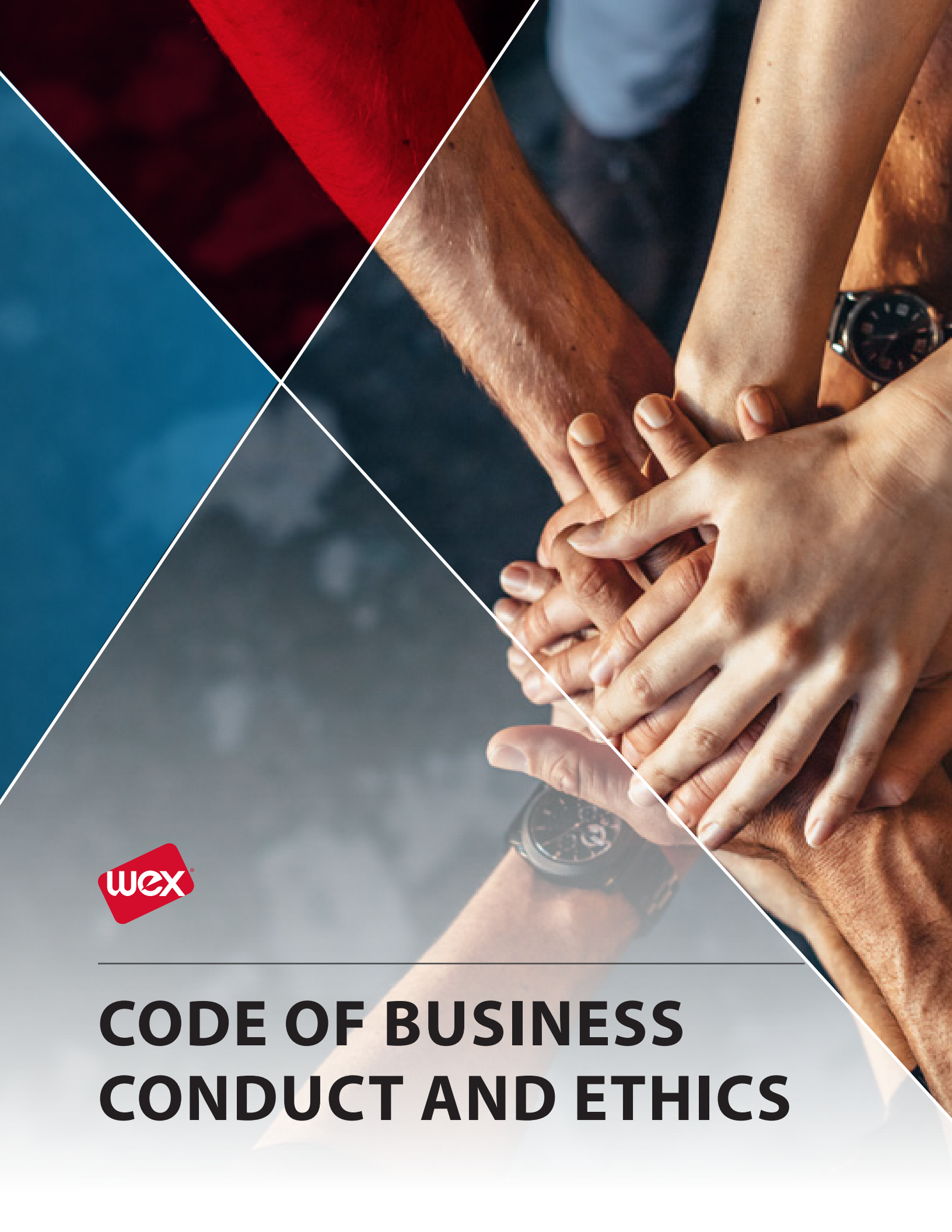

CODE OF BUSINESS CONDUCT AND ETHICS

WEX VALUES

Statement to Stakeholders

We fulfill our Purpose by living our Values – every day, in everything we do. The principles outlined in our Code of Business Conduct and Ethics describe the behaviors involved in living our Values. How we achieve our goals is as important as what we achieve.

INTEGRITY:
We are proud of how our authenticity, honesty, and transparency earn each other's trust and the trust of our customers. We wouldn't have it any other way.

EXECUTION:
We are satisfied only when we deliver great results. We are tenacious in achieving high expectations.

INNOVATION:
We innovate and are relentless in the service to our customers. We are curious and are engergized when asked, "is there a better way?"

RELATIONSHIPS:
Because we care about customers, partners, and coworkers, we are able to anticipate their needs and surpass their expectations.

COMMUNITY:
We are a positive force in the world and our actions open possibilities for others.

A Message from
WEX CHAIR AND CEO

Our continued success, along with the trust of our customers, partners and colleagues comes from our collective commitment to acting with integrity and honesty. As WEX expands into new markets with innovative products and services, each of us will encounter new risks and opportunities that call on us to remain steadfast in our commitment to operating ethically.

At WEX, doing things the right way isn't only about complying with the law. Operating ethically and with integrity has always been core to our identity as a company. Our Code of Business Conduct and Ethics continues to be the cornerstone of our culture because it explains the principles that define WEX, and it serves as our guide to putting those principles into action. Please take the time to review the Code thoughtfully and reflect on its meaning.

Our Code isn't designed to answer all of your questions or address every situation. This is why we have established resources to address specific issues as they arise. If you are unsure of what to do in particular circumstances, please utilize the additional resources identified in the Code.

If you are concerned about conduct that does not align with our Code, our policies, or the law, you have a responsibility to speak up. We can't resolve a problem unless you first identify it. We want to hear from you, and we rely on your dedication to doing the right thing for our continued success. Always remember that WEX does not tolerate retaliation for raising a concern in good faith.

We're in this together – we wouldn't be as successful as we are today, and we won't continue to be successful in the future if we don't continue to uphold our integrity value with authenticity, honesty and transparency.

I am convinced that by working together and abiding by our Code, we will continue to not only meet our goals, but be proud of how we achieve them.

Thank you,

Melissa D. Smith
President and CEO

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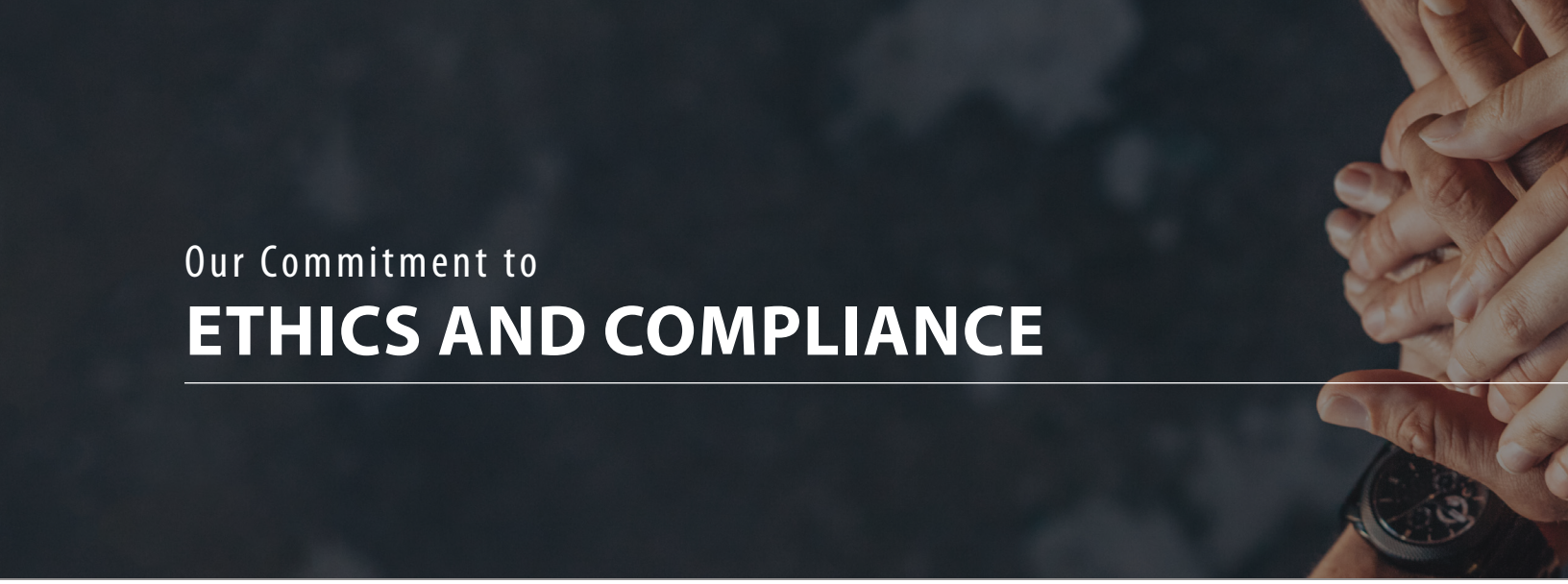


Our Commitment to

ETHICS AND COMPLIANCE

Protecting WEX's reputation is the responsibility of every employee. We must always act with Integrity; when we do, others will know they can trust us and have confidence that we will be honest and fair. We see integrity as non-negotiable. We want to be known as a Company that always honors its commitments and is a reliable business partner. When we do the right thing, we protect our reputation and that will help us to succeed in today's complex and competitive business environment.

This Code is designed to help when you have questions about what to do in specific situations. It is a summary of how we will do business in accordance with our values, policies, and various laws and regulations. In the absence of a specific policy, you are expected to follow the Code. Failure to comply with this Code may give rise to disciplinary action, the consequences of which may include termination of employment. WEX may amend this Code from time to time, and may do so with or without prior notice.

Since WEX operates in many countries, we need to be especially aware of different laws and customs that apply. While we respect the norms of our customers, business partners and co-workers throughout the world, all employees must at a minimum comply with the standards and principles in this Code unless they are inconsistent with local law, in which case you should seek guidance from WEX's Compliance Department.

HOW TO USE THIS CODE

The Code is designed to serve as a resource when you need information about our policies or standards or when you are faced with a difficult ethical situation.

It is impossible to anticipate every question you may have or situation you might face, so in addition to the Code, WEX also has other resources that can be of help. These additional resources are listed throughout the Code. As always, the Company relies on you to use good judgment and to seek help when you need it.

TO WHOM THIS CODE APPLIES

This Code applies to directors, officers and employees of WEX Inc., as well as all directors, officers and employees of affiliates and subsidiaries controlled by WEX. Certain business partners, such as vendors, consultants, contract workers, and temporary employees serve as an extension of WEX. They are expected to follow the spirit of the Code, as well as any applicable contractual provisions, when working on behalf of WEX.

Managers who supervise our business partners are responsible for ensuring that they understand our ethics standards. If an external business partner fails to comply with our ethics and compliance expectations and their related contractual obligations, it may result in the termination of their contract.

SPEAKING UP

WEX expects our employees, and the employees of our affiliates and subsidiaries that we own or control, to speak up and report non-compliance with the law, Company policies, and the WEX Code of Business Conduct and Ethics. Our Speak Up Policy sets the standards and procedures for when and how WEX employees should speak up and report in good faith any situation in which an employee, or the Company itself, may be out of compliance. This policy includes additional country-specific information as needed.

ASKING QUESTIONS – USING THE INTEGRITY HELPLINE

If you see or suspect any behavior that you believe is wrong, or you have a question about what to do, talk to your supervisor and ask for help.

Sometimes, you may not be able to talk about an issue with your supervisor. If that is the case, you have several options. You may contact your supervisor's supervisor, the head of your department, location or business, Human Resources, Compliance or Legal. **These contacts may be different depending on where you work. Our Speak Up Policy includes additional country-specific information as needed.** You also have the option to contact the WEX Integrity HelpLine by using one of the phone numbers listed at the back of the Code. You may also make a report through an online form at www.wexhelpline.ethicspoint.com. We will make every reasonable attempt to ensure that your concerns are addressed appropriately.

WEX has an opportunity to improve every time you ask a question or raise a concern.

When you take action, speak up and report questionable conduct – you are protecting your colleagues and our reputation. Remember, WEX cannot address an issue unless you bring it to someone's attention.

WHAT TO EXPECT WHEN YOU USE THE INTEGRITY HELPLINE

The Integrity HelpLine and the web portal are available 24 hours, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services will answer your call, document your concerns and forward a written report to WEX for further investigation.

When you contact WEX's Integrity HelpLine or make a report using www.wexhelpline.ethicspoint.com, you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however, please note that, for reasons of privacy, we will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

Question

Our supervisor typically does nothing when concerns about potential misconduct are brought to her attention and I believe she has made things difficult for co-workers who have raised issues. Now I have a problem. A co-worker is doing something that I believe to be ethically wrong. What should I do?

Answer

Take action and speak up. You are required to report misconduct. While starting with your supervisor is often the best way to efficiently address concerns, if you do not believe that it is appropriate or do not feel comfortable doing so, you should talk to another member of management, or any of the resources listed in the Code.

Question

What if someone misuses the Integrity HelpLine, makes an anonymous call, and falsely accuses someone of wrongdoing?

Answer

Experience has shown that the Integrity HelpLine is rarely used for malicious purposes, but it is important to know that we will follow up on calls and anyone who uses the Integrity HelpLine in bad faith to spread falsehoods or threaten others, or with the intent to unjustly damage another person's reputation, will be subject to disciplinary action up to and including termination.

Question

I suspect there may be some unethical behavior going on in my business unit involving my supervisor. I know I should report my suspicions, and I'm thinking about using the Integrity HelpLine, but I'm concerned about retaliation.

Answer

You are required to report misconduct, and in your situation using the Integrity HelpLine is a good option. We will investigate your suspicions and may need to talk to you to gather additional information. After you make the report, if you believe you are experiencing any retaliation, you should report that as well. We take claims of retaliation seriously. Reports of retaliation will be thoroughly investigated, and if they are true, retaliators will be disciplined up to and including termination.

OUR NON-RETALIATION POLICY

You can report ethical violations in confidence and without fear of retaliation. WEX will not tolerate any retaliation against an employee who asks questions or who, acting in good faith and with reasonable cause, makes reports of possible violations of the Code, Company policies or the law.

EMPLOYEE RESPONSIBILITIES

Each of us must take responsibility for acting with integrity and honesty, even when this means making difficult choices. Meeting our responsibilities is what enables us to succeed and grow, today – and in the future.

- Always act in a professional, honest, and ethical manner when acting on behalf of the Company.
- Know the information in the Code and Company policies, paying particular attention to the topics that pertain to your job responsibilities.
- Complete all required training in a timely manner and keep up-to- date on current standards and expectations.
- Report concerns about possible violations of this Code, Company policies, and laws and regulations to your supervisor or any of the resources listed in this Code.
- Cooperate and tell the whole truth when responding to an investigation or audit and never alter or destroy records in response to an investigation or when an investigation is anticipated.

Remember: No reason, including the desire to meet business goals, should ever be an excuse for violating laws, regulations, the Code or WEX policies. How we behave is as important as what we achieve.

Question

Internal Audit informed me that one of my employees has been falsifying his expense reports. He is a top performer on my team, consistently bringing in more revenue than anyone else, quarter after quarter. What should I do?

Answer

Your employee must be held accountable for his actions, regardless of how well he performs or how much revenue he brings in. The rules apply to everyone equally. Talk to Human Resources or Compliance to better understand the appropriate disciplinary treatment that others have received for similar violations, and then take action. This will be a strong signal to everyone on the team that how we behave is just as important as what we deliver.

ADDITIONAL RESPONSIBILITIES OF WEX LEADERSHIP

WEX leaders are expected to meet the following additional responsibilities:

- Lead by example. Managers are expected to exemplify the highest standards of ethical business conduct.
- Help create a work environment that focuses on building relationships, recognizes effort, and values mutual respect and open communication.
- Be a resource for others. Communicate to employees, consultants and contract workers about how the Code and policies apply to their daily work.
- Be proactive. Look for opportunities to discuss and address ethics and challenging situations with others.
- Create an environment where everyone feels comfortable asking questions and reporting potential violations of the Code and policies. Listen to concerns and respond quickly and effectively. If you are not sure how to respond, contact Compliance.

- Never ask or pressure anyone to do something that you would be prohibited from doing yourself.
- Ensure that Company resources are used properly and productively.
- Be aware of the limits of your authority and do not take any action that exceeds those limits. Delegate authority only where permissible and never delegate authority to any individual who you believe may engage in unlawful conduct or unethical activities.
- If you supervise third parties, ensure that they understand their ethics and compliance obligations.

Managers should not consider ethics concerns as a threat or challenge to their authority – we want an open, honest and trustful dialogue to become a natural part of daily work.

Question

My team and I are in the final stages of a major deal that could bring in substantial revenue over the next five years. During a meeting with the prospective customer, the customer started bragging about all the expensive meals, gifts, and entertainment one of our competitors was giving her. I felt like she was pressuring me to offer similar or even more expensive hospitality, and, in exchange, we would be sure to win the business. What should I do?

Answer

Under no circumstances should you offer expensive meals, gifts, or entertainment to try to influence a business decision by a prospective or current customer. We win business based on the quality of our services and excellence of our people. If it costs us business, then so be it. Our business will be more sustainable if we do business the right way and with customers who share our commitment to integrity.

COOPERATING WITH INVESTIGATIONS

All employees are required to cooperate fully and truthfully with investigations. When responding to inquiries from regulators, we must never mislead any investigator and never alter or destroy documents or records in response to an investigation.

All requests for information other than what is provided on a routine basis should be reported to Compliance or Legal immediately. When we are notified of an external investigation, we will take prompt action to preserve documents that may be relevant.

Question

I'm a manager and I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a "heads up" so he can defend himself. Don't I have a responsibility as a friend to tell him?

Answer

As a manager, under no circumstances should you give him a "heads up." Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for the Company. Alerting your friend could jeopardize the investigation and expose the Company to additional risk and possible costs.

Question

My business unit sets various goals that we are asked to achieve. Sometimes I feel pressured to violate the Code and Company policies to achieve these goals. Is this acceptable?

Answer

No. While successful businesses set high goals and employees strive to achieve them, you should never violate the Code or WEX's policies to achieve your goals.

ACCOUNTABILITY AND DISCIPLINE

Violating relevant laws, regulations, the Code or Company policies, or encouraging others to do so, exposes the Company to liability and puts WEX's reputation at risk. If an ethics or compliance problem does occur, you are required to report it so that an effective solution can be developed. You should also understand that violations of laws or regulations may result in legal proceedings and penalties including, in some circumstances, criminal prosecution.

WAIVERS AND EXCEPTIONS

Management will regularly reassess this Code and recommend changes to the Board of Directors for approval. In extremely limited circumstances, the Company may find it appropriate to waive a provision of the Code.

All such waivers may be granted only by the Board of Directors or the Chief Ethics and Compliance Officer. All waivers granted to executive officers and directors will be disclosed as required by law.

MAKING THE RIGHT CHOICE WEX GUIDELINES FOR ETHICAL DECISION-MAKING

Making the right decision is not always easy. There will be times when you'll be under pressure or unsure of what to do. Always remember when you have a tough choice to make, you are not alone. Your colleagues and management are available to help, and you have other resources to turn to including the Code, our policies, your supervisor, and the Integrity HelpLine.

Maintaining Respect and Integrity in

OUR WORK ENVIRONMENT

We owe each other honesty, respect and fair treatment and we need to always treat others as we would want to be treated. This is the basis of our commitment to one another and is the foundation of our success. To maintain our commitment and to attract and keep talented individuals it is vital that we continue to have a supportive, professional and respectful work environment.

Maintaining this environment not only helps WEX succeed, it also creates the setting for each of us to thrive and to reach our full potential. What follows are some of the key areas where we must be guided by our commitment to our values and to each other.

DIVERSITY AND NON-DISCRIMINATION

WEX helps bring together employees with a wide variety of backgrounds, skills and cultures. Combining such a wealth of talent and resources creates the diverse and dynamic teams that consistently drive our results.

Our colleagues, job applicants and business partners are entitled to respect and should be judged on the basis of their qualifications, demonstrated skills and achievements.

We comply with laws prohibiting discrimination that apply to our business in all jurisdictions.

Question

One of my co-workers sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

Answer

You should notify your immediate supervisor or Human Resources. Sending such jokes violates our values as well as our Acceptable Use Policy and our standards on diversity, harassment and discrimination. By doing nothing, you are condoning discrimination and tolerating beliefs that can seriously erode the team environment that we have all worked to create.

MAKE SURE YOU

- Treat others respectfully and professionally.
- Promote diversity in hiring and other employment decisions.
- Do not discriminate against others on the basis of any characteristic protected by law or Company policy.

WATCH OUT FOR

- Comments, jokes or materials, including emails, which others might consider offensive.
- If you supervise others, judge them on performance. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards.
- Review your own decisions to ensure that objective merit and business considerations drive your actions.

TO LEARN MORE

- Discuss any questions or concerns about diversity and fairness with your supervisor or Human Resources.

HARASSMENT-FREE WORKPLACE

At WEX, we are committed to providing a work environment that is free from intimidation, harassment and abuse.

Verbal or physical conduct by any employee that harasses another, disrupts another's work performance, or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

AT WEX WE DO NOT TOLERATE

- Threatening remarks, obscene phone calls, stalking or any other form of harassment.
- Causing physical injury to another.
- Intentionally damaging someone else's property or acting aggressively in a manner that causes someone else to fear injury.
- Threatening, intimidating or coercing others on or off the premises – at any time, for any purpose.

A common form of harassment is sexual harassment, which in general occurs when:

- Actions that are unwelcome are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor, or other similar conduct of a sexual nature.
- An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Question

While on a business trip, a colleague of mine repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked the individual to stop, but to no avail. We weren't in the office and it was "after hours" so I wasn't sure what I should do.
Is it harassment?

Answer

Yes it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. Tell your colleague such actions are inappropriate and must be stopped, and if they continue, speak up and report the problem.

MAKE SURE YOU

- Help each other by speaking up when a co-worker's conduct makes you or others uncomfortable.
- Never tolerate sexual harassment including requests for sexual favors, or other unwelcome verbal or physical conduct of a sexual nature.
- Demonstrate professionalism. Do not visit inappropriate internet sites or display sexually explicit or offensive pictures.
- Promote a positive attitude toward policies designed to build a safe, ethical and professional workplace.
- Report all incidents of harassment and intimidation that may compromise our ability to work together and be productive.

WATCH OUT FOR

- Unwelcome remarks, gestures or physical contact.
- The display of sexually explicit or offensive pictures or other materials.
- Sexual or offensive jokes or comments (explicit or by innuendo) and leering.
- Verbal abuse, threats or taunting.

TO LEARN MORE

- Discuss any questions or concerns about harassment with your supervisor, Human Resources or any of the resources listed in the Code.

EMPLOYEE PRIVACY

In recent years, individuals, companies and governments have grown increasingly concerned about the privacy and security of personal information. As a result, laws protecting personal information and how it may be collected, shared, and used are becoming more common.

Many of us have access to personal information related to our colleagues and others. While protecting this information may now be a legal requirement, for us at WEX, privacy has always been a matter of trust.

MAKE SURE YOU

- Learn about the types of information that are given heightened protection by the law and Company policy (such as personally identifiable information, like government-issued identification numbers and bank account numbers) and protect them through appropriate means (such as encryption or other types of limited access).
- Protect the confidentiality of personal information of current and former colleagues, as well as job applicants, business partners and customers.
- Never share colleagues' information outside the Company.
- Do not access, discuss or share confidential information unless there is a legitimate business reason to do so.
- Consult the Legal Department if law enforcement or regulatory authority or any other person outside the Company requests employee information.
- Return or destroy personal information that is no longer required by you for business reasons in accordance with our records retention policies.

Important: You must immediately report to Compliance or the Integrity HelpLine any loss or inadvertent disclosure of personal information pertaining to employees, customers, business partners, and others. Failure to do so exposes WEX to significant legal and reputational consequences.

Note: In some countries in which WEX operates, some specific types of personal information are considered "sensitive" and are subject to stricter requirements and penalties. Examples include race, religion and political opinion. Consult Compliance for assistance.

WATCH OUT FOR

- Unintentional exposure of confidential information in public settings such as on phone calls or while working on your laptop or tablet.
- When sending personal information across borders or to third parties, make sure that the transmissions are for legitimate business reasons and that they comply with local law. Also ensure that the recipient will safeguard the information.

TO LEARN MORE

- Discuss any questions or concerns about employee privacy and confidential information with your supervisor or Compliance.

WORKPLACE SAFETY AND SECURITY

WEX is committed to providing a safe and secure work environment for colleagues and visitors to our facilities. Each of us is responsible for acting in a way that protects ourselves and others.

Be proactive and speak up. The more we communicate, the better we can respond to any unsafe or unhealthy working conditions.

Situations that may pose a health, safety or environmental hazard must be reported immediately. We can only achieve our goal of a safe and healthy workplace through the active participation and support of everyone.

Question

I've noticed that some practices that we do in my area don't seem safe. Who can I speak to? I'm new here, and don't want to be considered a troublemaker.

Answer

Discuss your concerns with your supervisor, Human Resources, or Compliance. There may be very good reasons for the practices, but it's important to remember that raising a concern about safety does not cause trouble, it is being responsible.

Question

Are contractors expected to follow the same health, safety and security policies and procedures as employees?

Answer

Absolutely. Managers and supervisors are responsible for ensuring that contractors and vendors at work on WEX premises understand and comply with the Code, Company policies and all applicable laws, and regulations governing the particular facility.

MAKE SURE YOU

- Observe the safety and security rules and practices that apply to your job.
- Always display and swipe your personal identification badge when entering and exiting secure areas and do not allow others to enter without properly swiping their personal identification badges.
- Notify your supervisor, Human Resources, or Compliance immediately about any unsafe equipment, or any situation that could pose a threat to health or safety or damage the environment. All employees have the right and responsibility to stop any work they feel may be unsafe.
- Comply with safety and health policies and procedures.
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards.

WATCH OUT FOR

- Unsafe practices or work conditions.
- Inconsistent enforcement of security standards, such as facility entry procedures and password protocols.
- Threats, intimidation and violence are unacceptable and have no place at WEX, in our workplace or at any off-site work-related activity.
- Possession of a weapon is not permitted on Company premises at any time, unless permitted specifically by local Company policies such as employee handbooks. Weapons include firearms, knives, ammunition, fireworks or other explosives.

TO LEARN MORE

- Discuss any questions or concerns about workplace safety and security with your supervisor, Human Resources, or Compliance.

ALCOHOL AND DRUG-USE POLICY

While at work or on Company business, you should never be impaired, and always be ready to carry out your work duties.

While conducting WEX business, do not use, possess or be under the influence of illegal drugs or any substance that could interfere with a safe and effective work environment or harm the Company's reputation.

HUMAN RIGHTS

We respect and protect the human rights of individuals and communities wherever we operate.

We do business all over the world. People are at the core of who we are and what we do. Treating people with dignity and respect helps cultivate a reliable and productive workforce. Protecting human rights enhances our reputation and helps ensure our long-term success.

MAKE SURE YOU

- Respect the human, cultural and legal rights of individuals and communities.
- Support the dignity and equality of all human beings.
- Do not condone or use forced child labor.
- Do not engage in human trafficking or slavery.

WATCH OUT FOR

- Business partners that do not share our commitment to protecting human rights.

TO LEARN MORE

- Discuss any questions or concerns about how WEX protects human rights with your supervisor, Human Resources or Compliance.

FAIR LABOR PRACTICES

We are fair to those who work for us or on our behalf.

People make our Company strong. We could not succeed without our people. When people are treated with fairness, dignity, and respect, they are happier, more productive, and more likely to stay with the Company.

MAKE SURE YOU

- Provide proper working conditions, hours, and compensation.
- Give clear information about wages and benefits to workers before they are hired.
- Respect workers' rights to associate freely, join or form unions or works councils, and bargain collectively.
- Comply with all applicable labor laws.

WATCH OUT FOR

- Suppliers who are not committed to the same fair labor standards as we uphold.

TO LEARN MORE

- Discuss concerns with Human Resources or Compliance.

Recognizing and Avoiding

CONFLICTS OF INTEREST

CONFLICTS OF INTEREST

A conflict of interest happens whenever you have a competing interest that may interfere with your ability to make an objective decision for WEX. Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict that can undermine the trust others place in us and damage our reputation.

Conflicts of interest may be actual, potential or even just a matter of perception. Since these situations are not always clear-cut, you need to fully disclose them to your supervisor so that we can properly evaluate, monitor and manage them.

MAKE SURE YOU

- Avoid conflict of interest situations whenever possible.
- Always make business decisions in the best interest of WEX.
- Discuss with your manager full details of any situation that could be perceived as a potential conflict of interest. Your manager may require you to disclose the situation to the Chief Ethics and Compliance Officer for evaluation and approval.
- Think ahead and proactively address situations that may put your interests or those of a family member in potential conflict with WEX.

WATCH OUT FOR

- Situations including the following are common examples of potential conflicts of interest:

CORPORATE OPPORTUNITIES

If you learn about a business opportunity because of your job, it belongs to WEX first. This means that you should not take that opportunity for yourself unless you disclose it to your supervisor and get approval from the Chief Ethics and Compliance Officer.

FRIENDS AND RELATIVES

On occasion, it is possible that you may find yourself in a situation where you are working with a close friend or relative who works for a customer, supplier, competitor, etc. Since it is impossible to anticipate all situations that may create a potential conflict, you should disclose your situation to your supervisor in order to determine if any precautions need to be taken. Your supervisor may seek advice from the Chief Ethics and Compliance Officer.

OUTSIDE EMPLOYMENT

To ensure that there are no conflicts and that potential issues are addressed, you always need to disclose and discuss outside employment with your supervisor. If approved, you need to ensure that this outside activity does not interfere or detract from your work. Working for a competitor, supplier, or customer may raise conflicts that will need to be resolved. Also, any approved side or personal business should not compete or do any business with WEX.

PERSONAL INVESTMENTS

You should not have a significant investment in, or obligation to, one of WEX's competitors, suppliers, customers or business partners unless you have obtained permission from the Chief Ethics and Compliance Officer. "Significant" is hard to define, but in general, it means that your investment should not be big enough for someone to reasonably think that you would do something at WEX's expense to help your investment. If you are unsure whether there is a conflict, you should ask for additional guidance.

BOARD SERVICE

Unless Company management specifically asks you to do so, you should not accept a seat on the board of directors or advisory board of any of our competitors, suppliers, customers or partners, especially if your current job gives you the ability to influence our relationship with them. Because of the nature of our business, this may also implicate nonprofit organizations in the communities where you live.

TO LEARN MORE

- Discuss any questions or concerns about conflicts of interest with your supervisor or Compliance.

HOSPITALITY

In the right circumstances, a modest gift may be a thoughtful "thank you," or a meal may be an appropriate setting for a business discussion that strengthens a professional relationship. However, if not handled carefully, the exchange of hospitality can look like a conflict of interest, especially if it happens frequently or if the value is large enough that someone could reasonably think it is influencing a business decision.

When it comes to hospitality, our position is straightforward – we do not accept or provide gifts, favors, meals, travel, lodging, or entertainment if the intent is to influence a business decision.

HOSPITALITY, BEFORE YOU ACT – THINK

Hospitality comes in all different forms: shirts, pens, dinners, tickets to sporting events, to name just a few examples. Other examples include meals, travel, lodging, or any kind of entertainment. Before you accept or offer hospitality, think about the situation – does it legitimately support WEX's interest? Is the amount reasonable and customary? Would this embarrass you or the Company if it were reported by the news media or shared on social media?

Before you accept or offer hospitality, think about the situation.

Does it legitimately support WEX's interest?

Would this embarrass you or the Company if it were reported by the news media or shared on social media?

Is the amount reasonable and customary?

MAKE SURE YOU

- Only provide and accept hospitality that reasonably complements business relationships.
- Never accept/provide hospitality of any kind from/to a business partner with whom you are involved in contract negotiations.
- Exchange hospitality that fosters goodwill in business relationships, but never provide or accept hospitality that obligates or appears to obligate the recipient.
- Do not request or solicit personal gifts, favors, meals, travel, lodging, entertainment, or services.
- Never accept gifts of cash or cash equivalents.
- Understand and comply with the policies of the recipient's organization before offering or providing hospitality.

- Be careful when using agents who represent WEX or third parties who introduce business partners to us. Monitor them during the duration of any agreement to ensure they live up to our high standards.
- Raise a concern whenever you learn of any sign or "red flag" that a colleague, third party or other agent of the Company may be engaged in any attempt to improperly influence a decision of a customer or government official.
- Understand whether you need to follow any local hospitality disclosure processes. Contact Compliance if you are not sure.

WATCH OUT FOR

- Situations that could embarrass you or the Company, including entertainment at sexually-oriented establishments.
- Business partners or customers who may have hospitality standards that are stricter than ours.
- Business partners that appear to be privately held but are actually considered government entities.
- Hospitality that may be reasonable for a privately owned customer but not for a government official or agency.
- Third parties or agents who are thought to be valuable primarily for their personal ties rather than for the services they are to perform or who request compensation out of proportion to their services.

TO LEARN MORE

- Discuss any questions or concerns about hospitality with your supervisor or Compliance.
- Review the Anti-Bribery and Anti-Corruption Policy.

Question

When I was traveling, I received a gift from a business partner that I believe was excessive. What should I do?

Answer

You need to let your manager know or report it to Compliance as soon as possible. We may need to return the gift with a letter explaining our position. If a gift is perishable or impractical to return, another option may be to distribute it to employees or donate it to charity.

Question

During contract negotiations with a potential supplier, the new supplier told me they were unable to attend a local business seminar and asked if I would like to go in their place. What should I do?

Answer

You should decline the offer. If you are involved in contract negotiations, you must never accept any gifts while the negotiation process is on-going. This could appear to be an attempt to gain an unfair business advantage and is always inappropriate.

HOSPITALITY FOR GOVERNMENT REPRESENTATIVES

The Company is committed to meeting the many special legal, regulatory and contractual requirements that apply to government-related work around the world. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, hospitality, and other matters.

In addition, WEX may be legally obligated to impose these requirements on any agents or contractors we bring in to help with the work. You must always make sure you know whether you are dealing with a government-related entity. This is not always obvious. Businesses such as airlines, oil companies, utilities and telecommunications providers may be owned or controlled by a government, in whole or in part, and subject to special rules. When in doubt, discuss the situation with your manager, Compliance or Legal, and review the Anti-Bribery and Anti-Corruption Policy.

Working with Our

CUSTOMERS AND BUSINESS PARTNERS

HONEST AND FAIR DEALINGS

We treat our customers fairly. We work to understand and meet their needs, while always remaining true to our own ethical standards. We tell the truth about our services and capabilities and we do not make promises we cannot keep.

In short, we treat our customers as we would like to be treated.

MAKE SURE YOU

- Treat each customer fairly and honestly.
- Speak up and talk to your supervisor if you have concerns about any error, omission, undue delay, or defect in quality or our customer service.
- Promptly raise with a manager any potential conflict of interest between you, customers or the Company.
- Never follow a customer's request to do something that you regard as unethical or unlawful.
- Be responsive to customer requests and questions.
- Promise what you can deliver and deliver on what you promise.
- Clearly explain all contractual terms and conditions and make sure the customer understands them before completing any sale.
- Clearly explain cancellation or refund procedures and honor all such requests in a timely manner.

WATCH OUT FOR

- Pressures from colleagues or managers to cut corners on quality or delivery standards. Temptations to tell customers what you think they want to hear rather than the truth; if a situation is unclear, begin by presenting a fair and accurate picture as a basis for decision.

TO LEARN MORE

- Discuss any questions or concerns about our products or customer service with your supervisor or a member of management responsible for customer service.

MARKETING AND ADVERTISING STANDARDS

Marketing of WEX's products and services must be truthful and accurate. Our advertising and promotions must always be tasteful and not offensive to WEX, consumers and the general public, and always use due diligence when choosing distributors and business partners to ensure they meet our standards. False claims about competitors' products or services are never acceptable.

PROTECTING THE PRIVACY AND CONFIDENTIAL INFORMATION OF OTHERS

Our customers and our business partners place their trust in us. We must protect their confidential information.

MAKE SURE YOU

- Learn about the types of information that are given heightened protection by the law, Company policy (such as personally identifiable information, like government-issued identification numbers and bank account numbers), or agreement (such as confidentiality and non-disclosure agreements) and protect them through appropriate means (such as encryption or other types of limited access).
- Never share confidential information outside the Company except as authorized.
- Never share customer information within the Company if it violates customer agreements on its use and protection, or other established information barriers.
- **Immediately report any loss or theft of confidential information to Compliance or the Integrity HelpLine.**

WATCH OUT FOR

- Requests by business partners for information about our customers or other business partners.
- Unintentional exposure of customer information in public settings such as on phone calls or while working on your laptop.

TO LEARN MORE

- Discuss any questions or concerns about customer privacy with your supervisor or Compliance.

GOVERNMENT CONTRACTING

WEX conducts business with governments and government-owned entities. Our policy is to comply fully with all applicable laws and regulations that apply to government contracting and transactions.

Leaders who oversee work with governments and government-owned entities must remain up-to-date on relevant regulations and should contact Compliance or Legal with any questions. Special care should be taken to ensure that any third party who, while acting on behalf of WEX providing goods or services on government projects, is aware of and abides by our high standards and their contractual obligations.

Government contracting regulations can be complex, but despite this complexity, there are a number of principles that are fundamental and apply to all employees when bidding, pricing, negotiating, and performing government contracts, including when acting as a contractor or when making sales to other government contractors:

- Never make or cause to be made to the government a false or fraudulent statement or a false claim for payment, whether orally or in writing. This includes bids, proposals, and requests for payment. The pricing and other terms established for a particular government contract should be followed for that contract.
- Never provide anything of value to a government employee, even meals or other incidentals without approvals required under the Company's Anti-Bribery and Anti-Corruption Policy.
- Government employees are subject to strict rules that basically require them to pay for their own expenses with limited exceptions.
- Always use legitimate methods to obtain a contract. Never seek or receive information that the Company is not authorized to possess, including, but not limited to, confidential or proprietary data, pricing information of other competitors for government contracts, and non-public government documents relating to bidding or source selection.
- Always comply with applicable laws that make it illegal for former government officials or employees to represent, aid, or advise the Company on governmental matters in which the former official or employee had some governmental responsibility or involvement. Contact Compliance to learn more.

INTERNATIONAL TRADE

We do business globally and we are committed to complying with all applicable laws that govern international trade.

Export controls and sanctions laws give countries legal control over the sale, shipment, electronic transfer, or disclosure of information, software, goods, and services across national borders. Exports include transfers electronically, through discussions or visual inspections, and not only through traditional shipping methods.

Violations of import and export controls, trade sanctions, and boycotts can result in severe fines, revocation of permits, or even imprisonment. By following these regulations, we not only protect the Company, we help make the world a safer place.

MAKE SURE YOU

- Never market, distribute, or transmit anything across international borders without first knowing the applicable rules.
- Obtain proper authorization before transferring materials or information across borders or to citizens of another country, even if they work for the Company.
- Follow Company policies and procedures designed to address trade regulations.
- Alert Compliance if any customers, suppliers, or others ask us to participate in a boycott.

WATCH OUT FOR

- Businesses or individuals who are on embargo or sanction lists.
- Efforts to avoid or circumvent sanctions.

TECHNOLOGY TRANSFERS

Export rules may restrict the following with respect to some cross border transfers of technology:

- Using business knowledge outside of the employee's country, such as when providing technical assistance to others.
- Transferring technical data to someone in another country, such as through the Internet, email, conversations, meetings, and database access. This restriction applies to sharing information with other Company employees located in other areas of the world, as well as non-employees.
- Transferring technology from one country to citizens of another country.
- Transporting Company assets with certain technology, such as a computer an employee takes on a business trip to another country.

TO LEARN MORE

- Discuss any questions or concerns about international trade with your supervisor or Compliance.

PROCUREMENT AND THIRD PARTY MANAGEMENT

We choose business partners who share our commitment to the highest ethical standards, while also ensuring the best value for our Company.

Our reputation depends on our ability to provide high-quality, value-added services and solutions to our customers. In the course of doing business, we rely on trusted business partners (contractors, suppliers, vendors) to support our operations and our ability to serve our customers. It is critical to our success to ensure that we work only with business partners who share our commitment to integrity and quality.

MAKE SURE YOU

- Purchase all goods and services on the basis of price, quality, availability, terms, and service.
- Obtain proper approvals before engaging a business partner, supplier or other third party.
- Understand and follow all Company procurement and contracting policies and procedures.
- Require our suppliers to comply with the same standards of ethical conduct that we do.
- Work with high-quality suppliers and other business partners that have committed to operating under ethical standards equivalent to our own.
- Perform due diligence before engaging contractors, suppliers, agents, and other third parties.

WATCH OUT FOR

- Business partners who are not transparent or are unwilling to share vital information about their organization or operations.
- Business partners who are looking for preferential treatment.
- Colleagues who try to circumvent the procurement processes and rules.

TO LEARN MORE

- Discuss any questions or concerns about procurement and third party management with your supervisor, Procurement or Compliance.

Protecting Our

INFORMATION AND ASSETS

PROTECTING WEX ASSETS

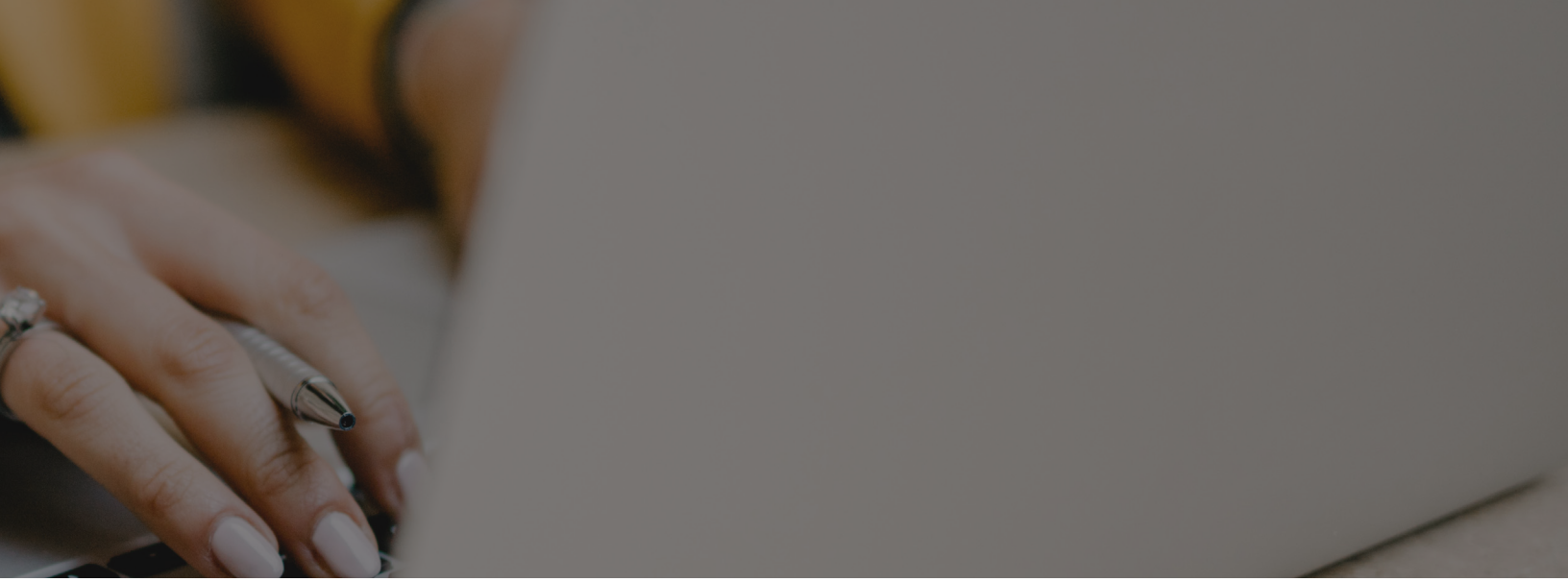
We are entrusted with Company assets and are personally responsible for protecting them and using them with care. Company assets include funds, facilities, equipment, information systems, intellectual property and confidential information.

MAKE SURE YOU

- Only use WEX assets for legitimate business purposes.
- Personal use of Company assets may be limited in different ways in different regions. In all cases, you should keep your use of Company assets to a minimum and be sure that it has no adverse effect on productivity and the work environment.
- Do not use WEX equipment or information systems to create, store or send content that others might find offensive.
- Do not share passwords or allow other people, including friends and family, to use WEX resources.
- Avoid any use of Company assets that might cause loss to the Company or damage to the assets.
- Respect the copyrights, trademarks and license agreements of others when dealing with printed or electronic materials, software or other media content.
- If you suspect any fraud or theft of Company assets, immediately tell your supervisor, Human Resources, or Compliance.
- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Company computers or other equipment to conduct Company business is strictly prohibited. If you have any questions about whether or not a particular use of software is licensed, contact the IT Help Desk.

PROPER USE OF ELECTRONIC MEDIA

Personal use of Company assets may be limited in different ways in different regions. In all cases, you should keep your use of Company assets to a minimum and be sure that it has no adverse effect on productivity and the work environment.



WATCH OUT FOR

- Allowing others to borrow or use WEX equipment without approval.
- Unknown individuals without proper credentials in our facilities.
- Excessive use of WEX resources for personal purposes.
- Sharing passwords.

TO LEARN MORE

- Discuss any questions or concerns about protecting WEX assets with your supervisor.

CONFIDENTIAL INFORMATION

One of our most valuable assets is information. Each of us must be vigilant and protect WEX's confidential information. This means keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas.

The obligation to preserve WEX's confidential information continues even after employment ends.

MAKE SURE YOU

- Use and disclose confidential information only for legitimate business purposes.
- Protect intellectual property and confidential information by sharing it only with authorized parties.
- Only store or communicate Company information using WEX's information systems.

WATCH OUT FOR

- Never discuss confidential information when others might be able to overhear what is being said, for example, on on planes, elevators and when using mobile phones.
- Be careful not to send confidential information to unattended fax machines or printers.

TO LEARN MORE

- Discuss any questions or concerns about confidential information with your supervisor.

SAFEGUARDING OUR INTELLECTUAL PROPERTY

WEX's intellectual property (IP) is an important asset that must be protected. Some examples of our IP are:

- Business and marketing plans
- Company initiatives (existing, planned, proposed or developing)
- Customer lists
- Trade secrets and discoveries
- Methods, know-how and techniques
- Innovations and designs
- Systems, software and technology
- Patents, trademarks and copyrights

Promptly disclose to Company management any inventions or other IP that you create while you are employed by WEX.

Properly label confidential information, including IP, to indicate how it should be handled, distributed and destroyed.

Protect IP by sharing it only with authorized parties.

BUSINESS RECORDS AND INFORMATION MANAGEMENT

Business partners, government officials and the public need to be able to rely on the accuracy and completeness of our disclosures and business records.

Accurate information is also essential within the Company so that we can make good decisions. Our books and records must be clear, complete and in compliance with accepted accounting rules and controls. Employees with a role in financial or operational recording or reporting have a special responsibility in this area, but all of us contribute to the process of recording business results and maintaining records. Each of us is responsible for helping to ensure the information we record is accurate and complete and maintained in a manner that is consistent with our system of internal controls.

MANAGING OUR RECORDS

WEX has a records management policy and procedures to ensure that our books and records are maintained, stored and destroyed, when appropriate, in accordance with our business needs and in compliance with applicable regulations.

Each of us is responsible for information and records under our control. We must be familiar with the recordkeeping procedures that apply to our jobs and we are accountable for the accuracy and truthfulness of the records we produce. It is also our responsibility to keep our records organized so that they can be located and retrieved when needed.

Documents should only be destroyed in accordance with our Record Management Policy and supporting procedures or guidelines, and never in response to or in anticipation of an investigation or audit. Contact Compliance if there is any doubt about the appropriateness of record destruction or the content of the applicable document retention requirements.

LEGAL HOLDS

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Compliance or Legal will determine and identify what types of records or documents are required to be placed under a legal hold. Every employee, agent and contractor must comply with this determination.

If there is any question as to whether a record pertains to an investigation or legal proceeding or may be responsive to a subpoena, contact Compliance or Legal before disposing of the potentially responsive document. Note that records include not just documents, but also include photographs, computer files, and records in any other form.

MAKE SURE YOU

- Create accounting and business records that accurately reflect the truth of the underlying event or transaction.
- Record transactions as prescribed by our system of internal controls.
- Write carefully and clearly in all your business communications, including emails. Write with the understanding that someday they may become public documents.
- Sign only documents – including contracts – you have reviewed, are authorized to sign, and believe are accurate and truthful.
- Retain, protect and dispose of records according to our Record Management Policy. Records subject to legal hold notices, document preservation requests or regulatory requirements may be subject to additional protections.
- If your job involves financial or operational recording or reporting, you need to know all WEX policies that apply.

WATCH OUT FOR

- Never make false claims on an expense report or time sheet.
- Do not record false sales or record them early, understate or overstate known liabilities and assets, or defer recording items that should be expensed.
- Make sure that financial entries are clear and complete and do not hide or disguise the true nature of any transaction.
- Do not maintain undisclosed or unrecorded funds, assets or liabilities.
- Never interfere in any way with the auditing of WEX's financial records.
- If you suspect any of this conduct, or any irregularity relating to the integrity of our records, you need to report it immediately to your supervisor, Compliance, or the Chief Ethics and Compliance Officer.

TO LEARN MORE

- Discuss any questions or concerns about our records management and disclosure processes or legal holds with Compliance.
- If you have any questions or concerns on accounting, internal accounting controls or auditing matters, you may report those to any of the resources in this Code or according to Procedures on the Receipt, Retention and Treatment of Complaints on Accounting, Internal Accounting Controls or Auditing Matters, which the Audit Committee of the Board of Directors has adopted.

Question

At the end of the last quarter reporting period, my supervisor asked me to record additional expenses even though I had not yet received the invoices from the supplier and the work has not yet started. I agreed to do it, mostly because I didn't think it really made a difference since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

Answer

No you did not. Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore a misrepresentation and, depending on the circumstances, could be considered fraud.

COMMUNICATING WITH THE PUBLIC

WEX needs a consistent voice when making disclosures or providing information. It is important that only authorized persons speak on behalf of the Company. We must maintain the highest standards of integrity, objectivity and transparency. We are committed to honest, professional and legal communications to colleagues, business partners, and the public.

- Never speak publicly on issues involving the Company without prior authorization from Corporate Communications.
- Refer all inquiries about our activities, sales or financial results, or strategic plan to Corporate Communications or Investor Relations.
- Always get prior approval from Corporate Communications before making public speeches, writing articles for professional journals or other public communication when you are identified with the Company.
- Obtain approval from Corporate Communications before distributing any communication intended for a broad employee audience. Communications intended for cross-Company distribution require similar approval.
- Never give the impression that you are speaking on behalf of the Company in any personal communication, whether speaking live or in user forums, blogs, or social media.

WATCH OUT FOR

- Any suggestion you speak for the Company in your personal communications, including in emails, blogs, message boards and social networking sites.
- Temptations to use your Company title or affiliation outside work for WEX – such as in charitable or community work – without making clear the fact that the use is for identification only and that you are not representing the Company.
- Invitations to speak "off the record" to reporters or others who ask you for information about the Company.

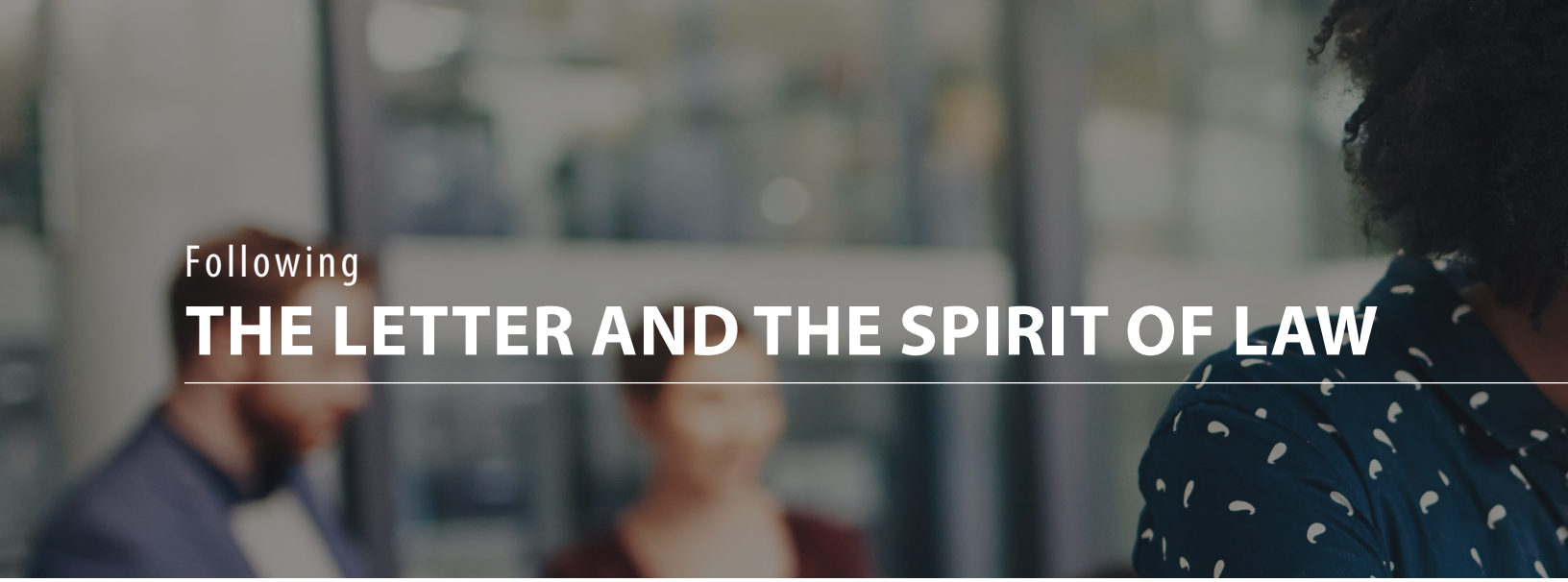
TO LEARN MORE

- Discuss any questions or concerns about communicating with the public with Corporate Communications.

ENGAGING IN SOCIAL MEDIA

Be careful when writing communications that might be published online. If you participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, never give the impression that you are speaking on behalf of WEX.

We all have a responsibility to protect confidential and proprietary information about the Company, its customers, and other partners by not doing anything to jeopardize or unwittingly disclose that information when we use social media. Always think carefully before you send or post something.



Following

THE LETTER AND THE SPIRIT OF LAW

POLITICAL ACTIVITIES

You have the right to participate voluntarily in the political process including making personal political contributions. However, you must always make it clear that your personal views and actions are not those of the Company.

In addition, you must never use WEX funds, assets or resources to support any political candidate or party unless specifically permitted by law and in accordance with Company policy.

MAKE SURE YOU

- Receive all necessary approvals before using any Company resources to support political activities.
- Ensure that your personal political views and activities are not viewed as those of the Company.
- Do not use WEX resources or facilities to support your personal political activities.

WATCH OUT FOR

- LOBBYING — Interactions with government officials or regulators that could be seen as lobbying must be discussed in advance and coordinated with the Legal Department, which handles legislative affairs.
- PRESSURE — Never apply direct or indirect pressure on another employee, customer or business partner to contribute to, support, or oppose any political candidate or party.
- IMPROPER INFLUENCE — Avoid even the appearance that you are making political or charitable contributions in order to gain favor or in an attempt to exert improper influence.
- CONFLICTS OF INTEREST — Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.

TO LEARN MORE

- Discuss any questions or concerns about political contributions or political activities with your supervisor, Compliance or Legal.

Question

I will be attending a fundraiser for a candidate for local office. Is it okay to list my position at WEX as long as I don't use any Company funds or resources?

Answer

No. You may not associate WEX in any way with your personal political activities.

Question

I would like to invite an elected official, such as a congresswoman or a state legislator, to speak at an upcoming Company event. Would that be a problem?

Answer

You must get approval from Legal before inviting an elected official or other governmental officer to attend a Company event. If the invitee is in the midst of a reelection campaign, the Company event could be viewed as support for the campaign. Any food, drink, or transportation provided to the invitee could be considered a gift. In either case, there would be limits and reporting obligations. And remember, all political contributions are reported to the Board of Directors.

INSIDER TRADING

Confidential information may not be used for personal benefit. Each of us is prohibited from trading securities or passing information on to others who then trade ("tipping") on the basis of material information before it is made publicly available to ordinary investors.

Material information is the kind of information a reasonable investor would take into consideration when deciding whether to buy or sell a security. Some examples of information about a company that might be material are:

- A proposed acquisition or sale
- A significant expansion or cutback of operations
- A significant product development or important information about a product
- Extraordinary management or business developments

MAKE SURE YOU

- Do not buy or sell securities of any other company when you have material nonpublic information about that company.
- Do not communicate such material nonpublic information to other people.

WATCH OUT FOR

- Requests by friends or family for information about companies that we do business with or have confidential information about. Even casual conversations could be viewed as illegal "tipping" of inside information.
- TIPPING — You need to be very careful when you have this type of information to make sure you do not share it with anyone, either on purpose or by accident, unless it is essential for WEX-related business. Giving this information to anyone else who might make an investment decision based on your inside information is considered "tipping" and is against the law regardless of whether you benefit from the outcome of their trading.

TO LEARN MORE

- Discuss any questions or concerns about insider trading with Legal.
- Review the WEX Insider Trading Policy.

Question

I'm not sure what kind of information is covered by the term "material information." What does it include?

Answer

"Material information" includes any information that a reasonable investor would consider important when deciding whether to buy, sell or hold a security. This can include news about acquisitions, financial results, important management changes, as well as news about the financial performance of a company. If you're in doubt about whether certain information is material or has been released to the public, don't trade until you have consulted with Legal.

MONEY LAUNDERING AND ILLICIT FINANCING

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Involvement in such activities undermines our integrity, damages our reputation, and can expose WEX and individuals to severe sanctions.

WEX takes seriously its obligation as a financial services provider to help prevent money laundering and to ensure that all relevant laws and regulations are strictly enforced. Money laundering is conduct designed to disguise proceeds of criminal activity. WEX has policies and standards to protect us from doing business with customer involved in money laundering and related criminal activity.

MAKE SURE YOU

- Always know the parties with whom you are conducting business and be sure to perform all required due diligence with respect to customers, business partners or other third parties.
- Never cooperate with efforts to evade reporting requirements.

- Know the procedures in your department for reporting suspicious activity pertaining to employees, business partners or their transactions.

WATCH OUT FOR

- Transactions that are inconsistent with usual business practices, or which do not match employee or business partner's normal pattern of activity.

TO LEARN MORE

- Discuss any questions or concerns about anti-money laundering with Compliance.

FAIR COMPETITION

We believe in free and open competition and never engage in improper practices that may limit competition. We never look to gain competitive advantages through unethical or illegal business practices, but rather through superior performance.

We do not enter into agreements with competitors to engage in any anti-competitive behavior, including setting prices or dividing up customers, suppliers or markets.

MAKE SURE YOU

Are aware of the following red flags. Competition laws are complex and compliance requirements can vary depending on the circumstance, but in general, the following activities are red flags and should be avoided and reported to Compliance:

- COLLUSION — when companies secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on pricing, terms, wages, or allocations of markets.
- BID-RIGGING — when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.
- TYING — when a company with market power forces customers to take products or services that they do not want or need.
- PREDATORY PRICING — when a company with market power sells a product or service below cost so as to eliminate or harm a competitor, intending to recover the loss of revenue later by raising prices after the competitor has been eliminated or harmed.
- Never share the Company's competitively sensitive information with a competitor of the Company.
- Never share competitively sensitive information of business partners or other third parties with their competitors. Never take advantage of anyone through manipulation, abuse of privileged information, misrepresentation of facts, or any other intentionally unethical or illegal action.

WATCH OUT FOR

- Temptations to engage in informal conversations with competitors about competitively sensitive information. A conversation may be a breach of competition law whether it is formal or informal.
- Use or dissemination of non-public information about competitors from new hires or candidates for employment.
- Conversations with competitors that could be perceived as limiting competition. If such a conversation begins, leave the meeting immediately and report it to Compliance.
- While we often collaborate with competitors to improve our industry or to serve our communities, it is not acceptable to help our competitors increase their performance or their revenue in any way that might hurt ours.

TO LEARN MORE

- Discuss any questions or concerns about anti-trust and anti-competitive business practices with Compliance.

Question

I received sensitive pricing information from one of our competitors. What should I do?

Answer

You should contact Compliance without delay and before any further action is taken. It is important that from the moment we receive such information, we demonstrate respect for competition laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-to-case basis and may include sending a letter to the competitor.

ANTI-CORRUPTION AND BRIBERY

WEX's parent company is a U.S. company with a global commitment to integrity. We do not pay bribes or kickbacks, at any time for any reason to any person, nor do we make facilitation or "grease" payments to government officials. This prohibition applies equally to agents and representatives of WEX acting on the Company's behalf.

It is especially important that we carefully monitor third parties acting on our behalf. We must always be sure to perform due diligence and know our business partners, consultants, agents, and all those through whom we conduct our business. We must know who they are, what they are doing on our behalf and they must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.

IF YOU ARE EVER OFFERED OR ASKED FOR A BRIBE

If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state WEX's policy of never engaging in bribery or corruption. You should then immediately report the incident to Compliance.

Giving or accepting any form of bribe is serious misconduct, and will be treated as a disciplinary matter.

MAKE SURE YOU

- Never give anything of value inconsistent with local laws and regulations to any governmental officials. If you are not sure what the local laws are, the safest course of action is to not give anything of value.

- Understand the standards set forth under anti-bribery laws that apply to your role at WEX.
- Accurately and completely record all payments to third parties.
- Never make a facilitation or "grease" payment.

"Facilitation payments" are small payments demanded by low-level government officials to perform routine clerical functions that a company is legally entitled to, such as inspecting goods or securing shipping permits. Although permissible under some laws, WEX prohibits facilitation payments under this Code and the Company's Anti-Bribery and Anti-Corruption Policy.

WATCH OUT FOR

- Apparent violations of anti-bribery laws by our business partners.
- Excessive gifts or lavish entertainment provided to or from a business associate.
- Agents who do not wish to have all terms of their engagement with WEX clearly documented in writing.

TO LEARN MORE

- Discuss any questions or concerns about bribery and corruption with Compliance.
- Review the Anti-Bribery and Anti-Corruption Policy.

THE U.S. FOREIGN CORRUPT PRACTICES ACT (FCPA)

The United Kingdom Bribery Act (UKBA) and the laws of most other countries, including Brazil, Canada and the European Union, prohibit the giving or offering of anything of value to foreign government officials. The phrase "government officials" applies not only to politicians and civil servants but also to officials of public international organizations (such as the World Bank and the United Nations), officials of state owned or controlled commercial enterprises office seekers, political parties, or party officials.

Question

I work with an agent in connection with standing up our business in a new country. I suspect that some of the money we pay him goes toward making payments to government official to increase our speed to market. What should I do?

Answer

This matter should be immediately reported to Compliance for investigation. If there is bribery and we fail to act, both you and WEX could be liable. While investigating these kinds of matters can be culturally difficult in some countries, any agent doing business with a U.S. company or its subsidiaries should understand the necessity of these measures. It is important and appropriate to remind WEX agents of this policy.

Contributing to

OUR COMMUNITIES

We are committed to supporting the communities where we live and work, while also helping to address broader challenges in the countries where we operate. We offer them consistent, positive change by engaging in philanthropic partnerships and volunteer efforts.

We encourage our employees to be engaged members of their communities, while recognizing that charitable giving is a personal decision.

MAKE SURE YOU

- Always obtain approval from WEX Corporate Philanthropy before donating Company funds or making contributions in the name of the Company.

WATCH OUT FOR

- Charitable activities that may interfere with your job performance or create a conflict of interest.

TO LEARN MORE

- Discuss any questions or concerns about community involvement or charitable contributions with your supervisor or Compliance.

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WEX INTEGRITY HELPLINE

Use the Integrity HelpLine to report concerns about violations of the WEX Code, policies or law.

The Integrity HelpLine and the web portal are available 24 hours, seven days a week. Trained specialists from an independent third-party provider of corporate compliance services will answer your call, document your concerns and forward a written report to WEX for further investigation.

When you contact WEX's Integrity HelpLine or make a report using www.wexhelpline.ethicspoint.com, you may choose to remain anonymous where allowed by local law. All reports will be treated equally whether they are submitted anonymously or not.

After you make a report, you will receive an identification number so you can follow up on your concern. Following up is especially important if you submitted a report anonymously, as we may need additional information in order to conduct an effective investigation. This identification number will also enable you to track the resolution of the case; however please note that, for reasons of privacy, we will not be able to inform you about individual disciplinary actions.

Any report you make will be kept confidential by all individuals involved with reviewing and, if necessary, investigating it.

OUR NON-RETALIATION POLICY
You can report ethical violations in confidence and without fear of retaliation. WEX will not tolerate any retaliation against an employee who asks questions or who, acting in good faith and with reasonable cause, makes reports of possible violations of the Code, Company policies or the law.

TOLL-FREE HELPLINE NUMBERS*

Australia
1-800-61-3714

Belgium
0-800-100-10,
then after AT&T greeting
800-558-6650

Brazil
0800-892-0660

Canada
1-800-558-6650

France
0800-90-1511

Germany
0-800-225-5288,
then after AT&T greeting
800-558-6650

Ireland
00-800-222-55288 (UIFN) or
1-800-550-000, then after
AT&T greeting 800-558-6650

Italy
800-172-444,
then after AT&T greeting
800-558-6650

Luxembourg
800-201-11,
then after AT&T greeting
800-558-6650

Netherlands
0800-022-9111,
then after AT&T
greeting
800-558-6650

New Zealand
0508-739-089

Norway
800-13-857

Singapore
800-110-2190

United Kingdom
0800-028-2638

United States
1-800-558-6650

**Dial these numbers from an outside line. In certain countries, you may need to dial a direct access number and then the primary number as indicated.*

If the country you are in is not listed here, please visit the HelpLine website at www.wexhelpline.ethicspoint.com.