



COMPENSATION COMMITTEE CHARTER - NEW

Policy Level	WesBanco Inc., Wesbanco Bank Inc., and Subsidiaries
Board Approved Date	May 20, 2026
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Business Unit	Corporate Support
Primary Owner	Kimberly Griffith
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WesBanco, Inc. Compensation Committee Charter

Committee Approved

Board Approved on May 20, 2026

Purposes

The Compensation Committee (the “Committee”) shall oversee the administration of the compensation programs of WesBanco, Inc. (the “Company”), review, determine and approve the compensation of executive officers, prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”), and otherwise assist the Company’s Board of Directors (the “Board”) in its overall responsibilities related to oversight of executive compensation, compensation risk and human capital management pursuant to any delegation of authority from the Board to the Committee made from time to time.

The Committee shall report to the Board on a regular basis and in any event not less than once a year. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. The Committee may, in its sole discretion, retain or obtain the advice of legal counsel, a compensation consultant or other adviser (each a “compensation adviser”), subject to the “Independence Assessment” provisions below. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such compensation adviser.

Membership

The Committee shall be comprised of at least three directors as appointed by the Board each of whom shall meet the independence requirements under the rules and regulations of the Nasdaq Stock Market (“Nasdaq”) and the SEC as in effect from time to time and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. At least two members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”).

The Chair of the Committee shall be appointed by the Board. The Committee members and Chair of the Committee may be removed or replaced at any time at the Board’s discretion.

Responsibilities, Duties and Powers

The Committee is authorized to delegate to its Chair, any one of its members or any subcommittee it may form (including any single-member subcommittee), the responsibility and authority for any particular matter within the Committee’s authority, as it deems appropriate from time to time under the circumstances, subject to the following sentence. In particular, the

Committee may delegate the approval of award grants and other transactions and responsibilities regarding administering the Company's compensation programs to (i) a subcommittee consisting solely of members of the Committee or (ii) with respect to participants who are not deemed to be an officer of the Company within the meaning of Rule 16b-3 and who are not directors of the Company as of the date of the award grant (each an "executive officer"), to the Company's Chief Executive Officer (the "CEO"). Any such approvals of a subcommittee, including a single-member subcommittee, or the CEO shall be presented to the Committee at its next scheduled meeting.

Further duties and powers of the Committee shall include the following:

Executive Compensation

- Establish the Company's general compensation philosophies, oversee the development, implementation and monitoring of compensation programs, forms and types of employment contracts and contractual benefits utilized.
- At least annually, (i) in executive session in which the CEO may not be present during the deliberations or voting conducted by the Committee, review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine and approve the CEO's compensation level based on the Company's general compensation philosophies and this evaluation, and (ii) determine and approve the compensation of the other executive officers based on the Company's general compensation philosophies. In making such decisions, the Committee may consider, among other factors, the individual's performance, the Company's performance, relative shareholder return, the value of similar incentive awards to comparable officers at comparable companies and the awards given to the CEO and other executive officers historically.
- The CEO or any other executive officer may not be present during the deliberations or voting conducted by the Committee on his or her own compensation.
- Review and approve, or make recommendations to the Board with respect to, the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
- Evaluate the Company's incentive compensation plans to ensure that such plans, individually or collectively, (i) do not encourage excessive risk-taking beyond the ability to identify and manage risk; (ii) are compatible with effective controls and risk management; and (iii) are supported by strong corporate governance and board oversight.

- Assess whether the overall design and performance of the Company’s incentive compensation plans are consistent with the Company’s safety and soundness.
- Oversee regulatory compliance with respect to compensation matters.
- Review and approve any severance, change in control or similar termination payments proposed to be made to any current or former executive officer of the Company.
- Periodically review nonemployee director cash and equity-based compensation and recommend to the Board any changes as it deems appropriate.

Other Committee Responsibilities

- Prepare and deliver an annual report of the Compensation Committee on Executive Compensation for inclusion in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations.
- Oversee compliance with any applicable compensation reporting requirements of the SEC and Nasdaq.
- Oversee the Company’s response to the results of “say-on-pay” voting
- Oversee the evaluation and implementation of the Company’s “clawback” policies, and oversee the Company’s compliance with related SEC rules and exchange listing requirements related to such policy.
- Oversee the Board’s relationship with shareholders on executive compensation matters, including shareholder proposals, advisory votes, communications with proxy advisory firms, and related matters.
- Review the Company’s annual incentive compensation programs and practices for employees to determine whether they encourage excessive risk-taking or are reasonably likely to have a material adverse effect on the Company, and review and discuss at least annually the relationship between the Company’s risk management policies and practices and compensation.
- Any other duties or responsibilities expressly and properly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.
- At least annually review and assess the adequacy, and update as necessary, this Charter.
- Annually approve the Compensation Discussion and Analysis required by the rules of the SEC for inclusion in the Company’s Annual Proxy Statement.
- Periodically review and revise a peer group of companies against which to assess the Company’s executive and non-employee director compensation programs and practices

to ensure that they are competitive and supportive of the Company's strategy and objectives.

- Establish the terms of and oversee compliance with the Company's stock ownership guidelines for the Company's CEO and executive officers.
- Establish and oversee practices with respect to the timing of equity grants and monitor compliance with such practices.
- Review, discuss and assess its own performance and composition at least annually, and present assessment results to the Board.
- Oversee the development, implementation, and review of human capital management strategies, programs and policies, including, but not limited to, those regarding recruitment, retention, career development, pay equity, workplace culture and employee engagement.

Independence Assessment

Before selecting, or receiving advice from, any compensation adviser, the Committee must conduct an independence assessment by considering the following six factors:

- The provision of other services to the Company by the person that employs the compensation adviser;
- The amount of fees received from the Company by the person that employs the compensation adviser, as a percentage of the total revenue of the person that employs the compensation adviser;
- The policies and procedures of the person that employs the compensation adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation adviser with a member of the Committee;
- Any stock of the Company owned by the compensation adviser; and
- Any business or personal relationship of the compensation adviser or the person employing the compensation adviser with an executive officer of the Company.

An independence assessment is required for any compensation adviser if it provides advice to the Committee. There is no requirement that a compensation adviser actually be "independent," only that the Committee consider the six independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any

compensation adviser that it prefers, including ones that are not independent, as long as it has considered the six independence factors.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Meetings may be in person or by conference call or other similar communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by a vote of a majority of members present at such meeting. The Committee may also act by unanimous written consent.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of applicable law or the Company's bylaws that are applicable to the Committee. The chairperson of the Committee shall preside at each meeting and approve the meeting's agenda, and any other member present may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present.

The Committee may request members of management or others to attend meetings and provide pertinent information.

Adequate written minutes of all proceedings will be kept and presented to the Committee for approval at the next scheduled meeting and subsequently to the Board of Directors.

No Expansion of Liability

While the Committee and its members have the responsibilities, duties and powers set forth in this charter, nothing contained in this charter is intended to create or expand, or should be construed as creating or expanding, any responsibility or liability of the Committee or its members, except to the extent otherwise provided under applicable federal or state law.