

WEX INC.
TECHNOLOGY AND CYBERSECURITY COMMITTEE CHARTER

A. Purpose

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

- review and oversee the Company's overall strategic direction and investment in information technology and to review and identify specific technology, innovation matters and risks, including product and process matters, that could have a significant impact on Company operations
- review and oversee the Company’s management of risks regarding technology, data security, cybersecurity, disaster recovery, and business continuity, including, but not limited to, risks in these four areas related to hardware, software, personnel, architecture, organizational structure, management, resource allocation, innovation, and research and development (collectively, “Technology”)
- assist the Company’s executive management with assessment and management of risks associated with Technology

For the avoidance of doubt, while the Committee will consider Technology risk in undertaking its responsibilities, the purposes of the Committee shall not include: (i) the evaluation of the Company's financial performance or reporting, the controls relating to the Company's financial performance or reporting or any other functions that are the express functions of the Company's Audit Committee as set forth in the Company's Audit Committee Charter; or, (ii) the design or oversight of the Company’s enterprise risk management program, even as the same may concern the Committee’s duties and responsibilities set forth herein. Moreover, this Committee shall actively refer to the Audit Committee any matters that have come to the attention of the Committee that fall under the oversight of the Company’s Audit Committee or are otherwise relevant for noting or consideration by the Audit Committee, including any matters relating to the Company's internal control over financial reporting.

B. Structure and Membership

1. Number. The Committee shall consist of such number of directors as the Board shall from time-to-time determine. In addition, the Chair of the Committee may request that a non-management director participate in meetings of the Committee depending on the characteristics of any particular circumstance the Company is considering. While that director is participating, he or she will be eligible for compensation but will not be eligible to vote.

2. Chair. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
3. Compensation. The compensation of Committee members shall be as determined by the Board, under advice from the Compensation Committee, including retainers or meeting attendance fees.
4. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Corporate Governance Committee and shall serve until they are removed or their successors are appointed. The Board may remove members of the Committee from the Committee, with or without cause.

C. Authority and Responsibilities

The Committee shall discharge the following responsibilities with the understanding that the Board or Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards:

1. Review the Company's technology and innovation strategy and approach, including its impact on the Company's performance, growth and competitive position
2. Review and approve the Company's technology planning and strategy
3. Review significant technology and software investments and expenditures
4. Review software and payment technology trends that could significantly affect the Company and the segments in which it operates
5. Monitor and evaluate existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry trends
6. Receive reports from management concerning the Company's technology operations including, among other things, software development project performance, technical operations performance, technology architecture and significant technology capital and operating expenditure investments, and approve related policies or recommend such policies to the Board for approval, as appropriate
7. Oversee, in part through the receipt of regular reports from the Chief Information Security Officer or other appropriate members of senior management regarding the Company's cybersecurity program (including reports and key metrics on the Company's cybersecurity, Technology and related risk management programs), the overall cyber-health of the Company (including the Company's cybersecurity program and strategy related to cyber-risks) and any recent threat activity
8. Take any action deemed necessary by the Committee as a result of such reports in accordance with the provisions of this Charter
9. Review with management and oversee any course of action with respect to potential and actual breach incidents
10. Review with management the Company's compliance with applicable information security and data protection laws and industry standards

11. Regularly issue written or oral reports to the Board regarding the Company's cybersecurity and information technology program, including escalating any incidents that any member of the Committee determines should be escalated to the Board
12. Perform any other activities consistent with this charter, the Company's by-laws and governing law as the Board shall specifically delegate to the Committee

D. Procedures and Administration

1. Meetings. The Committee shall meet as often as 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. 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. The Committee may otherwise establish its own rules of procedure.
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, or the independent members of the Board as applicable.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Committee Authority. In exercising its oversight responsibilities, the Committee shall have full access to members of management and may inquire into any matter that it considers to be of material concern to the Committee or the Board. The Committee shall have authority to conduct or authorize investigations into any matters within the scope of its responsibilities and the authority, in its sole discretion, to select, retain and obtain the advice of outside counsel, cybersecurity or other advisors or consultants as it deems necessary. 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. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.

Adopted: December 9, 2022