

WEX INC.
AUDIT COMMITTEE CHARTER

A. Purpose

The purpose of the Audit Committee of the Board of Directors of WEX Inc. (the “Committee,” “Board,” and “Company,” respectively) is to assist the Board of Directors’ oversight of:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements;
- the independent registered public accounting firm’s qualifications and independence; and
- the performance of the Company’s internal audit function and independent registered public accounting firm;
- and to prepare an audit committee report as required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

B. Structure and Membership

1. Number. Except as otherwise permitted by the applicable rules of the New York Stock Exchange (“NYSE”), the Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable rules of the NYSE, each member of the Committee shall be “independent” as defined by such rules and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). 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. Financial Literacy. Each member of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. Unless otherwise determined by the Board (in which case disclosure of such determination shall be made in the Company’s annual report filed with the SEC), at least one member of the Committee shall be an “audit committee financial expert” (as defined by applicable SEC rules).
4. 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.

5. Compensation. The compensation of Committee members shall be as determined by the Board, under advice from the Leadership Development and Compensation Committee, including retainers or meeting attendance fees. No member of the Committee may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.
6. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee. Unless otherwise determined by the Board that such service would not impair the ability of such member to effectively serve on the Committee (in which case disclosure of such determination shall be made in accordance with applicable NYSE rules), no member of the Committee may serve on the audit committee of more than two other public companies. The Board may remove members of the Committee from such Committee, with or without cause.

C. **Authority and Responsibilities**

General

The Audit Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the independent registered public accounting firm, in accordance with its business judgment. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company and for establishing and maintaining adequate internal control over financial reporting. The independent registered public accounting firm is responsible for auditing the Company's financial statements and the Company's internal control over financial reporting and for reviewing the Company's unaudited interim financial statements. The authority and responsibilities set forth in this Charter do not reflect or create any duty or obligation of the Committee to plan or conduct any audits, to determine or certify that the Company's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the independent registered public accounting firm's reports.

Oversight of Independent Registered Public Accounting Firm

1. Selection. The Committee shall be directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the

independent registered public accounting firm. The Committee may, in its discretion, seek stockholder ratification of the independent registered public accounting firm it appoints. Whenever there will be a change in the audit engagement partner, whether due to scheduled rotation under auditor independence rules or otherwise, the Committee shall be involved in the process for evaluating the new audit engagement partner.

2. Independence. At least annually, the Committee shall assess the independent registered public accounting firm's independence. In connection with this assessment, the Committee shall obtain and review a report by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Company, including the written disclosures and letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the registered public accounting firm's communications with the Committee concerning independence. The Committee shall engage in an active dialogue with the independent registered public accounting firm concerning any disclosed relationships or services that might impact the objectivity and independence of the independent registered public accounting firm.
3. Quality-Control Report. At least annually, the Committee shall obtain and review a report by the independent registered public accounting firm describing:
 - the firm's internal quality-control procedures; and
 - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
4. Compensation. The Committee shall be directly responsible for setting the compensation of the independent registered public accounting firm. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of the independent registered public accounting firm established by the Committee.
5. Preapproval of Services. The Committee shall be authorized to preapprove all audit services to be provided to the Company, whether provided by the independent registered public accounting firm or other auditors and all other permitted services (review, attest and non-audit) to be provided to the Company by the independent registered public accounting firm; provided, however, that de minimis permitted non-audit services may instead be approved in accordance with applicable NYSE and SEC rules. The Company's independent registered public accounting firm is not authorized to provide any prohibited non-audit services (as defined in Rule 2-01(c)(4) of Regulation S-X) to the

Company. The Chair of the Committee has the authority to preapprove any permitted services on behalf of the Committee and shall report such approval to the full Committee at the next scheduled meeting of the Committee.

6. Oversight. The independent registered public accounting firm shall report directly to the Committee, and the Committee shall be directly responsible for oversight of the work of the independent registered public accounting firm, including resolution of disagreements between Company management and the independent registered public accounting firm regarding financial reporting. In connection with its oversight role, the Committee shall, from time to time as appropriate:

- receive and consider the reports and other communications required to be made by the independent registered public accounting firm regarding:
 - critical accounting policies and practices;
 - alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with Company management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm;
 - other material written communications between the independent registered public accounting firm and Company management; and
 - all other matters required to be communicated by the independent registered public accounting firm to the Committee by the applicable requirements of the PCAOB.
- review with the independent registered public accounting firm:
 - any audit problems or difficulties the independent registered public accounting firm encountered in the course of the audit work and management's response, including any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information and any significant disagreements with management;
 - major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection

with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

- any recent SEC comments on the Company's SEC reports, including in particular any unresolved or future-compliance comments;
- accounting for unusual transactions; and
- the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

Audited Financial Statements

7. **Review and Discussion**. The Committee shall meet to review and discuss with the Company's management and independent registered public accounting firm the Company's audited financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the matters required to be discussed by the applicable requirements of the PCAOB and SEC.
8. **Recommendation to Board Regarding Financial Statements**. The Committee shall consider whether it will recommend to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.
9. **Audit Committee Report**. The Committee shall prepare an annual committee report for inclusion where necessary in the proxy statement of the Company relating to its annual meeting of security holders.

Review of Other Financial Disclosures

10. **Independent Registered Public Accounting Firm Review of Interim Financial Statements**. The Committee shall direct the independent registered public accounting firm to use its best efforts to perform all reviews of interim financial information prior to disclosure by the Company of such information and to discuss promptly with the Committee and the Chief Financial Officer any matters identified in connection with the independent registered public accounting firm's review of interim financial information which are required to be discussed by applicable auditing standards. The Committee shall direct management to advise the Committee in the event that the Company proposes to disclose interim financial information prior to completion of the independent registered public accounting firm's review of interim financial information.
11. **Earnings Release and Other Financial Information**. The Committee shall discuss generally the type and presentation of information to be disclosed in the Company's earnings press releases, as well as financial information and

earnings guidance provided to analysts, rating agencies and others.

12. Quarterly Financial Statements. The Committee shall meet to review and discuss with the Company's management and independent registered public accounting firm the Company's quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
13. Restatements. If the Committee, while fulfilling its duties under this Charter, concludes that the Company is required to prepare an Accounting Restatement, as such term is defined under the Company's NYSE Clawback Policy (the "Clawback Policy"), then the Committee shall report this to the Company's Leadership Development and Compensation Committee pursuant to the Clawback Policy.

Controls and Procedures

14. Oversight. The Committee shall coordinate the Board's oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics, including: the Company's annual assessment and report and the independent auditor's report on the effectiveness of the Company's internal control over financial reporting; any "material weakness" or "significant deficiency" in the design or operation of internal control over financial reporting, any steps taken to resolve any such control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and any related significant findings and recommendations of the independent auditor or internal audit function, together with management's responses. The Committee shall receive and review the reports of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14 of the Exchange Act. Throughout the year, the Committee shall monitor that action is taken by management to remediate any material weaknesses or significant deficiencies in a timely manner.
15. Internal Audit Function. The Audit Committee shall coordinate the Board's oversight and approval of the performance of the Company's internal audit function, and authorize decisions regarding the appointment and removal of head of Internal Audit. This will include an annual review of the internal audit charter, independence, and scope of responsibilities. In addition, the Committee will annually review and provide input, in coordination with the Chief Financial Officer review of the finance function, to the performance and effectiveness of the internal audit function, including the performance of the head of Internal Audit. Also, the Committee Chair will annually review and provide input regarding the remuneration of the head of Internal Audit. Furthermore, the Committee will annually review and pre-approve the Company's annual internal audit budget, resources, and plan, including the scope, timing and staffing for the internal audit plan.

The Committee shall review how the Company's internal audit function

coordinates with the external auditors and make inquiries of the Company's internal auditors as to any significant accounting exposures and management's responses thereto. As desired, the Committee will review any matters with the Company's internal auditors that are also reviewed separately with either the external auditors or management under this Charter.

Furthermore, the Committee will meet with the Company's internal auditor to:

- review reports prepared for the Committee by the Company's internal auditors, including reports regarding significant findings by the Company's internal audit staff and the response of management to the findings;
- periodically review the status of the pre-approved internal audit plan, including any proposed adjustments;
- review any significant substantiated allegations of unethical behavior or fraudulent activities by Company employees related to any business practices, actions or inactions, including, without limitation, internal controls, financial accounting or reporting matters; and
- assess whether the scope of the Company's internal audit program has been substantially completed, including whether problems were encountered and, if so, management's response.

16. Risk Management. The Committee shall discuss the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled and the Company's enterprise risk management program.
17. Legal and Regulatory Compliance. The Committee shall regularly discuss with the Chief Legal Officer and/or the Chief Risk and Compliance Officer, as applicable, (i) any legal matters that may have a material impact on the Company's financial statements, accounting policies, compliance with applicable laws and regulations and (ii) any material reports, notices or inquiries received from regulators or governmental agencies. The Committee shall have direct communication with the Chief Legal Officer and Chief Risk and Compliance Officer, as needed.
18. Hiring Policies. The Committee shall establish policies regarding the hiring of employees or former employees of the Company's independent registered public accounting firms.
19. Procedures for Complaints. The Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

20. Evaluation of Financial Management. The Committee shall coordinate with the Leadership Development and Compensation Committee the evaluation of the Company's financial management personnel.
21. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary to discuss quarterly earnings and financial statements, and to perform its responsibilities. Provided that notice of the meeting is given or waived by all members of the Committee in accordance with the By-Laws, a majority of the Committee will constitute a quorum for the transaction of business. The action of a majority of those present at the meeting at which a quorum is present will be the action of the Committee. 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 periodically meet separately with: (i) the independent registered public accounting firm; (ii) Company management; and (iii) the Company's internal auditors. 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 (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances, so long as such delegation is not otherwise inconsistent with law and the applicable rules and regulations of the SEC and NYSE. Any decision of a subcommittee to preapprove audit, review, attest or non-audit services shall be presented to the full Committee at its next scheduled meeting.
3. Reports to Board. The Committee shall report regularly to the Board.
4. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal, accounting 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 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. Funding. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

LAST AMENDED AND RESTATED: May 14, 2026