



EXECUTIVE COMMITTEE CHARTER

Policy Level	WesBanco Inc., Wesbanco Bank Inc., and Subsidiaries
Board Approved Date	October 26, 2023
Last Revised Date	
CDGC Approved Date	
Business Unit	Corporate Support
Primary Owner	Todd Clossin
Secondary Owner	Jeff Jackson

WesBanco, Inc. Executive Committee Charter

Committee Approved

Board Approved on October 27, 2022

Purpose

The Board of Directors of WesBanco, Inc. (“WesBanco”) has established an Executive Committee to act on behalf of, and with the concurrence of, the full Board of Directors (“Board”) during intervals between meetings of the Board and to report to the Board at its next regular meeting on any actions taken. Although actions of the Executive Committee may generally be limited to handling legal formalities and technicalities concerning administrative operations, the Executive Committee has the power to act on any major matters where it deems action appropriate, providing a degree of flexibility and ability to respond to time-sensitive business and legal matters without calling a special Board meeting, unless otherwise limited by WesBanco’s corporate governance documents, Board resolution(s), or West Virginia law. The actions taken by the Executive Committee are binding and do not require ratification by the Board to be legally effective.

Membership

The Executive Committee is composed of a majority of outside directors. The current members of the Executive Committee are provided in the annual reorganization meeting minutes of the Board of Directors each April and are incorporated by reference.

Responsibilities and Duties

- Budget review
- Merger, acquisition, and divestiture review
- Capital spending approval
- Debt issuance approval
- Capital structure policy
- Recommending the issuance of capital stock
- Review qualification of commercial and investment bankers

Examinations by regulatory agencies

- Personnel matters
- Executive management
- Strategic planning

Meetings and Agenda

The Executive Committee typically meets monthly and may meet at various other times during intervals between meetings of the Board.

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.