Board considered that an annual advisory vote on executive compensation allows our stockholders to provide the Company with regular input on the Company's compensation practices, and a one year frequency has received the strong support of stockholders previously.

Although the vote is non-binding, our Board and Compensation Committee will take into account the outcome of the vote when making future decisions regarding the Company's executive compensation policies and procedures and how often the Company should submit to stockholders an advisory vote to approve executive compensation.

Stockholders may vote to hold the say-on-pay vote every one, two or three years, or they may abstain. Accordingly, you will not be voting to approve or disapprove the Board's recommendation.

**OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR”  
“ONE YEAR” ON THE PROPOSAL  
RECOMMENDING THE FREQUENCY OF ADVISORY  
VOTES ON EXECUTIVE COMPENSATION**

## **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, 2023.

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, 2023.**

## 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 2023 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, 2022 and 2021 were as follows:

(In millions)	2022	2021
Audit fees	\$ 5.6	\$ 5.3
Audit-related fees	—	—
Tax fees		
Compliance	\$ 0.7	\$ 0.4
Planning and consulting	—	—
Other fees	—	—
	\$ 6.3	\$ 5.7

The audit fees for the years ended December 31, 2022 and 2021 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, 2022 and 2021 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 2022 and 2021, 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, 2022 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, 2022, 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, 2022.

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, 2022, 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 2023.

Respectfully Submitted:

THE AUDIT COMMITTEE

Laura K. Thompson, *Chair*  
Anne M. Cooney  
Sundaram Nagarajan  
Steven A. Raymund  
Easwaran Sundaram



**Ingenuity delivered.**

**Wesco.com**

**WESCO International, Inc.**  
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Pittsburgh, PA 15219  
412.454.2200

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WESCO INTERNATIONAL, INC.  
 225 WEST STATION SQ. DR.  
 SUITE 700  
 PITTSBURGH, PA 15219  
 ATTN: CORPORATE SECRETARY



**VOTE BY INTERNET**

Before The Meeting - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. Eastern Time on May 24, 2023 for shares held directly and by 11:59 P.M. Eastern Time on May 22, 2023 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to [www.virtualshareholdermeeting.com/WCC2023](http://www.virtualshareholdermeeting.com/WCC2023)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. Eastern Time on May 24, 2023 for shares held directly and by 11:59 P.M. Eastern Time on May 22, 2023 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V09731-P86200

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<b>WESCO INTERNATIONAL, INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
<b>The Board of Directors recommends you vote FOR the following:</b>					
1.	Elect nine Directors for a one-year term expiring in 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<b>Nominees:</b>					
01)	John J. Engel	06)	Steven A. Raymund		
02)	Anne M. Cooney	07)	James L. Singleton		
03)	Matthew J. Espe	08)	Easwaran Sundaram		
04)	Bobby J. Griffin	09)	Laura K. Thompson		
05)	Sundaram Nagarajan				
<b>The Board of Directors recommends you vote FOR proposals 2, 4 and 1 YEAR on proposal 3.</b>					
2.	Approve, on an advisory basis, the compensation of the Company's named executive officers.				<b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/>
3.	Approve, on an advisory basis, the frequency of an advisory vote on executive compensation.				<b>1 Year</b> <input type="checkbox"/> <b>2 Years</b> <input type="checkbox"/> <b>3 Years</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/>
4.	Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2023.				<b>For</b> <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b> <input type="checkbox"/>
<b>NOTE:</b> Transact any other business properly brought before the Annual Meeting.					
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.					
<input type="text"/> Signature [PLEASE SIGN WITHIN BOX]		<input type="text"/> Date		<input type="text"/> Signature (Joint Owners)	
<input type="text"/> Date		<input type="text"/> Date			

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

V09732-P86200

**WESCO INTERNATIONAL, INC.**  
**This proxy is solicited by the Board of Directors**  
**Annual Meeting of Stockholders**  
**May 25, 2023 at 2:00 PM, EDT**

The undersigned hereby appoints David S. Schulz, Diane E. Lazzaris, and Arun G. Krishnan, and each of them, as Proxies with full power of substitution, to represent the undersigned and to vote all the shares of Common Stock of WESCO International, Inc., which the undersigned would be entitled to vote if personally present and voting at the Annual Meeting of Stockholders to be held via live audio webcast at [www.virtualshareholdermeeting.com/WCC2023](http://www.virtualshareholdermeeting.com/WCC2023) on May 25, 2023, at 2:00 PM, EDT, or any adjournment or postponement thereof, upon all matters properly coming before the meeting.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made on any particular matter, this proxy will be voted in accordance with the Board of Directors' recommendations on any such matter.**

**Continued and to be signed on reverse side**