



## EXECUTIVE OFFICER EQUITY OWNERSHIP GUIDELINE

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<small>*Materials changes to this document require approval by a committee of the WEX Inc. Board of Directors, which must be evidenced in PolicyTech by a WEX Inc. corporate officer.</small>	

**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. (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 and designated by the Company’s Board of Directors as “executive officers” of the Company in accordance with Rule 3b-7 of the Securities Exchange Act of 1934, as it may be amended from time to time. These guidelines shall be administered by WEX’s human resources department under the direction of the Leadership Development and 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 Equity ownership (“Ownership Levels,” as defined below) as follows:
  - Chief Executive Officer (CEO) - equal to six (6) times annual base salary,
- All other Officers - three (3) times annual base salary. The term “Equity” shall refer to shares of the Company’s common stock and unvested restricted stock units (counted at half of their value).
- 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 WEX Inc. closing stock price for the three (3) month period beginning on May 1 (or if May 1 is not a trading day, the first trading day in May) and ending on July 31 (or if July 31 is not a trading day, the last trading day during the month of July). The amount of Equity that must be held to comply with the Guidelines will be determined on the Determination Date.
- An Officer will be deemed to have satisfied the applicable Ownership Level if the fair market value of such Equity equals or exceeds the applicable Ownership Level on the Determination Date. Once an individual meets the applicable Ownership Level, any subsequent decrease in the share price will not impact compliance prior to the next Determination Date.



- Officers are expected to make substantial progress towards and achieve their prescribed Ownership Level five (5) years following their initial Determination Date. .
- 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; market share unit; or stock option that was granted to the Officer following January 1, 2015. The Company will consider any request by an Officer to trade shares of Company common stock in accordance with this requirement as well as other applicable Company policies.
- 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 applicable Ownership Level of any Officer level at any time;
  - Designate additional individuals as subject to these guidelines; and
  - 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:

[Employee Service Portal](#) > Human Resources > [Policies and Procedures](#).

The WEX employee responsible for interpretation and administration of this procedure is the Director, Global Compensation.

## Related Policies, Procedures, Guidelines and other Resources

Non-Employee Director Equity Ownership Guideline