

WEX INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The purpose of the Nominating and Governance Committee of the Board of Directors of WEX Inc. (the “Committee,” “Board,” and “Company,” respectively) is to:

- advise the Board regarding appropriate composition of the Board and its committees;
- identify and recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them;
- oversee the Company’s corporate sustainability programs;
- oversee the evaluation of the Board and its committees, in accordance with the Corporate Governance Guidelines (the “Guidelines”);
- oversee the Company’s policies and procedures regarding related person transactions;
- oversee the policy on political engagement; and
- perform such other functions as the Board may assign to the Committee from time to time.

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 such rules. 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 Leadership Development and Compensation 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 Committee. The Board may remove members of the Committee from such Committee, with or without cause.

C. **Authority and Responsibilities**

General

The Committee shall assist the Board in carrying out the Company's Guidelines and monitor compliance by the Board and its committees with the Guidelines. 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.

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Committee shall be responsible for (i) identifying and screening individuals qualified to become Board members, consistent with criteria approved by the Board and taking into consideration the needs of the Board and the qualifications of the individual candidates and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board, taking into consideration each director's continuation on the Board prior to nomination for re-election. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Directors. The Board is responsible for approving criteria for selecting directors. The Committee shall use such criteria and the principles set forth in the Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Review of Director Independence. The Committee shall annually review and make a recommendation to the Board regarding director independence.
4. Review Director Resignations Submitted Pursuant to the Guidelines. The Committee shall recommend to the Board whether or not to accept any

resignation of a director tendered in accordance with the Guidelines. The Committee shall also provide a recommendation to the Board on the continuation of the CEO's service on the Board when the CEO ceases to serve in that position.

5. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
6. Board Leadership Structure. The Committee shall periodically assess the Board's leadership structure, including whether the offices of Chair of the Board and Chief Executive Officer should be separate, and whether the Company should have an independent "Lead Director" in the event the Chair of the Board is not an independent director, and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company. In the event that the Chair of the Board is not an independent director, the Board may nominate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors.
7. Other Directorships. The Committee Chair shall discuss with the Chair of the Board and the Chief Executive Officer (if different from the Chair of the Board) before accepting an invitation to serve on another public or private company board. In order to receive approval for joining a new for-profit company board, the Chief Executive Officer must first notify the Chief Legal Officer and fill out a questionnaire regarding the potential directorship. The Committee Chair will either confirm or deny the Company's approval of the directorship after reviewing the questionnaire.

Corporate Governance

8. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board the Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Guidelines and recommend any proposed changes to the Board for approval.
9. Shareholder Engagement Activities. The Committee shall oversee shareholder engagement activities with respect to governance-related matters.
10. Corporate Sustainability Programs. The Committee shall oversee the Company's corporate sustainability programs.

Evaluation of the Board

11. Evaluation of the Board and its Committees. The Committee shall be responsible for overseeing an annual self-evaluation of the Board and shall see that each committee conducts its own annual self-evaluation process (which may be combined with the Board's own self-evaluation process).

12. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

Related Person Transactions

13. Related Person Transactions. The Committee shall review and approve the Company's policies and procedures for reviewing and approving related person transactions (which are transactions within the scope of Item 404 of Regulation S-K), and shall have the authority to review and approve such transactions consistent with such policies and procedures.

Political Engagement

14. Political Engagement. The Committee shall oversee the Company's political engagement policy and at least annually review the Company's political activities and contributions.

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. The action of a majority of those present at the meeting at which a quorum is present will be the action of the Committee. 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 (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
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 for approval.
5. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal 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. 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.
7. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

LAST AMENDED AND RESTATED: May 14, 2026.