

WEX INC.
LEADERSHIP DEVELOPMENT AND
COMPENSATION COMMITTEE CHARTER

A. Purpose

The purpose of the Leadership Development and Compensation Committee of the Board of Directors of WEX Inc. (the “Committee,” “Board,” and “Company,” respectively) is to discharge the responsibilities of the Board relating to performance and compensation of the Company’s executive officers, to review and administer other incentive compensation programs, and to oversee strategy related to Human Capital.

B. Structure and Membership

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of the New York Stock Exchange, each member of the Committee shall be “independent” as defined by the applicable rules of the New York Stock Exchange. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.
3. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.
4. Compensation. The compensation of Committee members shall be as determined by the Board, under advice from the Committee, including retainers or meeting attendance fees.
5. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. The Board may remove members of the Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

Compensation Matters

1. **Establish Compensation Programs.** The Committee shall set the overall compensation strategy and compensation policies for the Company's executive officers and directors. The Committee shall have the authority to determine the forms and amount of compensation appropriate to achieve the Company's strategic objectives, including salary, bonus, incentive or performance-based compensation, and equity awards. The Committee shall review its compensation strategy annually to confirm that it supports the Company's objectives and shareholders' interests.
2. **CEO Compensation and Evaluation.** The Committee shall, either as a Committee or together with the other independent directors (as directed from time to time by the Board), (i) annually review and approve corporate and individual goals and objectives relevant to the CEO's compensation, (ii) evaluate the CEO's performance in light of those goals and objectives and (iii) annually determine and approve the CEO's compensation taking into account this evaluation.
3. **Compensation of Other Executive Officers.** The Committee shall annually review and approve, or make recommendations to the Board with respect to, compensation of the Company's executive officers (other than the CEO).
4. **Evaluation of Executive Officers & Succession Planning.** The Committee shall periodically review the performance of the Company's executive officers against the Company's current strategic objectives. The Committee shall oversee an annual evaluation by the Board of succession planning for the Company's executive officers, including the CEO, which shall include transitional leadership in the event of an unplanned vacancy.
5. **Plan Recommendations and Approvals.** The Committee shall periodically review and make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to approval by the Board. In addition, in the case of any plans or amendments adopted pursuant to an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, the Committee, or a majority of the Company's independent directors, shall approve such plans or amendments.
6. **Administration of Plans.** The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this Charter or a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a given equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the

Company who are not directors or executive officers of the Company. The Committee, or a majority of the Company's independent directors, shall approve all equity compensation grants that are made in reliance on an exemption from the shareholder approval requirements of Section 303A.08 of the NYSE Listed Company Manual, including those for inducement grants.

7. Director Compensation. The Committee shall periodically review and make recommendations to the Board with respect to director compensation and related guidelines, including those for the non-executive directors, consistent with the Company's Corporate Governance Guidelines.
8. Review and Discussion of Compensation Discussion and Analysis; Recommendation to the Board. The Committee shall review and discuss annually with the Company's management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C. As part of this review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act.
9. Say-on-Pay Frequency. At least every six years or more frequently as appropriate, the Committee shall make a recommendation to the Board of Directors regarding the frequency with which the Company will conduct a say-on-pay vote.
10. Compensation Committee Report. The Committee shall prepare the annual committee report required by Item 407(e)(5) of Regulation S-K.
11. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel, and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other advisor, only after taking into consideration, as applicable, all factors relevant to that person's independence from management, including the factors specified in NYSE Rule 303A.05(c)(iv), which will be reviewed on an annual basis.
12. Monitoring Compensation-Related Risk Exposures. The Committee shall oversee an annual risk assessment of the Company's compensation programs, including any incentive plans.
13. Compensation-Related Policies. The Committee shall oversee and monitor other compensation-related policies and practices of the Company, including (i) compliance by management with rules regarding equity-based compensation

plans for employees pursuant to the terms of such plans, and the guidelines for issuance of awards as the Board or Committee may establish and (ii) any of the Company's clawback policies and procedures (in coordination with the Audit Committee, as appropriate).

14. Human Capital Review. The Committee shall periodically review the Company's human capital strategies and initiatives to ensure the Company is seeking, developing, and retaining critical talent appropriate to the Company's needs.
15. Employment agreements, Severance and CIC payments. The Committee shall review and approve any new or materially amended employee, severance or change in control agreements, plans or provisions, and any other compensatory arrangements as the Committee determines is appropriate with current or prospective executive officers of the Company.
16. WEX Health & Welfare Benefits. The Committee shall review, on a periodic basis, a summary report of the Company's employee health and welfare benefit plan. In this regard, the Committee's role is one of general awareness and the Committee shall not act as fiduciary with respect to any such benefit plan or program. Regular administration of employee benefit plans shall be performed by Company management.
17. Stock Ownership Guidelines. The Committee shall determine stock ownership guidelines for the executive officers (including the Chief Executive Officer) and the Board and monitor compliance with such guidelines.
18. Additional Powers. The 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 Committee shall meet as often as it deems necessary in order to perform its responsibilities, but no less than four (4) times per fiscal year. Provided that notice of the meeting is given or waived by all members of the Committee in accordance with the Company's By-Laws, a majority of the Committee will constitute a quorum for the transaction of business. When the Committee consists of only two members, the presence or vote of both members constitutes a majority. Members of the Committee may participate in a meeting of the Committee by conference call (video or telephone) or similar communications equipment by means of which all persons participating in the meeting can hear each other. 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 as it deems appropriate from time to time under the circumstances (including (i) a subcommittee consisting of a single member and (ii) a subcommittee consisting of at least two members, each of whom qualifies as a "non-employee director," as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the

rules and regulations thereunder).

3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
5. Committee Authority. The 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.
6. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

LAST AMENDED AND RESTATED: May 14, 2026