



## WESCO DISTRIBUTION, INC.

### CODE OF BUSINESS ETHICS AND CONDUCT

It is the policy of WESCO to comply with all applicable laws, regulations and Company policies and to conduct its business in keeping with high moral, legal, ethical and financial reporting standards. WESCO's policies apply equally to Directors employees at all levels.

WESCO relies upon each individual within the organization to act with integrity, to use good judgment and to act appropriately in any given situation. Nevertheless, this Code of Ethics is published, updated and regularly distributed to help focus attention on areas of ethical risk, provide guidance to our personnel to help them to recognize and to deal with ethical issues and help to foster a culture of honesty, accountability and compliance.

All officers, managers and supervisors of WESCO are responsible for communicating and implementing these policies within their specific areas of supervisory responsibility. WESCO encourages employees to communicate violations or suspected violations of this Code of Business Ethics and Conduct (the "Code"), and will not tolerate any form of retaliation against individuals who in good faith report possible or suspected misconduct. The WESCO Ethics Committee has the authority to determine, in its sole discretion, remedial steps in situations involving actual or potential conflicts of interest.

In addition to the general requirements of Company policy, the following presents WESCO's policy on specific topics concerning business ethics and legal compliance.

#### **Conflicts of Interest**

WESCO's Directors, officers, and employees have a duty to be free of conflicting interests that might influence their decisions for WESCO. Consequently, our Directors, officers and employees are not permitted to maintain any conflict of interest with WESCO and should make every effort to avoid even the appearance of any such conflict. A "conflict of interest" occurs when an individual's private interest interferes – or even appears to interfere – in any way with WESCO's corporate interests. A conflict of interest can arise when Directors, officers or employees take actions or have interests that may influence their ability to perform his or her company work effectively, or when a Director, officer or employee, or a member of his or her family receives any improper personal benefit as a result of his or her position in the Company. Any Director, officer or employee who believes that he or she may have a potential conflict of interest must timely report his or her concerns to their immediate supervisor and submit a written "Exception to Policy" request to the email address: [ethics@wesco.com](mailto:ethics@wesco.com), or fax the request to (412) 454-2485. Exception to Policy requests shall be forwarded to each appropriate supervisor for review and shall be submitted to their Operating Executive or the Chief Financial Officer.

Amended and Restated on February 16, 2011<sup>1</sup>. This Code of Business Ethics and Conduct supersedes all prior versions of the Code of Business Ethics and Conduct.

Without limiting the general applicability of this Code's prohibition on conflicts of interest, WESCO's Directors, officers and employees shall note that:

- a. WESCO's dealings with goods and services providers, vendors, customers and other third parties should be based solely on what is in WESCO's best interest, without favor or preference to any other person or party, including close relatives; and
- b. WESCO employees who deal with or influence decisions of individuals or organizations seeking to do business with WESCO shall not own interests in or have other personal stakes in such organizations that might affect the decision-making process, actions, and/or the objectivity of such employee; and
- c. WESCO employees shall not do business with relatives (as defined in the Nepotism Policy) on behalf of WESCO unless expressly authorized in writing by the appropriate Vice President after the relationship with the relative has been disclosed. Employees must also disclose the existence of any personal or family relationships that could influence or be perceived to influence their ability to act in WESCO's best interest, or have the potential to do so; and
- d. Personal loans by WESCO to any employee or to members of their respective families, or any guaranty by WESCO of any such loans, are of special concern as potential sources of conflict and, as such, are strictly prohibited; and
- e. Unless approved in writing or as part of an approved sales promotion or performance incentive program, WESCO Directors, officers and employees, while representing WESCO, shall not accept or attempt to accept costly entertainment or gifts from third parties connected with WESCO or its business or with whom WESCO directly or indirectly does, has, or is seeking to do business. The following direct and indirect forms of compensation are strictly prohibited:
  - 1) separate individual payment or commission arrangements;
  - 2) personal loans or services;
  - 3) excessive entertainment and travel; and
  - 4) gifts of more than nominal value.

Where such gifts are unavoidable because of local custom, they should be reported to the appropriate Vice President, who may consult with the Ethics Committee on such matter, for a determination whether, or to the extent to which, they may properly be accepted and/or considered the personal property of the recipient; and

- f. Employees are prohibited from (a) taking for themselves personally or for family relations or any third party, opportunities that properly belong to WESCO or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with WESCO. Employees owe an individual duty to WESCO to advance its legitimate interests when the opportunity to do so arises.

### **Corporate Opportunities**

Each of our Directors, officers and employees owes a personal duty to WESCO to advance WESCO's legitimate business interests whenever the opportunity so arises. No Director, officer or employee is permitted under any circumstances to (a) compete with WESCO in any manner, or (b) utilize confidential information or pursue for themselves personally any opportunity that would otherwise be appropriate for WESCO to pursue. At all times, WESCO will retain the rights and privileges associated with inventions, patents, copyright works, computer programs, trademarks or other intellectual property developed by employees while working for the Company.

### **Confidentiality**

It is imperative that all WESCO Directors, officers and employees safeguard confidential information. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, including, but not limited to, information regarding transactions contemplated or engaged in by WESCO, and any confidential information relative to WESCO's finances, business, computer files, employees, present and prospective customers, suppliers and stockholders.

### **Fair Dealing**

All WESCO Directors, officers and employees shall endeavor under all circumstances to deal fairly with our employees, customers, suppliers and competitors. No Director, officer or employee of WESCO shall take unfair advantage in the context of his or her position with WESCO of any other person or entity through manipulation, concealment, abuse of confidential information, misrepresentation of material fact or any other unfair-dealing practice.

### **Protection and Proper Use of WESCO Assets**

All of WESCO's Directors, officers and employees should endeavor at all times to protect Company assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on WESCO's profitability. Corporate assets should be used only for legitimate business purposes and in a responsible and efficient manner. All of WESCO's Directors, officers and employees must comply with the Levels of Authority which establish the limits of authorization for business responsibilities and spending.

### **Compliance with Laws and Regulations**

WESCO, its Directors, officers and employees shall comply with all laws and regulations applicable to its business, including, but not limited to, the following:

- a. **Antitrust** – This specifically includes antitrust and related laws designed to protect against illegal restraint of competition. WESCO and its Directors, officers and employees shall not engage or attempt to engage in agreements with competitors or suppliers to fix or illegally discriminate in pricing, or participate or attempt to participate in any form of bid rigging.

- b. **Insider Information** – All WESCO Directors, officers and employees must comply with WESCO’s Insider Trading Policy. No Director, officer or employee of WESCO may in any manner use his or her position with WESCO or any information obtained in connection therewith for his or her personal gain. Directors, officers and employees must not disclose or use or attempt to disclose or use confidential material or “insider” information to further their own interests or for personal gain, economic or otherwise. “Material insider information” is non-public information that could affect the market price of WESCO stock or influence investment decisions. “Material information” is undisclosed until it has been publicly disclosed through a media press release or some other form of general public disclosure and the marketplace has had time to “digest” the disclosure. WESCO Directors, officers and employees are prohibited from disclosing or using for personal gain such information, and are urged to avoid even the appearance of having disclosed or used non-public information in any manner. Using or sharing material non-public or “insider” information may, in some instances, constitute a violation of criminal and/or civil law.

Two simple rules can protect you in this area: (1) don’t use material non-public information for personal gain, and (2) don’t pass along such information to someone else who has no need to know.

- c. **Applicability of United States Laws and Ethical Standards to Foreign Activities** – WESCO is a United States Corporation. The Company must guard against actions taken outside the country, whether by non-U.S. personnel or by U.S. personnel operating internationally which may be in conformance with local laws and customs, but are not permissible under American standards of conduct. All employees of WESCO, regardless of their location, must comply with the U.S. Foreign Corrupt Practices Act, which generally prohibits U.S. companies and citizens, foreign companies listed on a U.S. stock exchange, or any person acting while in the United States, from corruptly paying or offering to pay, directly or indirectly, money or anything of value to a foreign official to obtain or retain business. Accordingly, in instances where U.S. laws, regulations and standards relating to ethical conduct are more restrictive than those of a particular locality outside of the United States, conduct related to Company business shall be governed by the more restrictive U.S. standards. Instances where local customs or regulations are not as restrictive as the U.S. standards must be approved in advance by the respective Operating Vice President of WESCO, Legal Counsel or CFO. Employees must conform their conduct to that of any jurisdiction where the Company carries on business. Whenever an employee is in doubt about the application or interpretation of any legal requirement(s), the employee shall refer the matter to his or her supervisor who, if necessary, shall seek the advice of WESCO’s Corporate Counsel.
- d. **Export Restrictions** – From time to time, the U.S. Federal Government imposes absolute prohibitions against doing business with certain countries or people of firms in certain countries, called embargoes. In addition, less stringent restrictions, such as obtaining advance permission from the government through an export license, are required prior to sending product to

or through certain other designated countries. These laws apply not only to WESCO and its employees in the U.S., but also to its employees, officers and subsidiaries everywhere in the world. These prohibitions and restrictions change frequently, and are complex and may require interpretation by WESCO's lawyers. The consequences of violations can be severe for WESCO and employees. Contact WESCO's Legal Department for guidance.

- e. **Government Contracting** – All individuals must comply with all applicable laws and Company policies that pertain to their duties and responsibilities. There are a number of principles that are fundamental and apply to all persons when bidding, pricing, negotiating and performing government contracts, including sales to government contractors. It is a violation of the law and Company policy to make or cause to be made to the government a false or fraudulent statement or a false claim for payment, whether orally or in writing. This includes bids, proposals, requests for payment or any other documents of any kind that contain false, fictitious or fraudulent information. Data submitted must be accurate, with estimates being clearly identified as such. Certifications of fact should be made only upon a good faith inquiry and an informed belief that the certification is correct.

### **Illegal or Unethical Payments**

WESCO does not permit illegal, improper, corrupt or unethical payments to be made in cash, property or services by or on behalf of WESCO in order to secure or retain or attempt to secure or retain any business or other advantage including, but not limited to, payments to any employee of a WESCO customer or WESCO supplier for the purpose of influencing that employee's actions with respect to his or her employer's business. Such payments likely constitute a crime in most U.S. and foreign jurisdictions. In jurisdictions where they are not so considered, such payments shall be regarded by WESCO as unethical payments and are prohibited. All sales agents and representatives of WESCO are specifically required to follow the provisions of this Code in their dealings on behalf of WESCO and seek to avoid even the appearance of questionable activity. Remember, even legitimate payments can appear suspicious when handled outside normal business channels and practices. You should consult with the Legal Department if you have any questions or concerns.

- a. **Public Officials** – Reasonable business entertainment, such as lunch, dinner or occasional athletic or cultural events may be extended to government officials, but only where permitted by United States and local law and in conformity with prevailing local custom, and where such contact would not compromise the integrity or impugn the reputation of any public official, employee, WESCO or its affiliates. Any participation, whether directly or indirectly, in any bribes, kickbacks, improper profit-sharing arrangements, illegal gratuities, indirect contributions, improper inducements or similar improper payments to any public official either directly or indirectly is expressly forbidden, notwithstanding that they might further the business interests of WESCO. When representing WESCO, our contacts with governmental officials and personnel, both in the US and abroad, must comply

with all applicable laws and regulations and be consistent with legal and ethical business practices so as to avoid even the appearance of impropriety or improper influence.

- b. **Customers and Others** – Business entertainment that is reasonable in nature, frequency, cost, lawful and in conformance with local customs is permitted, as is the presentation of modest gifts in instances where such are customary. However, customers or vendors should never be placed in a position where he/she may feel obligated to provide a business courtesy or personal favors in order to do business or continue to do business with WESCO. In some limited circumstances, as part of an approved WESCO-hosted event or sponsorship program, the reasonable cost of travel and accommodation associated with hosting WESCO business partners may be paid by WESCO where there is a clear business case to do so. No clear guidelines define the point at which social courtesies escalate, and may be regarded as improper or unethical payments. Extreme care must be taken in this regard. The guiding principle in this area is good judgment and whether the matter, if disclosed, is reasonably likely to cause embarrassment for the employee or for WESCO. In all instances which are questionable, the employee shall seek approval from his or her supervisor or the Company’s Legal Department.
- c. **Form of Payments of Amounts Due Agents, Representatives and Others** – All payments for commissions or other similar obligations are to be paid by a WESCO check or draft, bank wire transfer or other authorized means, and shall, in each case, be made payable to the order of the recipient or his authorized agent. The use of currency or other forms of “cash” payments is not acceptable and shall be forbidden under this Code.

### **Accounting and Financial Reporting Standards**

WESCO will comply with Generally Accepted Accounting Principles for entries on WESCO’s books and records. Employees must document and record all transactions in accordance with WESCO’s internal control procedures and in compliance with all applicable accounting principles, laws, rules and regulations. Entries will be properly authorized, complete and accurate and will reflect the transactions to which they relate.

No false, artificial, misleading, deceptive or incomplete entries shall be made for any reason. No employee of WESCO shall provide false information to, fraudulently influence, coerce, manipulate or otherwise mislead WESCO’s independent or internal auditors.

Bank and other fiscal accounts shall be fully accounted for and accurately described in WESCO’s records.

### **Media Inquiries**

Occasionally, Directors, officers and employees may receive an inquiry from a media representative requesting information or comment on some aspect of WESCO’s affairs. WESCO Directors, officers and employees shall not comment on any inquiry from the

media, no matter how innocuous the inquiry may appear. Any such questions must be referred to Investor Relations.

### **Political Activities**

Employees are encouraged to participate in political activities as they see fit, on their own time and at their own expense. WESCO will not compensate or reimburse employees for such activities. Employees must be careful to make clear that they do not represent WESCO as they participate in the political process. Employees planning to seek or accept a public office, must notify their manager or supervisor in advance to discuss whether the official duties might affect their work so as to minimize any adverse impact on their job.

Contributions to political parties, candidates for public office or elected officials are prohibited. Furthermore, no corporate asset, including, but not limited to, WESCO funds, goods or services may be used without such prior written approval to support any organization whose political purpose is to influence the outcome of a referendum or other vote of the electorate on public issues.

### **Discipline**

Any employee who violates or attempts to violate this Code or any other formal policies and/or procedures of WESCO may be subject to disciplinary action, up to and including termination.

### **Periodic Review and Revision**

Management reserves the right to amend and revise this Code in its sole discretion. Employees will be promptly apprised of any changes to the policies, procedures and obligations set forth herein.

### **Reporting Obligation**

It is the responsibility of each WESCO employee who has knowledge of any violation of this Code, misappropriation of funds, activities that may be of an illegal nature, or other incidents involving Company loss, waste, and abuse or other violations of this Code to report, in good faith, the situation to Internal Audit by calling the Teletip Hotline at 1-866-873-2376 or emailing [ethics@wesco.com](mailto:ethics@wesco.com). WESCO's Whistleblower Policy describes the procedure for the reporting and investigation of allegations of improper conduct and employee protections against retaliation for engaging in protected disclosures. A copy of WESCO's Whistleblower Policy is attached.

Every employee has a duty to adhere to all of WESCO's statements and policies as well as this Code, and to report any suspected violations. WESCO employees must follow all corporate by-laws, policies and other corporate requirements and directives of WESCO. Policies and directives of WESCO's various corporate groups and units must also be regarded as complementary to WESCO's general policies and this Code. Failure to comply with this Code and all of WESCO's other statement and policies may lead to disciplinary action being taken, including termination of employment. Managers, officers, Directors

and trustees may also be subject to disciplinary action if they condone misconduct or do not demonstrate the appropriate leadership to ensure compliance with the Code.

Any employee who becomes aware of a violation or possible violation of this Code or any of WESCO's statements and policies must report that information immediately to his or her supervisor or to Internal Audit.

An employee may report questionable accounting or auditing matters, on an anonymous basis, by addressing a written submission to Internal Audit.

WESCO will not permit any form of retaliation (including discharge, demotion, suspension, threats, harassment or any other form of discrimination) against an employee who has truthfully and in good faith:

- reported violations of this Code; or
- lawfully provided information or assistance in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of applicable securities laws or applicable federal laws relating to fraud against shareholders; or
- filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws or applicable federal laws relating to fraud against shareholders; or
- provided a law enforcement officer with truthful information regarding the commission or possible commission of a federal offense, unless the individual reporting is one of the violators; or
- participated in internal investigations.

This Code and all of WESCO's policies are not replacements for individual judgment determination of "the right thing to do." If you are in doubt about a business conduct situation, ask yourself the following questions:

**Is it legal?**

**Does it violate WESCO Code?**

**Is it fair and just? How would it look in a newspaper article?**

If you are unsure about what to do, ask questions and keep asking until you are certain that you are doing the right thing.

ATTACHMENT:

WESCO Distribution, Inc. Whistleblower Policy



## **WESCO INTERNATIONAL, INC. WHISTLEBLOWER POLICY**

This policy applies to the Directors and employees of WESCO International, Inc. and its subsidiaries (collectively, the "Company"). The Company is committed to fostering and maintaining an environment where employees can act without fear of retaliation. In this spirit, employees are encouraged to disclose any wrongdoing that may adversely impact the Company, our investors, our customers, suppliers or the public at large. The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of retaliation, punishment or unfair treatment. This policy is meant to be an open door policy. It is designed to provide an avenue for employees to raise concerns about violations of the Code of Business Ethics and Conduct or other wrongdoing with someone who can address them properly, prior to seeking resolution outside of the Company.

This policy is designed to establish guidelines to deal with employees involved in the disclosure of wrongdoing. Additionally, this policy sets forth a process regarding reported acts of wrongdoing and provides for protection against retaliation.

Procedures include: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Adverse employment action may not be taken against an employee in retaliation for:

- Any disclosure of wrongdoing made in good faith
- Providing information or causing information to be provided in an investigation conducted by any state or federal regulatory agency or authority, or person at the Company with supervisory authority over the employee, regarding any conduct the employee in good faith believes constitutes a violation of federal securities laws regarding securities fraud, any rule or regulation of the Securities and Exchange Commission or any provision of federal law relating to fraud against the Company's shareholders.
- Refusing to carry out a directive that the employee believes in good faith to be wrongdoing
- Participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

## **Definitions**

1. Good Faith: Good faith is evident when, for example, the disclosure is made without malice or consideration of personal benefit and the employee has reasonable cause to believe the report is true. Good faith is lacking when, for example, by way of illustration and not limitation the disclosure is known to be malicious, false or frivolous.
2. Wrongdoing: Examples of wrongdoing include, but are not limited to, fraud or material deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company, fraud or material deliberate error in the recording and maintaining of financial records of the Company, material noncompliance with the Company's internal accounting controls, misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company, misappropriation of funds, violation of laws and regulations, unethical behavior or practices, endangerment to public health or safety and negligence of duty. Includes any gain realized for personal as well as the "company's" benefit.
3. Employment Action: Examples of employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, denial of compensation and privileges as a result of the employee's report of wrongdoing, or any manner of discrimination against an employee in the terms and conditions of employment because of any other lawful act done by the employee.

The presumption of the policy is that employees will make disclosures without intent to falsely accuse. An employee who knowingly makes statements or disclosures that are not in good faith shall be subject to disciplinary action up to and including termination.

## **Reporting Responsibility and Disclosure**

The Company's Code of Business Ethics and Conduct requires Directors and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the responsibility of each Director and employee to comply with the Code of Business Ethics and Conduct and to report in good faith any suspicion or knowledge of misappropriation of funds, activities that may be of an illegal or improper nature, or other incidents involving company loss, waste, or abuse. Any employee who becomes aware of any wrongdoing is encouraged to make the disclosure as soon as possible by contacting the Director of Internal Audit. If the Director of Internal Audit is not available or in the event the act of wrongdoing concerns the Director of Internal Audit, his/her immediate subordinates or the Chief Financial Officer, the report of wrongdoing should be directed to the Vice President, Legal Affairs. If an employee believes he or she has been personally involved in an act of wrongdoing, he or she is expected to self-report. Acts of wrongdoing may be disclosed as follows:

- In writing by mail or e-mail

- Via telephone call
- In person

The Director of Internal Audit can be contacted as follows:

Director Internal Audit  
 WESCO Distribution, Inc.  
 Suite 700  
 225 West Station Square Drive  
 Pittsburgh, PA 15219  
 Phone: 412-454-2287  
 Fax: 412-222-7387  
 Email:  
[aduganier@wesco.com](mailto:aduganier@wesco.com)

The Vice President, Legal Affairs can be contacted as follows:

Vice President, Legal Affairs  
 WESCO Distribution, Inc.  
 Suite 700  
 225 West Station Square Drive  
 Pittsburgh, PA 15219  
 Phone: 412-454-4878  
 Fax: 412-222-7304  
 Email: [dlazzaris@wesco.com](mailto:dlazzaris@wesco.com)

In the event the act of wrongdoing concerns the Director of Internal Audit, his/her immediate subordinates or the Chief Financial Officer, the report of wrongdoing should be disclosed to the Vice President, Legal Affairs. Such reports can also be disclosed directly to the Chair of the Audit Committee of the Board of Directors.

Contact information for the Audit Committee Chairman is as follows:  
[auditchairman@wesco.com](mailto:auditchairman@wesco.com)

The Director of Internal Audit or his/her designee will maintain a log of all reports, including the reports made to the Tele-Tip Hotline, and will track their receipt, investigation and resolution. The Director of Internal Audit will provide summary reports thereof to the Audit Committee. The Director of Internal Audit will also review the log with the Vice President, Legal Affairs. Reports received directly by the Vice President, Legal Affairs, will be reported promptly to the Director of Internal Audit, unless they concern the Director of Internal Audit, his/her immediate subordinates or the Chief Financial Officer, in which case they will be reported directly to the Chair of the Audit Committee. Complaints relating to accounting or auditing matters will be reviewed under Audit Committee direction and oversight by the Director of Internal Audit, the Vice President, Legal Affairs or such other persons as the Audit Committee determines to be appropriate.

### **Confidentiality**

Except as otherwise provided below with respect to confidential anonymous submissions by employees of concerns regarding questionable accounting, auditing or internal accounting control matters (see below), the name or identity of any employee who discloses in good faith shall not be revealed to anyone other than members of the department contacted unless:

- (a) Prior written consent of the employee is obtained or
- (b) If confidentiality would impede a thorough and effective investigation.

In addition to the other procedures set forth herein, the Company has established procedures by which employees and persons other than employees may make confidential and anonymous submission of concerns regarding questionable accounting or auditing matters. Persons wishing to make such a confidential and anonymous submission should contact the Teletips Hotline at 1-866-873-2376 or the e-mail address [ethics@wesco.com](mailto:ethics@wesco.com) that has been established for this purpose.

### **Complaints of Retaliation**

Any individual who in good faith reports any suspected violations will not be subject to retaliation. Claims of acts of retaliation should be submitted to the Vice President, Legal Affairs or the Director of Internal Audit who will initiate a confidential investigation.

In accordance with applicable law, this anti-retaliation provision also applies to other employees who are protected due to their connection with the reporting employee, such as the reporting employee's spouse, fiancé or family member.

- This policy is not a substitute for claims of violations of the Company's Equal Employment Opportunity (EEO) policy (i.e., complaints of alleged discrimination or harassment, etc.).
- Employees who disclose acts of wrongdoing can and should be held to general job performance standards and are not protected from their own wrongdoing (i.e., poor job performance, misconduct violations, etc.).
- This policy does not protect an employee against whom legitimate adverse employment actions have been taken due to poor job performance or misconduct.
- Questions about this policy or reporting procedures should be directed to the Director of Internal Audit, or Vice President, Legal Affairs.