



CODE OF BUSINESS CONDUCT AND ETHICS

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LETTER FROM THE CHAIRMAN OF THE BOARD

Dear Wesco Employee:

Wesco is dedicated to conducting its business consistent with the highest standards of business ethics. We have an obligation to our employees, shareholders, customers, suppliers, community representatives and other business contacts to be honest, fair and forthright in all of our business activities.

As an employee of the Company, you are faced every day with a number of business decisions. It is your personal responsibility to uphold the Company's high standards of business ethics in each and every one of these situations. It is not possible for our Code of Business Conduct and Ethics (the "Code") to address every situation that you may face. If you use your good business judgment and experience, your business decisions are not likely to raise ethical issues. When you are faced with an ethical issue, we hope that this Code will serve as a guide to help you make the right choice.

We encourage you to take this opportunity to review our policies and to discuss any questions you may have with your supervisor or with the Legal Department directly. The guidelines set out in this Code are to be followed at all levels of this organization by our directors, officers and employees. We rely on you to uphold our core values and conduct our business honestly, fairly and with integrity.

Sincerely,

Randy J. Snyder
Chairman of the Board

INTRODUCTION

Purpose

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and employees. We refer to all persons covered by this Code as “Company employees” or simply “employees.” We also refer to our principal executive officer, our principal financial officer, our principal accounting officer and our controller as our “principal financial officers.”

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Legal Department. The Company has also established an Ethics Helpline that is available 24 hours a day, 7 days a week at 1-866-827-0592 (see “Reporting Violations of the Code” below for additional information about the Ethics Helpline).

Reporting Violations of the Code

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the Legal Department or Human Resources Department, which will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Legal Department directly. You may also report known or suspected violations of the Code on the Ethics Helpline that is available 24 hours a day, 7 days a week at 1-866-827-0592 (United States and Canada) or at www.wesco.ethicspoint.com. Employees working in countries outside of the United States and Canada may obtain a toll-free reporting number and dialing instructions by accessing www.wesco.ethicspoint.com. In certain countries of the European Union, we will only accept reports through the Ethics Helpline on limited topics, generally restricted to irregularities in respect of accounting, internal accounting controls, auditing or issues relating to bribery or banking and financial crime. Further, some countries restrict reports such that only employees in key or management functions will be the subject of a report. If your concern pertains to a matter that, under local law, may not be accepted by us through the Ethics Helpline, you will need to

contact your supervisor or local management or a representative of the Human Resources or Legal Departments to report the matter.

Although reports can be made anonymously through the Ethics Helpline where legally permitted, by identifying yourself, it may assist the Company's efforts to obtain all facts and properly investigate the allegations. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Legal Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern.

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. If your conduct as a representative of the Company does not comply with applicable law or this Code, it can result in serious consequences for both you and the Company.

Policy Against Retaliation

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

Waivers of the Code

Waivers of this Code for employees may be made only by an executive officer of the Company. Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors or the appropriate committee of our Board of Directors and will be disclosed to the public as required by law or the rules of the New York Stock Exchange.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- Outside Employment. No employee should be employed by, serve as a director of, or provide any services to a company that is a customer, supplier or competitor of the Company.
- Improper Personal Benefits. No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see “Gifts and Entertainment” below for additional guidelines in this area.
- Financial Interests. No employee should have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier or competitor of the Company. A “significant financial interest” means (i) ownership of greater than 1% of the equity of a customer, supplier or competitor or (ii) an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- Loans or Other Financial Transactions. No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee’s objectivity in making decisions on behalf of the Company. For purposes of this Code, “family members” include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

Disclosure of Conflicts of Interest

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor and the Legal Department. Your supervisor and the Legal Department will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are

not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

CORPORATE OPPORTUNITIES

As an employee of the Company, you have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property, information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain or should compete with the Company.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Legal Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

Confidential Information

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers and suppliers. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee’s obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and suppliers and could result in legal liability to you and the Company.

When you joined Wesco, you signed an agreement to protect and keep Wesco confidential and proprietary information secret. This agreement remains in effect for as long as you are an employee of Wesco and even after you leave. If your job requires you to disclose confidential information, you are responsible to protect it by obtaining a signed non-disclosure agreement prior to discussing the information with a third party. Some employees also have access to our customers’ or suppliers’ confidential information. This should be treated with the same care as our own confidential information.

If you are asked to sign a customer or supplier confidentiality agreement, you must consult with the Legal Department before taking further action.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Legal Department.

In some cases, Wesco has licensed intellectual property from a third party. You are also responsible for observing the licensing guidelines that apply to that intellectual property. If you have any questions regarding the application of any of these guidelines regarding the protection of confidential information and intellectual property, consult the Legal Department. Wesco expects others to respect its intellectual property rights and expects its employees, officers and directors and agents to respect the intellectual property rights of others.

COMPETITION AND FAIR DEALING

All employees should endeavor to deal fairly with fellow employees and with the Company's customers, suppliers and competitors. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Information we supply to customers should be accurate and complete to the best of our knowledge, and we should not deliberately misrepresent information to customers.

In addition, customer entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Except as prohibited or limited by the Company's Global Anti-Corruption Policy and Standards and Guidance for Extending Business Hospitality Handbook, employees can give or accept promotional items of nominal value or meals and entertainment within the limits of responsible and customary business practice. Please see "Gifts and Entertainment" below for additional guidelines in this area.

Relationships with Competitors

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive

practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information, making false statements about the competitor's business and business practices or reaching agreements with competitors on prices or other terms of competition. For a further discussion of appropriate and inappropriate business conduct with competitors, see "Compliance with Antitrust Laws" below.

Accurate Advertising

Integrity is one of our core values at Wesco. It is our responsibility to accurately represent the company and its products in our marketing, advertising and sales materials. Making false or misleading remarks about our own business, our competitors and their businesses or other individuals is inconsistent with our values. Sometimes it is necessary to make comparisons between our product offerings and our competitors'. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

PROTECTION AND USE OF COMPANY ASSETS

Employees have an obligation to use the Company's assets in a way that safeguards their value and promotes our business interests. Such assets include financial assets; tangible assets such as plants and equipment, inventory and supplies; information technology-related assets such as computers and software; and intangible assets such as patents and other intellectual property, proprietary information and data. Company assets should be used only for Company business and in accordance with applicable Company policies, including those described below. Furthermore, employees have an obligation to use intellectual property and proprietary information belonging to our customers, suppliers and other outsiders in accordance with applicable law and any agreements the Company has with such outsiders.

To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company's telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.

- Ensure that all software used to conduct the business of Wesco is appropriately licensed.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Employees should be aware that Company property includes all data and communications transmitted to or received by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. To the extent permitted by law, employees and other users of this property may have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or public officials.

A growing number of countries are regulating the collection and use of individuals' "personal data" or "personal information" (e.g., any information, such as names, home and office contact information, and other information that can be used to identify a person). In addition, many countries regulate the collection and use of personal data of company representatives in business-to-business transactions. A few countries also regulate the collection and use of information relating to corporations. The Company is committed to handling all such information responsibly and in compliance with all applicable laws. You must also comply with the Company's policies when handling such information.

The Company recognizes the importance of safeguarding personal information. When security breaches related to personal or other protected information occur, they must be reported immediately to the Legal Department and your Human Resources representative.

Your duty to protect personal and other protected information (including the Company's information) extends even after you leave the Company's employment. Upon leaving Company employment, you must return all Company records—including documents and files that are electronically readable or otherwise.

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and

complying with our record keeping policy. Ask your supervisor if you have any questions.

In certain circumstances, the Legal Department may issue a “Legal Hold” which suspends all destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Department determines and identifies what types of Wesco records and documents are required to be placed under Legal Hold. The Legal Department will notify you if a Legal Hold is placed on records for which you are responsible. Records placed under a Legal Hold must not be destroyed, altered or modified under any circumstance. If you become aware of any omission, inaccuracy or falsification regarding the Company’s business records or the information supporting such records, bring the situation to the attention of the Legal Department. In addition, you may report your concern on an anonymous basis.

Note: The Company has a formal document retention policy that each employee must follow with respect to Company records within such employee’s control. Please contact your supervisor or the Legal Department to obtain a copy of this policy. You may also access this policy on the Legal Department’s page on our 360 employee portal.

COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information/data privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Legal Department. For additional information, please also see “Accuracy of Financial Reports and Other Public Communications,” “Interactions with the Government,” “Compliance with Antitrust Laws,” “Anti-Bribery and Corruption Laws and Other Laws Governing Our Business Internationally,” “Gifts and Entertainment,” “Political Contributions and Activities,” “Charitable Contributions,” “Compliance with Insider Trading Laws,” “Public Communications and Regulation FD,” “Environment, Health and Safety” and “Employment Practices.”

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company’s business, financial

condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officer and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, complete, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

INTERACTIONS WITH THE GOVERNMENT

The Company occasionally conducts business with the U.S., state and local governments and the governments of many other countries. The Company is committed to conducting its business with all governments and their representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions. In your interactions with the government, you should:

- Be forthright and candid at all times. No employee should intentionally misstate or omit any material information from any written or oral communication with the government.
- Exercise extreme care in maintaining records for and allocating costs to government contracts. Costs incurred on one government project should not be charged against another government project.
- Except as permitted by the Company's Global Anti-Corruption Policy and the Standards and Guidance for Extending Business Hospitality Handbook, you should not offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor and the Legal Department. Please also refer to "Anti-Bribery and Corruption Laws and Other Laws Governing Our Business Internationally" and "Gifts and Entertainment."

COMPLIANCE WITH ANTITRUST LAWS

Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. The purpose of these laws is to protect and provide an open economic environment with markets free from exclusionary and collusive behavior. Our policy is to compete vigorously and ethically while not only complying with all antitrust,

monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business, but also avoiding even the appearance of any law violation.

The consequences of violating the antitrust laws are very serious for the Company and its directors, officers and employees. A violation can result in criminal prosecution (including fines and/or prison time), or civil antitrust suits, which may be brought against the Company to recover substantial damages and other costs.

Actions that Violate U.S. Antitrust Laws

In general, U.S. antitrust laws forbid agreements or actions “in restraint of trade” or that otherwise restrict competition. All employees should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are the most serious violations of U.S. antitrust laws:

- Price Fixing. The Company may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- Limitation of Supply. The Company may not agree with its competitors to restrict the supply of its products and services.
- Allocation of Business. The Company may not agree with its competitors to divide or allocate markets, territories or customers.
- Boycott. The Company may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company products or services.
- Tying. The Company may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

These unlawful agreements need not be express, but can be implied from conduct. Accordingly, Company personnel should avoid even the appearance of an impropriety.

Meetings with Competitors

Employees should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, contact with competitors should be limited to instances that further a legitimate business purpose only. If you are required to meet with a competitor for any reason, you should obtain the prior approval of the Legal Department. You should also try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The agenda and contents of your meeting should be fully documented. Specifically, you

should avoid any communications with a competitor regarding the following types of competitively sensitive information:

- Prices;
- Costs;
- Market share;
- Allocation of sales territories;
- Profits and profit margins;
- Supplier's terms and conditions;
- Product or service offerings;
- Terms and conditions of sale;
- Production facilities or capabilities;
- Current or future bids for a particular contract or program;
- Selection, retention or quality of customers;
- Distribution methods or channels; or
- Strategic plans or forecasts.

Professional Organizations and Trade Associations

Employees should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, there should be a written agenda and documentation of the discussion and you should not discuss pricing policy or other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information. You are required to notify your supervisor or the Legal Department prior to attending any meeting of a professional organization or trade association.

Seeking Help

Violations of the antitrust laws carry severe consequences for both the Company and its employees. Whenever any doubt exists as to the legality of a particular action or arrangement by the Company or any customers, suppliers or competitors, it is your

responsibility to contact the Legal Department promptly for assistance, approval and review.

EXPORT COMPLIANCE

The Company and its partners comply with U.S. trade control laws and regulations, including the Department of Commerce's Export Administration Regulations ("EAR") and the Department of State's International Traffic In Arms Regulations ("ITAR"). Exports, reexports or transfers of the Company's products, software or technology (collectively, "items"), including the export, reexport or transfer of technical drawings provided by the Company's customers or suppliers, may require U.S. export authorization. Further, the Company is prohibited from directly or indirectly (*i.e.*, through a third party) providing items to certain restricted countries, persons and entities. In addition, transfers of items between the Company's U.S. entities and its affiliated entities outside of the United States may require U.S. export authorization, and such transfers must be conducted in strict compliance with applicable export controls and Company policies and procedures.

Accordingly, requests to export or transfer items outside of the United States must be coordinated with the Trade Compliance Department to assure compliance with all applicable U.S. government regulations. Furthermore, access to Company facilities in the United States by non-U.S. persons is also restricted and requires coordination with the Trade Compliance Department. Information regarding trade compliance is available to employees by contacting the Trade Compliance Department directly or by accessing the Trade Compliance Department's page on the Company's 360 employee portal.

ANTI-BRIBERY AND CORRUPTION LAWS AND OTHER LAWS GOVERNING OUR BUSINESS INTERNATIONALLY

Anti-Bribery and Corruption Laws, including the Foreign Corrupt Practices Act

The Company has zero tolerance for bribery. It is the policy of the Company to comply with, and to commit no offenses under, all "Applicable Anti-Corruption Laws." These laws include U.S. federal, state and local anti-corruption laws, the U.S. Foreign Corrupt Practices Act, the Bribery Act 2010 of the United Kingdom and the other anti-corruption and anti-bribery laws of all the countries in which we do business.

The Company's officers, directors and employees and third parties shall not offer, pay, give, promise, authorize, request, agree to receive or accept bribes, kickbacks or other illegal, unethical or improper payments or benefits, to or from any person or entity. This prohibition applies worldwide, including in purely commercial transactions that do not involve "Public Officials." The potential criminal and civil penalties for Wesco and for individual employees are severe. Even a small bribe can result in serious legal repercussions.

If you are being asked to engage in any action which may constitute a violation of the Applicable Anti-Corruption Laws, you must seek advice from the Legal Department.

For additional information about compliance with the Applicable Anti-Corruption Laws, see the Company's Global Anti-Corruption Policy, the Standards and Guidance for Extending Business Hospitality Handbook and the Standards and Guidance for Dealing with Third Parties Handbook, each of which is available on the Legal Department's page on the Company's 360 employee portal.

Other Laws Governing Our Business

The Company's business is subject to various U.S. and international trade control regulations, including licensing, shipping documentation, import documentation and reporting and record retention requirements. To ensure compliance, all shipments of product, software and technology must be cleared through the Shipping and Receiving Department of the originating facility or location, with appropriate coordination with the Trade Compliance Department. This requirement also applies to all samples, products, documents or data that are going to be hand carried during foreign travel.

Employees with significant responsibilities in our international business operations have an additional responsibility to understand and comply with such applicable laws. These employees are expected to have a working knowledge of the laws and regulations applicable to their job positions. Questions and requests for assistance should be directed to the Legal Department.

The Company is also subject to U.S. anti-boycott laws and regulations, which prevent U.S. companies and certain of their subsidiaries from taking action in support of a boycott imposed by a foreign country upon a nation that is friendly with the United States. Boycott laws often change and must be closely monitored. To ensure compliance, any boycott issue must be referred to the Legal Department.

GIFTS AND ENTERTAINMENT

The giving and receiving of gifts and other forms of business hospitality, such as reasonable meals and entertainment, can be a legitimate business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, no payment or expense for or receipt of business hospitality, meaning gifts, meals, entertainment or anything of value, is permitted that is overly lavish or otherwise inappropriate, such that it is intended to, or is reasonably likely to be perceived as intended to, cause the recipient to act improperly. The more lavish or frequent the expense, the easier it would be for someone to infer corrupt intent either on the part of the Company or an individual employee.

In general, all business hospitality must be:

- Reasonable and customary – not lavish, extravagant or too frequent;

- Proportionate to an underlying business purpose related to the promotion, demonstration or explanation of the Company's products and services;
- Compliant with local law; and
- Transparently documented – there can be no effort made to conceal the expense either by the Company or the recipient.

If you receive a gift that is beyond the scope of these guidelines, you should make every effort to refuse or return the gift. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Legal Department, which may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Legal Department for additional guidance.

In addition, particular care must be taken with respect to any form of business hospitality extended to a Public Official (a term that includes virtually all employees of government agencies, government-owned or -controlled entities and those who act on their behalf). No exchange of gifts or other forms of business hospitality expenses may be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments. Gifts and other forms of business hospitality extended to non-U.S. Public Officials and private counterparties are subject to strict rules set forth in the Company's Global Anti-Corruption Policy and the Standards and Guidance for Extending Business Hospitality Handbook. These documents are available on the Legal Department's page on the Company's 360 employee portal. If you have any questions about these policies, particularly with respect to the provision of business hospitality, please contact your supervisor or the Legal Department for additional guidance. Please also note that in certain instances, what may appear to be a private counterparty could qualify as a Public Official, particularly within the aerospace industry. Given that, it is essential to err on the side of caution when extending business hospitality and to consult the Legal Department immediately with any questions or concerns.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages its employees to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the Legal Department.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities may not be used for political activities (including fundraisers or other activities related to running for office). The Company may make its facilities available for limited political functions, including speeches by public officials and political candidates, with the approval of the Legal Department.
- Use of Company Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the Legal Department if you have any questions about this policy.

CHARITABLE CONTRIBUTIONS

Donating or contributing money, goods or services is common in your personal life. However, Company personnel cannot use Company or non-Company funds to make charitable contributions on behalf of the Company or in relation to Company business. In limited circumstances, the Company may participate in charitable events for a business purposes after receiving appropriate internal approvals from management and consulting Company policy, including the Global Anti-Corruption Policy and the related Standards and Guidance for Extending Business Hospitality Handbook, which are available on the Legal Department's page on the Company's 360 employee portal. For additional information about limitations on charitable contributions made on behalf of the Company, please see "Who can receive business hospitality" in the Standards and Guidance for Extending Business Hospitality Handbook or consult the Legal Department.

COMPLIANCE WITH INSIDER TRADING LAWS

Company employees are prohibited from trading in the stock or other securities of the Company while in possession of material non-public information about the Company. In addition, Company employees are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material non-public information. Company employees who obtain material non-public information about another company in the course of their

employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered “material” include:

- Financial results or forecasts, or any information that indicates a company’s financial results may exceed or fall short of forecasts or expectations;
- Important new products or services;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- Possible management changes or changes of control;
- Pending or contemplated public or private sales of debt or equity securities;
- Acquisition or loss of a material customer or contract;
- Significant write-offs;
- Initiation or settlement of material litigation; and
- A material cyber-related attack;
- Changes in the Company’s auditors or a notification from its auditors that the Company may no longer rely on the auditor’s report.

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company’s securities should be promptly brought to the attention of the Legal Department.

PUBLIC COMMUNICATIONS AND REGULATION FD

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Investor Relations Department. If you are approached by a financial analyst, refer the person to the Investor Relations Department. For additional information about the Company's policies regarding public communications, please refer to the Corporate Disclosure Policy, which is available on the Company's 360 employee portal.

Be cautious in your public communications, including communications via the Internet, to avoid being overheard or revealing information inappropriately to any media source. Remember that anything you say may be taken out of context or misquoted, and it may be interpreted in the worst possible light. Do not disclose the Company's proprietary information or any personal data, represent that you are speaking on the Company's behalf (without the appropriate advance approvals) or do or say anything that could harm the reputation of the Company in these interactions.

Compliance with Regulation FD

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when we disclose material non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

To ensure compliance with Regulation FD and to more broadly maintain a consistent approach to public communications, we have designated each of the following officials as an "Authorized Spokesperson":

- Chief Executive Officer;
- Chief Financial Officer;
- Investor Relations Officer; and
- Corporate Communications Officer.

Only the Authorized Spokespersons or employees who are specifically designated by the Authorized Spokespersons are authorized to disclose information about the Company in response to requests from the investment community (including securities market professionals or stockholders) or the media. If you receive a request for information from the investment community (including securities market professionals or stockholders) or the media, promptly contact the Investor Relations Department to coordinate a response to such request.

Company employees who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the Legal Department if you have any questions about the scope or application of Regulation FD. The Company also has a detailed policy on Regulation FD (the Corporate Disclosure Policy), which may be obtained from the Legal Department or the Investor Relations Department, and is also available on the Company's 360 employee portal.

ENVIRONMENT, HEALTH AND SAFETY

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Legal Department if you have any questions about the laws, regulations and policies that apply to you.

Environment

All Company employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees whose jobs involve the storage and transportation of chemicals should be particularly aware of the environmental risks associated with the work they perform.

Health and Safety

The Company is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Human Resources Department.

EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the Human Resources Department. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Legal Department or the Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

Personal Privacy

Wesco respects your personal information and treats it with great care. International laws regarding the treatment of personal information vary. In all cases, Wesco will treat personal data in accordance with applicable law. There are circumstances that require the Company to receive or have access to personal information in order to administer various programs such as payroll, health benefits, time off and career development. Information such as your home phone number, address, family information, benefit elections, medical conditions, salary and performance ratings are examples of personal data.

Employee personnel files can be accessed only by authorized employees for business purposes or other purposes that are permitted by law. Other employee information will only be shared with outside organizations in a manner that is consistent with applicable law. Wesco's Human Resources Department, in conjunction with the Legal Department, will make specific determinations concerning obligations of privacy in circumstances where additional guidance is required. You should review policies and procedures provided to you (such as the Wesco GDPR Employment Notice for employees located in the European Union) or contained in the Employee Handbook for more detailed information.

Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), gender identity, gender expression, sexual orientation, age, disability, veteran status or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the Human Resources Department. All complaints will be treated with sensitivity and discretion. Your supervisor, the Human Resources Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it immediately to the Human Resources Department, Legal Department or on either the Ethics Helpline at 1-866-827-0592 (United States or Canada) or online at www.wesco.ethicspoint.com.

Alcohol and Drugs

The Company is committed to maintaining a drug-free workplace. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. You are also prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

Violence Prevention and Weapons

The safety and security of Company employees is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business must immediately report the situation to their supervisor or the Human Resources Department.

The Company does not permit any individual to have weapons of any kind in Company property or vehicles, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons.

CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor, the Legal Department or the Ethics Helpline at 1-866-827-0592. We expect all Company employees to adhere to these standards.

Wesco is committed to continuous review and updating of our policies and procedures, including this Code. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved by the General Counsel.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.