

WEX INC.
TECHNOLOGY COMMITTEE CHARTER

A. Purpose

The purpose of the Technology Committee of the Board of Directors of WEX Inc. (the “Committee,” “Board” and “Company” respectively) is to:

- review and oversee the Company's overall strategic direction and investment in IT technology and to review and identify specific technology, innovation matters and risks, including product and process matters, that could have a significant impact on Company operations
- assist the Board and Audit Committee in their oversight of the Company’s management of risks regarding technology, data security, disaster recovery, and business continuity, including, but not limited to, risks in these four areas related to hardware, software, personnel, architecture, organizational structure, management, resource allocation, innovation, and research and development (collectively, Technology)
- assist with the Company’s executive management’s assessment and management of risks associated with Technology

For the avoidance of doubt, while the Committee will consider Technology risk in undertaking its actions, the purposes of the Committee shall not include: (i) the evaluation of the Company's financial performance or reporting, the controls relating to the Company's financial performance or reporting or any other functions that are the express functions of the Company's Audit Committee as set forth in the Company's Audit Committee Charter; or, (ii) the design of the Company’s enterprise risk management program.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time-to-time determine. In addition, the Chair of the Committee may request that a non-management director participate in meetings of the Committee depending on the characteristics of any particular circumstance the Company is considering. While that director is participating, he or she will be eligible for compensation but will not be eligible to vote.
2. Chair. Unless the Board of Directors elects a Chair of the Technology Committee, the Technology Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Committee members shall be as determined by the Board, under advice from the Compensation Committee, including retainers or meeting attendance fees.
4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Corporate Governance Committee and shall

serve until they are removed or their successors are appointed. The Board may remove members of such Committee from the Committee, with or without cause.

C. Authority and Responsibilities

The Committee shall discharge its following responsibilities with the understanding that the Board or Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards:

1. Review the Company's technology and innovation strategy and approach, including its impact on the Company's performance, growth and competitive position
2. Review and approve the Company's technology planning and strategy
3. Review significant technology and software investments and expenditures
4. Review software and payment technology trends that could significantly affect the Company and the segments in which it operates
5. Monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends
6. Receive reports from management concerning the Company's technology operations including, among other things, software development project performance, technical operations performance, technology architecture and significant technology capital and operating expenditure investments and approve related policies or recommend such policies to the Board for approval, as appropriate
7. Perform any other activities consistent with this charter, the Company's by-laws and governing law as the Board of Directors shall specifically delegate to the Committee

Notwithstanding anything in this charter, responsibility for the oversight of risks associated with technology, including risk assessment and risk management, shall remain with the Board and/or the Audit Committee of the Board as appropriate.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board, or the independent members of the Board as applicable.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

5. Independent Advisors. The Committee is authorized to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

Adopted: September 21, 2016