



**WESCO International, Inc.
WESCO Distribution, Inc.**

EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive Committee is appointed annually by the Board of Directors on the recommendation of the Nominating and Governance Committee and has the substantial delegated responsibility and authority as described below. One of the primary functions of the Executive Committee is to meet and take action on behalf of the full Board between regularly scheduled meetings in the event that it is not practical or timely to convene a full meeting of the Board.

Executive Committee Membership

The Executive Committee shall consist of no fewer than three members, including the Chief Executive Officer of the Company, and one such member shall serve as the chairperson of the Executive Committee. The members of the Executive Committee and the chairperson of the Executive Committee shall be appointed at least annually by the Executive Board of Directors on the recommendation of the Nominating and Governance Committee. Members of the Executive Committee and the chairperson of the Executive Committee may be replaced by the Board of Directors from time to time.

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

Meetings

The Executive Committee shall not be obligated to meet except as requested by the Board or necessitated by timing issues that make it impractical to schedule a full meeting of the Board. Additional review meetings may be scheduled as determined by the Executive Committee or by its chairperson.

Executive Committee Authority and Responsibility

The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company, except as may be limited by applicable laws or by the New York Stock Exchange Listed Company Standards as in effect from time to time and except that the Executive Committee shall not have any power or authority as to the following:

- The approval or adoption, or submission to stockholders of any action or proposal requiring approval of stockholders;
- The filling of vacancies in the Board of Directors or any committee;
- The adoption, amendment, or repeal of the Company's Bylaws or Certificate of Incorporation;
- The authorization or approval of the re-acquisition of shares of the Company unless pursuant to a general formula or method specified by the Board of Directors;
- The authorization or approval of the issuance or sale or contract for the sale of shares of the Company, or the determination of the designation and relative rights, preferences, and limitations of a voting group, except where the Board of Directors has authorized the Executive Committee to do so within the limits specifically prescribed by the Board of Directors;
- The declaration of dividends;
- The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; and
- Any action on matters committed by the bylaws or resolution of the Board of Directors to another committee of the Board of Directors, including but not limited to the Audit Committee, Compensation Committee, and Nominating and Governance Committee.
- The Executive Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

Reports of the Executive Committee

At each regular meeting of the Board of Directors, the Executive Committee shall report the substance of all actions taken by the Executive Committee since the date of its last report to the Board of Directors. Each report shall be filed with the minutes of the Board of Directors to which it is presented, as a part of the corporate records.

Miscellaneous

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

Revised as of February 2013