

## WEX INC.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

#### A. Purpose

The purpose of the Corporate Governance Committee is to:

- advise the Board regarding appropriate composition of the Board and its committees;
- recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders;
- advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them; and
- perform such other functions as the Board may assign to the Corporate Governance Committee from time to time.

#### B. Structure and Membership

1. Number. The Corporate Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Corporate Governance Committee shall be independent as defined by such rules.
3. Chair. Unless the Board elects a Chair of the Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Corporate Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Corporate Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Corporate Governance Committee from such Committee, with or without cause.

## C. **Authority and Responsibilities**

### **General**

The Corporate Governance Committee shall assist the Board in carrying out the Company's Corporate Governance Guidelines (the "Guidelines") and monitor compliance by the Board and its committees with the Guidelines. The Corporate Governance Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management, in accordance with its business judgment.

### **Board and Committee Membership**

1. **Selection of Director Nominees.** Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. **Criteria for Selecting Directors.** The Board is responsible for approving criteria for selecting directors. The Corporate Governance Committee shall use such criteria and the principles set forth in the Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. **Change of Status.** If a director's principal employment responsibilities change and the director tenders his or her resignation from the Board in accordance with the Guidelines, the Committee shall recommend to the Board whether or not such resignation should be accepted.
4. **Search Firms.** The Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.

5. Selection of Committee Members. The Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board.

### **Corporate Governance**

6. Corporate Governance Guidelines. The Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval.
7. Shareholder engagement activities. The Corporate Governance Committee shall oversee shareholder engagement activities with respect to governance-related matters.

### **Evaluation of the Board**

8. Evaluation of the Board and its Committees. The Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board and shall see that each Committee conducts its own annual self-evaluation process (which may be combined with the Board's own self-evaluation process).
9. Additional Powers. The Corporate Governance Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

## **D. Procedures and Administration**

1. Meetings. The Corporate Governance 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 Corporate Governance 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 Corporate Governance Committee shall report regularly to the Board.
4. Charter. The Corporate Governance 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 Corporate Governance Committee is authorized, without further action by the Board, 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. Investigations. The Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Corporate Governance Committee shall evaluate its own performance.

**E. Succession of Senior Executives**

1. Succession Planning. The Corporate Governance Committee shall oversee an annual evaluation by the Board of succession planning for senior executives.

**F. Related Person Transactions**

1. Related Person Transactions. The Corporate Governance Committee shall review and approve the Company's policies and procedures for reviewing and approving or ratifying related person transactions (which are transactions within the scope of Item 404 of Regulation S-K), and, consistent with the Company's policies and procedures for reviewing and approving or ratifying related person transactions, the Corporate Governance Committee shall have the authority to review and approve or ratify such transactions.

**G. Code of Conduct**

1. Ethics. The Corporate Governance Committee shall monitor the functions of the Company's ethics program, including compliance with the Code of Business Conduct and Ethics, and shall periodically review and discuss describing ongoing projects, the status of communications and training programs, the status of pending compliance issues and other matters, as needed or advisable. The Corporate Governance Committee shall have direct communication with members of management, as needed.

**LAST AMENDED AND RESTATED: May 13, 2016**