

# WESBANCO BANK INC.



## *Related Party Transactions*

### POLICY

<b>ORGANIZATIONAL FUNCTIONAL AREA:</b>	<b>WesBanco Bank, Inc.</b>
<b>BOARD APPROVED:</b>	<b>August 24, 2017</b>
<b>LAST REVISED:</b>	<b>August 28, 2014</b>
<b>DEPARTMENT/INDIVIDUAL RESPONSIBLE FOR MAINTAINING / UPDATING POLICY:</b>	<b>WSBC EVP &amp; Chief Risk &amp; Administrative Officer; Compliance</b>

# **WESBANCO, INC. (the "Company")**

## **Statement of Policy with Respect to Related Party Transactions**

### **A. Introduction.**

The Board of Directors recognizes that related party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof) and therefore has adopted this policy which shall be followed in connection with all related party transactions involving the Company.

Under this policy, any "Related Party Transaction" shall be consummated or shall continue only if:

1. the Audit Committee, or the Chairman of the Audit Committee if action is needed prior to a scheduled meeting of the Audit Committee, has approved or ratified such transaction in accordance with the guidelines set forth in this policy, or
2. the transaction is approved by the disinterested members of the Board of Directors, or
3. the transaction involves compensation approved by the Company's Compensation Committee.

Any approval or ratification shall be granted only if the Related Party Transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party.

For these purposes, a "Related Party" is:

1. a senior officer (which shall include at a minimum each executive vice president and Section 16 officer) or director of the Company;
2. a shareholder beneficially owning in excess of five percent of the Company's common stock;
3. a person who is an immediate family member of a senior officer or director; and
4. an entity which is owned or controlled by someone listed in 1, 2 or 3 above, or an entity in which someone listed in 1, 2 or 3 above has a substantial ownership interest or control of such entity (i.e. more than ten percent (10%) equity interest).

For these purposes, a "Related Party Transaction" is a transaction between the Company and any Related Party (including any transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934), other than:

1. transactions available to all employees generally;

2. transactions involving less than \$120,000 when aggregated with all similar transactions; and
3. transactions specifically exempted pursuant to Item 404 of Regulation S-K and the instructions thereto.

#### **B. Audit Committee Approval**

The Board of Directors has determined that the Audit Committee of the Board is best suited to review and approve Related Party Transactions. Accordingly, at a regularly scheduled Audit Committee meeting held during the first quarter of each calendar year, management shall recommend Related Party Transactions to be entered into by the Company for that calendar year, including the proposed aggregate value of such transactions if applicable. After review, the Audit Committee shall approve or disapprove such transactions and at each subsequently scheduled meeting, management shall update the Committee as to any material change to those proposed transactions.

In the event management recommends any further Related Party Transactions subsequent to the first calendar year meeting, such transactions may be presented to the Committee for approval or preliminarily entered into by management with approval of the Chairman of the Audit Committee subject to ratification by the Committee; provided that if the Audit Committee does not ratify the Related Party Transaction, management shall make all reasonable efforts to cancel or annul such transaction.

#### **D. Corporate Opportunity**

The Board recognizes that situations exist where a significant opportunity may be presented to management or a member of the Board of Directors that may equally be available to the Company, either directly or via referral. An example is a potential acquisition which could become available to the Company. Before such opportunity may be consummated through, with or by a Related Party (other than an otherwise unaffiliated 5% shareholder), such opportunity shall be presented to the Chairman of the Audit Committee for consideration.

#### **E. Disclosure**

All Related Party Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations. Furthermore, all Related Party Transactions shall be disclosed to the Audit Committee of the Board and any material Related Party Transaction shall be disclosed to the full Board of Directors.

#### **F. Other Agreements**

Management shall assure that all Related Party Transactions are approved in accordance with any requirements of the Company's other governance policies.