AUDIT COMMITTEE CHARTER

Policy Level	**WesBanco Inc., Wesbanco Bank Inc., and Subsidiaries**
Board Approved Date	**October 23, 2025**
Last Revised Date	**February 23, 2022**
PPM Approved Date	
Committee Approved Date	
Business Unit	**Corporate Support**
Primary Owner	**Steve Lawrence**
Secondary Owner	**Ryan Digiandomenico**

WesBanco Inc. Audit Committee Charter

Committee Approved February 23, 2022
Board Approved October 27, 2022

Purpose

The Audit Committee of WesBanco, Inc. (the "Company") is appointed by the Board of Directors (the "Board") to oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements. In that regard, the Audit Committee assists the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor's qualifications and independence, (3) the performance of the Company's internal audit function and independent auditors, , and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

Membership

The Audit Committee shall consist of no fewer than three members. Each member of the Audit Committee shall meet the independence and experience requirements of The NASDAQ Stock Market, Inc. Marketplace Rules, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission. All members of the Audit Committee shall be able to read and understand fundamental financial statements. At least two members shall also have banking or related financial management experience as required by Appendix A to 12 CFR §363.5(b), and as therein defined. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company in the past three years. At least one member of the Audit Committee shall be an "audit committee financial expert" as defined in the rules and regulations of the Commission.

In addition, if an Audit Committee member ceases to be independent for reasons outside the member's reasonable control, his or her membership on the Audit Committee may continue until the earlier of the Company's next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to qualify as independent. If the Company is not already relying on this provision, and falls out of compliance with the requirements regarding audit committee composition due to a single vacancy on the Audit Committee, then the Company will have until the earlier of the next annual shareholders' meeting or one year from the occurrence of the event that caused the failure to comply with this requirement; provided, however, that if the annual shareholders' meeting occurs no later than 180 days following the event that caused the vacancy, the Company shall instead have 180 days from such event to regain compliance. The Company shall provide notice to NASDAQ promptly after an executive officer of the Company becomes aware of any material non-compliance with the foregoing independence requirements, if it expects to rely on this provision for a cure period.

The members of the Audit Committee shall be appointed and may be replaced by the Board. Current membership is provided in the annual reorganization minutes of the Board of Directors each April and is incorporated by reference.

Responsibilities and Duties

The Audit Committee shall have the sole authority to appoint, determine compensation for, retain, oversee and terminate the independent auditors. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the *de minimis* exception for non-audit services that are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage outside independent counsel, accounting or other advisors on an as needed basis, with funding provided by the Company. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

A. Financial Statement and Disclosure Matters

- Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

- Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.

- Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.

- Review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls, any special steps adopted in light of

material control deficiencies and the adequacy of disclosures about internal control over financial reporting.

- Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.

- Review and discuss quarterly reports from the independent auditors on:
  1 All critical accounting policies and practices to be used;
  2 All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  3 Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

- Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

- Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

- Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the enterprise-wide risk assessment and risk management policies.

- Discuss with the independent auditor the matters required to be discussed by Statement of Auditing Standards No. 1301 (or any successor rule thereto) relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, any significant disagreements with management and management's response to these difficulties or disagreements.

- Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

- Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

B. Oversight of the Company's Relationship with the Independent Auditor

- Review and evaluate the lead partner of the independent auditor team.

- Obtain and review a report from the independent auditor at least annually regarding (1) the independent auditor's internal quality-control procedures, (2) any material

issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and (3) any steps taken to deal with any such issues. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

- Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Company or any of its subsidiaries. It is the responsibility of the Audit Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for purposes of taking, or recommending that the full board take appropriate action to oversee the independence of the outside auditor.

- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.

- Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor.

- Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

- Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

C. Oversight of the Company's Internal Audit Function

- Review and approve the appointment, and replacement of the Chief Audit Executive. Prepare evaluation and compensation recommendations for the Chief Audit Executive. The Chief Executive Officer will facilitate this process as necessary and as determined by the Audit Committee Chairman. Recommendations will be forwarded to the Compensation Committee.

- Review and approve with the Chief Audit Executive the charter, plans, budget (financial and hourly), activities, staffing, and organizational structure of the internal audit function.

- Review the effectiveness of the internal audit function, including compliance with the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing. A quality assessment program will be utilized to facilitate the Committee's review.

- On a regular basis, meet in executive session with the Chief Audit Executive to discuss any matters that the committee or internal auditing believes should be discussed.

D. Compliance Oversight Responsibilities

- Obtain from the independent auditor assurance that Section 10A (b) of the Exchange Act has not been implicated.

- Obtain reports from management, bank counsel, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

- Review, approve and oversee in conjunction with bank counsel all related party transactions (as defined in Item 404 of Regulation S-K) on an ongoing basis.

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

- Discuss with the Company's General Counsel legal claims, causes of action or regulatory issues that may have a material impact on the financial statements or the Company's compliance policies.

E. Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Meetings and Agenda

The Audit Committee shall meet as often as it determines necessary but not less frequently than quarterly. The Audit Committee shall meet periodically in separate executive sessions with management, the internal auditors, the risk management officer and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

Minutes and Reporting

Adequate 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.

Voting

Motions, recommendations, and voting are limited to committee members. Advisory participants may be asked to attend and, if present, will be asked to provide their experienced opinion in regards to the matters discussed.