

WEX INC.
FINANCE COMMITTEE CHARTER

A. Purpose

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

- advise the Board and the Company’s management regarding potential transactions including strategic investments, mergers, acquisitions and divestitures and oversee debt or equity financings, credit arrangements, investments and other similar transactions as part of the Company’s business strategy (collectively referred to as “Transactions”) and the integration of such completed Transactions into the Company’s operations;
- make recommendations to the Board regarding more significant potential Transactions; and
- evaluate the Company’s capital structure and oversee policies governing its capital structure including, but not limited to, debt securitizations, dividend policies and share repurchases, consider events and actions that impact the Company's capital structure, and advise the Board and the Company’s management with respect to borrowing and equity practices (which are collectively referred to as "Capital Policies and Practices").

For the avoidance of doubt, while the Committee will consider 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 Chairman of the Committee may request that a non-management director participate in meetings of the Committee depending on the characteristics of any particular transaction 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 Finance Committee, the Finance 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. The Committee shall, as often as it deems appropriate, review with and advise management and the Board with respect to the Company's strategic business objectives, and the manner in which Transactions can contribute to the achievement of those objectives.
2. The Committee shall review with management contemplated significant Transactions.
3. The Committee may, as appropriate, make recommendations to the Board as to the advisability of (i) adopting, modifying or terminating Capital Policies and Practices, (ii) entering into a proposed Transaction, (iii) the manner and extent to which a Transaction is integrated into the Company's operations, (iv) modifying, terminating or extending any existing arrangement relating to or resulting from a particular Transaction, or (v) any other actions or matters related to Capital Policies and Practices and Transactions that are consistent with the purposes identified in this charter.
4. The Committee shall be available, as needed, to discuss with and advise members of management with respect to any Capital Policies and Practices and Transactions, in each case involving the Company or any of its subsidiaries. This assistance may include, from time to time, advice with respect to: (i) the underlying concept and the practical implementation requirements of proposed Capital Policies and Practices; (ii) the structure, timing or other terms or conditions of a proposed Transaction; (iii) the post-completion decisions relating to a Transaction, including but not limited to, the integration of such asset that is acquired in a Transaction; (iv) the post-mortem review of the Transaction in light of the original goals and strategy for such Transaction; (v) share repurchases; and, (vi) debt securitizations.

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.

Last Amended and Restated: May 13, 2016