

Governance Standards

Independence Policy

The Board of Directors of WESCO International, Inc. has adopted the following standards for determining the independence status of each of its Directors for purposes of serving on the Board and its Committees and complying with the listing standards of the New York Stock Exchange and Securities and Exchange Commission rules on corporate governance. The Board of Directors will, on an annual basis, affirmatively determine the independence status of each of its Directors relative to the standards that have been adopted and applicable laws, regulations and listing standards. The Company's independence determinations will be disclosed in the Company's Proxy Statements and Annual Reports on Form 10-K, as required, and the Company's independence standards will be disclosed on the Company's website and, to the extent required, in the Company's Proxy Statements and Annual Reports on Form 10-K.

Independence Standards

To be considered independent, the Company's board must affirmatively determine that a Director does not have any material relationship with or to the Company (either directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company). To the extent that a Director has a relationship with or to the Company, such relationship will not be considered to be a material relationship with or to the Company unless:

- Such Director is, or has been within the last three years, an employee of the Company, or an immediate family member¹ is, or has been within the last three years, an executive officer of the Company;
- Such Director (or an immediate family member of such Director) received more than \$120,000 in direct compensation from the Company during any twelve-month period within the last three years for services, other than (A) Director and Committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), (B) compensation received by a Director for former service as an interim Chairman or interim Chief Executive Officer or other interim executive officer or (C) compensation received by an immediate family member for service as an employee of the Company other than in the capacity of an executive officer of the Company;
- Such Director (A) is a current partner or employee of a firm that is the Company's internal or external auditor, (B) has an immediate family member who is a current partner of such a firm, (C) has an immediate family member who is a current employee of such a firm and personally works on the Company's audit or (D) or an immediate family member of such Director was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;
- Such Director (or an immediate family member of such Director) is, or has been within the last three years, employed as an executive officer by another company where any of the Company's present executive officers at the same time serves or served on such company's compensation committee;
- Such Director is a current employee (or an immediate family member of such Director is a current executive officer) of a company that made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues; or
- The Board of Directors otherwise has affirmatively determined that such relationship is material with or to the Company.

For purposes of participating on the Audit Committee of the Board, such Director (in addition to the above) will also meet the independence requirements set forth in Section 10A of the Securities Exchange Act of 1934, as amended, and any rules thereunder. For purposes of participating on the Compensation Committee of the Board, such Director (in addition to the above) will also meet the independence requirements set forth in Section 10C of the Securities Exchange Act of 1934, as amended, and any rules thereunder.

Amended and Restated September 27, 2010

¹ For purposes of these standards, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home. When applying the look-back provisions, the Board need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.