



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

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed annually by the Board of Directors on the recommendation of the Nominating and Governance Committee to discharge the Board's responsibilities relating to compensation for the Company's executive officers. The Compensation Committee has overall responsibility for evaluating and approving the structure of the Company's executive compensation plans, policies, and programs.

The Compensation Committee is also responsible for producing an annual report on executive compensation as required by the rules of the Securities and Exchange Commission for inclusion in the Company's annual Proxy Statement. In addition, the Compensation Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information and, based on that review and discussion, recommend to the Board that the CD&A and related executive compensation information be included in the Company's annual Proxy Statement as required by applicable regulations.

Compensation Committee Membership

The Compensation Committee shall consist of no fewer than three members, one of whom shall serve as chairperson of the Compensation Committee. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and any rules promulgated by the Securities and Exchange Commission and shall be "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). At least two members of the Compensation Committee shall qualify as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code, as amended (the "IRC"); provided that, any compensation that is intended to be "qualified performance-based compensation" under Section 162(m) of the IRC shall be approved by a committee or subcommittee comprised solely of two or more individuals who qualify as "outside directors" for purposes of Section 162(m) of the IRC.

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

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

Structure and Operations

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

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

Compensation Committee Authority and Responsibility

The Compensation Committee is responsible for the review and approval of compensation arrangements and plans for executive officers, for the review and approval of compensation paid to other senior-level executives, and for the administration of certain benefit and compensation plans and arrangements of the Company.

On an annual basis, the Compensation Committee reviews and approves the compensation and benefit programs for the executive officers, including the Chairman and Chief Executive Officer ("CEO"). Meetings to determine the compensation of the CEO must be held in executive session. In conducting its annual review of compensation for the CEO and senior executives of the Company, the Compensation Committee has the authority to review, revise, and approve (a) the annual base salary, (b) the annual cash incentive, (c) the long-term equity-based incentive, (d) employment agreements, severance arrangements, and change of control agreements in each case as, when and if appropriate, and (e) any special or supplemental benefits. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent Directors (as directed by the Board), determine and approve the CEO's compensation based on this evaluation. In determining both the annual cash incentive awards and long-term equity incentive components of CEO compensation, the Compensation Committee will consider the Company's performance and relative stockholder return, significant activities and accomplishments, the value of similar incentive awards to CEO's at comparable companies, and the awards given to the CEO in past years. The Compensation Committee will also review on an annual basis management's recommendations with respect to the compensation of all officers and key executives as well as all individuals or groups of individuals receiving awards under equity-based plans.

The Compensation Committee shall review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based

plans, which includes the ability to adopt, amend, interpret and terminate such plans and, where appropriate, recommend such plans for approval by the stockholders of the Company. The Compensation Committee has the sole authority to administer the Company's incentive compensation plans and equity-based plans, including the ability to grant equity awards and determine the timing, amount, and other terms of any such awards, except with respect to equity awards to Board members. The Compensation Committee shall have full decision-making powers with respect to compensation intended to be performance-based compensation within the meaning of Section 162(m) of the IRC; provided that, any compensation that is intended to be performance-based compensation under Section 162(m) of the IRC shall be approved by a compensation committee or subcommittee comprised solely of two or more individuals who qualify as "outside directors" for purposes of Section 162(m) of the IRC. The Compensation Committee is responsible for approving the compensation, equity awards, and contractual arrangements of newly hired senior-level executives and for executives having significant changes made to their total compensation as a result of changes in responsibility or other special situations.

The Compensation Committee will review the Company's incentive compensation arrangements, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking. The Compensation Committee will review whether the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company in support of the annual proxy disclosure.

The Compensation Committee is responsible for assuring that the equity-based plans requiring stockholder approval comply with standards and procedures established by the New York Stock Exchange and the Securities and Exchange Commission.

The Compensation Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of the award or payment, consistent with Section 10D of the Exchange Act.

The Compensation Committee is responsible for annually determining whether the Company's financial performance is sufficient for making discretionary, company-only payments to the WESCO Retirement Savings Plan. The Compensation Committee shall conduct an annual self-evaluation of its performance.

The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors.

Outside Advisers

The Compensation Committee has the authority, in its sole discretion, to select, retain, obtain the advice of, and terminate compensation consultants, legal advisers, accountants and other advisers to assist in evaluating plan structures and the total compensation and benefit arrangements provided under such plans, except with respect to the compensation of Board members. The Compensation Committee shall be solely and directly responsible for the appointment, termination, compensation and oversight of its compensation consultants, legal advisers, accountants and other advisers. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to its compensation consultants, legal advisers, accountants and other advisers.

The Compensation Committee may request that any person whose advice and counsel are sought by the Compensation Committee attend any meeting of the Compensation Committee to provide such pertinent information as the Compensation Committee reasonably requests. The Compensation Committee is not required to implement or act consistently with the advice or recommendations of any adviser, and the Compensation Committee has the ability and obligation to exercise its own judgment in fulfillment of its duties.

The compensation consultants, legal and other advisers retained by the Compensation Committee shall be independent, as determined at the discretion of the Compensation Committee. In making its independence determination, the Compensation Committee shall take into consideration any factors specified in the rules of the Securities and Exchange Commission and the New York Stock Exchange.

Reports of the Compensation Committee

At each regular meeting of the Board of Directors, the Compensation Committee shall report the substance of all actions taken by the Compensation 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 Compensation Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Compensation Committee is encouraged to adopt such procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Revised as of December 2014