



EXECUTIVE OFFICER EQUITY OWNERSHIP GUIDELINE

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History:

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*Materials changes to this document require WEX Inc. Board of Directors approval, which must be evidenced in PolicyTech by WEX Inc. corporate officer.

Copies of this document are for reference only. Please see the latest version in PolicyTech.

Introduction

The purpose of these guidelines is to encourage the officers of WEX Inc. (together with any and all subsidiaries formed or acquired in the future) (the "Company" or "WEX"), to maintain ownership interests in WEX. When used in these guidelines, the term "Officers" shall mean those employees who are identified as the chief executive officer; officers reporting to the chief executive officer; any senior vice president; or, vice president as designated by the WEX Board of Directors. These guidelines shall be administered by WEX's human resources department under the direction of the Compensation Committee of the Company's Board of Directors ("Compensation Committee").

Applicability

This guideline applies to all Officers of WEX Inc.

Guidelines for Equity Ownership

- Officers are expected to achieve and maintain ownership of Equity (as defined below) equal to: five (5) times base salary, in the case of the chief executive officer; three (3) times base salary, in the case of officers reporting to the chief executive officer; one and one-half (1.5) times base salary, in the case of senior vice presidents (not reporting to the chief executive officer); and one-half (0.5) times base salary in the case of vice presidents ("Ownership Level(s)").
- The term "Equity" shall refer to shares of the Company's common stock, unvested restricted stock units (counted at half of their value) and ownership interests in the WEX Common Stock Fund held in an officer's Employee Savings Plan account.
- Base Salary and compliance with these guidelines shall be determined annually on July 31 (the "Determination Date").
- With respect to the value of Equity, such value shall be measured using the average closing stock price for the three month period ending on July 31.
- An Officer will be deemed to have satisfied the Ownership Level if the fair market value of such Equity equals or exceeds the applicable Ownership Level on the Determination Date.



- Officers above the level of vice president are expected to make substantial progress towards and achieve their prescribed Ownership Level five (5) years following their initial Determination Date. Officers at the vice president level are expected to make consistent progress toward their prescribed Ownership level; however, there is no defined timeframe in which they must meet their prescribed Ownership level.
- Until the applicable Ownership Level is achieved, an Officer must retain fifty percent (50%) of the net after tax number of shares of common stock received following the vesting or exercise, as the case may be, of any performance-based restricted stock unit; restricted stock unit; or, stock option that was granted to the Officer following January 1, 2015.
- The Compensation Committee will periodically review each Officer's progress toward the achievement of the applicable Ownership Level. If an Officer is not making sufficient progress in striving to meet the Ownership Level, the Compensation Committee may, in its sole discretion, take any remedial action necessary to encourage the Officer to increase his or her Ownership Level.
- Under certain circumstances of financial hardship, the Compensation Committee may consider exceptions to these guidelines on a case-by-case basis. Only the Compensation Committee may grant an exception to these guidelines. The full Board of Directors will be informed of all exceptions.
- These guidelines may be amended or repealed at any time by the Compensation Committee in its sole discretion. The Compensation Committee may, among other actions:
 - Increase or decrease the Ownership Level of any officer at any time
 - Designate additional officers as subject to these guidelines
 - Add or remove certain types of equity holdings from those WEX securities that are used to determine if an officer has met the applicable Ownership Level
- A description of these guidelines shall be included in WEX's annual proxy statement.

Contacts

Questions related to this procedure, or its interpretation, should be directed to:

Human Resources

humanresources@wexinc.com

The WEX employee responsible for interpretation and administration of this procedure is the Dir, Global Total Rewards.

Related Policies, Procedures, Guidelines and other Resources

[Non-Employee Director Equity Ownership Guideline](#)