

WESBANCO INC  
Form DEF 14A  
March 14, 2017  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant      Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

**WESBANCO, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)



## Edgar Filing: WESBANCO INC - Form DEF 14A

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1) Amount Previously Paid:

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**Table of Contents**

March 14, 2017

Dear Shareholder:

You will find enclosed the 2016 Annual Report, Notice of Meeting, Proxy Statement and Proxy Card for the Annual Meeting of Shareholders of Wesbanco, Inc., which will be held on Wednesday, April 19, 2017, at the Wilson Lodge, Oglebay Resort and Conference Center, Wheeling, West Virginia, beginning at 12:00 Noon.

Please review the enclosed material and complete, sign, date and return the Proxy Card regardless of whether you plan to attend the Annual Meeting, so that the matters coming before the meeting can be acted upon. Alternatively, if you hold shares of Wesbanco common stock directly in your name, you may vote over the Internet or by telephone by following the instructions set forth on the Proxy Card. Also enclosed is an attendance card. Please fill out and return this card only if you plan to attend the meeting in person.

We look forward to meeting our shareholders and welcome the opportunity to discuss the business of your company with you.

Very truly yours,

Todd F. Clossin

President and Chief Executive Officer

TFC/en

Enclosure

**WesBanco, Inc.**

1 Bank Plaza

Wheeling, WV 26003-3562

(304) 234-9000

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Table of Contents

**WESBANCO, INC.**

**One Bank Plaza**

**Wheeling, West Virginia 26003**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held**

**April 19, 2017**

**TO THE STOCKHOLDERS OF WESBANCO, INC.:**

The Annual Meeting of the Stockholders of Wesbanco, Inc. ( Wesbanco ) will be held in the Glessner Auditorium at Wilson Lodge, Oglebay Resort and Conference Center, Wheeling, West Virginia, 26003, on Wednesday, April 19, 2017, at 12:00 Noon E.D.T.

The purposes of the meeting are as follows:

- (1) To elect seven persons to the Board of Directors. Five to serve for a term of three years, one to serve for a term of one year and one to serve for a term of two years.
- (2) To approve an advisory (non-binding) vote on executive compensation paid to Wesbanco s named executive officers.
- (3) To conduct an advisory (non-binding) vote on the frequency of future advisory votes on executive compensation.
- (4) To approve an advisory (non-binding) vote ratifying the appointment of Ernst & Young, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.
- (5) To approve the Wesbanco, Inc. Key Executive Incentive Bonus Option and Restricted Stock Plan, as amended, to increase the number of shares authorized for issuance.
- (6) To consider and act upon such other matters as may properly come before the meeting or any adjournment thereof.

**The Board of Directors recommends a vote (1) in favor of the director nominees, (2) in favor of the executive compensation paid to Wesbanco s named executive officers, (3) in favor of the one year option as the frequency of the stockholder advisory vote on the executive compensation paid to Wesbanco s named executive officers, (4) in favor of the ratification of the appointment of Ernst & Young as our independent registered public accounting firm and (5) in favor of the amendment to the Wesbanco, Inc. Key Executive Incentive Bonus Option and Restricted Stock Plan, as amended, to increase the number of shares authorized for issuance.** The holders of the common stock of Wesbanco as of the close of business on March 3, 2017 are entitled to vote at the meeting.

You are requested to sign and date the enclosed form of Proxy and return it in the enclosed postage-paid envelope at your earliest convenience. As indicated in the accompanying Proxy Statement, proxies may be revoked at any time prior to the voting thereof. Alternatively, if you hold shares of Wesbanco common stock directly in your name, you

may vote over the Internet or by telephone by following the instructions set forth in the Proxy Card.

By Order of the Board of Directors.

**LINDA M. WOODFIN**

**Secretary**

**Wheeling, West Virginia**

**March 14, 2017**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON APRIL 19, 2017.**

**THIS PROXY STATEMENT AND THE 2016 ANNUAL REPORT TO STOCKHOLDERS ARE  
AVAILABLE AT**

*[www.wesbanco.com](http://www.wesbanco.com)*

Table of ContentsINDEXPROXY STATEMENT

	<b>PAGE</b>
<u>PROXIES</u>	1
<u>Delivery of Proxy Materials to Households</u>	1
<u>STOCK OUTSTANDING AND VOTING RIGHTS</u>	2
<u>BENEFICIAL OWNERS OF MORE THAN 5% OF THE COMMON STOCK OF THE CORPORATION</u>	3
<u>OWNERSHIP OF SECURITIES BY DIRECTORS, NOMINEES AND OFFICERS</u>	4
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	5
<u>TRANSACTIONS WITH DIRECTORS AND OFFICERS</u>	6
<u>Transactions with Related Persons</u>	6
<u>Policies and Procedures for Approval of Related Party Transactions</u>	7
<u>ELECTION OF DIRECTORS</u>	7
<u>NOMINEES</u>	8
<u>A. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2020.</u>	8
<u>Additional Information</u>	8
<u>B. Director Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2018.</u>	10
<u>Additional Information</u>	10
<u>C. Director Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2019.</u>	10
<u>Additional Information</u>	10
<u>CONTINUING DIRECTORS</u>	11
<u>A. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2018.</u>	11
<u>Additional Information</u>	11
<u>B. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2019.</u>	13
<u>Additional Information</u>	13
<u>EXECUTIVE OFFICERS OF THE CORPORATION</u>	14
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	16
<u>Introduction</u>	16
<u>Compensation Philosophy and Objectives</u>	16
<u>Administration of the Executive Compensation Program</u>	17
<u>Compensation Committee Process.</u>	17
<u>Use of Peer Group.</u>	18
<u>Management's Role in the Compensation-Setting Process.</u>	19
<u>Annual Evaluation.</u>	19
<u>Components of Executive Compensation</u>	20
<u>Annual Compensation</u>	20
<u>Base Salary.</u>	20
<u>Annual Cash Incentive Awards.</u>	20
<u>INCENTIVE AWARDS</u>	22
<u>Long-Term Incentive Compensation</u>	25
<u>Stock Options.</u>	25
<u>Restricted Stock Awards.</u>	25
<u>Long-Term Cash Bonuses.</u>	26

<u>Total Shareholder Return Plan and Awards.</u>	26
<u>Description of TSRP.</u>	26
<u>The TSR Peer Group.</u>	27
<u>2017 Awards.</u>	27
<u>Retirement Plans</u>	27
<u>Defined Benefit Plan.</u>	27
<u>Wesbanco KSOP Plan.</u>	27
<u>SERP.</u>	28
<u>Why We Maintain the Defined Benefit Plan, KSOP and SERP.</u>	28



**Table of Contents**

	<b>PAGE</b>
<u>Perquisites and Other Benefits</u>	29
<u>Deferred Compensation Opportunities</u>	29
<u>Bank-Owned Life Insurance Program</u>	29
<u>Employment Contracts</u>	30
<u>Change in Control Agreements</u>	30
<u>Tax Deductibility of Compensation</u>	32
<u>Our Policies With Respect to the Granting of Stock Options</u>	32
<u>Timing of Grants.</u>	32
<u>Option Exercise Price.</u>	33
<u>Clawback Policy.</u>	33
<u>Stock Ownership Guidelines.</u>	33
<u>Review of All Components of Executive Compensation</u>	33
<u>COMPENSATION COMMITTEE REPORT</u>	33
<u>SUMMARY COMPENSATION TABLE</u>	34
<u>Perquisites and Other Benefits</u>	34
<u>ALL OTHER COMPENSATION</u>	35
<u>GRANTS OF PLAN-BASED AWARDS FOR THE YEAR ENDED DECEMBER 31, 2016</u>	36
<u>KEY EXECUTIVE INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN</u>	37
<u>OPTION EXERCISES AND STOCK VESTED</u>	38
<u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</u>	39
<u>PENSION BENEFITS</u>	39
<u>PENSION BENEFITS</u>	40
<u>DEFERRED COMPENSATION PLAN</u>	41
<u>NONQUALIFIED DEFERRED COMPENSATION</u>	41
<u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u>	42
<u>Severance</u>	42
<u>Long-Term Incentive Plan</u>	43
<u>SERP</u>	44
<u>Retirement Plans</u>	44
<u>EXECUTIVE BENEFITS AND PAYMENTS UPON TERMINATION</u>	45
<u>CORPORATE GOVERNANCE</u>	45
<u>Board Size and Separate Chairman</u>	46
<u>Criteria for Membership on the Board</u>	47
<u>Overall Composition.</u>	47
<u>Personal Qualities.</u>	47
<u>Commitment to the Corporation and its Stockholders.</u>	47
<u>Other Commitments.</u>	47
<u>Additional Criteria for Incumbent Directors.</u>	47
<u>Additional Criteria for New Directors.</u>	47
<u>Independence.</u>	48
<u>Director Nomination Process</u>	48
<u>Nominations Developed by the Nominating Committee.</u>	48
<u>Stockholder Nominations Submitted to the Nominating Committee.</u>	49
<u>Stockholder Nominations Submitted to Stockholders.</u>	49
<u>Board Responsibilities</u>	49
<u>Board Meetings</u>	50
<u>Committees of the Board</u>	50

<u>Audit Committee.</u>	50
<u>Nominating Committee.</u>	50
<u>Compensation Committee.</u>	50
<u>Board Self-Evaluation</u>	50
<u>Director Orientation and Education</u>	50
<u>Non-Employee Director Compensation and Stock Ownership</u>	51
<u>Meetings of Board of Directors and Committees and Compensation of Members</u>	51

**Table of Contents**

	<b>PAGE</b>
<u>2016 DIRECTOR COMPENSATION</u>	52
<u>NOMINATING COMMITTEE</u>	52
<u>COMPENSATION COMMITTEE</u>	53
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	53
<u>AUDIT COMMITTEE</u>	53
<u>REPORT OF AUDIT COMMITTEE</u>	53
<u>STOCKHOLDERS INTENDING TO NOMINATE CANDIDATES FOR ELECTION TO BOARD OF DIRECTORS MUST GIVE NOTICE TO CORPORATION</u>	54
<u>PROPOSALS OF STOCKHOLDERS FOR PRESENTATION AT NEXT YEAR'S ANNUAL MEETING, TO BE HELD APRIL 18, 2018</u>	54
<u>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	55
<u>Audit Fees</u>	55
<u>Audit-Related Fees</u>	55
<u>Tax Fees</u>	55
<u>All Other Fees</u>	56
<u>PROXY SOLICITOR</u>	56
<u>ITEM 2 APPROVAL OF AN ADVISORY (NON-BINDING) VOTE ON THE CORPORATION'S EXECUTIVE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS</u>	56
<u>ITEM 3 ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION</u>	57
<u>ITEM 4 ADVISORY (NON-BINDING) VOTE RATIFYING THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	57
<u>ITEM 5 APPROVAL OF THE INCENTIVE PLAN, AS AMENDED, TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE</u>	58
<u>OTHER MATTERS TO BE CONSIDERED AT THE MEETING</u>	65
<u>APPENDIX A WESBANCO, INC. KEY EXECUTIVE INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN</u>	A-1
<u>APPENDIX B PROPOSED AMENDMENTS TO THE WESBANCO, INC. INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN</u>	B-1

**Table of Contents**

**PROXY STATEMENT**  
**OF**  
**WESBANCO, INC.**  
**One Bank Plaza**  
**Wheeling, West Virginia 26003**  
**ANNUAL MEETING OF STOCKHOLDERS**  
**APRIL 19, 2017**

This statement is furnished to the stockholders of Wesbanco, Inc. (the Corporation) in connection with the solicitation of proxies to be used in voting at the annual meeting of the stockholders of the Corporation (the Annual Meeting), which will be held in the Glessner Auditorium at Wilson Lodge, Oglebay Resort and Conference Center, Wheeling, West Virginia, 26003, at 12:00 Noon E.D.T. on Wednesday, April 19, 2017. This statement is first being mailed to the stockholders on or about March 14, 2017.

The Corporation is the parent company and the holder of all of the outstanding shares of the capital stock of Wesbanco Bank, Inc. (the Bank), Wheeling, West Virginia. The Corporation also maintains two other operating subsidiaries, namely, Wesbanco Securities, Inc., St. Clairsville, Ohio, and Wesbanco Insurance Services, Inc., Shinnston, West Virginia.

**Proxies**

The proxies are solicited by the Board of Directors of the Corporation (the Board or Board of Directors), and the cost thereof is being borne by the Corporation. Employees and Directors of the Corporation and its subsidiaries may follow up on this written solicitation by telephone or other methods of communication.

Proxies may be revoked by the stockholders who execute them at any time prior to the exercise thereof by a later dated proxy, by written notice to the Corporation, or by appearing in person and voting at the Annual Meeting. Unless so revoked, the shares represented by all proxies will be voted, by the persons named in the proxies, at the Annual Meeting and all adjournments thereof, in accordance with the specifications set forth therein, or, absent such specifications, in accordance with the discretion of the holders of such proxies.

As an alternative to submitting the enclosed proxy, stockholders who hold shares directly in their name may vote over the Internet or by telephone by following the instructions set forth on the Proxy Card.

**Delivery of Proxy Materials to Households**

Annually, the Corporation mails to each registered stockholder at a shared address, not previously notified, a separate notice of its intention to household proxy materials. Beneficial stockholders (those who hold common shares through

a financial institution, broker or other record holder) are notified of the house holding process by the record holder. Those registered and beneficial stockholders who are eligible and have not opted-out (as defined below) of the house holding process will receive one copy of the Corporation's Annual Report to Stockholders for the year 2016 and one copy of this Proxy Statement. A separate proxy card and a separate notice of the meeting of stockholders will continue to be included for each account at the shared address.

Registered stockholders who reside at a shared household and who would like to receive a separate Annual Report and/or a separate Proxy Statement (to opt-out ), or have questions regarding the house holding process, may contact the Corporation's transfer agent and registrar by calling (888) 294-8217 or forwarding a written request addressed to Computershare Investor Services LLC, P.O. Box 30170, College Station, TX 77842-3170. Promptly upon request, a separate Annual Report and/or separate Proxy Statement will be sent. By contacting the

## **Table of Contents**

transfer agent, registered stockholders sharing an address can also request delivery of a single copy of annual reports or proxy statements if they are receiving multiple copies. Beneficial stockholders should contact their brokers, financial institutions, or other record holder for specific information on the house holding process as it applies to those accounts.

### **Stock Outstanding and Voting Rights**

The authorized capital stock of the Corporation consists of 100,000,000 shares of common stock with a par value of \$2.0833 per share (the Common Stock), and 1,000,000 shares of preferred stock without par value. Of the 100,000,000 shares of authorized Common Stock, as of March 3, 2017, there were 43,952,817 shares issued and outstanding. There were no shares of preferred stock outstanding as of that date.

The authorized shares of preferred stock of the Corporation may be issued in one or more classes or series with such preferences and voting rights as the Board of Directors may fix in the resolution providing for the issuance of such shares. The issuance of shares of preferred stock could affect the relative rights of the Common Stock. Depending upon the exact terms, limitations and relative rights and preferences, if any, of the shares of preferred stock as determined by the Board of Directors of the Corporation at the time of issuance, the holders of preferred stock may be entitled to a higher dividend rate than that paid on the Common Stock, a prior claim on funds available for the payment of dividends, a fixed preferential payment in the event of liquidation and dissolution of the Corporation, redemption rights, rights to convert their preferred stock into shares of Common Stock, and voting rights which would tend to dilute the voting control of the Corporation by the holders of the Corporation's Common Stock.

A quorum is required to conduct business at the Annual Meeting. A majority of the outstanding shares of the Corporation present in person or represented by proxy constitutes a quorum. Abstentions, votes withheld and shares represented by broker non-votes are counted in determining whether a quorum is present. Non-votes by banks, brokerage houses, custodians, nominees and other fiduciaries (broker non-votes) and abstentions will be counted for the purpose of determining whether a quorum is present, but broker non-votes will not be included for purposes of determining whether stockholder approval of a matter has been obtained. A broker non-vote occurs when a broker, bank or other stockholder of record, in nominee name or otherwise, exercising fiduciary powers (typically referred to as being held in street name), submits a proxy for the Annual Meeting, but does not vote on a particular proposal because that broker or holder does not have discretionary voting power with respect to that proposal and has not received voting instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote those shares on routine matters, but not on non-routine matters. Non-routine matters include, among other matters, the election of directors and actions on executive compensation. Therefore, if a beneficial owner of the Corporation's Common Stock does not give the broker or nominee specific voting instructions on Items 1, 2, 3 or 5, the holder's shares will not be voted on those items and a broker non-vote will occur. Brokers will have discretionary authority to vote on Item 4. Broker non-votes will have no effect on the voting results for such proposals.

Stockholders of record as of the close of business on March 3, 2017 will be entitled to vote at the Annual Meeting. Each stockholder will be entitled to one vote for each share of Common Stock held as of the record date, as shown by the records of the transfer agent. Cumulative voting in the election of Directors is permitted by West Virginia statutory provisions, and the exercise of that right is not subject to any condition precedent. Each stockholder is entitled to as many votes as shall equal the number of his shares of Common Stock multiplied by the number of Directors to be elected within each class, and the stockholder may cast all of such votes for a single Director or distribute them among two or more Directors. The nominees receiving the highest number of votes in each class five in the class of 2020, one in the class of 2018, and one in the class of 2019 will be elected as Directors of the Corporation. Proxies marked as withhold (including proxies containing broker non-votes) will not be counted as votes either for or against the

nominee. Such withhold votes are not counted in the election of directors and do not affect the outcome.

**Table of Contents**

Cumulative voting is not permitted with respect to Items 2, 3, 4 or 5, approval of which will require that the number of votes favoring the proposal exceed the votes cast opposing the proposal, except with respect to Item 3. With respect to Item 3, if none of the three frequency periods (one year, two years or three years) receives an affirmative vote in excess of the aggregate number of votes cast in favor of the other two frequency periods, the Board of Directors will consider the option receiving the highest number of votes as the recommendation of the stockholders. Proxies marked as abstaining (including proxies containing broker non-votes) will not be counted as votes for or against the proposals and will not affect the outcome of any of the proposals.

**Beneficial Owners of More than 5% of the Common Stock of the Corporation**

The entities listed in the table below were beneficial owners of 5% or more of the shares of Wesbanco's Common Stock outstanding as of March 3, 2017, based on information filed with the SEC. A result of Wesbanco's recent acquisitions, Wesbanco Trust and Investment Services now owns less than 5% of Wesbanco's Common Stock.

Based solely on an amended Schedule 13G filed on February 10, 2017, the Vanguard Group, Inc. ( Vanguard ) has indicated that it is the beneficial owner of 3,308,618 shares of the Common Stock of the Corporation. It reported beneficial ownership as an investment adviser of 3,308,618 shares for which it had sole voting power over 47,422 shares, shared voting power over 5,845 shares, sole dispositive power over 3,257,277 shares and shared dispositive power over 51,341 shares.

Based solely on an amended Schedule 13G filed on February 9, 2017, Dimensional Fund Advisors, LP ( Dimensional ) has indicated that it may be the beneficial owner of 3,189,476 shares of the Corporation's Common Stock with sole voting power over 3,082,332 shares and dispositive power over all such shares in light of its furnishing investment advice to four investment companies and serving as investment manager to certain other commingled group trusts and separate accounts which own the shares since it possesses investment and/or voting power over the shares noted. Dimensional, however, disclaimed beneficial ownership of the shares.

Based solely on a Schedule 13G filed on January 27, 2017, BlackRock, Inc. ( BlackRock ) has indicated that it may be the beneficial owner of 2,602,200 shares of the Common Stock of the Corporation for which it had sole voting power over 2,514,411 shares and sole dispositive power over 2,602,200 shares.

<b>Title of Class</b>	<b>Name &amp; Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common	The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	3,308,618	7.54%
Common	Dimensional Fund Advisors, LP Building One 6300 Bee Cave Road Austin, Texas 78746	3,189,476	7.27%
Common	BlackRock, Inc. 40 East 52nd Street New York, NY 10022	2,602,200	5.90%





**Table of Contents****Ownership of Securities by Directors, Nominees and Officers**

The following table sets forth the number of shares of the Corporation's Common Stock beneficially owned by each nominee, each continuing director, each director who will not continue as a director beyond the Annual Meeting and each named executive officer of the Corporation, and all of its executive officers and directors as a group as of January 31, 2017. There is no other class of voting securities issued and outstanding.

<b>Name of Beneficial Owner</b>	<b>Sole Voting and Investment Authority</b>	<b>Shared Voting and/or Investment Authority</b>	<b>Percent of Class</b>
Lynn D. Asensio (Executive Officer)	16,859(1)		*
Stephen J. Callen	100,050		*
Todd F. Clossin (Nominee & Executive Officer)	43,220(2)		*
Christopher V. Criss	54,707(3)	121,779(4)	*
Jonathan D. Dargusch (Executive Officer)	18,004(5)		*
Abigail M. Feinknopf (Nominee)	27,166	190,935(6)	*
Ernest S. Fragale	72,156(7)		*
James C. Gardill	50,354(8)	1,200(9)	*
D. Bruce Knox	28,762(10)		*
Lisa Knutson	3,300		*
Gary L. Libs (Nominee)	192,176(11)		*
Paul M. Limbert	48,386(12)		*
Jay T. McCamic (Nominee)	32,782(13)	183,901(14)	*
F. Eric Nelson, Jr. (Nominee)	30,052	38,733(15)	*
Ronald W. Owen	13,842(16)		*
Denise H. Knouse-Snyder (Nominee)	1,000	2,500(17)	*
Richard G. Spencer	65,144(18)		*
Kerry M. Stemler (Nominee)	106,869(19)		*
Reed J. Tanner	11,167(20)	2,622(21)	*
Robert H. Young (Executive Officer)	18,221(22)		*
Jayson M. Zatta (Executive Officer)	18,745(23)		*
Charlotte Z. Zuschlag	193,546(24)		*
<b>All Directors and Executive Officers as a group (27 persons)</b>	<b>1,238,406</b>	<b>541,670</b>	<b>4.0502%</b>

\* Beneficial ownership does not exceed one percent (1%).

- (1) Includes options to purchase 7,125 shares which are vested in the WesBanco Key Executive Incentive Bonus & Option Plan and 31 shares held in the WesBanco KSOP. Also included are 2,000 shares of Restricted Stock, which were awarded in 2014 which will become fully vested in 2017, 2,000 shares awarded in 2015 which will become fully vested in 2018 and 2,000 shares awarded in 2016 which will become fully vested in 2019.
- (2) Includes options to purchase 12,500 shares which are vested in the WesBanco Key Executive Incentive Bonus & Option Plan. Also included are 5,000 shares of Restricted Stock, which were awarded in 2014 which will become fully vested in 2017, 5,000 shares awarded in 2015 which will become fully vested in 2018 and 5,000 shares awarded in 2016 which will become fully vested in 2019.

- (3) Includes 8,593 shares held for Mr. Criss benefit in a Rabbi Trust established under the WesBanco, Inc. Deferred Compensation Plan.
- (4) Shares held by Atlas Towing Company, in which Mr. Criss owns a substantial interest and serves as an office and director.
- (5) Includes options to purchase 4,125 shares which are vested in the WesBanco Key Executive Incentive Bonus & Option Plan and 973 shares held in the WesBanco KSOP. Also included are 2,000 shares of Restricted Stock, which were awarded in 2014 which will become fully vested in 2017, 2,000 shares awarded in 2015 which will become fully vested in 2018 and 2,000 shares awarded in 2016 which will become fully vested in 2019, and 225 shares held by Mr. Dargusch as custodian for his grandchildren.

**Table of Contents**

- (6) Includes 59,489 shares held in trust for the benefit of Ms. Feinknopf, 61,446 shares held in trust for the benefit of Ms. Feinknopf's children of which Ms. Feinknopf is Co-Trustee, and 70,000 shares held in the McCamic Family Foundation of which Ms. Feinknopf is a director.
- (7) Includes 4,406 shares held for Mr. Fragale's benefit in a Rabbi Trust established under the WesBanco, Inc. Deferred Compensation Plan and 2,404 shares held in the WesBanco KSOP.
- (8) Includes 19,795 shares held in an IRA account for Mr. Gardill. Also includes 12,957 shares held by Mr. Gardill's wife, Linda T. Gardill, and 4,780 shares held in her IRA account.
- (9) Shares held in a Profit Sharing Plan for Phillips, Gardill, Kaiser & Altmeyer, PLLC for the benefit of Mr. Gardill.
- (10) Includes 1,982 shares held in a retirement account for Mr. Knox's benefit.
- (11) Includes 20,460 shares held in an IRA account for the benefit of Mr. Libs' wife, Sandy Libs.
- (12) Includes 7,877 shares held in the WesBanco KSOP.
- (13) Included 4,791 shares held in trust by Mr. McCamic's wife, Jimmie Ann McCamic.
- (14) Includes 52,455 shares held in trust for the benefit of Mr. McCamic, 61,446 shares held in trust for the benefit of Mr. McCamic's children for which Mr. McCamic is Co-Trustee, and 70,000 shares held in the McCamic Family Foundation of which Mr. McCamic is a director.
- (15) Shares held in Trusts for which Mr. Nelson has investment authority and is a beneficiary.
- (16) Includes 6,614 shares held in an IRA account for Mr. Owen.
- (17) Shares held in a Grantor Trust for the benefit of Ms. Knouse-Snyder.
- (18) Includes 12,400 shares held by Mr. Spencer's wife, Kathleen S. Spencer.
- (19) Includes 11,821 shares held in an IRA for the benefit of Mr. Stemler's wife, Debra Stemler, and 369 shares held by Mr. Stemler's daughter.
- (20) Includes 6,264 shares held for Mr. Tanner's benefit in a Rabbi Trust established under the WesBanco, Inc. Deferred Compensation Plan.
- (21) Shares held by a family Trust for which Mr. Tanner is Co-Trustee and disclaims beneficial ownership.
- (22) Includes options to purchase 5,000 shares which are vested in the WesBanco Key Executive Incentive Bonus & Option Plan and 2,442 shares held in the WesBanco KSOP. Also included are 2,000 shares of Restricted Stock, which were awarded in 2014 which will become fully vested in 2017, 2,000 shares awarded in 2015 which will become fully vested in 2018, and 2,000 shares awarded in 2016 which will become fully vested in 2019.
- (23) Includes options to purchase 6,125 shares which are vested in the WesBanco Key Executive Incentive Bonus & Option Plan and 1,195 shares held in the WesBanco KSOP. Also included are 1,250 shares of Restricted Stock, which were awarded in 2014 which will become fully vested in 2017, 2,000 shares awarded in 2015 which will become fully vested in 2018, and 2,000 shares awarded in 2016 which will become fully vested in 2019.
- (24) Includes 173,942 shares held in trust for the benefit of Ms. Zuschlag and 19,604 shares held in an IRA.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires the Corporation's officers, directors, and persons who own more than 10% of a registered class of the Corporation's equity securities, to file reports of ownership and changes in ownership with the Securities & Exchange Commission (the "SEC"). Officers, directors and greater than 10% stockholders are required to furnish the Corporation with copies of all Section 16(a) reports they file.

Based solely on its review of the copies of Forms 3, 4 and 5 received by it, or written representations from certain reporting persons that no Forms 5 were required for those persons, the Corporation believes that, during the calendar year 2016, all filing requirements applicable to its officers, directors and greater than 10% beneficial owners were fulfilled.

The Corporation is required to report late filings.



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**Table of Contents**

**Transactions with Directors and Officers**

**Transactions with Related Persons**

The Corporation generally considers credit relationships with directors and/or their affiliates to be immaterial and as not impairing the director's independence so long as the terms of the credit relationship are similar to other comparable borrowers. The Corporation uses the following guidelines to determine the impact of a credit relationship on a director's independence. The Corporation presumes that extensions of credit which comply with Federal Reserve Regulation O to be consistent with director independence. In other words, the Corporation does not consider normal, arms-length credit relationships entered into in the ordinary course of business to negate a director's independence.

Regulation O requires such loans to be made on substantially the same terms, including interest rates and collateral, and following credit-underwriting procedures that are no less stringent than those prevailing at the time for comparable transactions by the Bank with other persons. Such loans also may not involve more than the normal risk of repayment or present other unfavorable features. Additionally, no event of default may have occurred (that is, such loans are not disclosed as non-accrual, past due, restructured, or potential problems). The Board of Directors must review any credit to a director or his or her related interests that has become criticized in order to determine the impact that such classification has on the director's independence. In addition, the Corporation does not consider to be independent any director who is also an executive officer of a company to which the Corporation has extended credit unless such credit meets the substantive requirements of Regulation O.

James C. Gardill, Director and Chairman of the Corporation, Denise Knouse-Snyder, a Director-nominee, and Mr. Gardill's son, J. Christopher Gardill are members of Phillips, Gardill, Kaiser & Altmeyer, PLLC, which serves as the Corporation's primary outside legal counsel and its General Counsel as the Corporation does not maintain an internal legal staff. Fees aggregating \$1,754,746 were paid to the law firm for legal services rendered to the Corporation and its affiliates during the year, which amount represented approximately 39.66% of the total amount paid to all law firms retained in 2016. The Audit Committee does review and approve the engagement letter of the firm each year under the Corporation's Related Party Transaction Policy.

Several directors have been appointed to the Board and subsequently nominated for election pursuant to acquisition and merger-related agreements. Ms. Feinknopf and Mr. McCamic were appointed to the Board pursuant to the merger agreement with American Bancorporation. D. Bruce Knox was appointed to the Board pursuant to the merger agreement with Oak Hill Financial, Inc. Richard G. Spencer was appointed to the Board pursuant to the merger agreement with Fidelity Bancorp, Inc. Under the terms of each of the agreements, the Corporation agreed to include them as recommended nominees until each served at least a full three year term, which obligations have been met as to all such directors. Ms. Zuschlag and Mr. Owen were appointed to the Board pursuant to the merger agreement with ESB Financial Corporation. Under the terms of the agreement, the Corporation has agreed to include Ms. Zuschlag and Mr. Owen as recommended nominees until they have served at least full three year terms. Mr. Libs and Mr. Stemler were appointed to the Board pursuant to the merger agreement with Your Community Bankshares, Inc. (YCB). Under the terms of the Agreement, the Corporation has agreed to include Mr. Libs and Mr. Stemler as recommended nominees until they have served at least full three year terms.

The brother of Jonathan D. Dargusch, Executive Vice President Wealth Management, a named executive officer of the Corporation, is an equity member in Henderson Partners, LLC from which the Corporation leased a new branch site pursuant to a lease dated March 13, 2013. The lease commenced upon completion of the construction on or about May 3, 2014 and has a ten-year term with two five year renewal periods for a total of 20 years. Mr. Dargusch's brother, William D. Dargusch, serves as the manager of the development in which the full service branch is located. Annual rent under the lease is as follows: the 1st five years the rent is \$126,000 per year, for the 2nd five years the rent is

\$136,500 per year, for the 3rd five years the rent is \$150,150 per year and

## **Table of Contents**

for the last five years the rent is \$165,165 per year. The rent payable on the lease for 2016 was \$151,142.32, which included other lessee expenses under the terms of the lease.

Charlotte A. Zuschlag has an employment contract through age 70 which provides an annual salary of \$25,000 and continued coverage under the Corporation's health insurance plan. She also receives director's fees as approved by the Board of Directors on April 23, 2015, which arrangement was also reviewed and approved for 2016 by the Audit Committee under the Corporation's Related Party Transaction Policy.

## **Policies and Procedures for Approval of Related Party Transactions**

The Corporation recognizes that related party transactions can present potential or actual conflicts of interest and create the appearance that corporate decisions are based on considerations other than the best interests of the Corporation and its stockholders. Therefore, the Board of Directors has adopted a formal, written policy with respect to related party transactions.

For the purpose of the policy, a related party transaction is a transaction in which the Corporation participates and in which any related party has a direct or indirect material interest, other than (i) transactions available to all employees or customers generally, (ii) transactions involving less than \$120,000 when aggregated with all similar transactions, or (iii) loans made by the Bank in the ordinary course of business, made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank, and not involving more than the normal risk of collectability or presenting other unfavorable features.

Under the policy, any related party transaction must be reported to the Audit Committee and may be consummated or may continue only (i) if the Audit Committee, or Chairman thereof acting between meetings, approves or ratifies such transaction and if the transaction is on terms comparable to those that could be obtained in arm's length dealing with an unrelated third party, (ii) if the transaction involves compensation that has been approved by the Compensation Committee, or (iii) if the transaction has been approved by the disinterested members of the Board of Directors. The Audit Committee may approve or ratify the related party transaction only if the Audit Committee determines that, under all of the circumstances, the transaction is in the best interests of the Corporation.

The current policy was formalized and adopted in February 2007, and subsequently revised on August 7, 2008. The Policy is reviewed annually by the Board of Directors and was last approved on August 25, 2016. All related party transactions which were required to be reported in this Proxy Statement were approved by either the Audit Committee or the Compensation Committee of the Board of Directors.

## **Election of Directors**

The Board of Directors of the Corporation is divided into three classes, as nearly equal in number as the numerical membership of the Board will permit, the members of such classes to serve staggered terms of three years each. The Bylaws permit the Board to determine each year the number of Directors up to a maximum of thirty-five, and the Board of Directors has determined that the Board shall consist of eighteen members through the date of the Annual Meeting of Stockholders as one director is retiring as of such date, and then seventeen members, for the balance of the year 2017, and has fixed the number of Directors to be elected to the Board of Directors at the forthcoming meeting at seven persons with five to serve for a term of three years which will expire at the annual stockholders meeting in 2020, one to serve for a term of one year which will expire at the annual stockholders meeting in 2018, and one to serve for a term of two years which will expire at the annual stockholders meeting in 2019.



The Corporation and its banking subsidiary, the Bank, maintain separate boards, but the directors of the Corporation also serve as directors of the Bank.

**Table of Contents**

There are no family relationships among the directors, nominees or executive officers of the Corporation, except that Abigail M. Feinknopf is the sister of Jay T. McCamic. A majority of the Corporation's directors are independent as defined in Nasdaq listing standards. The Board has determined that all of the directors and nominees are independent, as that term is defined under the Nasdaq definition, except for Paul M. Limbert, James C. Gardill, Todd F. Clossin, Charlotte A. Zuschlag and Denise Knouse-Snyder.

Accordingly, the following persons have been nominated for election to the Board:

**Nominees****A. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2020<sup>1</sup>.**

<b>Name</b>	<b>Age</b>	<b>Year First Elected Director</b>	<b>Position</b>
Abigail M. Feinknopf	49	2002	Director
Jay T. McCamic	61	2003	Director
F. Eric Nelson, Jr.	56	2007	Director
Todd F. Clossin	55	2014	Director, President & CEO
Denise Knouse-Snyder	46	2016	Director

<sup>1</sup> Mr. Limbert, who would have been a member of this class, is retiring from the Board effective as of the 2017 stockholders meeting pursuant to a provision of the Corporation's Bylaws which prohibits anyone from standing for election to the Board after attaining age 70.

**Additional Information**

For each director named above, the particular experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director are as follows:

ABIGAIL M. FEINKNOPF has served as a member of the Board of Directors of the Corporation since March 1, 2002. She currently serves on the Marketing Committee and Insurance Committee of the Corporation. Ms. Feinknopf has extensive marketing experience in the Columbus, Ohio market, having served for years in a marketing and business development role in the Ohio architectural industry, representing Karlsberger Companies. She continues to provide marketing and business development consultation to Feinknopf Photography, also based in Columbus. Ms. Feinknopf is an artist and designer, and operates her own commission-based studio. She graduated from West Virginia University with a B.A. in English and also attended Capital University in Columbus, Ohio. She also represents significant share ownership and has prior bank board experience, having served on the Board of American Bancorporation and its wholly owned subsidiary, Wheeling National Bank. Her marketing background and experience, together with her stockholder interest and her knowledge of a key market in which the Corporation operates, Columbus, Ohio, make her a valuable member of our Board of Directors and qualified to serve.

JAY T. McCAMIC has served as a member of the Board of Directors of the Corporation since January 1, 2003, and is a member and Chairman of the Compensation Committee, and also a member of the Nominating Committee, and the Loan Review Committee of the Bank. He is a lawyer and President of McCamic, Sacco & McCoid, PLLC. Mr. McCamic is a graduate of the University of North Carolina and obtained his Doctor of Jurisprudence from West Virginia University College of Law. He is a member of numerous professional organizations and has actively practiced law for approximately 32 years. He has focused primarily on litigation and practices both in Pennsylvania

and in West Virginia. He currently serves as Federal Criminal Justice Act District Representative for the Northern District of West Virginia. He has had a wide variety of experience in both civil and criminal legal matters including becoming designated as a learned counsel in federal capital cases. Mr. McCamic has prior bank board experience, having served on the Board of Directors of American Bancorporation and its wholly owned subsidiary, Wheeling National Bank. Mr. McCamic represents significant

**Table of Contents**

share ownership and his legal background and training provide him with an excellent framework within which to offer advice and counsel in a highly regulated industry. Mr. McCamic's work causes him to travel extensively in representing clients in multiple jurisdictions; therefore, providing valuable insight in economic trends and conditions in numerous markets. Mr. McCamic brings a stockholder perspective based on his representation of significant share ownership interests, a professional practitioner's perspective on the regulatory environment within which the Corporation operates and numerous years of bank board experience which make him a valuable member of our Board of Directors and qualified to serve.

F. ERIC NELSON, JR. has served as a member of the Board of Directors of the Corporation since April 18, 2007. He also serves as a member of the Risk/Disclosure Committee of the Corporation and the Loan Review Committee of the Bank. Mr. Nelson is a member of the House of Delegates in West Virginia, where he is the current Chairman of the Finance Committee. Mr. Nelson has been President of Nelson Enterprises, Inc., a privately owned investment company in Charleston, West Virginia, since 2005, and was general partner of Mountaineer Capital, LP, a venture capital firm from 2000 to 2005. Mr. Nelson has a degree in Business Administration and Accounting from Washington and Lee University and is the former Treasurer of City Holding Company and a former member of the executive management team of City Holding Company where he exercised direct responsibility for asset liability management, investment portfolio management and a broker/dealer subsidiary. In addition, the closely held family company which he currently operates, Nelson Enterprises, is a diversified investment company focusing on real estate, natural resources, money management and entrepreneurial activity in the Appalachian Region. Mr. Nelson brings experience as a former executive officer with another financial institution, extensive experience in investment management and analysis and a current perspective on economic activity in Charleston and in West Virginia in general, a key market within which the Corporation operates. Given his extensive banking background, his financial analytical skills and perspective on economic development initiatives in West Virginia, and his public service, Mr. Nelson is a valuable member of our Board and qualified to serve.

TODD F. CLOSSIN has served as a member of the Board of Directors of the Corporation since 2014. He is currently President and Chief Executive Officer of the Corporation. Mr. Clossin is also a member of the Executive Committee of the Board, the Risk/Disclosure Committee and the Executive Loan Committee and Trust Committee of the Bank. Mr. Clossin formerly served as Executive Vice President and Chief Administrative Officer for Fifth Third Bank. At Fifth Third, Mr. Clossin served in many retail and commercial capacities and was most recently responsible for strategic planning, marketing, customer experience, distribution strategies, sourcing, facilities, sustainability, social media and analytics. His career with Fifth Third also included serving as President and Chief Executive Officer, Fifth Third Bank Midwest and Midsouth Regions from 2010 to 2011, President and Chief Executive Officer, Fifth Third Bank Midwest and Florida Regions from 2009 to 2010, President and Chief Executive Officer, Fifth Third Bank Midwest Region from 2006 to 2009, President and Chief Executive Officer, Fifth Third Bank North Ohio Region from 2005 to 2006 and President and Chief Executive Officer, Fifth Third Bank Tennessee from 2002 to 2005. In his 32 year banking career, Mr. Clossin also served in various capacities with Key Bank and Society Bank in Columbus, Dayton, Cleveland and Canton. Mr. Clossin is a graduate of Mount Union College where he received a B.A. in Business Administration and a graduate of Akron University where he received an MBA. He is also a graduate of the Darden School of Business Advanced Commercial Lending Program, Weatherhead School of Business Executive Leadership Program, Center of Creative Leadership's Leadership at the Peak Program and Stanford University's Strategy and Organization Program. Mr. Clossin's experience in banking and especially in many of the markets in which the Corporation operates, make him qualified to serve on the Board of Directors of the Corporation.

DENISE KNOUSE-SNYDER has served as a member of the Board of Directors of the Corporation since April 20, 2016. She currently serves as a member of the Marketing Committee of the Corporation and the Executive Loan Committee of the Bank. She is a resident of the Wheeling, West Virginia, area. Ms. Knouse-Snyder, an attorney, is currently a member of the law firm of Phillips, Gardill, Kaiser & Altmeyer, PLLC in Wheeling, West Virginia, and

has served in that capacity from 2000 to the present. She formerly served as an associate attorney with the firm from 1995 to 2000. She has extensive experience with structuring, drafting and

**Table of Contents**

negotiating commercial transactions and loans, acquisitions and workouts for financial institutions, business entities and individuals. The focus of her current practice includes financial services litigation, commercial and banking law, creditors' rights and bankruptcy law. She is a member of the West Virginia State Bar, is admitted to practice before the United States District Court, Northern and Southern Districts, United States Tax Court, United States Court of Appeals for the Fourth Circuit, various Circuit Courts in West Virginia, and the West Virginia Supreme Court of Appeals. She has served in various bar association capacities for the Ohio County Bar Association and the West Virginia State Bar and is a member of the American Bar Association. She also is a member of the West Virginia Bankruptcy Bar. She currently serves as a member of the Board of Directors of the Easter Seal Rehabilitation Center, Inc. located in Wheeling, West Virginia. She has an undergraduate degree from West Virginia University in accounting and is a graduate of the West Virginia University College of Law with a juris doctor degree in 1995 and was a member of the Order of the Coif. Her extensive experience in structuring, drafting and negotiating commercial transactions for Wesbanco for the last 21 years is an invaluable skill and knowledge base for the Board of Directors as is her regulatory and legal expertise.

**B. Director Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2018.**

<b>Name</b>	<b>Age</b>	<b>Year First Elected Director</b>	<b>Position</b>
Gary L. Libs	65	2016 <sup>1</sup>	Director

<sup>1</sup> Gary Libs was appointed to the Board as of September 9, 2016, pursuant to the terms of the merger agreement between the Corporation and YCB.

**Additional Information**

For each director named above, the particular experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director are as follows:

GARY L. LIBS served as Chairman of the Board of Directors of YCB from May of 2011 until its merger with the Corporation on September 9, 2016. He served as Vice Chairman of the Board of Directors from May 2002 until May 2011. He also served as a Director (since 1989) and Chairman of the Board (from May 2002 until May 2011) of Your Community Bank. He has been President and Chief Executive Officer of Libs Paving Co., Inc. in Floyds Knobs, Indiana, since 1972, and President and Chief Executive Officer of Asphalt Supply Co. in Jeffersonville, Indiana, since 1992. As President and Chief Executive Officer of his own businesses, Mr. Libs has extensive leadership, financial, and operational experience. Mr. Libs has a good understanding of compensation evaluation. He has been a part of Libs Paving for 42 years and brings that experience to the Corporation. Mr. Libs' experience in the preparation, analysis and evaluation of financial statements and understanding of internal controls and procedures for financial reporting strengthens the Board's collective qualifications, skills and experience.

**C. Director Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2019.**

<b>Name</b>	<b>Age</b>	<b>Year First Elected Director</b>	<b>Position</b>
Kerry M. Stemler	58	2016 <sup>1</sup>	Director

<sup>1</sup> Kerry Stemler was appointed to the Board as of September 9, 2016, pursuant to the terms of the merger agreement between the Corporation and YCB.

**Additional Information**

For each director named above, the particular experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director are as follows:

KERRY M. STEMLER served as Chairman of the Board of Your Community Bank from May 2011 until its merger with the Corporation on September 9, 2016. He served as a Director of YCB and Your Community Bank

**Table of Contents**

since 1994. He has been President and Chief Executive Officer of KM Stemler Company, a commercial and industrial general contracting firm in the Southern Indiana/Metro Louisville, Kentucky market area that Mr. Stemler has owned and operated since 1981. He is an owner/member of several commercial real estate property leasing and development companies in the region. Properties leased and developed include Class A office space, truck terminals, commercial warehousing and advanced manufacturing facilities. Mr. Stemler has been appointed by the Governor of Indiana to the Indiana Finance Authority and the Ohio River Bridges Bi-State Authority, where he served as Co-Chair. Mr. Stemler is Past Chair of the Indiana State Chamber of Commerce and continues to serve on the State Chamber's Board of Directors and Executive Committee. He is the current Chair of Greater Louisville Inc., the Chamber of Commerce for Metro Louisville. He also serves on the advisory board of Mountjoy Chilton Medley LLP, an accounting and business advisory firm headquartered in Louisville. Mr. Stemler has an understanding of complex financial reports and banking transactions. He has experience with banking regulations and compliance issues. His community involvement gives him the opportunity to offer unique insights to the Corporation. Mr. Stemler's extensive financial, management operational and strategic planning experience strengthens the Board's collective qualifications, skills and experience.

Each nominee has indicated that he or she is willing and able to serve on the Board. In the event that, at any time prior to the Annual Meeting, any of the foregoing nominees should become unavailable for election to the Board of Directors, the shares of stock represented by the proxies will be voted for such other nominee or nominees as the holders of the proxies, in their judgment, may determine.

In the absence of instructions to the contrary, the enclosed form of proxy, if executed and returned to the Corporation, will be voted in the manner determined by the holder or holders thereof. The Board of Directors is soliciting discretionary authority to cumulate votes in the election of Directors, and unless otherwise directed, the holder or holders of such proxies shall have the authority to cumulate votes represented thereby and to distribute the same among the nominees in such manner and numbers as such holder or holders, in his or their discretion, may determine. This authority will be exercised by the holder or holders of the proxies in the event that any person or persons, other than the nominees named above, should be nominated for election to the Board of Directors.

**Continuing Directors**

In addition to the foregoing nominees, the following persons presently are serving as members of the Board of Directors:

**A. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2018.**

<b>Name</b>	<b>Age</b>	<b>Year First Elected Director</b>	<b>Position</b>
Ernest S. Fragale	69	1996	Director
D. Bruce Knox	56	2007	Director
Ronald W. Owen	66	2015 <sup>1</sup>	Director
Reed J. Tanner	63	1996	Director
Charlotte A. Zuschlag	65	2015 <sup>1</sup>	Director

<sup>1</sup> Charlotte A. Zuschlag and Ronald W. Owen were appointed to the Board as of February 10, 2015, pursuant to the terms of the merger agreement between the Corporation and ESB Financial Corporation.

**Additional Information**



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For each director named above, the particular experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director are as follows:

ERNEST S. FRAGALE has served as a member of the Board of Directors of the Corporation since August 20, 1996. Mr. Fragale is a member of the Executive Committee, the Nominating Committee and Audit

**Table of Contents**

Committee of the Corporation. He has been Vice President of Daisy Development Co. of Bridgeport, West Virginia, which is a privately owned real estate development company, since 1987. Mr. Fragale is a graduate of Fairmont State College and is the former President and CEO of two mortgage banking companies, one of which was sold to the Corporation. Mr. Fragale has extensive experience in residential and commercial real estate and his mortgage company specialized in packaging and selling mortgages in the secondary market. Mr. Fragale is also active in the North Central, West Virginia, market, a key market for the Corporation and, therefore, provides valuable insight and advice on economic activity and trends in that market. His mortgage background and financial experience make him a valuable member of the Board of Directors and qualify him to serve on our Board.

D. BRUCE KNOX has served as a member of the Board of Directors of the Corporation since November 30, 2007. He currently serves as a member of the Audit Committee and the Personnel and Post Retirement Committee of the Corporation. Mr. Knox formerly served as Executive Vice President of Oak Hill Banks from December 2007 to May 2008. He also previously served as Executive Vice President of Oak Hill Financial, Inc. from January 2005 to December 2007 and Chief Information Officer from January 2000 to December 2007. Mr. Knox has approximately 20 years of banking experience centered principally in operations, data processing and asset liability management. His extensive experience in information technology and service as a chief information officer for a regional banking corporation make him uniquely suited to offer advice and counsel on strategic direction in information technology. He has been instrumental in providing advice to the Corporation on its technology initiatives and in expanding its internet banking products. Mr. Knox's extensive experiences in banking and information technology make him a valuable member of our Board of Directors and qualify him to serve.

RONALD W. OWEN has served as a member of the Board of Directors of the Corporation since February 10, 2015, having been appointed pursuant to the Corporation's merger agreement with ESB. He currently serves as a member of the Insurance Committee. Mr. Owen has prior bank board experience, having served on the Board of Directors of ESB Bank. He is currently Vice President of Fidelity National Title Insurance Company, Pittsburgh, PA. He previously served as Senior Relationship Executive for First American Title in Pittsburgh from February, 2009 to October, 2014. Mr. Owen has over 30 years of service in the title insurance industry in the Pittsburgh market, having held various senior management positions. Mr. Owen also previously served 12 years in the Savings and Loan industry in a senior officer capacity. Mr. Owen is a graduate of Thiel College, Greenville, PA. Mr. Owen's knowledge of the real estate environment in one of the key markets of the Corporation and his prior bank board experience qualifies him to serve as a member of the Board and makes him a valuable addition to the Board of Directors.

REED J. TANNER has served as a member of the Board of Directors of the Corporation since December 30, 1996. Mr. Tanner is a member of our Audit Committee. Mr. Tanner is a Certified Public Accountant and is our designated financial expert on the Audit Committee. He is a member of Suttle & Stalnaker, PLLC into which RTanner Associates, PLLC was recently merged. He was a member of RTanner Associates, PLLC, since 2009, and with the firm Dixon Hughes, PLLC and several predecessor accounting firms. Mr. Tanner is a graduate of Northwestern University and West Virginia University and is a licensed Certified Public Accountant actively practicing in Morgantown, West Virginia. Mr. Tanner has prior bank board experience having served on the Board of Vandalia National Corporation and its wholly owned subsidiary, The National Bank of West Virginia. Mr. Tanner is also a member of the West Virginia Board of Accountancy. Mr. Tanner provides significant expertise and experience to the Audit Committee and his familiarity with accounting principles and standards provide valuable insight and advice to the Board of Directors and its Audit Committee. Mr. Tanner also has considerable business experience, having worked in the public accounting profession for a significant number of years and, therefore, serves in an important advisory role to the Board. Given Mr. Tanner's financial expertise and background and his ability to navigate a strict regulatory environment, Mr. Tanner is a valuable member of our Board of Directors and qualified to serve.

CHARLOTTE A. ZUSCHLAG has served as a member of the Board of Directors of the Corporation since February 10, 2015, having been appointed pursuant to the Corporation's merger agreement with ESB.

**Table of Contents**

Ms. Zuschlag is also a member of the Executive Committee and the Risk/Disclosure Committee of the Corporation. Ms. Zuschlag was formerly the President and Chief Executive Officer of ESB and its banking subsidiary, ESB Bank, a position she held since 1991. Ms. Zuschlag is actively involved in business and civic organizations in the Western Pennsylvania market which represents a key geographical market for the Corporation. Her extensive experience in the banking industry, share ownership and prior board experience affords the Board with valuable insight and qualifies her to serve as a member of the Board of Directors.

**B. Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2019.**

<b>Name</b>	<b>Age</b>	<b>Year First Elected Director</b>	<b>Position</b>
Christopher V. Criss	59	1992	Director
James C. Gardill <sup>1</sup>	70	2007	Director & Chairman of the Board
Stephen J. Callen	65	2004	Director
Lisa A. Knutson	51	2005	Director
Richard G. Spencer	69	2012 <sup>2</sup>	Director

<sup>1</sup> Mr. Gardill previously served on the Board from 1980 to 2003.

<sup>2</sup> Mr. Spencer was appointed to the Board pursuant to the provisions of the Corporation's merger agreement with Fidelity Bancorp, Inc., which agreement required the election of one director to serve at least a full three year term on the Board of Directors of the Corporation.

**Additional Information**

For each director named above, the particular experience, qualifications, attributes or skills that led the Board to conclude that he or she should serve as a director are as follows:

CHRISTOPHER V. CRISS has served on the Board of Directors of the Corporation since July 17, 1992. He currently serves as a member and Chairman of the Audit Committee and as a member of the Executive Committee, the Nominating Committee, the Risk/Disclosure Committee and the Compensation Committee of the Board of Directors. Mr. Criss has been President and Chief Executive Officer of Atlas Towing Co. since 1984. Mr. Criss has previous bank board experience, having served on the Board of Directors of Mountain State Bank. He formerly served on the Board of Directors of a regional hospital and an insurance company and has served in an executive capacity with several family owned businesses. Mr. Criss has an accounting background and has extensive business management experience. He also represents significant stockholder interests and the geographical market of Parkersburg, which is a significant market for the Corporation. His diversified business and accounting background, management experience and long term active participation on the Board make him a valuable member of the Board and qualify him to serve.

JAMES C. GARDILL currently serves as Chairman of the Corporation and is a member of the Executive Committee and the Risk/Disclosure Committee, the Personnel and Post Retirement Committee of the Corporation and the Executive Loan Committee and the Trust Committee of the Bank and he has served in his current term as a member of the Board of Directors since April 18, 2007. Mr. Gardill previously served on the Board of Directors from April of 1980 until April of 2003, during which time he served as Chairman of the Corporation from April of 1990 until April of 2003. Mr. Gardill is a lawyer and the managing member of Phillips, Gardill, Kaiser & Altmeyer, PLLC. Mr. Gardill is a Fellow of the American and West Virginia Bar Foundations. Mr. Gardill has represented the Corporation since 1973 and has served as general counsel to the Corporation since 1984. Mr. Gardill has also represented the Corporation in all of its acquisitions over the years and has extensive experience in corporate, commercial and

fiduciary matters. Mr. Gardill has also served as an adjunct lecturer at the College of Law of West Virginia University in banking law courses and he has lectured and written on numerous commercial law, estate and fiduciary matters. Mr. Gardill has also served on the boards of directors of profit and nonprofit corporations in several industries, including health care and manufacturing. Mr. Gardill has also served as Chairman of a number of boards, committees and commissions, both in the

**Table of Contents**

for-profit and non-profit sector. Mr. Gardill's extensive experience in corporate governance, commercial law, trust and fiduciary matters and customer relationships through his private practice position him to be able to provide valuable advice and counsel to the Corporation. His long tenure with the Corporation gives him an excellent regulatory background and institutional knowledge in advising the Corporation, in serving as an outside chairman and qualifies him to serve.

STEPHEN J. CALLEN has served as a member of the Board of Directors of the Corporation since April 20, 2016. He serves as a member of the Loan Review Committee of the Bank. He is a resident of the Morgantown, West Virginia, area. Mr. Callen is a CPA (inactive) and has extensive business experience in the North Central region of West Virginia. In addition, Mr. Callen formerly served on the Board of Directors, as well as in an executive capacity, for the West Virginia Junior College System, which operates in West Virginia, Ohio and Pennsylvania. He served as Chief Financial Officer from July 1, 1987, to July 1, 2012. He has also served as Vice President of Gold Crest Properties from September 1, 1993 to the present. This entity engages in various real estate, investment and leasing activities and is privately held. Mr. Callen also formerly served on the BB&T Bank Advisory Board for North Central West Virginia, as well as the Board of Trustees of the West Virginia Nature Conservancy. Mr. Callen currently serves on the Board of Directors of West Virginia Rescue Ministries (Union Mission), a non-profit organization. Mr. Callen has over 41 years of experience in real estate investment, leasing and the operation of private for-profit post secondary educational institutions. Mr. Callen is a graduate of West Virginia University and a certified public accountant, State of West Virginia (inactive). Mr. Callen brings a wealth of experience in business and financial expertise and would qualify as a financial expert. He is also a significant shareholder of Wesbanco and will add valuable business judgment, ownership perspective and financial expertise to the Board.

LISA A. KNUTSON has served as a member of the Board of Directors of the Corporation since April 20, 2016. She also serves on the Compensation Committee of the Corporation. She is a resident of the Cincinnati, Ohio, area. Ms. Knutson, a CPA (inactive), is currently the Chief Administrative Officer of the E.W. Scripps Company in Cincinnati, Ohio, and has served in that position since October, 2011. She previously served as Senior Vice President, Human Resources with that company from 2005 to 2011. She previously served as Vice President and Chief Financial Officer, Human Resources Operations, at Fifth Third Bank from 2002 to 2005. She also previously worked at Arthur Anderson, LLP as Director of Audit Operations, Great Lakes Market Circle and with PSARA Technologies, Inc., a regional environmental consulting firm. She currently serves on the Cincinnati Regional Chamber of Commerce Board and is a board member of several non-profit organizations in the Cincinnati area. She is a graduate of Miami University and a certified public accountant, State of Ohio (inactive). Her experience in human resources and compensation policies and practices in a public company setting, as well as her financial and accounting skills and knowledge, make her uniquely qualified to serve and will provide valuable insight to the Board.

RICHARD G. SPENCER has served as a member of the Board of Directors of the Corporation since November 30, 2012, having been appointed pursuant to the Corporation's merger agreement with Fidelity Bancorp, Inc. Mr. Spencer is a member of the Insurance Committee and the Personnel and Post Retirement Committee of the Corporation. Mr. Spencer was formerly the Chief Executive Officer and President of Fidelity Bancorp, Inc. and its banking subsidiary, Fidelity Savings Bank, a position he held since 2003. He also served previously as Chief Financial Officer of Fidelity Bancorp, Inc. His many years of service in many areas of operations at Fidelity and duties as Chief Executive Officer bring a special knowledge of the financial, economic and regulatory challenges the Corporation faces and make him a valuable addition to our Board and qualify him to serve.

**Executive Officers of the Corporation**

The executive officers of the Corporation are listed below. Each listing includes a statement of the business experience of each executive officer during at least the last five years. Executive officers are elected annually by the

Board of Directors and serve at the pleasure of the Board.

**Table of Contents**

TODD F. CLOSSIN, age 55, is the President and Chief Executive Officer of the Corporation and the Bank. Mr. Clossin joined the Corporation on November 4, 2013. Mr. Clossin has 32 years experience in banking and was Chief Administrative Officer and Executive Vice President of Fifth Third Bank in Cincinnati from 2011 to 2013, President and Chief Executive Officer, Fifth Third Bank Midwest and Midsouth Regions from 2010 to 2011, President and Chief Executive Officer, Fifth Third Bank Midwest and Florida Regions from 2009 to 2010, and President and Chief Executive Officer, Fifth Third Bank Midwest Region from 2006 to 2009. He also formerly was associated with Key Bank for fourteen years and Society Bank.

ROBERT H. YOUNG, age 60, is the Executive Vice President and Chief Financial Officer of the Corporation. Mr. Young joined the Corporation in July 2001 after having served as Senior Vice President and Chief Financial Officer of PNC Bank, FSB and its National Affinity Program division in Pittsburgh, PA. Mr. Young is a licensed Certified Public Accountant.

IVAN L. BURDINE, age 60, has served as Executive Vice President Chief Credit Officer since July of 2015. Prior to that, he served as Senior Vice President Senior Credit Officer. Mr. Burdine, who joined the Corporation in December of 2013, has over 36 years of experience and previously held various credit and executive positions with JP Morgan Chase Bank, NA and its predecessor banks in Columbus and Cleveland, Ohio.

BRENT E. RICHMOND, age 53, is currently Executive Vice President Treasury and Strategic Planning of the Corporation. Mr. Richmond served as Executive Vice President Operations from March 2002, until December, 2003. Mr. Richmond was the President and Chief Operating Officer of American Bancorporation until its merger with the Corporation on March 1, 2002, as well as Chief Executive Officer of Wheeling National Bank. Mr. Richmond previously held the positions of Executive Vice President, Chief Financial Officer and Corporate Secretary of American Bancorporation.

JAYSON M. ZATTA, age 56, has served as Executive Vice President Chief Lending Officer since March of 2015. Prior to that, he served as Executive Vice President of Commercial Banking, overseeing the commercial lending function for all markets, since joining the Corporation in 2008. Prior to joining the Corporation, Mr. Zatta was employed by Huntington Bank as President of the Ohio Valley Region and was formerly Executive Vice President and Senior Credit Officer at Sky Bank. He has over 31 years experience in various lending and leadership capacities.

JONATHAN D. DARGUSCH, age 59, is currently Executive Vice President Wealth Management of the Corporation. Mr. Dargusch joined the Corporation in March 2011 having been previously employed by JPMorgan Chase Bank in Columbus, Ohio. Mr. Dargusch holds FINRA Series 7, 24 and 66 licenses for Ohio and West Virginia and has been in the financial services industry for 34 years, with over 16 years as a wealth management executive.

ANTHONY F. PIETRANTON, age 57, is Executive Vice President, Human Resources of the Corporation and the Bank who joined the Corporation on October 16, 2013. Mr. Pietranton has over 30 years experience in human resource management and most recently served as Vice President, Human Resources at Tri State Capital Bank in Pittsburgh, Pennsylvania from 2008 to 2013, and was Vice President, Human Resources at Three Rivers Aluminum Company (TRACO) in Cranberry, Pennsylvania from 2005 to 2008. He was also formerly with Invesmart, Inc. in Pittsburgh and Federated Investors, Inc. in Pittsburgh.

GREGORY A. DUGAN, age 61, has served as Executive Vice President and Senior Operations Officer of the Corporation since 2010. Mr. Dugan joined the Bank in 1979 as an Assistant Branch Manager. From 1986 to 1993 Mr. Dugan held various executive management positions for Wesbanco Bank Wellsburg and Wesbanco Bank Barnesville. Mr. Dugan also served as a Trust Officer and on the Board of Directors with Wesbanco Bank Barnesville. In 1999, Mr. Dugan was Executive Vice President and Chief Operating Officer with Wesbanco Bank Parkersburg



before returning to Wesbanco Bank Wheeling in 2000 as Senior Vice President, Operations.

## **Table of Contents**

LYNN D. ASENSIO, age 61, is currently Executive Vice President Retail of the Corporation. Prior to that she served as West Region President of the Bank. Ms. Asensio joined the Corporation in August, 2005 having previously been employed by Fifth Third Bank in Columbus, Ohio. Ms. Asensio was Retail Executive at Fifth Third Bank and also managed the Commercial Leasing and Treasury Management Divisions. She started her 38 year banking career as a Management Trainee at Bank of America in Charlotte, North Carolina. Ms. Asensio is a Certified Treasury Professional (CTP/CCM) as designated by the Association of Financial Professionals.

MICHAEL L. PERKINS, age 51, is the Executive Vice President Chief Risk and Administrative Officer of the Corporation and has served in enterprise risk management responsibilities since 2001. Prior to that, he was Senior Vice President and Chief Auditor of the Corporation. Mr. Perkins has 29 years experience in banking, working in the financial services industry as a public accountant prior to joining the Corporation in 1995. Mr. Perkins is a licensed Certified Public Accountant.

STEPHEN J. LAWRENCE, age 59, has served as Executive Vice President & Chief Internal Auditor since May of 2016. Prior to that, he served as Senior Vice President while continuing as Chief Internal Auditor since 2001. He also served as Audit Manager and Regional Bank Operations Manager since joining the Corporation in 1994 through the acquisition of First Fidelity Bancorp, Inc. Mr. Lawrence has more than 36 years of experience in the banking industry, and is a Certified Bank Auditor.

## **Compensation Discussion and Analysis**

### **Introduction**

The following discussion and analysis explains the Corporation's compensation program as it applies to the executive officers named in the Summary Compensation Table on page 34, who we refer collectively to as the named executive officers. This discussion and analysis should be read in conjunction with the Summary Compensation Table, its accompanying footnotes and the additional tables and narrative disclosure that follows the Summary Compensation Table. The named executive officers of the Corporation presently are serving without compensation from the Corporation. They are, however, compensated by the Bank for services rendered as officers of the Bank.

Overall, the Board of Directors believes that the Corporation's compensation program is effective in aligning the compensation of our executive officers with the long-term interests of our stockholders. Incentive compensation programs consist of a blend of annual and long-term performance and time based compensation, are structured to preclude excessive and unnecessary risk-taking, and utilize performance metrics established in advance based on an annual budget and business planning process. The incentive plans also contain caps or limitations on the amounts that can be awarded.

The Compensation Committee considered the results of the 2016 advisory, non-binding vote on executive compensation in connection with the discharge of its responsibilities. Since approximately 94% of the total shares voted on the proposal were voted in favor of the compensation of our named executive officers described in our proxy statement in 2016, the Compensation Committee did not implement significant changes to our executive compensation program as a result of the shareholder advisory vote.

Beginning in 2016, the Compensation Committee adopted a new Total Shareholder Return Plan for certain executive officers, including the named executive officers, which is described in more detail in the section titled Total Shareholder Return Plan and Awards found on page 26. In addition, they adopted a formal written Clawback Policy and Stock Ownership Guidelines which are described in more detail on page 33.

**Compensation Philosophy and Objectives**

The Corporation's Compensation Committee has adopted a philosophy statement on executive compensation. The philosophy statement expresses the Corporation's desire to become the employer of choice

## **Table of Contents**

and to be viewed as a model of best practices for executive compensation. Applying that philosophy, our compensation programs are designed to provide the appropriate mix of compensation and benefits in order to promote the interests of the Corporation and its stockholders while enabling us to attract and retain top-quality executive talent. The primary objectives of the compensation policies for executive officers are to:

Attract and retain executive officers by offering base salary that is competitive with that offered by similarly situated banks in the markets in which we compete and by rewarding outstanding individual performance;

Promote and reward the achievement of short-term and long-term objectives set by the Board and management without encouraging unnecessary and excessive risk taking by our executive officers; and

Align the interests of executive officers with those of our stockholders by making incentive compensation an important aspect of our executive's compensation.

The philosophy statement delineates the following four fundamental principles in establishing executive compensation: (i) the Corporation's performance both in terms of the attainment of short-term and long-term goals; (ii) the competitiveness of the Corporation's executive officers' salaries to that of similarly qualified and situated officers in markets in which it competes; (iii) the individual performance of each executive officer and (iv) the recommendations of the Chief Executive Officer regarding all executive officers other than himself.

## **Administration of the Executive Compensation Program**

***Compensation Committee Process.*** Our Compensation Committee meets as often as necessary to perform its duties and responsibilities. The Compensation Committee met three times during calendar year 2016 and has met once so far during calendar year 2017. Mr. McCamic, Chairman of our Compensation Committee, works with our Chief Executive Officer to establish the meeting agenda. The Compensation Committee typically meets with the Chief Executive Officer and, where appropriate, with legal counsel and with outside compensation advisors. The Compensation Committee also regularly meets in executive session without management.

The Committee annually reviews the Compensation Committee Charter and all incentive plans used throughout the Corporation in all business lines. In this review of the incentive plans, the Committee makes a determination of whether the plans, individually or collectively, encourage excessive risk taking, that each of the plans have reasonable limits and caps, and that the overall structure of the incentive plans is aligned with the interests of the stockholders.

The Compensation Committee receives and reviews materials in advance of each meeting. These materials include information that management believes will be helpful to the Compensation Committee, as well as materials that the Committee has specifically requested. Depending on the agenda for the particular meeting, these materials may include:

Financial reports on year-to-date performance versus budget and compared to prior year performance;

Calculations and reports on levels of achievement of individual and corporate performance objectives;

Reports on the Corporation's strategic objectives and budget for future periods;

Reports on the Corporation's year over year performance and current year performance versus a peer group of companies;

Information on the executive officers' stock ownership and option holdings;

Information regarding equity compensation plan dilution;

Estimated grant date values of stock options (using the Black-Scholes valuation methodology);

**Table of Contents**

Tally sheets setting forth the total compensation of the named executive officers, including base salary, cash incentives, equity awards, perquisites and other compensation and any amounts payable to the executives upon voluntary or involuntary termination, early or normal retirement or following a change in control of the Corporation;

Information regarding compensation programs and compensation levels at study groups of companies identified by independent compensation consultants or through statistical comparisons compiled by management using third party source information such as SNL Financial Executive Compensation Review; and

Independent consultant reports.

**Use of Peer Group.** The philosophy statement adopts the position that annual compensation for all executive officers should be targeted to be at or above the 50th percentile of companies in our peer group and should provide for performance bonuses based on performance metrics established at the discretion of the Compensation Committee. Our management compiled peer group reports for 2016 reviewed by our Compensation Committee consisted of 17 regional banks from approximately \$5.3 to \$21 billion in total assets. The peer group used for our executive compensation review differs from the indices used in the performance graph contained in our annual report on Form 10-K. Our peer group for 2016 compensation purposes (the 2016 Peer Group ) was comprised of the 17 banks listed below:

1 <sup>st</sup> Source Corporation	First Commonwealth Financial Corporation	Old National Bancorp
NBT Bancorp, Inc.	First Financial Bancorp	Park National Corporation
First Merchants Corporation	Pinnacle Financial Partners, Inc.	S&T Bancorp, Inc.
F.N.B. Corporation	Community Bank System, Inc.	United Bankshares, Inc.
Chemical Financial Corporation	Eagle Bancorp, Inc.	Union Bankshares Corporation
TowneBank	Tompkins Financial Corporation	

Our 2016 Peer Group is different than our peer group used in 2015, as National Penn Bankshares, Inc. was acquired during the past year and was therefore removed.

In January 2017 the Compensation Committee engaged a consultant, Cowden Associates, Inc., to update their 2013 market-based study of total compensation for the named executive officers. The Compensation Committee has determined that Cowden Associates, Inc. is independent and that there are no conflicts of interest with respect to the work of Cowden Associates, Inc. The consulting firm examined base compensation, annual incentive opportunities, long term incentive opportunities, equity programs, health, retirement and other perquisites of the top five executives of Wesbanco in the context of their total compensation and compared that total compensation to the total compensation of the 2016 Peer Group. They also provided conclusions regarding the overall competitiveness and reasonability of total compensation paid to the named executive officers. The peer group used in the study consisted of the 17 banks that were included in the 2016 Peer Group.

In conjunction with their review, the consulting firm reviewed the historical financial performance for Wesbanco and the peer group of banks. They also reviewed the most recent annual (2015) data based on return on average assets and return on average common equity, among other comparisons. They then compared how Wesbanco performed during this same period. The consultants also reviewed historical compensation levels for the Wesbanco peer group and they reviewed the most recent annual CAGR for the peer group. They then compared how Wesbanco ranked during the same period.

## Table of Contents

In conjunction with peer performance, with respect to return on average assets (ROAA), for 2015, Wesbanco's ROAA was 1.1% compared to the peer median of 1.1%, putting it in the 54th percentile. With respect to return on average common equity (ROACE), Wesbanco's average was 8.5% for 2015, compared to the peer median of 9.1%, putting it in the 35th percentile.

Comparing performance to total compensation for 2015, except for the CFO position, the Wesbanco named executive officers were below the 10th percentile in total compensation. Wesbanco's CFO approximated the 14th percentile. In reviewing the total compensation of the CEO in particular, for the one year period, the peer median of \$2,038,691 compared to Wesbanco's total compensation of \$1,034,591 placing it below the 10th percentile of all CEOs in the peer group.

The Compensation Committee also considered a separate management-prepared total compensation comparison with the 2016 Peer Group. This analysis compared each type of compensation (base pay, incentive compensation, stock options and awards, retirement benefits and all other compensation) and total average compensation for each named executive officer of Wesbanco to the average of the 2016 Peer Group based on 2016 proxy information (2015 data). For the calendar year 2015, Mr. Clossin's total compensation was approximately 73.6% of the peer average for total compensation for other bank CEO positions, which equates to the 9th percentile. Mr. Young's total compensation approximated 79.7% of the average for the peer group of CFOs (7th percentile), Mr. Zatta's was 61.7% of the 2015 Peer Group's next highest paid executive (4th percentile), Mr. Dargusch was 68.6% of the next highest paid executive (1st percentile) and Ms. Asensio's was 78.7% of the next highest paid executive (10th percentile).

***Management's Role in the Compensation-Setting Process.*** Management plays a significant role in the compensation setting process. The most significant aspects of management's role are:

Evaluating employee performance;

Establishing business performance targets and objectives for individual executives other than the named executive officers; and

Recommending salary levels and equity awards.

Our Chief Executive Officer works with the Compensation Committee Chair in establishing the agenda for Compensation Committee meetings. Our management also prepares meeting information for each Compensation Committee meeting.

The Chief Executive Officer also participates in Compensation Committee meetings at the Committee's request to provide:

Background information regarding the Corporation's strategic objectives;

His evaluation of the performance of the senior executive officers; and



Compensation recommendations as to senior executive officers (other than himself).

**Annual Evaluation.** Our Compensation Committee meets in an executive session each year to evaluate the performance of the named executive officers, to determine their annual bonuses for the prior fiscal year, to establish their performance objectives for the current fiscal year, to set their base salaries for the next calendar year, and to consider and approve any grants to them of equity incentive compensation.

The Compensation Committee's process begins with establishing individual and corporate performance objectives for senior executive officers, including all of our named executive officers, in the second quarter of each calendar year. Our Compensation Committee engages in an active dialogue with the Chief Executive Officer concerning strategic objectives and performance targets. The Compensation Committee reviews the

## **Table of Contents**

appropriateness of the financial measures used in incentive plans and the degree of difficulty in achieving specific performance targets. Corporate performance objectives typically are established on the basis of a targeted return on assets and return on equity, as well as growth in earnings per share and individual goals for particular business units within the Corporation.

### **Components of Executive Compensation**

The principal components of our executive compensation program are:

Base salary;

Annual incentive awards;

Long-term incentives; and

Supplemental Executive Retirement Plan.

In addition to these principal components, our compensation program also includes employment contracts, change in control agreements, deferred compensation opportunities, retirement plans, a bank-owned life insurance program and other perquisites and benefits, each of which are discussed in this Compensation Discussion & Analysis with respect to the named executive officers.

### **Annual Compensation**

Our executive officers receive two forms of annual compensation, base salary and annual incentive awards. The levels of base salary and annual incentive awards for our executive officers are established annually under a program intended to maintain parity with the competitive market for executives in comparable positions.

The annual compensation program, as espoused by our Compensation Committee through its philosophy statement, is intended to target Corporation performance, both in terms of the attainment of short-term and long-term goals, and to consider principally return on equity, growth in earnings per share, and return on assets.

**Base Salary.** Base salary is a critical element of executive compensation because it provides executives with a base level of monthly income. In determining base salaries, our Compensation Committee considers the executive's qualifications and experience, scope of responsibilities and future potential, the goals and objectives established for the executive, the executive's past performance, competitive salary practices at companies in the study groups, internal pay equity and the tax deductibility of base salary.

Based on compensation data provided by the Compensation Committee's independent compensation consultant, Cowden Associates, Inc., peer group comparisons, individual evaluations and internal equities, Todd Clossin, our Chief Executive Officer, recommends base salaries for all executive officers to the Compensation Committee for their consideration, except with respect to his own salary. Based on the Compensation Committee's review of the applicable compensation data, as discussed above and including Mr. Clossin's recommendations, base salary increases for all officers for the 2016 fiscal year averaged approximately 3.19% except for changes in base salary due to title or

position changes of the named executive officers. Mr. Clossin received an increase of 10% pursuant to which his base compensation increased from \$550,000 to \$605,000 as President and CEO, Mr. Young received an increase of 3%, Mr. Dargusch 3%, Mr. Zatta 10% and Ms. Asensio 3%. See the Summary Compensation Table on page 34 for more information about the 2016 base salaries of our named executive officers.

***Annual Cash Incentive Awards.*** Annual incentive awards, in the form of annual cash bonuses, are made to our named executive officers under the amended and restated Wesbanco, Inc. Key Executive Incentive Bonus, Option and Restricted Stock Plan, which we refer to as the Incentive Plan and which was approved by our stockholders on April 20, 2016. For additional information regarding our Incentive Plan, see the section entitled

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**Table of Contents**

Key Executive Incentive Bonus, Option and Restricted Stock Plan on page 37 and Item 5 Approval of the Proposal to Approve the Incentive Plan, as Amended, to Increase the Number of Shares Authorized for Issuance beginning on page 58. The Compensation Committee makes awards and determines the amount, terms and conditions of each such award as well as the respective performance goals to be achieved in each period by the participants under the Incentive Plan. The Compensation Committee believes that annual cash incentive awards for our executives, which are the variable and at-risk portion of annual compensation, should be generally targeted at a maximum of 50% of base salary for the Chief Executive Officer and a somewhat lesser percentage for our other executive officers.

*Eligibility for Annual Incentive Awards.* In general, the following thresholds must be satisfied for an executive to be eligible to receive an annual incentive award: (i) the executive must receive a fully competent performance rating; and (ii) the Corporation must meet 85% of its overall corporate goal.

*Performance Rating.* Our Chief Executive Officer annually rates the performance of each of our other named executive officers and assigns a performance rating to the executives based on the executive's performance during the fiscal year. The Chair of our Compensation Committee evaluates the performance of our Chief Executive Officer and assigns his performance rating. For 2016, all of our named executive officers received fully competent performance ratings.

*Overall Corporate Goal.* The Corporation's overall corporate goal is targeted earnings per share (EPS) for a given fiscal year. The Committee set target performance measures based in part upon management's confidential business plan and budget. The Committee set the EPS target at target levels deemed appropriate based on industry expectation, market opportunities and other factors the Committee believes are relevant.

The Corporation's GAAP EPS for the 2016 fiscal year did not meet the overall corporate goal but it did meet the goal on a non-GAAP (excluding merger-related expenses) basis. The Committee reviewed the results using both GAAP and non-GAAP earnings and elected to use non-GAAP earnings in its analysis and determination. The Committee determined that the use of non-GAAP earnings was the appropriate benchmark for incentive bonuses for the year as there were significant one-time merger related expenses included in GAAP earnings. The EPS goal may be adjusted by the Committee, in its sole discretion, for items attributed to non-GAAP operating events impacting the Corporation's operating results, such as mergers and acquisitions, unusual gains or losses, significant asset sales or other out-of-the ordinary or one-time events which significantly impact the normal operations. The target EPS for the overall corporate goal in 2016 was \$2.36, which the Corporation did not meet under GAAP (\$2.16) but did meet under the non-GAAP measure (\$2.37).

If the minimum overall corporate goal is not satisfied in a fiscal year, the Compensation Committee has the discretion to grant annual incentive awards for named executive officers and may adjust individual performance targets, which are discussed below, and determine the amount of an incentive award, accordingly. The Compensation Committee did not make any adjustments in the individual performance targets for 2016 for the named executive officers.

*Determination of Incentive Award Amounts.* If the eligibility thresholds discussed above have been satisfied, the Compensation Committee determines the amount of an executive's annual cash incentive award based on the executive's target incentive award and the satisfaction of corporate and individual performance targets discussed below.

*Target Annual Incentive Awards.* The table below sets forth certain information regarding the target, maximum and actual annual incentive awards for each named executive officer for the fiscal year ended December 31, 2016.



**Table of Contents****Incentive Awards**

<b>Name</b>	<b>Maximum Incentive Award % of Base Salary</b>	<b>Maximum Incentive Award</b>	<b>Target Incentive Award</b>	<b>Actual 2016 Incentive Award</b>
Todd F. Clossin	50%	\$ 302,500	\$ 302,500	\$ 302,500
President & Chief Executive Officer				
Robert H. Young	45%	\$ 130,200	\$ 130,200	\$ 130,200
Executive Vice President & Chief Financial Officer				
Jonathan D. Dargusch	45%	\$ 111,303	\$ 111,303	\$ 84,659
Executive Vice President Wealth Management				
Jayson M. Zatta	45%	\$ 120,461	\$ 120,461	\$ 115,896
Executive Vice President & Chief Lending Officer				
Lynn D. Asensio	45%	\$ 104,546	\$ 104,546	\$ 83,780
Executive Vice President Retail Branch Operations				

As shown in the table above, the maximum annual incentive award that a named executive officer may receive is based on a percentage of the executive's annual base salary. The maximum annual incentive award an executive may receive is 115% of each of the executive's individual targets for any one measurement category but the overall bonus cannot exceed the maximum percentage of base salary established for such officer during the year (note that the base salaries used are those established for the named executive officers by the Committee in May of the applicable year and, due to the timing of salary increases, differ slightly from the base salaries disclosed in the Summary Compensation Table). The Compensation Committee sets target annual incentive awards to approximate annual cash incentive awards in the 50th percentile range for comparable positions at banks within the peer group and considers the different accountabilities and responsibilities for the CEO and the other named executive officers. For 2016, the Compensation Committee determined that the target annual incentive award for our CEO would be equal to 50% of his base salary, which was \$302,500. The Compensation Committee determined that the 2016 target annual incentive award for our CFO would be 45% of his base salary, or \$130,200. In addition, the Compensation Committee set the target annual incentive awards for Jonathan D. Dargusch, Jayson M. Zatta and Lynn D. Asensio at 45% of each officer's base salary. See the table above for a comparison of the annual incentive award actually paid to each named executive officer in 2016 compared to the target and maximum awards that each executive could have received.

*Individual Performance Targets.* The Compensation Committee sets individual performance targets for each of the named executive officers. For Mr. Clossin and Mr. Young, annual incentive awards are based on the following measures of Corporation performance: return on assets ( ROA ), return on equity ( ROE ), and EPS. In addition, Mr. Dargusch's, Mr. Zatta's and Ms. Asensio's annual incentive awards are also based on certain specific business unit performance targets. These goals are established through the business planning process which develops an annual budget and are then recommended to the Compensation Committee by our Chief Executive Officer. The

Compensation Committee then establishes the individual performance targets based in part on such recommendations. The Compensation Committee also retains some discretion to determine annual incentive awards outside of the relevant performance targets, as described below. The Corporation achieved its threshold level in ROE and its target level in ROA on a non-GAAP basis. Target levels for 2016 for ROA were 1.06% and for ROE 7.91%. Actual non-GAAP results were ROA of 1.07% and ROE of 7.83%.

For each named executive officer, their specific performance targets are weighted according to the extent to which the executive will be evaluated for delivering the results on the targets. The targets are set so that they are attainable if the Corporation meets its budgeted goals for the year. Since the Corporation met the target level of its budgeted goal for EPS for 2016, the named executive officers were eligible for bonuses.

The Committee discretion portion is determined by the Committee utilizing a number of factors, including: (i) attainment of goals, (ii) opportunities for attainment, (iii) marketplace impact, (iv) competition, (v) effectiveness in performance and (vi) individual performance.

**Table of Contents**

The following chart contains a detailed schedule of the individual performance targets for 2016:

	<b>Base</b>	<b>Bonus %</b>	<b>Performance Target</b>	<b>Incentive Weighting</b>	<b>Threshold 85%</b>	<b>Target 100%</b>	<b>Maximum 115%</b>	<b>Actual Results as of Dec. 31, 2016</b>	<b>Total Results as of Dec. 31, 2016</b>
a	\$605,000	50%	ROA	20%	0.90%	1.06%	1.22%	1.07%	\$ 61,000
			ROE	25%	6.72%	7.91%	9.10%	7.83%	74,800
			EPS	25%	\$ 2.01	\$ 2.36	\$ 2.71	\$ 2.37	75,900
			Committee Discretion	30%		100%		100%	90,700
				100%					
g	\$289,333	45%	ROA	20%	0.90%	1.06%	1.22%	1.07%	\$ 26,200
			ROE	25%	6.72%	7.91%	9.10%	7.83%	32,300
			EPS	25%	\$ 2.01	\$ 2.36	\$ 2.71	\$ 2.37	32,000
			Committee Discretion	30%		100%		100%	39,000
				100%					
a	\$247,341	45%	Achieve Private Banking Pre-Tax Income Budget Amount	10%	\$ 3,207,900	\$ 3,774,000	\$ 4,340,100	\$ 3,486,000	\$ 10,200
			Achieve Trust Pre-Tax Income Budget Amount	40%	\$ 12,278,250	\$ 14,445,000	\$ 16,611,750	\$ 13,249,000	40,800
			Achieve Securities Pre-Tax Income Budget Amount	10%	\$ 2,027,250	\$ 2,385,000	\$ 2,742,750	\$ 801,000	
			ROA	10%	0.90%	1.06%	1.22%	1.07%	11,200
			EPS	10%	\$ 2.01	\$ 2.36	\$ 2.71	\$ 2.37	11,200
			Achieve Insurance Pre-Tax Income Budget Amount	10%	\$ 862,750	\$ 1,015,000	\$ 1,167,250	\$ 651,000	
			Committee Discretion	10%		100%		100%	11,200
				100%					
a	\$267,691	45%	ROA	10%	0.90%	1.06%	1.22%	1.07%	\$ 12,200
			ROE	10%	6.72%	7.91%	9.10%	7.83%	11,900
			Increase Commercial Loans Outstanding	10%	\$ 170,000,000	\$ 200,000,000	\$ 230,000,000	\$ 182,283,000	10,900
			Residential Mortgage Loan Production	10%	\$ 340,000,000	\$ 400,000,000	\$ 460,000,000	\$ 377,486,000	11,300
			Increase C&I Loans Outstanding	15%	\$ 76,500,000	\$ 90,000,000	\$ 103,500,000	\$ 77,572,000	15,500



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			Loan and Non-Credit Fees Collected	15%	\$ 3,639,700	\$ 4,282,000	\$ 4,924,300	\$ 3,993,000	16,9
			Commercial Loan Delinquency Under 0.5%	5%	0.58%	0.50%	0.43%	0.07%	6,9
			Satisfactory Credit Review Reports	10%	85.00%	100.00%	115.00%	100.00%	12,0
			Committee Discretion	15%		100%		100%	18,0
				100%					\$ 115,8
o	\$232,324	45%	ROA	10%	0.90%	1.06%	1.22%	1.07%	\$ 10,5
			EPS	10%	\$ 2,01	\$ 2.36	\$ 2.71	\$ 2.37	10,4
			Technology Adaption-Mobile Banking-15%/Bill Pay-10%/Debt Card-15%/Online Banking-10%	15%	85%	100%	115%	100%	15,0
			Increase Small Business Loans Outstanding by 5%	15%	85.00%	100.00%	115.00%	100%	15,0
			Achieve Home Equity Outstandings Growth	15%	\$ 34,000,000	\$ 40,000,000	\$ 46,000,000	\$ 18,450,000	
			Improve Cross Sell Ratio by .5 Services	15%	85%	100%	115%	100%	15,0
			Committee Discretion	20%		100%		75%	15,0
				100%					\$ 83,7

*Payment of Annual Incentive Awards.* Annual incentive awards for each named executive officer are calculated by multiplying the weighting assigned to a performance target by the target incentive award for the executive. The resulting product is then multiplied by the actual results achieved for that performance target. The Compensation Committee does this for each performance target, with the sum of all performance targets for a named executive officer generally being the annual incentive award for the executive. For 2016, the Corporation satisfied its minimum overall corporate goal, so the formula yielded an incentive award for each named executive officer.

## **Table of Contents**

The Committee considered the growth in net income, the consummation of the second largest acquisition in its history and the attainment of the target for EPS and ROA and the threshold ROE for the year. ROA declined slightly to 1.07% compared to 1.08% in 2015. ROE declined slightly to 7.83% for 2016 compared to 8.3% for 2015. Return on average tangible equity also declined slightly from 13.41% in 2015 to 12.73% on a GAAP basis. EPS increased slightly from \$2.34 in 2015 to \$2.37 in 2016 on a non-GAAP basis.

The Compensation Committee, at its discretion, may allocate a portion of the annual cash bonus award to a deferred payout period. The deferred payout portion is then spread ratably over a three-year period beginning in the third year following the award of compensation. Thus, the annual bonus may include both a currently paid portion and a deferred portion. The Committee believes the deferral serves as an executive retention incentive in that an executive terminating his or her employment before deferred amounts are paid out forfeits such unpaid amounts. The Committee did not allocate any portion to a deferred payment period for 2016.

The amount of each award was based primarily on the executive officer's performance, the level of his or her responsibilities and internal equity considerations. The Committee also considered the competitive market data from compensation surveys provided by the consultant. In assessing each officer's performance and determining award amounts, the Committee noted the following achievements:

In determining Mr. Clossin's award, the Committee noted that the Corporation had met the target level in both ROA and EPS and had met threshold in ROE. The Committee also noted that the Corporation had completed its second largest acquisition in its history in approximately four months from its announcement date. It also noted the improvement in the efficiency ratio through prudent expense management. The Committee also noted significant success in recruiting new lending talent in key markets, achieving organic loan growth over and above the acquisition and improving credit quality in all statistical categories. The Committee also noted the significant total return achieved by shareholders based on the stock price change over the year. These achievements position the Corporation well moving forward, notwithstanding the interest rate and regulatory environment, and the Committee felt that Mr. Clossin's effort and work merited full discretion.

In determining Mr. Young's award, the Committee noted that the Corporation had met the target level in both ROA and EPS and had met threshold in ROE. The Committee also noted his efforts in the Corporation's completion of its second largest acquisition in its history in approximately four months from its announcement date. It also noted his efforts in implementation of the new Basel III Capital standards for the Corporation as well as other new accounting and regulatory requirements. It also noted his continuing efforts in the Corporation's investor relations program and in overseeing the Corporation's Community Reinvestment Act Program. The Committee also noted the recognition of Wesbanco's financial performance in various financial press rankings and publications and the change in stock price over the year and felt Mr. Young's efforts and work merited full discretion.

In determining Mr. Dargusch's award, the Committee noted the challenges created by market volatility in growing assets under management, but recognized his efforts in growing private banking and achieving targets in several categories. The Committee also noted his leadership in bringing together in a coordinated delivery and referral network various business lines, including Trust and Wealth Management, Private Banking, Securities Brokerage and Insurance Services. The Committee also noted his continued success in

overseeing a strong and growing Trust and Wealth Management platform and felt Mr. Dargusch's efforts and work merited full discretion.

In determining Mr. Zatta's award, the Committee noted his success in meeting target in increasing C&I loans outstanding, residential mortgage loan production, loan fee income and achieving credit quality benchmarks. The Committee also noted growth in the loan portfolio to \$6.2 billion, including the acquisition, while achieving organic growth of 3.4% through \$2.0 billion in loan originations. Given these performance benchmarks, the Committee felt Mr. Zatta's efforts and work merited full discretion.

In determining Ms. Asensio's award, the Committee noted her success in meeting certain product related targets for the year, including the small business loan goal and the goal in growing the cross sell

## **Table of Contents**

ratio. The Committee also noted her efforts in achieving a re-mix in deposits, growing non-interest bearing deposits by approximately 11.0%, excluding the impact of the merger, while at the same time reducing single service certificate of deposit customers all of which will provide continuing benefits to the Corporation's cost of funds. Additionally, she was instrumental in developing strategies and marketing efforts to grow electronic banking fees by approximately 8.6% year over year, including the acquisition impact. The Committee did note however the failure to meet threshold in the growth in home equity outstandings and some operational challenges. Given these performance achievements, the Committee felt Ms. Asensio's efforts and work merited 75% discretion.

### **Long-Term Incentive Compensation**

Our Compensation Committee believes that long-term incentive compensation is an important component of our compensation program because it has the effect of retaining and motivating executives, aligning executives' financial interests with the interests of stockholders, and rewarding the achievement of the Corporation's long-term strategic goals. Three principal types of long-term incentive awards are available to grant to executive officers under the Corporation's Incentive Plan:

Stock options;

Restricted stock; and

Long-term cash bonuses.

In addition to these long-term incentive awards, the Compensation Committee has discretion to grant various other types of incentive awards.

**Stock Options.** Stock options provide our executive officers with the opportunity to purchase and maintain an equity interest in the Corporation and to share in the appreciation of the value of our stock. The Compensation Committee utilizes stock options as a compensation tool because they focus executives on the Corporation's long-term performance, including stock appreciation. The Compensation Committee awards stock options in amounts and subject to terms and conditions intended to be competitive with those awarded for comparable positions at banks within the peer group. The Compensation Committee receives recommendations from our Chief Executive Officer for executive officers other than himself and provides overall compensation expense calculations for such awards. Stock options were granted to executive officers in 2016. See the Grants of Plan-Based Awards for the Year ended December 31, 2016 table on page 36. Some features of our stock option program include:

Options are structured as either performance-based or time-based and vest ratably over a designated period, assuming pre-established EPS targets are met for performance-based options and the lapse of the designated period for time-based options. They are exercisable as they vest over the vesting period;

If EPS targets for a given year are not met, options that are performance-based are forfeited;

The term of each grant does not exceed 10 years;

As defined in our Incentive Plan, the exercise price is equal to the closing market price on the day prior to the grant date (we do not grant discounted stock options);

Grants do not include reload or restored provisions; and

Repricing of stock options is prohibited.

Please see the Outstanding Equity Awards at Fiscal Year-End table on page 39, for a description of the outstanding options of our named executive officers.

***Restricted Stock Awards.*** Prior to 2010, stock options were the only long-term equity awards made by the Corporation. However, the Incentive Plan, among other things, also authorizes awards of restricted stock.

**Table of Contents**

Restricted stock is granted at the discretion of the Committee and the Committee determines the applicable vesting schedule reflecting attainment of designated performance goals and/or continuous employment over a period of years specified in the award documents. The Committee may provide for the payment of any applicable dividends paid with respect to any shares of common stock subject to a restricted stock award during the period prior to the lapse of the restrictions. See *Grants of Plan-Based Awards for the Year ended December 31, 2016* table on page 36 for information regarding the shares of restricted stock awarded to our named executive officers during 2016.

***Long-Term Cash Bonuses.*** Under the long-term bonus portion of our Incentive Plan, participating key employees have an opportunity to earn incentive compensation, if any, based on the actual achievement of performance goals set for that key employee over several fiscal years. The Compensation Committee has not utilized this optional benefit feature of our Incentive Plan and in certain prior years has elected to simply defer payment of a portion of the annual bonus award each year to create a deferred payment feature subject to future service. However, no portion of the 2016 bonuses awarded to our named executive officers was deferred.

***Total Shareholder Return Plan and Awards.*** Beginning in 2016, the Committee adopted a new Total Shareholder Return Plan ( *TSRP* ), including related Administrative Rules, for certain executive officers as a form of long-term, performance-based restricted stock incentive under the Incentive Plan. *TSRP* awards of 12,000 shares were made as of January 1, 2016 for the three year period ended December 31, 2018, of which 6,567 shares were awarded to the named executive officers.

***Description of TSRP.*** The *TSRP* measures the total shareholder return ( *TSR* ), which is, generally, the change in trading prices of a share of Corporation common stock plus dividends paid) on Corporation common stock over a three-year measurement period (the *Performance Period* ) relative to the *TSR* of a group of publicly traded companies deemed comparable by the Compensation Committee to the Corporation (the *TSR Peer Group* ) over the same *Performance Period*. To prevent distortions, the opening values and closing values of a share of common stock for the *TSRP*, both of the Corporation and for each member of the *TSR Peer Group*, are determined using the sixty (60) day trailing average of trading prices of the common stock of the Corporation and of the common stock of each member of the *TSR Peer Group* immediately preceding the opening and closing of the *Performance Period*, respectively. Only dividends actually paid are included in determining *TSR* for the common stock of the Corporation and for the common stock of the members of the *TSR Peer Group*.

As of the beginning of the *Performance Period*, participants are awarded *TSR* opportunities denominated in the number of shares earned if target performance is achieved ( *Target TSR Shares* ). The number of *Target TSR Shares* is based on a percentage of base salary, which for the 2016-2018 *Performance Period* was approximately 15%. No dividends paid by the Corporation on its common stock during the three-year measurement period will be paid to or be accrued for holders of *Target TSR Shares* but will result in the delivery of additional shares to holders of *Target TSR Shares* only and to the extent an award is earned. The increase in shares will be determined using the dollar value of the dividends paid on Corporation common stock and the trading price of Corporation common stock on the date the dividend was paid.

*Target TSR Shares* will vest and be converted into shares of common stock of the Corporation if the *TSR* of Corporation common stock is equal to or greater than the 50th percentile of the *TSR* of the *TSR Peer Group*. If the *TSR* of Corporation common stock is less than the 50th percentile of the *TSR Peer Group* *TSR*, all *Target TSR Shares* will be forfeited. If the *TSR* of Corporation common stock is equal to or greater than the 75th percentile of the *TSR Peer Group*, 200% of the *Target TSR Shares* will be earned. No more than 200% of the *Target TSR Shares* will be earned even if the *TSR* on the Corporation common stock exceeds the 75th percentile of the *TSR Peer Group* *TSR*. If the *TSR* of the Corporation common stock is between the 50th and 75th percentiles, the number of shares of Corporation common stock earned will be determined using straight-line interpolation.

Individuals who are awarded Target TSR Shares are subject to the Corporation's clawback policy discussed below as well as certain restrictive covenants that survive the Performance Period.

**Table of Contents**

**The TSR Peer Group.** The TSR Peer Group for the 2017-2019 Performance Period is the same as the 2016 Peer Group used by the Compensation Committee and consists of:

F.N.B. Corp.	United Bankshares, Inc.
Old National Bancorp	Community Bank System, Inc.
NBT Bancorp Inc.	Union Bankshares Corporation
Chemical Financial Corporation	First Financial Bancorp.
Park National Corporation	Pinnacle Financial Partners, Inc.
First Commonwealth Financial Corporation	First Merchants Corporation
S&T Bancorp, Inc.	Eagle Bancorp, Inc.
TowneBank	1st Source Corporation
Tompkins Financial Corporation	

**2017 Awards.** The Compensation Committee made TSRP awards effective January 1, 2017 for the Performance Period beginning January 1, 2017 and ending December 31, 2019 to certain executive officers. A total of 12,000 restricted TSRP shares were reserved for award if target performance is achieved of which 6,587 shares were awarded to the named executive officers.

**Retirement Plans**

The Corporation maintains a defined benefit pension plan, which we refer to as the Defined Benefit Plan for all employees employed prior to August 1, 2007, an Employee Stock Ownership and 401(k) Plan for all employees, and a Supplemental Employee Retirement Plan, which we refer to as the SERP, for certain executive officers.

**Defined Benefit Plan.** Under the Defined Benefit Plan, which is compulsory and noncontributory, the compensation covered is the salary of a participant as limited by applicable IRS regulations. The benefit payable under the Defined Benefit Plan is a function of a participant's highest consecutive five-year average annual covered compensation during the ten years immediately prior to retirement and credited years-of-service while a plan participant. The Corporation closed the Defined Benefit Plan to new participants effective August 1, 2007, and the plan has not accepted new participants since that date.

Average compensation for named executive officers as of the end of 2016 is: Mr. Young, \$297,783; and Ms. Asensio, \$229,461. The estimated years of service for each named executive are as follows: Mr. Young: 15.4 and Ms. Asensio: 11. Mr. Clossin, Mr. Dargusch and Mr. Zatta are not eligible to participate in the Plan. See the Pension Benefits table on page 40 for an estimation of the present value of the retirement benefits (qualified plan only) that each of our named executive officers would receive if he or she retired at age 65. The defined benefit plan has a maximum individual annuity payout of \$60,000 per year. Under current IRS rules only annual compensation of \$270,000 (for 2017) or less is considered covered compensation for defined benefit plan purposes.

**Wesbanco KSOP Plan.** The Wesbanco Employee Stock Ownership and 401(k) Plan (the KSOP Plan) is a qualified non-contributory employee stock ownership plan with a deferred savings plan feature under Section 401(k) of the Code. The employee stock ownership feature of the KSOP Plan (the ESOP) was adopted by the Corporation on December 31, 1986, and subsequently amended and restated effective January 1, 1996, to add 401(k) pre-tax savings features (the KSOP). All employees of the Corporation, together with all employees of our subsidiary companies which adopt the KSOP Plan, are eligible to participate in the KSOP on the first day of the month following completion of sixty (60) days of service and attaining age 21. The KSOP Plan is administered by a Committee appointed by the Board of Directors of the Corporation.



The Board of Directors has the ability to authorize discretionary contributions to the KSOP Plan through the ESOP portion of the Plan. During 2016 no discretionary contributions were made to the ESOP portion of the KSOP Plan.

**Table of Contents**

As of December 31, 2016, the Plan Trust held 508,066 shares or 1.16% of the outstanding shares of the Corporation's Common Stock, all of which are allocated to specific employee accounts for both the ESOP component and the 401(k) savings component. No shares were allocated to the named executive officers for 2016 under the ESOP component of the KSOP Plan.

As of December 31, 2016, the account balances in the KSOP Plan for each of the named executive officers is as follows: Mr. Clossin, \$114,307; Mr. Young, \$511,828; Mr. Dargusch, \$205,793; Mr. Zatta, \$313,299; and Ms. Asensio, \$289,202.

**SERP.** The Corporation maintains a supplemental executive retirement plan (the SERP) for certain of its executive officers, including Mr. Young, but excluding Mr. Clossin, Mr. Dargusch, Mr. Zatta and Ms. Asensio. Although benefits under the SERP are unsecured, the Corporation funds payment of certain of such benefits through bank owned life insurance arrangements where appropriate or available. The SERP is a non-qualified retirement benefit. See footnote 5 to the Summary Compensation Table on page 34 for the accrued benefits for the named executive officers.

The SERP provides for payment of a scheduled annual benefit at normal retirement age of 65 of a fixed amount which was set at the time of adoption, payable annually for a period of 10 years. The plan further provides, pursuant to a schedule, for (i) a reduced early retirement benefit, (ii) a disability retirement benefit, and (iii) for certain officers, a benefit payable upon a termination of employment other than due to death, disability or retirement within three years after a change of control (as defined in the plan) of the Corporation. Each of these annual benefits is payable in monthly installments for a period of 10 years beginning with the month following the later of (i) date that the executive attains age 65, or (ii) retires.

Death benefits also are payable under the SERP. If the executive dies prior to any termination of employment with the Corporation, the executive's designated beneficiary is entitled to a payment of a death benefit under a split dollar life insurance agreement. If the executive dies after payment of retirement benefits under the SERP has commenced, any remaining benefit payments will be paid to the executive's designated beneficiary in the same manner as they would have been paid to the executive. In addition, if the executive dies after termination of employment with the Corporation and prior to the commencement of any payment of retirement benefits under the SERP, the executive's designated beneficiary will be entitled to receive payment of the executive's retirement benefit under the SERP beginning with the month following the executive's death.

One of the five named executive officers has supplemental retirement plan benefits, payable for a ten-year term beginning at age 65 or later retirement. Mr. Young has an annual benefit in the amount of \$40,000. For more information about the SERP, see the Pension Benefits table on page 40 and the section entitled Potential Payments Upon Termination or Change in Control on page 42.

**Why We Maintain the Defined Benefit Plan, KSOP and SERP.** The Corporation is a product of an active mergers and acquisitions program and we have evolved and grown from a local community bank into a regional bank holding company over a period of years. Historically, we maintained a single form of pension benefit, which is the Defined Benefit Plan. Many of our long-term employees have significant vested benefits under the Defined Benefit Plan and, therefore, the plan has been viewed as an important source of financial security to the vast majority of long-term employees.

However, due to the costs of administration of the Defined Benefit Plan and the caps in benefits payable under the plan, its flexibility in meeting the retirement needs of our executive officers became problematic. Additionally, as acquisitions and recruitment brought into the Corporation new employees with limited vesting opportunities under the

Defined Benefit Plan and experience with more flexible salary replacement retirement programs, the need to offer a broader array of retirement benefits became a competitive necessity. The Executive Committee recommended the closure of the Defined Benefit Plan to new participants in 2007, which was approved by the Board and implemented by plan amendment.

**Table of Contents**

Additionally, the limitations and costs of our Defined Benefit Plan caused us to pursue other strategies designed to provide salary replacement programs for retirement planning for our executive officers. Recruitment of experienced executive officers also required more flexible benefit programs to offset career change disadvantages and to offer offsetting benefit programs. The Corporation adopted an employee stock ownership plan in 1986, which evolved into a 401(k) benefit plan, and which was enhanced in 2005 to make it more competitive. The Compensation Committee believes that the benefit plans offered are competitive with those provided by other banks with which we compete for executive talent.

**Perquisites and Other Benefits**

In addition to the annual and long-term compensation described above, named executive officers receive other benefits and items of compensation. Such benefits and other items of compensation include, among others: group life insurance, club dues and supplemental group life insurance. These benefits are provided to increase the availability of the executives to focus on the business of the enterprise. The costs associated with providing these benefits and other items of compensation for our named executive officers are reflected in the Summary Compensation Table on page 34. A chart disclosing the value of these additional items is found on page 35 entitled All Other Compensation .

Executive officers participate in other employee benefit plans generally available to all employees on the same terms as similarly situated employees. These plans include medical, dental, group life insurance and group disability programs, as well as health savings accounts for reimbursement of medical expenses. Our Compensation Committee has requested that we disclose all perquisites provided to our named executive officers in the Summary Compensation Table on page 34 even if the perquisites fall below the disclosure thresholds under the SEC rules.

**Deferred Compensation Opportunities**

Another aspect of our executive compensation program is the Wesbanco, Inc. Deferred Compensation Plan, which we refer to as the Deferred Compensation Plan. The Deferred Compensation Plan is a voluntary, non-tax qualified, deferred compensation plan available to our directors and employees specifically named by our Compensation Committee, which employees include all of our named executive officers, to enable them to save for retirement by deferring from 1% to 100% of their base salary and bonus or director fees. The Deferred Compensation Plan permits, but does not require, the Corporation to make matching contributions with respect to participating employees, but not for directors. Balances for participating employees and directors are deemed invested in investment vehicles permitted from time to time by the Board of Directors in advance and credits (or debits) for investment experience may be made from time to time based on individual fund elections similar to what participants in the KSOP are permitted to make. One of the purposes of the plan is to permit the Corporation to supplement retirement benefits for executive officers who will not, because of age or service requirements, realize any significant benefits under the Corporation's qualified benefit plans. In addition, the Compensation Committee believes that the Deferred Compensation Plan is competitive with that provided by other banks with which we compete for executive talent. During 2016, the Corporation made matching contributions for several of our named executive officers. See the Nonqualified Deferred Compensation table on page 41 for additional information about the Deferred Compensation Plan for our named executive officers.

**Bank-Owned Life Insurance Program**

In 2002, the Corporation implemented a bank-owned life insurance program which was primarily designed to offset the cost of certain employee benefit plans. The policies purchased are primarily Modified Endowment Contracts, and it is the Corporation's intention to hold the insurance until the ultimate death of each insured. The Corporation addressed West Virginia's insurable interest requirements by offering the program only to officers, required their written consent to participate in the program, and irrevocably assigned a \$25,000 death benefit for each insured to be

paid to the insured's beneficiary upon the death of the insured directly from the Corporation's general accounts.

## **Table of Contents**

Specifically, the 2002 program insures approximately 95 current or former officers, at the level of assistant vice president or higher. Each officer has consented to participate in the program. Each officer has also been irrevocably assigned a \$25,000 death benefit in the policy proceeds on the employee's life which is payable to the insured's designated beneficiary upon the death of the insured. On average, the death benefit payable to the Corporation as a multiple of salary is approximately nine times annual salary. Of the named executive officers, only Mr. Young has such a policy for the primary benefit of the Corporation against his life, and only if such policy remains in force by the Corporation until his death would the above-noted \$25,000 supplemental benefit be paid to his beneficiaries.

An additional purchase of bank-owned life insurance was consummated in 2010 insuring 34 individuals, some of whom were also in the 2002 program. For those individuals not receiving a \$25,000 supplemental death benefit policy in the 2002 program, such was offered for the 2010 purchase, and all individuals consented to the purchase.

Other bank-owned life insurance is owned by the Corporation as a result of various acquisitions of other banks since 2002. The original institution insuring officers under their programs did not offer a supplemental death benefit but did receive consents from the insured officers for such purpose. A total of 179 current and former officers are insured by the Corporation under all three of the above-noted programs. As a result of the ESB acquisition, additional bank-owned life insurance has been inherited which currently insures 33 current and former officers. As a result of the YCB acquisition, additional bank-owned life insurance insuring 71 current and former officers has been inherited.

## **Employment Contracts**

The Corporation and its subsidiaries provide certain executive officers, including our named executive officers, with written employment contracts. These contracts are all substantially the same and are structured on a revolving three-year term which is annually renewable. The contracts provide for discharge for cause, and terminate in the event of the death of the employee. If terminated by reason of the death of the employee, the Corporation is obligated to pay to the employee's estate an amount equal to six months of the base salary. If terminated without cause, the employee is entitled to a severance payment equal to the greater of (i) six months of the employee's base salary, or (ii) the base salary the employee would have received had he continued to be employed throughout the end of the then-existing term of the agreement. There are no golden parachute type provisions, change in control provisions, tax gross up provisions or other similar provisions contained in the contracts. See the section entitled "Potential Payments Upon Termination or Change in Control," including the related tables, beginning on page 42 for an estimate of the benefits that our named executive officers would be entitled to receive pursuant to their respective employment agreements under various employment termination scenarios.

Although the employment contracts for each executive officer contain termination provisions which would permit salary continuation under certain circumstances in the event the contracts are terminated by the Corporation, the Change in Control Agreements, described in a succeeding section, contain provisions that, if the employee so elects, supersede and replace the termination benefits under an employee's employment contract in the event of a termination or severance of such an executive officer's employment subsequent to a change in control. Thus, the employee can elect a termination payment only under one form of benefit, either under the employment contract or the Change in Control Agreement, and if the employee elects a benefit under the Change in Control Agreement, no termination benefit is payable under the employee's employment agreement.

## **Change in Control Agreements**

On April 24, 2014, the Corporation and the Bank entered into a change in control agreement with Mr. Clossin (the Change in Control Agreement). The Change in Control Agreement is for a term of three years, with automatic one-year extensions. The Change in Control Agreement sets forth certain terms and conditions



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**Table of Contents**

upon the occurrence of a change in control event. Absent a change in control event (as defined in the Change in Control Agreement and summarized below), the Change in Control Agreement does not require the Corporation or the Bank to retain the executive in its employ or to pay any specified level of compensation or benefits.

The Change in Control Agreement provides that if a change in control event of the Corporation or the Bank which employ the employee occurs, the Corporation and the Bank will be obligated to either continue to employ the executive during the time period starting upon the occurrence of a change in control event and ending two years thereafter (the Term of Employment ) or provide severance as per the Change in Control Agreement as described below.

If, during the Term of Employment, the executive is discharged by the Corporation or the Bank without cause or resigns for good reason, then the executive shall receive a lump sum payment equal to two times (i) the highest rate of the executive's annual base salary in effect prior to the date of termination, and (ii) the greater of the executive's average annual bonus over the most recent two years ending prior to the date of termination, or the executive's bonus established for the annual bonus plan year in which the date of termination occurs. If the executive is terminated during the Term of Employment for any reason other than cause, then for a period of 18 months from the date of termination, the executive and/or the executive's family will continue to receive insurance and health care benefits as of the effective date of the change in control event, subject to reduction to avoid duplication with benefits of a subsequent employer. Under a superseding clause in the Change in Control Agreement, in the event of a termination or severance of the executive's employment subsequent to a change in control event, benefits under the Change in Control Agreement will supersede and replace the benefits under the executive's Restated Agreement described above.

Generally, and subject to certain exceptions, a change in control event is deemed to occur if (a) final regulatory approval is obtained for a party to acquire securities of the Corporation or the Bank representing 20% or more of the combined voting power of the Corporation or the Bank's then outstanding securities; (b) during any two consecutive years, there is a significant change in the Corporation's or the Bank's Board of Directors not approved by the incumbent Board; or (c) final regulatory approval is obtained for a plan of complete liquidation or dissolution or sale of all or substantially all of the Corporation's or the Bank's assets or certain significant reorganizations, mergers and similar transactions involving the Corporation or the Bank.

If an excise tax under Section 4999 of the Internal Revenue Code applies to these payments, the Corporation will either pay the executive a reduced amount as a lump sum or over an extended period of years such that the net present value of such payments would not cause an excise tax to become due.

The Corporation has entered into agreements with all of our named executive officers and with certain other officers to encourage those key officers not to seek other employment because of the possibility of another entity's acquisition of the Corporation. These agreements were designed to secure the executives' continued service and dedication to the best interests of stockholders in the face of the perception that a change in control could occur, or of an actual or threatened change in control. Because of the amount of acquisition activity in the banking industry, the Board of Directors believed that entering into these agreements was in our stockholders' best interests.

The agreements operate only upon the occurrence of a change in control as defined in the agreements. Absent a change in control, the agreements do not require us to retain the executives or to pay them any specified level of compensation or benefits. Each agreement provides that if a change in control of the Corporation or the Bank which employs the employee occurs, we will be obligated to continue to employ the executive during the time period starting upon the occurrence of a change in control and ending two years thereafter (or, if earlier, at the executive's retirement date under established rules of the Corporation's tax-qualified retirement plan).



Generally, and subject to certain exceptions, a change in control will be deemed to have occurred if (i) final regulatory approval is obtained for any party to acquire securities of the Corporation and/or the Bank

## **Table of Contents**

representing 20% or more of the combined voting power of the Corporation or the Bank's then outstanding securities; (ii) during any two consecutive years, there is a significant change in the Corporation or the Bank's Board of Directors not approved by the incumbent Board; or (iii) final regulatory approval is obtained for a plan of complete liquidation or dissolution or sale of all or substantially all of the Corporation or the Bank's assets or certain significant reorganizations, mergers and similar transactions involving the Corporation or the Bank.

If during this two-year period the executive is discharged without cause or resigns for good reason, then the executive will receive a lump sum payment equal to a multiple from one to three times (i) the highest rate of the executive's annual base salary in effect prior to the date of termination, (ii) the greater of the executive's average annual bonus over the one to three year period ending prior to the date of termination, or the executive's bonus established for the annual bonus year in which the date of termination occurs, and (iii) continuation of all medical benefits for eighteen months from the termination with premium payments the same as existed at the time of the change in control. If an excise tax under Section 4999 of the Code applies to these payments, the Corporation will either pay the executive a reduced amount as a lump sum or over an extended period of years such that the net present value of such payments would not cause an excise tax to become due. In addition, for a period of 18 months from the date of termination, the executive and/or the executive's family generally will continue to receive insurance and health care benefits equivalent to those in effect immediately prior to the date of the change in control.

The Board considered both so-called "single trigger" change in control arrangements, which generally entitle an executive to benefits if the executive's employment is terminated for any reason during a specified period after a change in control, and "double trigger" change in control arrangements, which typically require the executive's termination to be involuntary or the executive's resignation to be for good reason. The Board elected "double-trigger" change in control agreements because the Board was of the view that requiring the executive's employment termination to be involuntary or for good reason would adequately mitigate the personal concerns of executives in connection with potential change in control scenarios and satisfy the purpose of the agreements.

See the section entitled "Potential Payments Upon Termination or Change in Control," including the related table, beginning on page 42 for an estimate of the benefits that our named executive officers would be entitled to receive under certain scenarios pursuant to their respective change in control agreements as a result of a change in control.

## **Tax Deductibility of Compensation**

Under Section 162(m) of the Code, publicly-held corporations generally may not take a tax deduction for compensation in excess of \$1 million paid to any named executive officer during any fiscal year. There is an exception to the \$1 million limitation for performance-based compensation meeting certain requirements. To maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, our Compensation Committee has not adopted a policy requiring all compensation to be deductible. However, the Compensation Committee considers deductibility under Section 162(m) with respect to compensation arrangements for executive officers. In 2016, none of our executive officers received compensation that the Corporation could not deduct by reason of Section 162(m).

## **Our Policies With Respect to the Granting of Stock Options**

Stock options may be granted by either the Compensation Committee or the full Board. The Board generally does not grant options, although the Compensation Committee regularly reports its activity, including approval of grants, to the Board.

***Timing of Grants.*** Stock options are granted at a regularly scheduled meeting of the Compensation Committee. This meeting occurs approximately one month after our annual stockholders meeting and the Compensation Committee also approves salary adjustments at this meeting. On limited occasions, grants may

## **Table of Contents**

occur at an interim meeting of the Compensation Committee, primarily for the purpose of approving a compensation package for newly hired or promoted executives. The timing of these grants is driven solely by the activity related to the need for the hiring or promotion and not our stock price or the timing of any release of company information.

**Option Exercise Price.** The exercise price of a newly granted option (that is, not an option assumed in, or granted in connection with, an acquisition) is the closing price on the Nasdaq on the day before the date of grant as set forth in the Incentive Plan.

**Clawback Policy.** In 2015, the Compensation Committee adopted a compensation clawback policy intended to comply with Dodd-Frank Section 954 and Proposed Exchange Act Rule 10D-1 and provide additional clawback rights for the Corporation (the Clawback Policy ). The Clawback Policy requires certain mandatory clawbacks for accounting restatements for material noncompliance with the financial reporting requirements of the securities laws and permits the Committee certain discretionary clawbacks in other circumstances.

The Clawback Policy requires an individual agreement with each named executive officer and with each other participant in certain compensation programs based on performance. In the individual agreement, the named executive officer not only acknowledges the Clawback Policy but also agrees to the terms and conditions of the mandatory and discretionary clawbacks. Each individual agreement requires the signature of the applicable named executive officers and other participating individuals.

**Stock Ownership Guidelines.** The Compensation Committee also adopted shareholding guidelines for named executive officers. Under the guidelines the target for the Chief Executive Officer would be to hold shares of Corporation common stock worth three (3) times his annual base salary and each other named executive officer hold one and one half (1.5) times his or her annual base salary. The Corporation had no shareholding guidelines in the past. In light of the relatively recent hiring and/or promotion of several of the named executive officers, the shareholding guidelines will be phased in over five years.

## **Review of All Components of Executive Compensation**

The Compensation Committee reviews all components of compensation paid to or earned by our named executive officers, including salary, annual and long-term incentive compensation, accumulated realized and unrealized equity-based gains, the dollar value to the executive and cost to the Corporation of all perquisites and other personal benefits, the earnings and accumulated payout obligations under our deferred compensation plans, the actual projected payout obligations under our supplemental retirement income plan and the hypothetical payout obligations under several potential severance and change-in-control scenarios. When the Compensation Committee considers setting various compensation components for our named executive officers, the Compensation Committee takes into consideration the aggregate amounts and mixes of all the principal components, in addition to peer group information.

## **Compensation Committee Report**

The Compensation Committee of the Corporation has reviewed and discussed the foregoing Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, the Compensation Committee recommended to the Board, and the Board has approved, that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE

Jay T. McCamic, Chairman

Christopher V. Criss

Lisa A. Knutson

Table of Contents**SUMMARY COMPENSATION TABLE**

Name and Principal Position (a)	Year (b)	Salary <sup>1</sup> (\$) (c)	Bonus (\$) (d)	Stock Awards <sup>2</sup> (\$) (e)	Option Awards <sup>3</sup> (\$) (f)	Non-Equity Compensation <sup>4</sup> (\$) (g)	Change in Pension Value and Non-qualified Deferred Compensation <sup>5</sup> (\$) (h)	All Other Compensation <sup>6</sup> (\$) (i)	Total (\$) (j)
Todd F. Clossin President & Chief Executive Officer	2016	\$ 581,731	\$ 0	\$ 200,430	\$ 25,450	\$ 302,500	\$ 0	\$ 52,803	\$ 1,162,914
	2015	\$ 528,846	\$ 0	\$ 160,050	\$ 27,850	\$ 273,981	\$ 0	\$ 43,864	\$ 1,034,591
	2014	\$ 466,923	\$ 0	\$ 144,200	\$ 27,050	\$ 250,000	\$ 0	\$ 128,933	\$ 1,017,106
Robert H. Young Executive Vice President & Chief Financial Officer	2016	\$ 285,768	\$ 0	\$ 85,452	\$ 10,180	\$ 130,200	\$ 97,631	\$ 26,977	\$ 636,208
	2015	\$ 277,444	\$ 0	\$ 64,020	\$ 11,140	\$ 125,939	\$ 53,091	\$ 25,215	\$ 556,849
	2014	\$ 269,363	\$ 0	\$ 57,680	\$ 10,820	\$ 122,726	\$ 168,196	\$ 20,463	\$ 649,248
Jonathan D. Dargusch Executive Vice President Wealth Management	2016	\$ 244,294	\$ 0	\$ 82,567	\$ 11,453	\$ 84,659	\$ 0	\$ 35,323	\$ 458,296
	2015	\$ 237,178	\$ 0	\$ 64,020	\$ 11,140	\$ 105,286	\$ 0	\$ 35,102	\$ 452,726
	2014	\$ 230,270	\$ 0	\$ 57,680	\$ 10,820	\$ 96,441	\$ 0	\$ 29,441	\$ 424,652
Jayson M. Zatta Executive Vice President & Chief Lending Officer	2016	\$ 257,395	\$ 0	\$ 82,793	\$ 11,453	\$ 115,896	\$ 0	\$ 29,006	\$ 496,543
	2015	\$ 236,226	\$ 0	\$ 64,020	\$ 11,140	\$ 105,263	\$ 0	\$ 29,005	\$ 445,654
	2014	\$ 210,461	\$ 0	\$ 36,050	\$ 8,115	\$ 64,436	\$ 0	\$ 23,712	\$ 342,774
Lynn D. Asensio Executive Vice President Retail Branch Operations	2016	\$ 229,461	\$ 0	\$ 81,391	\$ 11,453	\$ 83,780	\$ 95,764	\$ 31,617	\$ 533,466
	2015	\$ 221,887	\$ 0	\$ 64,020	\$ 11,140	\$ 101,501	\$ 48,544	\$ 30,239	\$ 477,331
	2014	\$ 214,209	\$ 0	\$ 57,680	\$ 10,820	\$ 72,872	\$ 136,789	\$ 28,019	\$ 520,389

<sup>1</sup> Includes amounts deferred under the WesBanco, Inc. Deferred Compensation Plan, which is described on page 41.

<sup>2</sup> Amounts for 2016 reflect the dollar amount of the aggregate grant date fair value of restricted stock awards granted during 2016 and TSR awards granted in 2016 with respect to the 2016-2018 performance period, computed in accordance with Financial Accounting Standards Codification Topic 718 ( ASC Topic 718 ). However, as prescribed by SEC rules, these amounts exclude estimates of forfeitures related to service-based vesting conditions. Refer to Note 13 under Part II, Item 8, Financial Statements and Supplementary Data of our Form 10-K for the year ended December 31, 2016 for the relevant assumptions used to determine the valuation of restricted stock awards and TSR awards. The service-based restricted stock awards cliff vest on 5/25/19.

<sup>3</sup> Amounts in this column reflect the dollar amount of the aggregate grant date fair value of stock option awards granted during the applicable fiscal year, computed in accordance with ASC Topic 718. However, as prescribed by SEC rules, these amounts exclude estimates of forfeitures related to service-based vesting conditions. Refer to Note 13 under Part II, Item 8, Financial Statements and Supplementary Data of our Form 10-K for the year ended December 31, 2016 for the relevant assumptions used to determine the valuation of stock option awards. Unvested options will vest on 12/31/2017.

- <sup>4</sup> Amounts in this column reflect annual cash incentive awards pursuant to the Key Executive Incentive Bonus, Option and Restricted Stock Plan. Certain of these amounts have been deferred under the WesBanco, Inc. Deferred Compensation Plan and are also reported in the Executive Contributions in Last Fiscal Year column of the Nonqualified Deferred Compensation table.
- <sup>5</sup> The amounts in this column reflect the actuarial increase in the present value of the named executive officer's benefits under all of our pension plans, except the KSOP plan, determined using interest rate and mortality rate assumptions consistent with those used in our financial statements, except that retirement age is assumed to be normal retirement age as defined in the applicable plan, and includes amounts which the named executive officer may not currently be entitled to receive because such amounts are not vested.
- <sup>6</sup> Includes all other compensation as described in the table entitled All Other Compensation on page 35.

**Perquisites and Other Benefits**

Perquisites and other benefits represent a small part of the Corporation's compensation package, and are offered only after consideration of business need. The primary perquisites are matching contributions to amounts deferred from compensation by the Corporation's executive officers, club dues, group life insurance and split dollar benefits. The following chart lists the principal perquisites and personal benefits and other miscellaneous compensation elements which are included in the Summary Compensation Table as All Other Compensation, found on page 35 and the dollar value of the Corporation's aggregate incremental cost of each.

**Table of Contents****ALL OTHER COMPENSATION**

	<b>401(k) Company Match</b>	<b>Group Life Insurance Imputed Income</b>	<b>Country Club Dues</b>	<b>Housing Allowance</b>	<b>Dividend Reinvestment</b>	<b>Split Dollar Insurance Imputed Income</b>	<b>Deferred Compensation Match</b>	<b>Supplemental Life Insurance Value</b>	<b>Total Perquisites</b>
Todd F. Clossin President & Chief Executive Officer	\$ 10,580	\$ 2,322	\$ 0	\$ 0	\$ 22,449	\$ 0	\$ 17,452	\$ 0	\$ 52,803
Robert H. Young Executive Vice President & Chief Financial Officer	\$ 10,600	\$ 3,564	\$ 0	\$ 0	\$ 5,929	\$ 398	\$ 5,715	\$ 771	\$ 26,977
Jonathan D. Dargusch Executive Vice President Wealth Management	\$ 10,600	\$ 2,322	\$ 3,575	\$ 5,568	\$ 5,929	\$ 0	\$ 7,329	\$ 0	\$ 35,323
Jayson M. Zatta Executive Vice President & Chief Lending Officer	\$ 10,518	\$ 2,322	\$ 3,773	\$ 0	\$ 4,672	\$ 0	\$ 7,722	\$ 0	\$ 29,007
Lynn D. Asensio Executive Vice President Retail Branch Operations	\$ 10,600	\$ 3,564	\$ 0	\$ 4,640	\$ 5,929	\$ 0	\$ 6,884	\$ 0	\$ 31,617



**Table of Contents****GRANTS OF PLAN-BASED AWARDS FOR THE YEAR ENDED DECEMBER 31, 2016**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards (\$/Sh)	FMV of Stock Price @ close of business on the day the award was granted	Grant Date Fair Value of Option Awards <sup>3</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)					
Todd F. Blossin President & Chief Executive Officer	5/25/2016 5/25/2016 5/25/2016 1/1/2016	\$ 257,125	\$ 302,500	\$ 302,500	0	2,251	4,502	5,000	5,000	\$32.37	\$32.83	\$ 164,150 \$ 25,450 \$ 36,280
Robert H. Young Vice President & Chief Financial Officer	5/25/2016 5/25/2016 5/25/2016 1/1/2016	\$ 110,670	\$ 130,200	\$ 130,200	0	1,228	2,456	2,000	2,000	\$32.37	\$32.83	\$ 65,660 \$ 10,180 \$ 19,792
Jonathan D. Pargusch Vice President & Chief Financial Officer	5/25/2016 5/25/2016 5/25/2016 1/1/2016	\$ 94,608	\$ 111,303	\$ 111,303	0	1,049	2,098	2,000	2,250	\$32.37	\$32.83	\$ 65,660 \$ 11,453 \$ 16,907
Rayson M. Gatta Vice President & Chief Financial Officer	5/25/2016 5/25/2016 5/25/2016	\$ 102,392	\$ 120,461	\$ 120,461				2,000	2,250	\$32.37	\$32.83	\$ 65,660 \$ 11,453

resident	1/1/2016		0	1,063	2,126					\$ 17,133
Chief ending Officer										
ynn D.										
nsensio	5/25/2016	\$ 88,864	\$ 104,546	\$ 104,546						
xecutive	5/25/2016				2,000					\$ 65,550
vice	5/25/2016					2,250	\$32.37	\$32.83		\$ 11,453
resident	1/1/2016		0	976	1,952					\$ 15,731
etail Branch Operations										

<sup>1</sup> Service-based restricted stock grants cliff vest 100% on 5/25/19.

<sup>2</sup> Options vest 50% on 12/31/2016 with the remaining 50% vesting on 12/31/2017.

<sup>3</sup> Amounts in this column reflect the dollar amount of the aggregate grant date fair value of restricted stock, stock option, and TSR awards granted during the applicable fiscal year, computed in accordance with Financial Accounting Standards Board ASC Topic 718. Refer to Note 13 under Part II, Item 8, Financial Statements and Supplementary Data of our Form 10-K for the year ended December 31, 2016 for the relevant assumptions used to determine the valuation of restricted stock, stock options, and TSR awards.

**Table of Contents****Key Executive Incentive Bonus, Option and Restricted Stock Plan**

The Board of Directors of the Corporation adopted and approved, effective February 19, 1998 (the Effective Date ), the Key Executive Incentive Bonus, Option and Restricted Stock Plan (the Incentive Plan ). The Incentive Plan was initially approved by the stockholders of the Corporation on April 15, 1998, and the stockholders approved an increase in the amount of stock available under the Incentive Plan to 1,000,000 shares on April 18, 2001. The stockholders approved an amended and restated Incentive Plan on April 21, 2010 and approved the material terms of the performance goals on April 20, 2016. The 2010 amended and restated Incentive Plan, among other things, authorized awards of restricted stock (in addition to stock options, which the Corporation has historically granted), and increased the authorized shares for issuance under the plan by an additional 800,000 shares. The Incentive Plan is administered by the Compensation Committee of the Corporation<sup>1</sup>. There remains only 117,266 shares available to issue under the Incentive Plan of the total authorized shares of 1.8 million. The Board has recommended an increase in the authorized shares and more details are provided in Item 5, Approval of the Proposal to Approve the Incentive Plan, as Amended, to Increase the Number of Shares Authorized for Issuance, found on page 58.

The Incentive Plan is designed to pay incentive compensation, in the case of Annual Bonus or Long Term Bonus (including both cash-based and equity-based awards), or permit granting of Stock Options, if the Committee determines, after review of all applicable measurements and circumstances, predetermined performance goals or other eligibility criteria are actually achieved. For awards with one or more performance conditions, if the Committee determines that applicable performance goals have not been met for a particular measurement period, no incentive compensation will be paid and/or no options or other equity-based awards will become vested with respect to that measurement period unless the award was based on other criteria.

The Board of Directors of the Corporation is involved in the operation of the Incentive Plan to the extent of determining whether annual incentive awards will be made for a particular fiscal year and/or whether long-term incentive awards will be made available for a particular series of fiscal years and informing the Committee of the Board s priorities as to performance goals. The Committee makes awards and determines the amount, terms and conditions of each such award as well as the respective performance goals to be achieved in each period by the participants. The Committee has the sole discretion to interpret the Incentive Plan, establish and modify administrative rules, impose conditions and restrictions on awards, and take such other actions as it deems necessary or advisable, including, but not limited to, considering the effect, if any, of extraordinary items or special circumstances on the ability of one or more participants (each, a Key Employee ) to achieve performance goals for a period.

The Incentive Plan currently has a cap of 1,800,000 shares of Common Stock which are authorized to be issued under the Plan. The number of shares available for issuance under the Incentive Plan is subject to anti-dilution adjustments upon the occurrence of significant corporate events. The shares offered under the Incentive Plan are either authorized and unissued shares or issued shares which have been reacquired by the Corporation and held in treasury.

The Incentive Plan generally consists of four portions: the annual bonus portion, the long-term bonus portion, the stock option portion and the restricted stock portion. A Key Employee may participate in one or more portions simultaneously. The annual bonus portion provides a participating Key Employee an opportunity to earn incentive compensation, if any, based on the actual achievement of performance goals set for that Key Employee over a fiscal year of the Corporation. Under this program a total of \$1,390,775 in cash was allocated and paid for such bonuses in 2016, of which \$717,035 was paid to the named executive officers. For more information on these bonuses, see Annual Cash Incentive Awards on page 20.

The Committee may grant to a Key Employee stock options which do not qualify as incentive stock options ( non-qualified stock options ). The terms and conditions of stock option grants including the quantity, price,

<sup>1</sup> Capitalized terms not herein defined in this section have the meanings given to them in the Incentive Plan.

**Table of Contents**

waiting periods, and other conditions on exercise are determined by the Committee but the exercise price per share may not be less than the closing market price on the day prior to the grant date. Options may vest over a period of time determined by the Committee based on the lapse of time or the actual achievement of performance goals set by the Committee at the time of grant. Under the Incentive Plan, if a Change in Control occurs, all stock options will become vested and exercisable and all opportunities for Annual Bonus and Long Term Bonus will be deemed earned and be immediately payable.

During 2016, the Compensation Committee awarded 96,600 stock options to executive officers of the Corporation of which 14,750 options were awarded to the named executive officers. For more information on these awards see Grants of Plan-Based Awards for the Year ended December 31, 2016 on page 36. For outstanding options for the named executive officers see the table titled Outstanding Equity Awards at Fiscal Year-End on page 39.

The Committee may also grant to a Key Employee restricted stock. The Committee has the discretion under the Plan to award shares of restricted stock with restrictions that will lapse, if at all, upon the attainment of performance and/or personal goals or the completion of a specified period of employment. In 2016, the Compensation Committee did grant time-vesting restricted stock. The Committee may provide for the payment of any applicable dividends paid with respect to any shares of common stock subject to a Restricted Stock Award during the period prior to the lapse of the restrictions. In addition, effective January 1, 2017 the Compensation Committee granted performance-based restricted stock in the form of TSRP awards to certain executive officers with a 2017-2019 performance measurement period.

During 2016, the Compensation Committee awarded 51,650 shares of time-vested restricted stock to executive officers of the Corporation of which 13,000 shares were granted to the named executive officers. The Restriction Period for the shares is three years from the date of the award. See Grants of Plan-Based Awards for the Year ended December 31, 2016 on page 36.

**OPTION EXERCISES AND STOCK VESTED**

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) <sup>1</sup> (d)	Value Realized on Vesting (\$) <sup>2</sup> (e)
Todd F. Clossin President & Chief Executive Officer			10,893	\$ 346,615
Robert H. Young Executive Vice President & Chief Financial Officer	2,000	\$ 25,923	2,176	\$ 69,240
Jonathan D. Dargusch Executive Vice President Wealth Management	3,000	\$ 37,188	2,176	\$ 69,240
Jayson M. Zatta Executive Vice President & Chief Lending Officer	1,250	\$ 13,613	1,087	\$ 34,588
Lynn D. Asensio	1,000	\$ 21,494	2,176	\$ 69,240

Executive Vice President Retail Branch Operations

- <sup>1</sup> Shares which vested during 2016. Includes dividends earned during vesting period.
- <sup>2</sup> Based on the average of high and low stock prices on the business day before the vesting date.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

Name (a)	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) (b)	Number of Securities Underlying Unexercised Options (#) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h) <sup>5</sup>	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#) (i) <sup>6</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (j)
Todd F. Clossin	5,000	0	0	28.79	5/21/2021	5,375 <sup>2</sup>	\$ 231,448	2,251	\$ 42,319
	5,000	0	0	31.58	6/2/2022	5,229 <sup>3</sup>	\$ 225,160		
President & Chief Executive Officer	2,500 <sup>1</sup>	2,500 <sup>1</sup>	0	32.37	5/25/2023	5,076 <sup>4</sup>	\$ 218,573		
Robert H. Young	2,000	0	0	28.79	5/21/2021	2,150 <sup>2</sup>	\$ 92,579	1,228	\$ 23,086
	2,000	0	0	31.58	6/2/2022	2,091 <sup>3</sup>	\$ 90,038		
Executive Vice President & Chief Financial Officer	1,000 <sup>1</sup>	1,000 <sup>1</sup>	0	32.37	5/25/2023	2,030 <sup>4</sup>	\$ 87,412		
Jonathan D. Dargusch	1,000	0	0	28.79	5/21/2021	2,150 <sup>2</sup>	\$ 92,579	1,049	\$ 19,721
	2,000	0	0	31.58	6/2/2022	2,091 <sup>3</sup>	\$ 90,038		
Executive Vice President Wealth Management	1,125 <sup>1</sup>	1,125 <sup>1</sup>	0	32.37	5/25/2023	2,030 <sup>4</sup>	\$ 87,412		
Jayson M. Zatta	1,250	0	0	20.02	5/16/2019	1,344 <sup>2</sup>	\$ 57,873	1,063	\$ 19,984
	1,500	0	0	25.00	5/16/2020	2,091 <sup>3</sup>	\$ 90,038		
Executive Vice President	1,500	0	0	28.79	5/21/2021	2,030 <sup>4</sup>	\$ 87,412		
	2,000	0	0	31.58	6/2/2022				
& Chief Lending Officer	1,125 <sup>1</sup>	1,125 <sup>1</sup>	0	32.37	5/25/2023				

Lynn D. Asensio	2,000	0	0	25.00	5/16/2020	2,150 <sup>2</sup>	\$ 92,579	976	\$ 18,349
	2,000	0	0	28.79	5/21/2021	2,091 <sup>3</sup>	\$ 90,038		
Executive Vice President Retail	2,000	0	0	31.58	6/2/2022	2,030 <sup>4</sup>	\$ 87,412		
Branch Operations	1,125 <sup>1</sup>	1,125 <sup>1</sup>	0	32.37	5/25/2023				

<sup>1</sup> Options vest 50% on 12/31/2016 with the remaining 50% vesting on 12/31/2017.

<sup>2</sup> Restricted stock cliff vests on 5/21/2017.

<sup>3</sup> Restricted stock cliff vests on 6/2/2018.

<sup>4</sup> Restricted stock cliff vests on 5/25/2019.

<sup>5</sup> Stock price as of close of business on 12/31/2016 used to value the restricted stock was \$43.06 per share.

<sup>6</sup> Represents the number of shares that would be awarded if target performance was achieved under TSR awards for the 2016-2018 performance measurement period.

### Pension Benefits

The table below shows the present value of accumulated benefits payable to each of the named executive officers, including the number of years of service credited to each such named executive officer, under each of the Defined Benefit Plan and the SERP, determined using interest rate and mortality rate assumptions consistent with those used in the Corporation's financial statements. Information regarding the Defined Benefit Plan and the SERP can be found in the text following the table.



**Table of Contents****PENSION BENEFITS**

<b>Name (a)</b>	<b>Plan Name (b)</b>	<b>Number of Years Credited Service (#) (c)</b>	<b>Present Value of Accumulated Benefit (\$) (d)</b>	<b>Payments During Last Fiscal Year (\$) (e)</b>
Todd F. Clossin		0	\$ 0	\$ 0
President & Chief Executive Officer				
Robert H. Young	Wesbanco, Inc. Defined Benefit Pension Plan	15.4	\$ 627,897	\$ 0
Executive Vice President & Chief Financial Officer	Executive Officer Supplemental Retirement Plan	13	\$ 197,818	\$ 0
Jonathan D. Dargusch		0	\$ 0	\$ 0
Executive Vice President Wealth Management				
Jayson M. Zatta		0	\$ 0	\$ 0
Executive Vice President & Chief Lending Officer				
Lynn D. Asensio	Wesbanco, Inc. Defined Benefit Pension Plan	11	\$ 499,363	\$ 0
Executive Vice President Retail Branch Operations				

The Corporation maintains the Defined Benefit Plan for all employees employed prior to August 1, 2007, and the SERP for certain executive officers. The preceding pension benefits table lists the approximate present value of the retirement benefits (qualified plan only) an executive officer would receive if he or she retired at age 65. Amounts are based on a full life annuity form for the defined benefit plan. The values reflected in the Present Value of Accumulated Benefit column of the Pension Benefits table are equal to the actuarial present value of each officer's accrued benefit under the applicable plan as of December 31, 2016, using the same actuarial factors and assumptions used for financial statement reporting purposes. These assumptions are described in Note 12 under Part II, Item 8, Financial Statements and Supplementary Data of our Form 10-K for the year ended December 31, 2016.

Under the Defined Benefit Plan, a participant's compensation covered by the Corporation's pension plan is cash compensation reported on the Form W-2 plus 401(k) Plan elective deferrals and Section 125 contributions made by the employee (as reported in the Summary Compensation Table), for the 60 consecutive months out of the last 120 consecutive months of the participant's career for which such average is the highest, or in the case of a participant who has been employed for less than 60 months, the period of his employment with the Corporation. The plan benefit is not subject to any offset for social security benefits. Under current IRS rules only annual compensation of \$270,000 (for 2017) or less is considered covered compensation for defined benefit plan purposes.

The Corporation closed the Defined Benefit Plan to new participants effective August 1, 2007, and the plan has not accepted new participants since that date.

In 1999, the Corporation approved and subsequently established the SERP for certain executive officers, including some of the named executive officers. Although benefits under the plan are unsecured, the Corporation funded payment of certain of such benefits through bank-owned life insurance arrangements where appropriate or available. The plan is a non-qualified retirement benefit. The SERP's annual accrued benefits for the named executive officers are noted in the Summary Compensation Table .

**Table of Contents**

The Compensation Committee also made modifications to the form of agreement used under the SERP during 2005. At its meeting on May 18, 2005, the Committee authorized the use of a form of agreement which eliminated the change in control trigger contained in the existing form of agreement and offered executive officers who had an existing agreement, including Mr. Young, the option of using either form of agreement. The benefit to those officers electing such change in form of agreement would be to eliminate any corresponding offset to their Change in Control Agreement benefits by reason of payments due under the SERP. Mr. Young elected not to convert to the new form of agreement.

**Deferred Compensation Plan****NONQUALIFIED DEFERRED COMPENSATION**

<b>Name (a)</b>	<b>Executive Contributions in Last FY(\$) (b)</b>	<b>Registrant Contributions in Last FY(\$) (c)<sup>1</sup></b>	<b>Aggregate Earnings in Last FY(\$) (d)</b>	<b>Aggregate Withdrawals / Distributions (\$) (e)</b>	<b>Aggregate Balance at Last FYE(\$) (f)</b>
Todd F. Clossin President & Chief Executive Officer	\$ 302,500	\$ 17,452	\$ 59,225	\$ 0	\$ 593,585
Robert H. Young Executive Vice President & Chief Financial Officer	\$ 26,040	\$ 5,715	\$ 8,467	\$ 0	\$ 82,388
Jonathan D. Dargusch Executive Vice President Wealth Management	\$ 9,302	\$ 7,329	\$ 7,989	\$ 0	\$ 76,521
Jayson M. Zatta Executive Vice President & Chief Lending Officer	\$ 62,354	\$ 7,722	\$ 45,629	\$ 0	\$ 582,677
Lynn D. Asensio Executive Vice President Retail Branch Operations	\$ 6,530	\$ 6,884	\$ 16,159	\$ 0	\$ 178,935

<sup>1</sup> Amounts were included in Summary Compensation Table on page 34.

The Corporation's non-qualified Deferred Compensation Plan permits voluntary participation by employees specifically named by the Compensation Committee, including the named executive officers. The Committee also authorized the inclusion of directors into the new Deferred Compensation Plan providing for the transfer into the plan of the account balances of directors participating in the former Directors Deferred Compensation Plan, which was replaced with the new plan. The new plan was adopted to meet the requirements of the American Jobs Creation Act of 2004 and its implementing regulations.

The plan permits participating executive officers and directors to elect in advance to defer from 1% to 100% of base salary and bonus or director fees into the plan on an annual basis. The plan permits, but does not require, the Corporation to make matching contributions with respect to participating employees. No employer contributions can be made with respect to directors. Employer contributions to the plan for individual participants require the approval of the Compensation Committee. Balances for participating employees and directors are deemed invested in

investment vehicles permitted from time to time by the Board of Directors in advance and credits (or debits) for investment experience may be made from time to time. One of the purposes of the plan is to permit the Corporation to supplement retirement benefits for executive officers who will not, because of age or service requirements, realize any significant benefits under the Corporation's defined benefit pension plan. Matching contributions were made for the named executive officers for 2016 as disclosed in the Nonqualified Deferred Compensation table above.

**Table of Contents**

Distributions are made at either the applicable date selected by participating officers or directors at the time they made their election to defer or after separation from service.

**Potential Payments Upon Termination or Change in Control**

The table below entitled *Executive Benefits and Payments Upon Termination* on page 45 summarizes the estimated payments to be made under each contract, agreement, plan or arrangement which provides for payments to a named executive officer at, following, or in connection with any termination of employment including by resignation, retirement, disability or a constructive termination of a named executive officer, or a change in the named executive officer's responsibilities, following a change in control. However, in accordance with SEC regulations, we do not report in this table any amount to be provided to a named executive officer under any arrangement which does not discriminate in scope, terms, or operation in favor of our executive officers and which is available generally to all salaried employees. Also, the following table does not repeat information disclosed above under the pension benefits table, the deferred compensation table, or the outstanding equity awards at fiscal year-end table, except to the extent that the amount payable to the named executive officer would be enhanced by the termination event.

For the purpose of the quantitative disclosures in the below table, and in accordance with SEC regulations, we have assumed that the termination took place on December 31, 2016, the last business day of our most recently completed fiscal year, and that the price per share of our Common Stock is the closing market price as of that date \$43.06.

The Corporation has entered into employment contracts with its executive officers, including the named executive officers, which are structured on a revolving three-year term which are annually renewable. These contracts do not contain an acceleration provision based on a change in control of the Corporation. If they are terminated by reason of the death of the employee, then the Corporation is required to pay the employee's designated beneficiary an amount equal to six months of the employee's base salary. If the employee is terminated for cause, then no severance payment is due. If the employee is terminated without cause, then the Corporation is obligated to pay the employee the greater of (i) six months of the employee's base salary, or (ii) the base salary the employee would have received had he continued to be employed throughout the end of the then existing term of the agreement. In the event of a resignation of the employee, the Corporation is not required to pay any severance.

**Severance**

The Corporation has entered into Change in Control Agreements with members of senior management, including each of our named executive officers pursuant to which the Corporation would pay certain benefits. The Corporation would make such payments only if a change in control takes place, and if the Corporation terminates an executive without cause or the executive resigns for good reason within two years of the change in control. The term *cause* is defined in the agreements to include acts of dishonesty, disloyalty or fraud, inattention, neglect or inability to perform duties, or breach of the employee's covenants or terms of the agreement or engaging in intentional gross misconduct. The term *good reason* is defined to include (i) assignment to duties materially inconsistent with those in effect ninety days prior to a change in control; (ii) assigning the officer to a location in excess of 35 miles from his existing location; (iii) reduction in salary in excess of 10%; (iv) failure of a successor company to assume the obligations of the agreement and (v) termination of the officer without cause.

Generally, and subject to certain exceptions, a *change in control* shall be deemed to have occurred if (i) final regulatory approval is obtained for any party to acquire securities of the Corporation and/or the Bank representing 20% or more of the combined voting power of the Corporation's or the Bank's then outstanding securities; (ii) during any two consecutive years, there is a significant change in the Corporation's or the Bank's



## **Table of Contents**

Board of Directors not approved by the incumbent Board; or (iii) final regulatory approval is obtained for a plan of complete liquidation or dissolution or sale of all or substantially all of the Corporation's or the Bank's assets or certain significant reorganizations, mergers and similar transactions involving the Corporation or the Bank.

The Corporation will pay an amount up to three times (less for certain officers) the sum of (1) the highest annual base salary in effect at any time up to termination, (2) the greater of (i) the employee's average annual bonus over the most recent three bonus years (less years for certain officers), or (ii) the employee's bonus for the year of termination, and (3) continuation of all medical benefits for eighteen months from the termination with premium payments the same as existed at the time of the change in control. The Corporation would pay such amount in a lump sum within thirty days following the termination, subject to any limitations calculated under Code Section 409(a).

If an excise tax under Section 4999 of the Code applies to these payments, the Corporation will either pay the executive a reduced amount as a lump sum or will pay such amount over an extended period of years such that the net present value of such payments would not cause an excise tax to become due. For more information about our Change in Control agreements, please see the section of our Compensation Discussion and Analysis entitled "Change in Control Agreements" on page 30.

## **Long-Term Incentive Plan**

The Long-Term Incentive Plan contains certain acceleration provisions which apply to benefits, options and restricted stock granted thereunder. In the event of the retirement or disability of an employee, each installment of incentive compensation earned for cycles completed prior to such retirement or disability shall be paid to the employee on the date such amounts would be distributable without regard to such retirement or disability and no installment shall be forfeited. In addition, the Compensation Committee may, in its sole discretion, permit such employee to receive a pro rata portion of the annual bonus or long-term bonus which otherwise would have been distributable to such employee if the performance level actually achieved as of the date of his or her termination of employment had continued for the remainder of the incentive cycle and the Compensation Committee may, in its discretion, permit the exercise of any then outstanding stock option, to the extent then vested, for a period not to exceed two years after such retirement or disability. In the event of the death of an employee, each installment of incentive compensation earned for a given year completed prior to the employee's death shall be paid to his or her beneficiary within one hundred twenty days following the date of death. In addition, the Compensation Committee may, in its discretion, permit the employee's beneficiary to receive a pro rata portion of the cash as annual bonus or long-term bonus which would otherwise have been distributable to the employee with respect to those open fiscal year and incentive cycles as if the performance level actually achieved as of the date of his or her death had continued for the remainder of the fiscal year or incentive cycle. Additionally, the Compensation Committee may, in its discretion, permit the exercise of any then outstanding stock option, to the extent then vested, for a period not to exceed one year after such death. Restricted stock fully vests in the event of the death, disability or retirement of the employee.

The Long-Term Incentive Plan also contains a change in control trigger provision. Under this provision, if there is in fact a change in control, then all fiscal year or incentive cycles then formed shall be deemed completed and the performance goals for each period shall be deemed to be met at the greater of (i) the target level or (ii) the level of achievement which would have been attained if actual performance to such time continued until the end of such period. Additionally, all stock options granted under the Plan shall be deemed vested and completely exercisable, all restricted stock fully vests and all performance goals for each fiscal year or incentive cycle shall be deemed met at the superior performance level. All unpaid installments of incentive compensation earned in prior years shall be vested and distributable and, in the case of deferred installments, as if the deferral period elected by the employee had been completed. Additionally, all incentive compensation of each employee shall be distributed within ten days of the happening of the event giving rise to a change in control.

In the event of a termination of an employee for cause, the Compensation Committee may, in its discretion, determine that the employee has forfeited the right to receive any installment of incentive compensation under



**Table of Contents**

the Long-Term Incentive Plan, any stock option, whether or not then vested, shall be void and no longer exercisable and all restricted stock shall be forfeited, upon the occurrence of a termination for cause.

**SERP**

There are two versions of the SERP agreement used currently, one with a change in control provision and one without. One of the five named executive officers has a SERP agreement namely, Mr. Young. Mr. Young has a SERP agreement with a change in control feature.

Both forms of agreement provide for an actuarially reduced benefit in the event of early termination or retirement equivalent to 100% of the accrued benefit payable to the employee at the time of such early termination or retirement. In each case, the benefit is payable at normal retirement age except that the Corporation has discretion to make a lump sum payment in lieu of the annual benefit payable for a term of ten years, discounted to present value. Both forms of agreement also provide for a disability benefit occurring prior to normal retirement age. In the event of disability, the employee is vested in his normal retirement benefit commencing in the month following his normal retirement age.

Additionally, both forms of agreement provide a death benefit. If the employee dies while in the active service of the Corporation, the employee's beneficiary is entitled to receive the split dollar death benefit payable under the terms of the policy. If the employee dies after any lifetime benefit payments have commenced, but before receiving all such payments, the Corporation is required to pay the remaining benefits to the employee's beneficiary at the same time and in the same amounts they would have been paid to the employee had the employee survived. If the employee dies after termination of employment but before lifetime benefit payments have commenced, the Corporation shall pay the benefit payments to the employee's beneficiary that the employee was entitled to prior to death except that the benefit payment shall commence on the 1st day of the month following the date of the employee's death.

Mr. Young's SERP agreement, which contains a change in control benefit provision, provides that in the event of a change in control of the Corporation, Mr. Young is vested in the normal retirement benefit which is payable at normal retirement age. However, under the terms and conditions of the change in control agreements that the Corporation has in place, any accelerated vesting of the benefit and corresponding present value thereof would reduce the lump sum payment payable to the employee under the change in control agreements. For certain other officers who are not named executive officers, whose SERP agreements do not contain a change in control feature, they would continue to vest benefits under the SERP in the event of a change in control and in the event of a termination following a change in control would not receive any accelerated vested benefit under the terms of the SERP agreement. For more information about our SERP, please see the section of our Compensation Discussion and Analysis entitled "Retirement Plans SERP" on page 28.

**Retirement Plans**

Presently, employees eligible to participate in the Defined Benefit Plan become vested in their Defined Benefit Plan after five years of service. Employees become vested in the KSOP Plan immediately with respect to elective contributions, five years with respect to the ESOP component thereof, and immediately with respect to matching contributions by the Corporation. In addition, employees are eligible for a reduced retirement benefit under the terms of the Defined Benefit Plan after ten years of service and attaining age 60. Once vested, employees are entitled to pension benefits upon retirement. All of the participating named executive officers are vested in their Defined Benefit Plan. The benefits payable under both the KSOP Plan and the Defined Benefit Plan are not enhanced based on the circumstances regarding termination, or in the event of a change in control. Because the Corporation would not enhance the benefits payable under any of these plans if the employment of one of its named executive officers terminate, the Corporation does not report any amount in respect of these plans in the table below. For more

information about our Defined Benefit Plan, please see the section of our Compensation Discussion and Analysis entitled Retirement Plans Defined Benefit Plan on page 27.

Table of Contents**EXECUTIVE BENEFITS AND PAYMENTS UPON TERMINATION**

Executive Benefits and Payments Upon Termination	Involuntary Not for Cause Termination	Involuntary or Good Reason Termination		
		within 24 months of Change in Control <sup>1</sup>	Death	Disability
<b>Todd F. Clossin</b>				
Base Salary	\$ 1,361,250	\$ 0	\$ 302,500	\$ 0
Severance		\$ 2,364,740		
Stock Options/Restricted Stock		\$ 111,943	\$ 1,098,949	\$ 1,098,949
Post-Employment Health Care		\$ 22,803		
<b>Total</b>	<b>\$ 1,361,250</b>	<b>\$ 2,499,486</b>	<b>\$ 1,401,449</b>	<b>\$ 1,098,949</b>
<b>Robert H. Young</b>				
Base Salary	\$ 723,333	\$ 242,144	\$ 144,667	\$ 242,144
Severance		\$ 1,162,015	\$ 284,487	
Stock Options/Restricted Stock		\$ 44,768	\$ 350,409	\$ 350,409
Post-Employment Health Care		\$ 19,142		
<b>Total</b>	<b>\$ 723,333</b>	<b>\$ 1,468,069</b>	<b>\$ 779,563</b>	<b>\$ 592,553</b>
<b>Jonathan D. Dargusch</b>				
Base Salary	\$ 597,741	\$ 0	\$ 123,671	\$ 0
Severance		\$ 1,160,270		
Stock Options/Restricted Stock		\$ 44,928	\$ 350,409	\$ 350,409
Post-Employment Health Care		\$ 19,142		
<b>Total</b>	<b>\$ 597,741</b>	<b>\$ 1,224,340</b>	<b>\$ 474,080</b>	<b>\$ 350,409</b>
<b>Jayson M. Zatta</b>				
Base Salary	\$ 579,997	\$ 0	\$ 133,846	\$ 0
Severance		\$ 902,604		
Stock Options/Restricted Stock		\$ 43,540	\$ 273,797	\$ 273,797
Post-Employment Health Care		\$ 19,142		
<b>Total</b>	<b>\$ 579,997</b>	<b>\$ 965,286</b>	<b>\$ 407,643</b>	<b>\$ 273,797</b>
<b>Lynn D. Asensio</b>				
Base Salary	\$ 696,972	\$ 0	\$ 116,162	\$ 0
Severance		\$ 935,435		
Stock Options/Restricted Stock		\$ 44,928	\$ 350,409	\$ 350,409
Post-Employment Health Care		\$ 22,803		
<b>Total</b>	<b>\$ 696,972</b>	<b>\$ 1,003,166</b>	<b>\$ 466,571</b>	<b>\$ 350,409</b>

<sup>1</sup> Amounts included in this column reflect the applicable limits pursuant to Section 280G of the Code for each named executive officer.

**Corporate Governance**

The Corporation is committed to maintaining strong corporate governance practices that allocate rights and responsibilities among stockholders, the Board of Directors and management, in a manner that benefits the long-term interests of the Corporation's stockholders. Accordingly, the Corporation's corporate governance practices are designed not just to satisfy regulatory requirements, but to provide for effective oversight and management of the Corporation.

In conjunction with these requirements, the Corporation previously adopted a Code of Business Conduct and Ethics which it reviews and approves annually. It most recently reviewed and approved the policy at its regular meeting on August 25, 2016. The Code applies to all officers, employees and directors of the Corporation

## **Table of Contents**

and includes a Code of Ethics and a formal statement of policy requiring all employees of the Corporation to adhere to high standards of ethical business conduct and it details a number of those standards. The Code of Ethics is available on the Corporation's website at [www.wesbanco.com](http://www.wesbanco.com) under the "Investor Relations" section.

The Corporation has a Nominating Committee, a Compensation Committee and an Audit Committee, all the members of which are independent, as that term is defined in the Nasdaq listing standards. In addition, all Audit Committee members are also independent under the independence standards of Rule 10A-3 under the Act. The Audit Committee has adopted an Audit Committee Charter which was last approved by the Audit Committee on February 22, 2017. The Audit Committee reviews and reassesses the adequacy of its charter on an annual basis. The Nominating Committee has adopted a written charter. The Nominating Committee approved the slate of directors nominated for election as described herein under the caption "Election of Directors". (The selections were recommended by the Chief Executive Officer and Executive Committee of the Corporation and approved by the Nominating Committee.) The Compensation Committee has also adopted a written charter which was last reviewed and approved on February 17, 2016. The charters for the Corporation's Nominating Committee, Compensation Committee and Audit Committee are available on the Corporation's website at [www.wesbanco.com](http://www.wesbanco.com) under the "Investor Relations" section.

The Corporation has also adopted a written policy for employee complaint procedures for reporting of accounting irregularities which provides a specific confidential reporting mechanism available to all employees of the Corporation.

The independent directors meet in executive sessions without management at least two (2) times per year and held their most recent executive session during a regular board meeting on February 23, 2017. The Board of Directors has expressed an intention of maintaining a regular schedule of such meetings as part of its regular meeting agenda.

Stockholders may communicate with the Board by mailing written communications to the attention of the Corporate Secretary at the principal office of the Corporation at One Bank Plaza, Wheeling, WV 26003. All such communications are reviewed by the Secretary of the Corporation and submitted to the Board unless they are determined to be non-substantive.

## **Board Size and Separate Chairman**

The Board of Directors has adopted a policy that its size should be in the range of 15 to 25 members. In establishing its size, the Board considers a number of factors, including (i) resignations and retirements from the current Board, (ii) the availability of candidates, and (iii) balancing the desire of having a small enough Board to facilitate deliberations with, at the same time, having a large enough Board to have the diversity of backgrounds, professional experience and skills so that the Board and its committees can effectively perform their responsibilities in overseeing the Corporation's businesses.

Since 1990, the Corporation has separated the position of chief executive officer and Chairman. The Board has determined that this structure is beneficial since it utilizes a non-management Board member to balance the interests of all constituencies in the overall governance structure. The Chairman presides over all meetings of the Board and works with the chief executive officer in establishing agendas, developing policy initiatives and communicating priorities established by the Board.

The Board is active in addressing risk oversight of the Corporation. The chief risk officer reports directly to the CEO and submits a quarterly risk assessment report which is reviewed quarterly with the Board by the chief risk officer. Additionally, the Board has established a Disclosure Committee of executive management, including the Chairman of the Board and the Chairman of the Audit Committee, which meets quarterly with internal audit, risk management and

representatives of the Corporation's independent auditor to review material disclosures in the Corporation's financial statements prior to their release. In April 2016, the Disclosure Committee was

## **Table of Contents**

expanded to include risk management and re-named the Risk/Disclosure Committee. Additional board members were added to the committee. The Board also receives regular reports from the chairs of the Audit Committee and the Loan Review Committee of the Bank. Additionally, routine reports are provided by the Corporation's counsel and its chief compliance officer. The internal auditor also reports directly to the Board of Directors.

### **Criteria for Membership on the Board**

While a significant amount of public attention has been focused on the need for a majority of members of a Board to be independent—a requirement that the Board fully supports and, indeed, is committed to exceeding—independence is just one of the important factors that the Board and its Nominating Committee take into consideration in selecting nominees for director. The Nominating Committee and the Board of Directors apply the same criteria to all candidates, regardless of whether the candidate is proposed by a stockholder or some other source.

***Overall Composition.*** As a threshold matter, the Board of Directors believes it is important for the Board as a whole to reflect the appropriate combination of skills, professional experience, market geographic diversity and diversity of backgrounds in light of the Corporation's current and future business needs. Diversity is further defined to include gender, ethnic and geographic diversity.

***Personal Qualities.*** Each director must possess certain personal qualities, including financial literacy and a demonstrated reputation for integrity, judgment, business acumen, and high personal and professional ethics. In addition, each director must be at least 21 years of age at the commencement of service as a director and less than 70 years of age at the time of nomination.

***Commitment to the Corporation and its Stockholders.*** Each director must have the time and ability to make a constructive contribution to the Board, as well as a clear commitment to fulfilling the director's fiduciary duties and serving the interests of all the Corporation's stockholders.

***Other Commitments.*** Each director must satisfy the requirements of antitrust and banking laws that limit service as an officer or director of a significant competitor of the Corporation. In addition, in order to ensure that directors have sufficient time to devote to their responsibilities, the Board determined that directors should generally serve on no more than two (2) other public company boards.

***Additional Criteria for Incumbent Directors.*** During their terms, all incumbent directors on the Corporation's Board are expected to prepare for (by carefully reading any materials distributed in advance of meetings) and attend the meetings of the Board and committees on which they serve and the annual meetings of stockholders; to stay informed about the Corporation and its businesses; to participate in discussions; to comply with applicable Corporation policies; and to provide advice and counsel to the Corporation's management.

***Additional Criteria for New Directors.*** As a result of its assessment of the Board's current composition and in light of the Corporation's current and expected business needs, the Nominating Committee has identified additional criteria for new members of the Board. The following attributes may evolve over time depending on changes in the Board and the Corporation's business needs and environment, and may be changed at any time.

***Professional Experience.*** New candidates for the Board should have significant experience in areas such as the following: (i) chief executive officer of a corporation (or a comparable position in the government or non-profit sector); (ii) chief financial officer of a corporation (or a comparable position in the government or

non-profit sector); (iii) other substantive business experience or expertise; or (iv) a high-level position and expertise in one of the following areas financial services, investment banking, accounting, legal or public relations.

*Diversity.* The Nominating Committee also believes it would be desirable for new candidates for the Board to enhance the gender, ethnic, and/or geographic diversity of the Board.



**Table of Contents**

*Committee Eligibility.* In addition to satisfying the independence requirements that apply to directors generally (see below), the Nominating Committee believes that it would be desirable for new candidates for the Board to satisfy the requirements for serving on the Board's committees, as set forth in the charters for those committees and applicable regulations.

*Director Experience.* The Nominating Committee believes it is also generally desirable, although not critical, for candidates for the Board to have experience as a director of a public corporation.

***Independence.*** In addition to the foregoing criteria, the Board of Directors and Nominating Committee have established a policy that a majority of the directors must be independent under applicable Nasdaq and SEC standards. In addition, the Board has established the goal that a substantial majority of the Board should be independent. The Board has determined that thirteen of the eighteen current directors (or 72% of the Board), and six of the seven nominees for director, are independent in accordance with Nasdaq and SEC standards. If all of the nominees are elected, the resulting Board will have thirteen independent directors out of a total of seventeen or 77%. The Board applies Nasdaq stock market criteria in making its independence determinations. Specifically, under the Nasdaq standards, a director would not be viewed as independent if he or she:

is employed by the corporation or a consolidated parent or subsidiary of the corporation or has been so employed at any time during the past three years;

has a family member who is, or within the past three years was, employed as an executive officer by the corporation or any parent or subsidiary of the corporation;

is, or has a family member who is, a partner in, or a controlling shareholder or executive officer of any organization, including any nonprofit organization, to which the corporation made, or from which the corporation received, payments for property or services in the current or any of the past three fiscal years, that exceed 5% of the recipient's consolidated gross revenues for the year or \$200,000, whichever is more, other than payments arising solely from investments in the corporation's securities or payments under non-discretionary charitable contribution matching programs;

has received (or has a family member who has received) payments in excess of \$120,000 from the listed corporation or any parent or subsidiary of the listed corporation during any period of twelve consecutive months within the past three years, other than compensation for board or board committee service, non-compensatory payments arising solely from investments in the corporation's securities, compensation paid to a family member who is a non-executive employee of the corporation or its parent or subsidiary, or benefits under a tax-qualified retirement plan or non-discretionary compensation;

is, or has a family member who is, employed as an executive officer of another entity where, at any time during the past three years, any of the executive officers of the listed corporation served on the compensation committee of such other entity; or

is, or has a family member who is, a current partner of the corporation's outside auditor, or was a partner or employee of the corporation's outside auditor who worked on the corporation's audit at any time during any of the past three years.

**Director Nomination Process**

There are a number of different ways in which an individual may be nominated for election to the Board of Directors.

*Nominations Developed by the Nominating Committee.* The Nominating Committee may identify and propose an individual for election to the Board. This involves the following steps:

*Assessment of Needs.* As described above, the Nominating Committee conducts periodic assessments of the overall composition of the Board in light of the Corporation's current and expected business

## **Table of Contents**

needs and, as a result of such assessments, the Nominating Committee may establish specific qualifications that it will seek in Board candidates. The Nominating Committee reports on the results of these assessments to the full Board of Directors.

*Identifying New Candidates.* In light of such assessments, the Nominating Committee may seek to identify new candidates for the Board (i) who possess the specific qualifications established by the Nominating Committee and (ii) who satisfy the other requirements for Board service. In identifying new director candidates, the Nominating Committee seeks advice and names of candidates from Nominating Committee members, other members of the Board, members of management, and other public and private sources, including stockholders.

*Reviewing New Candidates.* The Nominating Committee reviews the potential new director candidates identified through this process. This involves reviewing the candidates' qualifications as compared to the specific criteria established by the Nominating Committee and the more general criteria established by the Corporation's Bylaws and Nasdaq listing requirements. The Nominating Committee may also select certain candidates to be interviewed by one or more Nominating Committee members.

*Reviewing Incumbent Candidates.* On an annual basis, the Nominating Committee also reviews incumbent candidates for re-nomination to the Board. This review involves an analysis of the criteria set forth above that apply to incumbent directors.

*Recommending Candidates.* The Nominating Committee recommends a slate of candidates for the Board of Directors to submit for election by the Corporation's stockholders at the annual stockholders meeting. This slate of candidates may include both incumbent and new nominees. In addition, apart from this annual process, the Nominating Committee may, in accordance with the Bylaws, recommend that the Board elect new members of the Board to fill vacancies who will serve until the next annual stockholders meeting.

***Stockholder Nominations Submitted to the Nominating Committee.*** Stockholders may also submit names of director candidates to the Nominating Committee for its consideration. The same evaluation procedures apply to all candidates for director nomination, including candidates submitted by stockholders. The process for stockholders to use in submitting suggestions to the Nominating Committee is by written recommendation addressed to the Corporate Secretary, in care of the Corporation at One Bank Plaza, Wheeling, WV 26003. The recommendation must include, among other information, biographical information about the nominee, share ownership of the nominee, business experience of the nominee and the name, address and number of shares owned by the stockholder submitting the request. For more information on stockholder nominations, please see the section entitled "Stockholders Intending to Nominate Candidates for Election to Board of Directors Must Give Notice to Corporation" on page 54.

***Stockholder Nominations Submitted to Stockholders.*** Stockholders may choose to submit nominations directly to the Corporation's stockholders. The Corporation's Bylaws set forth the process that stockholders may use if they choose this approach, which is described below at "Stockholders Intending to Nominate Candidates for Election to Board of Directors Must Give Notice to Corporation."

## **Board Responsibilities**

The Board's primary responsibility is to seek to maximize long-term stockholder value. The Board selects senior management of the Corporation, monitors management's and the Corporation's performance, and provides advice and counsel to management. Among other things, at least annually, the Board reviews the Corporation's strategy and approves a business plan and budget for the Corporation. The Board also reviews and approves transactions in accordance with guidelines that the Board may adopt from time to time. In fulfilling the Board's responsibilities, directors have full access to the Corporation's management, internal and external auditors, and outside advisors.

## **Table of Contents**

### **Board Meetings**

The Board of Directors held regular meetings every other month in 2016 and had one special meeting in April to approve the YCB merger agreement. At its regular meeting on October 27, 2016 the Board conducted an annual corporate governance review. The Board of Directors also communicates informally with management on a regular basis.

### **Committees of the Board**

In addition to the Executive Committee, the Board has three standing committees which consist solely of independent board members: the Audit Committee, the Compensation Committee and the Nominating Committee. The Corporation also has three committees which include both directors and management personnel: the Personnel and Post-Retirement Committee, the Insurance Committee and the Marketing Committee. Finally, the Board also has a Risk/Disclosure Committee which includes the Chairman of the Board and the Chairman of the Audit Committee.

Each of the Audit Committee, the Compensation Committee and the Nominating Committee is composed entirely of independent directors. The Chair of each committee is an independent director. Each committee also holds regular executive sessions at which only committee members are present. Each committee is also authorized to retain its own outside counsel and other advisors as it desires.

As noted above, charters for each of the Executive Committee, Audit Committee, Compensation Committee and Nominating Committee are available on the Corporation's website, but a brief summary of the committees responsibilities follows:

***Audit Committee.*** The Audit Committee assists the Board of Directors in fulfilling its responsibilities in connection with the Corporation's (i) independent auditors, (ii) internal auditors, (iii) financial statements, (iv) earnings releases and guidance, (v) financial and capital structure and strategy, as well as (vi) the Corporation's compliance program, internal controls and risk management.

***Nominating Committee.*** The Nominating Committee is responsible for assisting the Board in relation to (i) director nominations, (ii) committee structure and appointments, (iii) Board performance evaluations, (iv) regulatory matters relating to corporate governance, (v) stockholder proposals and communications, and (vi) management succession.

***Compensation Committee.*** The Compensation Committee is responsible for (i) approving compensation and employment agreements for, and reviewing benefits provided to, the Corporation's senior executives, (ii) overseeing the Corporation's disclosure regarding executive compensation, (iii) reviewing the Corporation's overall compensation structure and benefit plans, (iv) reviewing officer appointments, (v) overseeing the Corporation's human development programs designed to attract, retain, develop, and motivate the Corporation's employees, (vi) reviewing the Corporation's organization chart, and (vii) compensating directors.

### **Board Self-Evaluation**

The Board of Directors conducts a self-evaluation of its performance annually, which includes a review of the Board's composition, responsibilities, structure, processes and effectiveness.

### **Director Orientation and Education**

Each individual, upon joining the Board of Directors, is provided with an orientation regarding the role and responsibilities of the Board and the Corporation's operations. As part of this orientation, new directors have opportunities to meet with members of the Corporation's management. The Corporation is also committed to the ongoing education of its directors. From time to time, the Corporation's executives, the heads of its business groups and outside experts make presentations to the Board regarding their respective areas.

## **Table of Contents**

### **Non-Employee Director Compensation and Stock Ownership**

The Board of Directors is responsible for establishing compensation for the Corporation's non-employee directors. The Compensation Committee reviews the compensation for non-employee directors, including reviewing compensation provided to non-employee directors at other companies, and makes a recommendation to the Board for its approval.

In order to align the interests of directors and stockholders, it is also the Board's policy that non-employee directors are encouraged to own an amount of the Corporation's stock that is significant in light of each director's individual means.

The Corporation also expects all directors to comply with all federal, state and local laws regarding trading in securities of the Corporation and disclosing material, non-public information regarding the Corporation, and the Corporation has procedures in place to assist directors in complying with these laws.

### **Meetings of Board of Directors and Committees and Compensation of Members**

The Board of Directors of the Corporation meets every other month, and the Executive Committee of the Corporation meets monthly. In 2016, fees paid for attendance at Board meetings and meetings of the Executive Committee were \$1,500 and \$1,250, respectively. The Directors received an annual fee of \$18,000 payable quarterly at the rate of \$4,500 per quarter and the Chairman of the Board and Chairman of the Audit Committee each received an annual fee of \$81,000 and \$31,000, respectively. At its meeting on February 17, 2017, the Compensation Committee recommended to the Board of Directors an increase in the annual retainer for the Directors to \$25,000 for 2017, due to the increase in total assets of the Corporation over the last two years. The Board of Directors approved this change at its meeting on February 23, 2017. During 2016, the Board of Directors of the Corporation held seven meetings. Directors of the Corporation were also paid a fee of \$1,000 for attendance at meetings of other committees of the Corporation. No annual or meeting fees are paid to Directors who are also current officers of the Corporation or any of its affiliates. Fees in the total amount of \$715,800 were paid to Directors consisting of the annual retainer and fees for attendance at meetings of the Board of Directors of the Corporation and the Bank and at meetings of all committees of the Corporation and Bank during 2016. Fees in the aggregate amount of \$99,000 were credited to the accounts of those Directors who elected to participate in the Wesbanco Deferred Compensation Plan, pursuant to which payment of fees for attendance at meetings of the Board of Directors and committees established by the Board may be deferred and deemed invested in various mutual fund investments and effective January 1, 2017, Common Stock of the Corporation.

Each director attended at least 75% of the total meetings of the Board of Directors and its committees of which he or she is a member held in 2016. All directors at the time attended the 2016 stockholders meeting. Attendance at the annual stockholders meeting is considered in evaluating incumbent directors.

Table of Contents

2016

**DIRECTOR COMPENSATION**

Name (a)	Fees Earned or Paid in Cash (\$)¹ Wesbanco, Inc. (b)	Fees Earned or Paid in Cash (\$)² Wesbanco Bank, Inc. (c)	Total (\$)³ (d)
Stephen J. Callen	\$ 16,500	\$ 2,000	\$ 18,500
Todd F. Clossin			
Christopher V. Criss	71,500	0	71,500
Abigail M. Feinknopf	32,000	0	32,000
Ernest S. Fragale	49,750	2,000	51,750
James C. Gardill	112,250	33,200	145,450
Vaughn L. Kiger⁴	6,750	1,000	7,750
D. Bruce Knox	42,750	0	42,750
Lisa A. Knutson	16,000	0	16,000
Gary L. Libs	7,500	0	7,500
Paul M. Limbert	49,750	0	49,750
Jay T. McCamic	32,500	4,000	36,500
F. Eric Nelson, Jr.	29,000	4,000	33,000
Ronald W. Owen	29,500	0	29,500
Henry L. Schulhoff	12,000	0	12,000
Denise K. Snyder	17,500	21,600	39,100
Richard G. Spencer	32,500	0	32,500
Kerry M. Stemler	7,500	0	7,500
Reed J. Tanner	39,750	0	39,750
Charlotte A. Zuschlag⁵	43,000	0	43,000
<b>Total</b>	<b>\$ 648,000</b>	<b>\$ 67,800</b>	<b>\$ 715,800</b>

<sup>1</sup> Amounts in this column represent fees paid to directors for services on the board of directors of Wesbanco, Inc. and any applicable Board committees. Amounts include cash and deferred fees contributed to the Wesbanco Deferred Compensation Plan.

<sup>2</sup> Amounts in this column represent fees paid to directors for services on the board of directors of Wesbanco Bank, Inc. and any applicable Wesbanco Bank Board committees. Amounts include cash and deferred fees contributed to the Wesbanco Deferred Compensation Plan.

<sup>3</sup> The Corporation has not awarded stock options or restricted stock to directors and, thus, there are no outstanding director options or restricted stock.

<sup>4</sup> Mr. Kiger died on February 26, 2016.

<sup>5</sup> Ms. Zuschlag has an employment contract through age 70 which provides an annual salary of \$25,000 and continued coverage under the Corporation's health insurance plan based on her prior agreement with ESB Financial Corporation. The Board has approved the payment of director fees to her notwithstanding the salary.

**Nominating Committee**



The Corporation has a standing Nominating Committee. Members of the Corporation's Nominating Committee included Ernest S. Fragale, Christopher V. Criss and Jay T. McCamic, Chairman, all of whom are independent directors, as the term is defined in Nasdaq listing standards. The Nominating Committee meets at least annually and when vacancies on the Corporation's Board of Directors are to be filled and last met on January 18, 2017. The Committee met once in 2016.

**Table of Contents**

**Compensation Committee**

The Corporation has a standing Compensation Committee. The members of the Corporation's Compensation Committee included Jay T. McCamic, Chairman, Christopher V. Criss, and Lisa A. Knutson, all of whom are independent directors as the term is defined in Nasdaq listing standards and under applicable law. The Compensation Committee met three times during the fiscal year ended December 31, 2016 and once since January 1, 2017.

**Compensation Committee Interlocks and Insider Participation**

None of the Corporation's executive officers serve as a member of the compensation committee of any other company that has an executive officer serving as a member of the Corporation's Board of Directors. None of the Corporation's executive officers serve as a member of the board of directors of any other company that has an executive officer serving as a member of the Board's Compensation Committee.

**Audit Committee**

The Corporation has an Audit Committee. All members are considered independent under Nasdaq listing standards and Rule 10A-3 under the Exchange Act and the currently serving members are: Christopher V. Criss, Chairman, Reed J. Tanner, Ernest S. Fragale and D. Bruce Knox. Certain members of the Audit Committee are partners, controlling stockholders or executive officers of an organization that has a lending relationship with the banking affiliate of the Corporation, or individually, they maintain such relationships. The Corporation's Board of Directors has determined that such lending relationships do not interfere with the director's exercise of independent judgment. The Board of Directors of the Corporation has determined that Reed J. Tanner, a licensed Certified Public Accountant, is an audit committee financial expert as defined in Item 407 of Regulation S-K and that he is independent as that term is used in Item 7 of Schedule 14A. The Corporation has adopted a formal charter and the Audit Committee has reviewed and assessed the adequacy of the written charter during the past year. The Audit Committee met nine times in 2016.

**Report of Audit Committee**

The Audit Committee oversees the Corporation's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the Annual Report with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the registered public accounting firm, Ernst & Young LLP, who are responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, their judgments as to the quality, not just the acceptability, of the Corporation's accounting principles and such other matters as are required to be discussed with the Audit Committee by Statement on Auditing Standards No. 1301, Communication With Audit Committees (as amended), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, other standards of the Public Company Accounting Oversight Board (United States), the rules of the SEC, and other applicable regulations. The Audit Committee has received the written disclosures and the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board's Rule 3526, Communication with Audit Committees Concerning Independence, and has discussed with the independent auditors the independent auditors' independence from management and the Corporation and considered the compatibility of nonaudit services with the auditors' independence.



## **Table of Contents**

The Audit Committee discussed with the Corporation's internal and independent auditors the overall scope and plans for and results of their respective audits. The Audit Committee meets with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Corporation's internal controls, credit quality and the overall quality of the Corporation's financial reporting.

The Audit Committee Charter provides that the Audit Committee is responsible for the appointment, compensation and oversight of the external auditor. It also confirms that the Audit Committee considers non-audit related fees and services when addressing auditor independence. The Charter also provides that the Audit Committee review and evaluate the lead partner of the independent auditor.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2016, for filing with the SEC. This report is not deemed soliciting material or deemed to be filed with the SEC or subject to Regulation 14A, or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent requested by the Corporation or specifically incorporated by documents otherwise filed.

Submitted by:

AUDIT COMMITTEE:

Christopher V. Criss, Chairman  
Reed J. Tanner

Ernest S. Fragale  
D. Bruce Knox

### **Stockholders Intending to Nominate Candidates for**

### **Election to Board of Directors Must Give Notice to Corporation**

Sections 4, 5 and 6 of Article III of the Amended and Restated Bylaws of the Corporation require stockholders intending to make a director nomination at a stockholders' meeting to have provided the Corporation advance written notice of such nominations, no later than (i) with respect to an election to be held at an annual meeting, 90 days prior to the anniversary of the previous year's annual stockholders' meeting, or (ii) with respect to an election to be held at a special meeting of stockholders, the close of business on the 10th day following the date on which notice of such meeting is first given to the stockholders. Sections 4, 5 and 6 of Article III (i) provide that Sections 4, 5 and 6 of Article III are generally the exclusive means for a stockholder to make such nominations and (ii) set forth the required disclosures regarding (A) the stockholders making such nomination, which include, among other things, the class and number of shares of stock of the Corporation owned beneficially by the proposing stockholder and any relationship between the stockholder and the proposed nominee and (B) the nominee, which include, among other things, all information relating to such person that would be required to be disclosed in solicitations of proxies for elections of directors. In addition, the Amended and Restated Bylaws provide that a stockholder making a director nomination at a stockholders' meeting must not only be a stockholder at the time of the notice, but also at the time of the meeting.

### **Proposals of Stockholders for Presentation at**

**Next Year's Annual Meeting, to be Held April 18, 2018**

Proposals which stockholders intend to present at next year's annual meeting, to be held on Wednesday, April 18, 2018, will be eligible for inclusion in the Corporation's proxy material for that meeting if they are submitted to the Corporation in writing not later than November 14, 2017. A proponent may submit only one proposal. At the time of the submission of a proposal, a stockholder also may submit a written statement in support thereof for inclusion in the proxy statement for the meeting, if requested by the proponent; provided, however, that a proposal and its supporting statement in the aggregate shall not exceed 500 words.

## **Table of Contents**

Additionally, if properly requested, a stockholder may submit a proposal for consideration at next year's annual meeting, but not for inclusion in the Corporation's proxy material for that meeting. To make such a proposal, the Corporation must receive from the stockholder a notice in writing of such request by January 19, 2018.

### **Independent Registered Public Accounting Firm**

Ernst & Young LLP served as the independent registered public accounting firm for the Corporation and all affiliates for the year 2016. The services rendered by Ernst & Young LLP during the year 2016 consisted primarily of audit, audit-related and tax services as approved by the Audit Committee or under terms of the Corporation's audit services pre-approval policy. The Audit Committee has approved Ernst & Young LLP as independent auditors to audit the consolidated financial statements of the Corporation for the year ending December 31, 2017. It is expected that a representative of Ernst & Young LLP will be present at the annual stockholders meeting. Such representative will have the opportunity to make a statement if such representative desires to do so, and will be available to respond to appropriate questions from the stockholders who are present. A representative of Ernst & Young, LLP attended last year's annual stockholders meeting.

The Audit Committee's pre-approval policies and procedures are detailed in the Audit Committee Charter. Generally, these procedures require the Audit Committee to pre-approve all auditing services to be performed by its independent auditor subject to a de minimis exception. The pre-approval may be delegated to the Chairman subject to review and ratification by the Audit Committee at its next scheduled meeting. Of the 2016 audit fees and expenses of \$1,296,292, all were pre-approved by the Audit Committee before commencement of the service. Additionally, 100% of the tax and audit-related fees and expenses totaling \$279,281 and \$115,185, respectively, were pre-approved by the Audit Committee.

### **Audit Fees**

The aggregate fees of Ernst & Young LLP billed for each of the last two fiscal years for professional services rendered for the audit of the Corporation's annual financial statements included in Form 10-K filed with the Securities and Exchange Commission, and its internal controls over financial statement preparations, and the quarterly reviews of the Corporation's financial statements included in Forms 10-Q for 2016 and 2015, respectively, were \$1,296,292 and \$1,264,010. Also included for both years were professional services rendered for accounting consultation on matters addressed during the audit or interim reviews, consents on certain SEC registration statements, an audit of the Corporation's broker-dealer (Wesbanco Securities, Inc.) and a HUD procedures audit.

### **Audit-Related Fees**

Ernst & Young LLP provides other audit-related services to the Corporation from time to time. The aggregate fees for these services billed for each of the last two fiscal years were \$115,185 for 2016 and \$79,740 for 2015. Audit-related fees in both years were for services rendered in conjunction with the Corporation's retirement plan audits and an internal controls report for the Trust and Investment Services Division.

### **Tax Fees**

Ernst & Young LLP also provides certain tax related services, and the aggregate fees billed for each of the last two fiscal years for such services were \$279,281 for 2016 and \$246,413 for 2015, respectively. These services for both years included preparation of the Corporation's tax filings, tax compliance and consultation services and certain acquisition tax planning advisory services and tax compliance work for the Trust and Investment Services Division for client fiduciary tax returns, which for 2016 totaled \$152,965 of the above-noted total and for 2015 totaled \$145,792.



## Table of Contents

### All Other Fees

All Other Fees for the years ended December 31, 2016 and 2015 were \$0 for each year.

### Proxy Solicitor

The Corporation has retained Georgeson Shareholder Communications, Inc. to assist in the solicitation of proxies for a fee of \$8,000, plus expenses. Proxies may also be solicited by employees of the Corporation. Proxies may be solicited by mail and by telephone call.

### Item 2

#### Approval of an Advisory (Non-Binding) Vote on the Corporation's

##### Executive Compensation Paid to the Named Executive Officers

Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act amended the Exchange Act by adding Section 14A. Section 14A(a)(1) requires that not less frequently than once every 3 years, a proxy or consent or authorization for an annual or other meeting of the stockholders for which the proxy solicitation rules of the Commission require compensation disclosure shall include a separate resolution subject to stockholder vote to approve the compensation of executives, as disclosed pursuant to Item 402 of Regulation S-K (a say-on-pay vote). The say-on-pay vote is not binding on the Corporation or the Board of Directors. Considering the advisory (non-binding) recommendation of the Corporation's stockholders at the April 20, 2011 Annual Meeting of Stockholders regarding the frequency of the say-on-pay vote, the Board of Directors voted on June 23, 2011 for the Corporation's non-binding say-on-pay vote to occur every year.

As discussed in detail above, Item 2 is a non-binding say-on-pay vote of the stockholders whereby stockholders are asked to approve the compensation paid to the Corporation's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion. The Board of Directors believes the Corporation's compensation program is reasonable and balanced in comparison to the size and financial performance of the Corporation. It includes appropriate incentives in both annual and long term performance-based compensation reflecting both short term and long term goals without encouraging unnecessary and excessive risk-taking by our executive officers. Importantly, it aligns the interests of our executive officers with those of our stockholders with the inclusion of equity compensation in the form of stock options and restricted stock. The incentive compensation award opportunities for our named executive officers take into account stockholder interests through the establishment of challenging performance targets based on business plans and budgets approved by the Board.

The Board of Directors strongly endorses the Corporation's executive compensation program and recommends that stockholders vote in favor of the following advisory resolution:

**RESOLVED, that the compensation paid to the Corporation's named executive officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosures shall include the Compensation Discussion and Analysis section and the related compensation tables and narrative discussion, and all disclosures pursuant to Item 402 of Regulation S-K, is hereby APPROVED.**



As an advisory vote, this proposal is not binding on the Corporation. However, our Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

The Board of Directors recommends a vote **FOR** Item 2 to approve the advisory proposal to approve the compensation paid to the Corporation's named executive officers.

**Table of Contents**

**Item 3**

**Advisory (Non-Binding) Vote on the Frequency of**

**Future Advisory Votes on Executive Compensation**

Pursuant to Section 14A of the Exchange Act, we are asking stockholders to vote on whether future advisory votes on executive compensation of the nature reflected in the proposal in Item 2 above should occur every year, every two years or every three years. The Corporation has had annual votes starting with the annual meeting held on April 20, 2011.

While the Corporation's executive compensation programs are designed to promote a long-term connection between pay and performance, the Board recognizes that executive compensation disclosures are made annually. Holding an annual advisory (non-binding) vote on executive compensation provides the Corporation with more direct and immediate feedback on our compensation disclosures. However, stockholders should note that because the advisory vote on executive compensation occurs well after the beginning of the compensation year, and because the different elements of our executive compensation programs are designed to operate in an integrated manner and to complement one another, in many cases it may not be appropriate or feasible to change our executive compensation programs in consideration of any one year's advisory vote on executive compensation by the time of the following year's annual meeting of stockholders. We believe that an annual advisory vote on executive compensation is consistent with our practice of seeking input and engaging in dialogue with our stockholders on corporate governance matters (including the Corporation's practice of annually providing stockholders the opportunity to ratify the Audit Committee's selection of independent auditors) and our executive compensation philosophy, policies and practices.

This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the Board of Directors. Stockholders will be able to specify one of four choices for this proposal on the proxy card: one year, two years, three years or abstain. Assuming a quorum is present, the frequency period receiving a higher number of votes cast in favor of that period than the aggregate number of votes cast in favor of the other two frequency periods will be considered the frequency period approved by the stockholders. If none of the three frequency periods (one year, two years or three years) receives affirmative votes in excess of the aggregate number of votes cast in favor of the other two frequency periods, the Board of Directors will consider the option receiving the highest number of votes as the recommendation of the stockholders. Stockholders are not voting to approve or disapprove the Board's recommendation. Although non-binding, the Board and the Compensation Committee will carefully review the voting results and will take into account the outcome of the vote when making future decisions about the frequency of holding an advisory say-on-pay vote on executive compensation. Notwithstanding the Board's recommendation and the outcome of the stockholder vote, the Board may in the future decide to conduct advisory votes on a more or less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

The Board of Directors RECOMMENDS a vote in favor of the one year option and currently intends to permit stockholders to exercise a yearly say-on-pay vote.

**Item 4**

**Advisory (Non-Binding) Vote Ratifying the Appointment**

**of Independent Registered Public Accounting Firm**

**Independent Registered Public Accounting Firm**

The Audit Committee of the Board of Directors is responsible for appointing the Corporation's independent registered public accounting firm, and the Committee has selected Ernst & Young LLP to serve as our independent registered public accounting firm for our fiscal year ending December 31, 2017. We are submitting this selection for stockholder ratification at the Annual Meeting. We expect a representative of Ernst & Young LLP to be present at the Annual Meeting and to have an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from stockholders. Ernst & Young LLP also served as our independent registered public accounting firm for our fiscal year ended December 31, 2016.

## Table of Contents

Although we are not required to have our stockholders ratify the selection of our independent registered public accounting firm, our Board of Directors has determined to seek this ratification from stockholders as a means of soliciting stockholders' opinions and as a matter of good corporate governance. If our stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain Ernst & Young LLP, but may retain them nonetheless. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Corporation and its stockholders.

## **Directors Recommendation**

The Board of Directors unanimously recommends a vote FOR Item 4, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2017.

## **Item 5**

### **Approval of the Incentive Plan, as Amended, to Increase the Number of Shares Authorized for Issuance**

As described above in Compensation Discussion and Analysis, the Corporation uses performance-based incentive compensation pursuant to the Wesbanco, Inc. Key Executive Incentive Bonus, Option and Restricted Stock Plan (the Incentive Plan) as a significant portion of our executives' compensation to align their interests with those of our stockholders. The Incentive Plan provides the Compensation Committee discretion to select performance measures for use as prospective performance goals under the Incentive Plan to enable the Compensation Committee to structure performance-based compensation in the way that it believes will best incentivize the Corporation's executives to achieve our business plan and maximize stockholder value.

The Incentive Plan generally consists of four portions: the annual bonus portion, the long-term bonus portion, the stock option portion and the restricted stock portion. A Key Employee may participate in one or more portions simultaneously. The annual bonus portion provides a participating Key Employee an opportunity to earn incentive compensation, if any, based on the actual achievement of performance goals set for that Key Employee over a fiscal year of the Corporation.

As of December 31, 2016, the remaining shares of our common stock available for issuance under the Incentive Plan are only 117,266 of the total 1,800,000 shares currently authorized to be issued under the Incentive Plan. Given the benefits of the Incentive Plan (which is the only plan under which equity awards can currently be made to our executives, employees and non-employee directors), the importance we attach to providing competitive levels of equity-based compensation and the reasonable use of the shares previously authorized for issuance under the plan, stockholders are being asked to approve the Incentive Plan, as amended, to increase the aggregate number of shares of our common stock authorized for issuance under the Incentive Plan by an additional 1,000,000 shares, to an aggregate of 2,800,000 with 800,000 total shares allocated to restricted stock under the terms of the Incentive Plan. In addition, while the Corporation has long had a policy prohibiting the repricing of stock options, it has not been embodied in the Incentive Plan. The amendment to the Incentive Plan will expressly prohibit the repricing of stock options without stockholder approval. **The amendments do not modify the Incentive Plan in any other respect. The amendments were approved at a meeting of the Board of Directors on February 23, 2017 and will become effective only upon stockholder approval.**

Stockholder approval of the Incentive Plan, as amended is being sought in order to (i) satisfy the stockholder approval requirements of the The Nasdaq Stock Market LLC and (ii) obtain stockholder re-approval of the material terms of awards under the Incentive Plan that are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code (the Code ), including the business criteria on which performance goals may be based.

## **Table of Contents**

If approved, the amendments would revise Section 7.11 and add a new Section 7.13 of the Incentive Plan to read as shown in [Appendix B](#). The current Incentive Plan without the amendments is attached hereto as [Appendix A](#).

The Board believes that it is in the best interests of the Corporation and its stockholders to enable the Compensation Committee to utilize the Incentive Plan to provide equity based compensation to align compensation practices with shareholder interests and the performance of the Corporation's stock. The Board is therefore asking stockholders to approve the Incentive Plan, as amended.

## **Description of the Incentive Plan, as Amended**

The following summary, including the material terms of the performance goals, is qualified in its entirety by the terms of the Incentive Plan, a copy of which is attached to this proxy as [Appendix A](#) and the proposed amendments to the Incentive Plan, which are contained in [Appendix B](#) to this proxy.

## **ADMINISTRATION**

The Board of Directors has the authority and responsibility to determine from year to year whether and which type of awards may be made under the Incentive Plan for that year or a particular incentive period. If the Board determines that incentive awards will be made available under the Incentive Plan, the Board will further designate for the Compensation Committee the performance goals the Board believes to be important for the Corporation's success for that incentive period. Based upon the Board's direction, the Compensation Committee has the authority to determine, within the limits of the express provisions of the Incentive Plan, the individuals to whom awards will be granted, the nature, amount and terms of such awards and the objectives and conditions for earning such awards. The Compensation Committee also has the authority to interpret the Incentive Plan, as well as the discretion to delegate its ministerial functions under the Incentive Plan to such other persons as the Committee deems appropriate.

## **SUMMARY OF AWARD TERMS AND CONDITIONS**

### ***Key Executive Awards***

*General.* The Incentive Plan generally has four portions under which key executives may be granted awards: an Annual Bonus Portion, a Long Term Bonus Portion, a Stock Option Portion and a Restricted Stock Portion. The Annual Bonus Portion offers Participants opportunities for incentive compensation generally denominated in cash, based on the degree of attainment of corporate and/or personal goals over one fiscal year. The Long Term Bonus Portion offers Participants opportunities for incentive compensation denominated, generally in cash and shares of the Corporation's common stock, based on the degree of attainment of corporate and/or personal goals over more than one fiscal year. The Stock Option Portion permits the Committee to award non-qualified stock options which will become vested, if at all, based on attainment of performance goals or the completion of a specified period of time. The Restricted Stock Portion permits the Committee to award shares of the Corporation's common stock subject to forfeiture restrictions that will lapse, if at all, upon the attainment of performance and/or personal goals, or the completion of a specified period of employment.

In recognition that certain executives may be in a position to have more influence over attainment of certain goals, the Incentive Plan does not require the use of uniform performance goals or performance levels for all participants. Accordingly, opportunities to earn incentive compensation as well as the individual and collective goals to be met to realize incentive compensation, as Annual Bonus or Long Term Bonus or to vest Stock Options or Restricted Stock under the Incentive Plan, may vary from one participant to another.

*Annual Bonus Portion.* The Annual Bonus Portion focuses on the business plan for a specified fiscal year and sets goals to be achieved in that year. If the goals are met, incentive compensation for the Annual Bonus Portion is paid primarily in cash.

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**Table of Contents**

*Long Term Bonus Portion.* The Long Term Bonus Portion focuses on the business plan over several successive fiscal years. If goals are met over the measurement period, Long Term Bonus is paid in the form of a combination of stock and cash. The typical number of years applicable to measure performance with respect to a Long Term Bonus award is generally 3 years, but the Incentive Plan allows the Compensation Committee to elect, in its discretion, to include more or fewer years in an incentive period.

Awards under the Long Term Bonus Portion are denominated in Units. Each basic Unit is expressed in terms of dollars and whole or fractional shares of the Corporation's stock. Generally, the appropriate composition of each Unit should be a combination of shares and cash so that any income tax obligations of the participant in connection with the award may be settled without requiring a sale of shares.

*Stock Option Awards.* Stock Options are granted at the discretion of the Compensation Committee, each with an exercise price equal to the then fair market value of a share of Corporation stock. The Compensation Committee determines the applicable vesting schedule based upon attainment of performance goals set for each year under the Annual Bonus Plan (or if no Annual Bonus Plan is in effect for that year, performance goals set specifically for the Stock Option Portion). The Compensation Committee may also award options that vest over a specific period of time.

*Restricted Stock Awards.* Restricted Stock is granted at the discretion of the Compensation Committee and the Committee determines the applicable vesting schedule reflecting attainment of designated performance goals and/or continuous employment over a period of years specified in the award documents. The Committee may provide for the payment of any applicable dividends paid with respect to any shares of common stock subject to a Restricted Stock award during the period prior to the lapse of the restrictions.

*Total Shareholder Return Plan (TSRP) Awards.* TSRP awards are a type of restricted stock award granted under the Restricted Stock Portion of the Incentive Plan. TSRP awards are made at the discretion of the Compensation Committee and generally measure the change in trading prices of a share of Corporation common stock plus dividends paid over a measurement period, typically three years (such sum is TSR), relative to the TSR of a group of publicly traded companies deemed comparable by the Compensation Committee to the Corporation over the same measurement period. The Compensation Committee sets the various thresholds of TSR and the corresponding resulting Corporation common stock awards at each level.

*Granting of Awards.* The Board of Directors, in consultation with management and in connection with the Corporation's ongoing business planning processes, will direct which goals are to be achieved over the applicable fiscal year with respect to each type of award granted and, for purposes of the Long Term Bonus Portion, over the applicable multi-year incentive period. The Compensation Committee will determine and set the following to be consistent with the Board's directions:

- (a) Performance goals appropriate to the Board's directions;
- (b) The composition of Units used to denominate incentive compensation opportunities for the Long Term Bonus Portion;
- (c) Threshold, target and superior levels of achievement with respect to performance goals for the Annual and Long Term Bonus Portions, respectively;



- (d) Amounts of potential awards, expressed in Units for the Long Term Bonus Portion and dollars for the Annual Bonus Portion, which may be distributed to a participant, in the event threshold, target or superior performance levels are achieved; and
- (e) Whether awards of Stock Options or Restricted Stock will be granted in that year and, if so, in what amount and to which participants.

**Table of Contents**

The performance goals applicable to awards made to participants who are subject to, and which are intended to comply with, the performance-based compensation requirements of Section 162(m) of the Code shall be based on one or more of the following measures (the Performance Goals ):

Earnings per share

Return on equity

Return on assets

Other return measures such as return on capital, invested capital, equity, sales, or revenue

Net operating profit

Cash flow

Loan portfolio growth

Core deposit growth

Credit quality

Non-interest income

Non-performing asset ratio

Charge-offs

Stock price appreciation

Total stockholder return

Relative total shareholder return against the total shareholder return of a peer group

The Performance Goals may be measured with respect to the Corporation or any one or more of its subsidiaries, divisions or affiliates, either in absolute terms or as compared to another Corporation or companies, or an index established or designated by the Compensation Committee. The above terms will have the same meaning as in the Corporation's financial statements, or if the terms are not used in the Corporation's financial statements, as applied pursuant to generally accepted accounting principles, or as used in the industry, as applicable.

The maximum awards that will be granted under the Incentive Plan in any calendar year to a single participant who is subject to, and which is intended to comply with, Section 162(m) of the Code is 75,000 shares of common stock in the form of stock options and 20,000 shares of common stock in the form of restricted stock.

*Determination of and Payment of Awards.* Incentive compensation for both the Annual Bonus and the Long Term Bonus will be determined by the Compensation Committee based on a review of the achievement of the applicable performance goals within 75 days of the end of the fiscal year or other specified incentive period. Amounts earned as Annual Bonus will be paid in a single sum as soon as practicable after its determination. Historically, it has generally been the Compensation Committee's practice to limit the amount of Annual Bonus to a maximum of 50% of base salary for the Chief Executive Officer and a somewhat lesser percentage of base salary for other executive officers. Amounts earned as Long Term Bonus will be distributed in 3 substantially equal annual installments. The payment of these bonus amounts and of each installment is contingent upon the participant being an employee of the Corporation on the date of distribution, except if the cessation of employment is related to his or her death, disability or retirement.

The Compensation Committee also will determine the extent to which any performance goals applicable to an award have been achieved, resulting in the vesting of all or a portion of such award. Stock Options, to the extent vested and exercisable, can be exercised in accordance with the terms and conditions set forth in the stock

**Table of Contents**

option agreement which evidences those Stock Options. Restricted Stock will become vested on the terms and conditions set forth by the Compensation Committee at the time of grant. TSRP awards will become vested on the terms and conditions set forth by the Compensation Committee at the time of grant after the Compensation has certified the applicable performance results. Generally, awards under the Incentive Plan will be deemed payable (and any applicable performance goals will be deemed to have been met at the target level of performance) upon the occurrence of a change in control of the Corporation (as defined in the Incentive Plan).

***Non-Employee Director Awards***

*General.* The Incentive Plan has two portions under which non-employee directors may be granted awards: a Stock Option Portion and a Restricted Stock Portion. The Stock Option Portion permits the Compensation Committee to award non-qualified stock options in such amounts and subject to such terms and conditions as the Compensation Committee may establish, subject to the requirements of the Incentive Plan. The Restricted Stock Portion permits the Compensation Committee to award shares of the Corporation's common stock in such amounts and subject to such terms and conditions as the Compensation Committee may establish, subject to the requirements of the Incentive Plan. Generally, awards to non-employee directors under the Incentive Plan will be deemed vested upon the occurrence of a change in control of the Corporation (as defined in the Incentive Plan).

*Stock Option Awards.* Stock Options are granted to non-employee directors at the discretion of the Compensation Committee, each with an exercise price equal to the then fair market value of a share of Corporation stock. Each option will become vested and exercisable, if at all, based on meeting specified periods of service on the Corporation's Board following the grant of the option or other time-based conditions. Stock Options, to the extent vested and exercisable, can be exercised in accordance with the terms and conditions set forth in the applicable stock option agreement, but in no event will Options granted to non-employee directors be exercisable for a period of more than ten years from the grant date.

*Restricted Stock Awards.* Restricted Stock is granted to non-employee directors at the discretion of the Compensation Committee subject to forfeiture restrictions that will lapse, if at all, on meeting specified periods of service on the Corporation's Board following the grant of the restricted stock or other time-based conditions. The Compensation Committee may provide for the payment of any applicable dividends paid with respect to any shares of common stock subject to a Restricted Stock award during the period prior to the lapse of the restrictions.

**ELIGIBILITY**

The Compensation Committee may grant awards to any Key Executive or Non-Employee Director of the Corporation. For purposes of the Incentive Plan, the term Key Executive means any executive level employee of the Corporation (as well as executive level employees of any subsidiary of the Corporation) who are in a position to directly influence the achievement of performance goals designated by the Board. For purposes of the Incentive Plan, the term

Non-Employee Director means any member of the Corporation's Board of Directors who has not been an employee of the Corporation for a period of at least one year prior to the relevant date. Employees designated as Key Executives for Annual Bonus and/or Long Term Bonus purposes, may or may not, in the discretion of the Compensation Committee, be eligible for awards under other portions of the Incentive Plan. Designation as a Key Executive for one year or incentive period does not entitle the individual to be designated as a Key Executive for any other year or incentive period. It is presently contemplated that approximately 17 persons, which includes all of the Corporation's current Non-Employee Directors, will be eligible to receive awards under the Incentive Plan.

**OPTION REPRICING PROHIBITED**

The Incentive Plan, as amended, specifically prohibits the re-pricing of stock options without stockholder approval. For this purpose, a repricing means any of the following (or any other action that has the same effect

## **Table of Contents**

as any of the following): (A) changing the terms of a stock option to lower its exercise price; (B) any other action that is treated as a repricing under generally accepted accounting principles; and (C) repurchasing for cash or canceling a stock option at a time when its exercise price is greater than the fair market value of the underlying stock in exchange for another award, unless the cancellation and exchange occurs in connection with change in capitalization or similar change. Such cancellation and exchange would be considered a repricing regardless of whether it is treated as a repricing under generally accepted accounting principles and regardless of whether it is voluntary on the part of the key employee or Non-Employee Director.

## **AWARDS GRANTED UNDER THE INCENTIVE PLAN/NEW PLAN BENEFITS**

The future amounts that will be received by participants under the Incentive Plan are not determinable. The stock option awards granted to the Corporation's named executive officers under the Incentive Plan and outstanding as of December 31, 2016 are set forth in the Outstanding Equity Awards at Fiscal Year-End table found on page 39 of this Proxy Statement. As of January 31, 2017 (i) the Corporation's executive officers as a group (11 officers) held outstanding stock option grants for 79,250 shares, (ii) the Corporation's non-employee directors as a group (17 directors) held no outstanding stock option grants as none have yet been awarded under the Incentive Plan, and (iii) all of our employees other than our executive officers (116 employees) held outstanding stock option grants for 195,172 shares.

## **SHARES SUBJECT TO THE INCENTIVE PLAN**

Prior to the proposed amendments to the Incentive Plan, the number of shares of the Corporation's common stock available for issuance with respect to awards under the Incentive Plan is 1,800,000, of which approximately 117,266 shares remains available for new awards as of December 31, 2016. Prior to the proposed amendments to the Incentive Plan, no more than 300,000 of the total shares of common stock reserved under the Incentive Plan may be awarded as restricted stock awards.

The proposed amendments to the Incentive Plan would add 1,000,000 shares to the available pool, of which 500,000 shares could be awarded as restricted stock awards. As a result, if the amendments to the Incentive Plan is approved, the total number of shares of the Corporation's common stock available for issuance with respect to awards under the Incentive Plan as amended would be 2,800,000 shares (i.e., 1,800,000 plus 1,000,000) of which no more than 800,000 shares (i.e., 300,000 plus 500,000) may be awarded as restricted stock awards.

There are no add backs to the share pool for awards that are forfeited or canceled or for portions of an award that are withheld to cover the cost of exercise of stock options or to cover tax withholding obligations. Awards settled in cash do not count against the share pool. Shares to be issued under the Incentive Plan will be authorized but unissued shares of common stock or shares of stock reacquired by the Corporation.

## **ANTI-DILUTION PROTECTION**

In the event of any substantial corporate event or transaction that affects the number of shares outstanding, the Compensation Committee is empowered to make such equitable adjustments with respect to awards or any provisions of the Incentive Plan as it deems necessary and appropriate, including, if necessary, any adjustments in the maximum number of shares of common stock subject to the Incentive Plan.

## **AMENDMENT AND TERMINATION**

The Board of Directors may at any time amend or terminate the Incentive Plan, provided that no such action will adversely affect any rights of participants with respect to any outstanding awards made under the Incentive Plan without the consent of the participants.

#### FEDERAL INCOME TAX CONSEQUENCES

The federal income tax consequences of the issuance and exercise of awards under the Incentive Plan are as described below. The following information is only a summary of the tax consequences of the awards, and

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**Table of Contents**

participants should consult with their own tax advisors with respect to the tax consequences inherent in the ownership or exercise of the awards, and the ownership and disposition of any underlying securities.

*Nonqualified Stock Options.* A participant who is granted a nonqualified stock option under the Incentive Plan will not recognize any income for federal income tax purposes on the grant of the option. Generally, on the exercise of the option, the participant will recognize taxable ordinary income equal to the excess of the fair market value of the shares on the exercise date over the option price for the shares, subject to certain limits on the deductibility of compensation under the Code. The Corporation generally will be entitled to a deduction on the date of exercise in an amount equal to the ordinary income recognized by the participant. Upon disposition of the shares purchased pursuant to the stock option, the participant will recognize long-term or short-term capital gain or loss, as the case may be, equal to the difference between the amount realized on such disposition and the basis for such shares, which basis includes the amount previously recognized by the participant as ordinary income.

*Restricted Stock.* A participant will not be taxed at the date of an award of restricted shares, but will be taxed at ordinary income rates on the fair market value of any restricted shares as of the date that the restrictions lapse, unless the participant, within 30 days after transfer of such restricted shares to the participant, elects under Section 83(b) of the Code to include in income the fair market value of the restricted shares as of the date of such transfer. The Corporation will be entitled to a corresponding deduction, subject to certain limits on the deductibility of compensation under the Code. Any disposition of shares after the restrictions lapse will be subject to the regular rules governing long-term and short-term capital gains and losses, with the basis for this purpose equal to the fair market value of the shares at the end of the restricted period (or on the date of the transfer of the restricted shares, if the employee elects to be taxed on the fair market value upon such transfer). To the extent dividends that accumulate during the restricted period are paid upon the lapse of the applicable restrictions under the award, any such dividends will be taxable to the participant at ordinary income tax rates and will be deductible by the Corporation.

*TSRP Awards.* A participant who is granted an award under the TSRP portion of the Incentive Plan will not recognize any income for federal income tax purposes on the date of grant. The participant will recognize ordinary income for federal income tax purposes on the date the right to receive shares vest, that is, when restrictions lapse based on relative TSR, and the amount of that ordinary income will be equal to the fair market value of the shares the participant is then eligible to receive. The Corporation will be entitled to a corresponding deduction, subject to certain limits on deductibility under the Code. Any disposition of the shares after the restrictions lapse will be subject to rules governing long-term and short-term capital gains and losses, with the basis for this purpose equal to the fair market value of the shares when the restrictions lapse based on relative TSR. To the extent dividends that accumulate during the restricted period are paid on the lapse of the applicable restrictions under the award, any such dividends will be taxable to the participant at ordinary income tax rates and will be deductible by the corporation.

*Compensation.* Generally, a participant will not recognize taxable income upon the grant of any cash-based Annual Bonus or Long-Term Incentive Bonus awards. Subsequently, when the conditions and requirements for the grants have been satisfied and the payment determined, any cash paid to or otherwise received by the participant with respect to such award will constitute ordinary income to the participant. The Corporation also will then be entitled to a deduction in the same amount, subject to certain limits on the deductibility of compensation under the Code.



**Table of Contents****EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth certain information with respect to securities authorized for issuance under our equity compensation plans as of December 31, 2016.

**Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options</b>	<b>Weighted average exercise price of outstanding options</b>	<b>Number of securities remaining for future issuance under equity compensation plans</b>
<b>Equity compensation plans approved by security holders</b>	<b>288,122</b>	<b>\$ 28.47</b>	<b>117,266</b>
<b>Equity compensation plans not approved by security holders</b>	<b>None</b>	<b>None</b>	<b>None</b>
<b>BOARD RECOMMENDATION</b>			

The Board of Directors unanimously recommends a vote **FOR** Item 5, the proposal to authorize an additional 1,000,000 shares of common stock to be issued under the Incentive Plan with 500,000 shares allocated to restricted stock awards.

**Other Matters to be Considered at the Meeting**

Management has no knowledge of any matters, other than those referred to above, which will be presented for consideration and action at the meeting. As set forth in the Notice of the meeting, however, the stockholders will have the right to consider and act upon such other matters as properly may come before the meeting, and the enclosed form of proxy confers, upon the holders thereof, discretionary authority to vote with respect to such matters. Accordingly, if any such matters are presented, the holders of the proxies will vote the shares of stock represented thereby in accordance with their best judgment.

By Order of the Board of Directors.

**JAMES C. GARDILL**  
Chairman of the Board

Wheeling, West Virginia

March 14, 2017

**Table of Contents**

**APPENDIX A**

**WESBANCO, INC.**

**INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN**

as adopted February 13, 1998

and as amended and restated effective February 25, 2010

**Table of Contents**

**WESBANCO, INC.**

**INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN**

**INTRODUCTION**

The purposes of the WesBanco, Inc. Incentive Bonus, Option and Restricted Stock Plan are to enhance shareholder value and to contribute to the growth of WesBanco, Inc., its subsidiaries and affiliates by:

1. directing the planning, implementation and supervisory efforts of Key Executives toward the achievement of strategic, financial and individual goals determined by the Board of Directors of the Company to be in the best interests of the Company and its shareholders over annual and multi-year planning cycles;
2. requiring Key Executives and Non-Employee Directors to position the Company, in light of changing business conditions and the Company's business plans, to succeed over annual and multi-year business horizons;
3. placing a significant portion of the compensation of Key Executives at risk in the event Performance Goals are not met and, thereby, provide substantial incentive to achieve annual and longer term goals;
4. identifying the interests of Key Executives and Non-Employee Directors more closely with those of shareholders by denominating compensation at least in part in Shares of Common Stock and options to purchase Shares of Common Stock; and
5. providing the Company with a flexible compensation arrangement to use as a tool to attract and retain Key Executives and Non-Employee Directors of outstanding competence.

The Plan is designed to accomplish its purposes by providing financial rewards to Key Executives if, but only if, pre-established financial and/or personal goals, which may include completion of specified periods of employment, are achieved. Non-Employee Directors are eligible to receive grants of nonqualified options and will be rewarded if the trading price for the Common Stock increases after the date the nonqualified option is granted.

**For Key Executives:**

The Plan has four portions for Key Executives: an Annual Bonus Portion, a Long Term Bonus Portion, a Stock Option Portion and a Restricted Stock Portion. The Annual Bonus Portion offers Participants opportunities for Incentive Compensation generally denominated in cash, based on the degree of attainment of corporate and/or personal goals over one fiscal year. The Long Term Bonus Portion offers Participants opportunities for Incentive Compensation denominated, generally in cash and Shares of Common Stock, based on the degree of attainment of corporate and/or personal goals over more than one fiscal year. The Stock Option Portion permits the Compensation Committee to award options which will become vested, if at all, based on attainment of performance goals or the completion of a specified period of employment. The Restricted Stock Portion permits the Compensation Committee to award shares of Common Stock subject to restrictions that will lapse, if at all, upon the attainment of performance and/or personal goals or the completion of specified period of employment.

Participation in any portion of the Plan will be limited to those executive level employees of the Company (including in that term executive level employees of any subsidiary of the Company) who are in a position to directly influence the achievement of goals set by the Board. The Plan is not intended to be a broad based arrangement. Further, in recognition that certain executives may be in a position to have more influence over attainment of certain goals, the

Plan does not require that all Performance Goals or Performance Levels be uniform for all Key Executives. In addition, in recognition that certain executives may be able to influence the outcome of certain goals set for a particular Fiscal Year but not for a period longer than a Fiscal Year, a Key Executive may be made eligible for an Annual Bonus but not for a Long Term Bonus and/or Stock Options or, in

## Table of Contents

the alternative, for a Long Term Bonus, Stock Options or Restricted Stock but not an Annual Bonus. Inclusion in one portion of the Plan or for any one year is no assurance of future eligibility by a particular Key Executive for any other portion or any other year or Incentive Cycle. Accordingly, opportunities to earn Incentive Compensation as well as the individual and collective goals to be met to realize Incentive Compensation, as Annual Bonus or Long Term Bonus or to vest Stock Options or Restricted Stock under the Plan, may vary from Key Executive to Key Executive.

The Annual Bonus Portion focuses on the business plan for the next Fiscal Year and sets goals to be achieved in that Fiscal Year. If the goals are met, Incentive Compensation for the Annual Bonus portion is paid primarily in cash. On the other hand, Long Term Bonus focuses on the business plan over several successive Fiscal Years. If goals are met over the measurement period, Long Term Bonus is paid in the form of a combination of stock and cash.

The number of years under consideration for a Long Term Bonus is referred to as an Incentive Cycle. It is intended that an Incentive Cycle will be formed each year for the number of years for which a reasonably thorough business plan can be prepared. At the adoption of the Plan, the appropriate number of years to be included in an Incentive Cycle is believed to be three but the Plan allows the Compensation Committee to elect, in its discretion exercised at the formation of each Incentive Cycle, to include more or fewer years in an Incentive Cycle.

For the Long Term Bonus Portion, Incentive Compensation is denominated as a Unit, that is, the basic unit of Incentive Compensation expressed in terms of dollars and whole or fractional Shares. Moreover, at the adoption of the Plan, it is believed that the appropriate composition of each Unit should be a combination of Shares and cash so that any income tax obligations of Key Executives in connection with the Plan may be settled without resort to sale of Shares.

Stock Options are granted at the discretion of the Compensation Committee, each with an exercise price equal to the then fair market value of a share of Common Stock. The Compensation Committee shall set a vesting schedule with vesting in years following the grant of the Stock Option based upon continuation of employment for that year or attainment in each such year of performance goals set for that year under the Annual Bonus Plan (or if no Annual Bonus Plan is in effect for that year, performance goals set specifically for the Stock Option Portion.)

Restricted Stock is granted at the discretion of the Compensation Committee. The Compensation Committee shall set as a vesting schedule attainment of performance goals and/or continuous employment over a period of years specified in the granting documents.

The Board of Directors, in consultation with management and in connection with the Company's ongoing business planning processes, will direct which goals are to be achieved over the ensuing Fiscal Year for purposes of the Annual Bonus, Stock Option and Restricted Stock Portions and for the longer Incentive Cycle for purposes of the Long Term Bonus. The Compensation Committee will determine and set the following to be consistent with the Board's directions:

- (a) Performance Goals appropriate to the Board's directions;
- (b) the composition of Units used to denominate Incentive Compensation opportunities for the Long Term Bonus;
- (c) Threshold, Target and Superior levels of achievement with respect to Performance Goals for the Annual and Long Term Bonus, respectively;
- (d) Incentive Compensation, expressed in Units for Long term Bonus and dollars for Annual Bonus, which may be distributed to each Key Executive, in the event Threshold, Target or Superior Performance Levels are achieved; and

A-2

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**Table of Contents**

(e) whether Stock Options will be granted in that year and, if so, in what amount and to what Key Employees.

The Compensation Committee will then communicate with the Key Executive and cause the execution and delivery of such documents as may be required to implement the Plan for the Fiscal Year for Annual Bonus and Stock Option purposes and the Incentive Cycle for Long Term Bonus purposes.

At or after (but not more than seventy five days after) the end of a particular Fiscal Year and/or an Incentive Cycle, the Compensation Committee, after review of financial and other information appropriate to determining whether Performance Goals have been met for that Fiscal Year or Incentive Cycle, including, but not limited to, extraordinary items and/or special circumstances, and taking such other actions as the Compensation Committee shall deem appropriate, will:

(i) determine the level of actual achievement of Performance Goals, taking into account, to the extent the Committee deems appropriate in its sole judgment, extraordinary items and/or special circumstances which affected or may have affected the ability of one or more of the Key Executives to achieve one or more of the Performance Goals;

(ii) determine the Incentive Compensation, if any, to be distributed to each Key Executive participating in the Plan as Annual Bonus for a particular Fiscal Year or Long Term Bonus for that Incentive Cycle and the vesting, if any, with respect to any previously granted Stock Options; and

(iii) direct the commencement of installment distributions of Incentive Compensation which may have been earned under the Plan as Long Term Bonus with respect to that Incentive Cycle.

To accommodate the changing nature of the Company's business and the adjustments to business objectives from year to year, as well as to provide continuous incentive to achieve those objectives and to offset the effects of business anomalies, the Long Term Bonus Portion is designed to form a new Incentive Cycle each year and to have that Incentive Cycle overlap with the Incentive Cycles for the preceding and subsequent years. Each Incentive Cycle, if formed, will be formed independently of any other Incentive Cycle and Incentive Compensation for any Incentive Cycle will be determined with respect to only that Incentive Cycle. In this regard, the rolling three year Incentive Cycles are intended as a complement to the Annual Bonus portion of this Plan.

Incentive Compensation for both the Annual Bonus and the Long Term Bonus will be determined by the Compensation Committee within seventy-five (75) days of the end of that Incentive Cycle. Incentive Compensation earned as Annual Bonus will be paid in a single sum as soon as practicable after its determination. Incentive Compensation earned with respect to a particular Incentive Cycle will be distributed in three (3) substantially equal annual installments. The payment of Incentive Compensation and of each installment is contingent upon a Key Employee's being an employee of the Company on the date of distribution, except if the cessation of employment is related to death, disability or retirement of that Key Employee.

Stock Options, to the extent vested and exercisable, can be exercised in accordance with the terms and conditions set forth in the stock option agreement which evidences those Stock Options. Restricted Stock will become vested on the terms and conditions set forth by the Compensation Committee at the time of grant.

**For Non-Employee Directors:**

The Plan has two features for Non-Employee Directors. The Plan permits the Compensation Committee to grant Stock Options and/or shares of Restricted Stock to Non-Employee Directors. Grants of Stock Options to Non-Employee Directors may vest based on a period of continuous service on the Board. Restrictions on shares of Restricted Stock

may lapse based on a period of Continuous Service on the Board.

A-3



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**Table of Contents**

**Administrative Delegation:**

In order to facilitate the administration of the Plan, the Plan contemplates that the Compensation Committee may delegate ministerial functions, such as preparation of documents and notices, withholding for required taxes and delivery of distributions authorized under the Plan, to such members of the management of the Company as the Compensation Committee shall deem appropriate.

The foregoing Introduction is included in this Plan document for descriptive purposes only and the Plan's provisions which follow shall control over the Introduction. As used in the Introduction, initially capitalized terms shall have the meanings assigned thereto under the Plan.

**ARTICLE I**

**DEFINITIONS**

1.1 Annual Bonus shall mean the amount of Incentive Compensation which may be earned by a particular eligible Key Executive based on performance for a particular Fiscal Year.

1.2 Cause shall mean a Key Executive's (i) conviction for a felony (or of a lesser included offense following indictment and entry of a guilty plea), (ii) continued failure, after thirty (30) days written notice from the Company, to render service to the Company as required under the terms and conditions of his or her employment or (iii) persistent negligence and dereliction of duty which shall include, but shall not be limited to, the Key Executive's frequent failure to perform properly assigned tasks or violation of the Company's drug and alcohol policies.

1.3 Beneficiary shall mean the person or persons a Key Executive has designated by filing an election with the Administrative Committee, substantially in the form of Schedule A attached hereto to receive his or her Incentive Compensation, to the extent payable, in the event of his or her death. If no Beneficiary has been designated, or if a Key Executive's Beneficiary has predeceased the Key Executive, the Key Executive's spouse or, if none, the Key Executive's children *per stirpes*, or, if none, the Key Executive's estate, shall be deemed to be the Key Executive's Beneficiary.

1.4 Board of Directors or Board shall mean the Board of Directors of WesBanco, Inc.

1.5 Common Stock shall mean common stock, par value \$2.0833 per share, of WesBanco, Inc.

1.6 Company shall mean WesBanco, Inc., a West Virginia corporation, its subsidiaries, and the affiliates, subsidiaries, successors and assigns of the Company.

1.7 Compensation Committee or Committee shall mean the Compensation Committee of the Board of Directors of WesBanco, Inc., provided, however, no member of the Compensation Committee who is or at any time during the then past year has been a Key Executive or is then under consideration to become a Key Executive shall be permitted to participate in the discussion of or vote on his or her participation in the Plan or any Incentive Compensation which he or she may receive hereunder or to assist in the administration of the Plan and to the extent necessary to supplement the foregoing, each member of the Compensation Committee eligible to participate in the administration of this Plan shall be a disinterested person within the meaning of Section 16b-3 of the Securities Exchange Act of 1934, as amended, and the regulations promulgated thereunder, and provided, further, participation by such person, directly or indirectly, in the preparation or review of all or any portion of the Company's business plan, analysis or forecast shall not be regarded as participating in a discussion or voting on Incentive Compensation under the Plan.

A-4

**Table of Contents**

1.8 Disability shall mean the inability of a Key Employee due to mental or physical defect or disease to perform the services required of the Key Employee in the position he or she held prior to the manifestation of that defect or disease.

1.9 Fair Market Value shall mean, as of a relevant date, the reported closing price of a share of Common Stock on the business day immediately preceding that date.

1.10 Fiscal Year shall mean the twelve month period used by the Company for financial reporting purposes which, as of the date of adoption hereof, is the calendar year.

1.11 Incentive Compensation shall mean the distribution, if any, a Key Executive is or may become entitled to receive under the terms of this Plan as Long Term Bonus for a particular Incentive Cycle and/or Annual Bonus for a Fiscal Year.

1.12 Incentive Cycle shall mean the number of Fiscal Years over which an opportunity to earn Long Term Bonus will be measured. At the adoption of the Plan, the number of Fiscal Years deemed appropriate is three (3) but the Compensation Committee may include more or fewer years at the formation of a particular Incentive Cycle.

1.13 Key Executives shall mean those employees of the Company who, with respect to a particular Plan Year, are deemed to hold positions which may substantially influence the attainment of Performance Goals. Employees designated as Key Employees for the Annual Bonus and/or Long Term Bonus purposes, may or may not, in the discretion of the Committee be eligible to earn Incentive Compensation under the other portion of this Plan and may or may not be eligible to earn Incentive Compensation in future years under any portion of this Plan.

1.14 Long Term Bonus shall mean the amount of Incentive Compensation which may be earned by a particular eligible Key Employee for a particular Incentive Cycle.

1.15 Non-Employee Director shall mean a member of the Board who is not then and has not been for a period of one year prior to the relevant time an employee of the Company.

1.16 Plan shall mean this WesBanco, Inc. Key Executive Bonus, Stock Option and Restricted Stock Plan, as amended and in effect from time to time and as interpreted and/or administratively supplemented by the Compensation Committee under the terms of this Plan from time to time.

1.17 Performance Goals shall mean those goals, described in terms of financial results, operational achievements or individual objectives, or any combination thereof, to be achieved for Annual Bonus purposes, over a particular Fiscal Year or for Long Term Bonus purposes, over a particular Incentive Cycle, as may be set by the Compensation Committee to implement the Board's directions for that Fiscal year or Incentive Cycle, respectively. For the Option Portion and Restricted Stock Portion, Performance Goals may include periods of continuous employment.

1.18 Performance Levels shall mean the relative level of achievement of Performance Goals. Performance Levels shall be set as Threshold for acceptable performance, Target for meeting expectations and Superior for exceeding expectations.

1.19 Restricted Stock shall mean shares of Common Stock awarded to a Participant subject to certain restrictions as determined by the Compensation Committee at the time of grant. A Participant receiving a grant of Restricted Stock shall not be a shareholder with respect to those shares of Restricted Stock unless or until the Restricted Stock vests in accordance with the terms of the grant, except that, if shares of Restricted Stock vest, the Participant may be paid an

amount of cash equal to dividends that would have been paid on the shares of Restricted Stock during the restricted period.

A-5

**Table of Contents**

1.20 Retirement shall mean the cessation of employment with the Company after fifteen (15) years of service.

1.21 Shares shall mean one or more (as indicated) shares of Common Stock.

1.22 Stock Option shall mean the right to purchase a share of Common Stock for the exercise price indicated on the date of grant of such Stock Option.

1.23 Unit shall mean the smallest unit of measurement of Incentive Compensation opportunities and may be comprised of an amount of cash, one or more Shares or a combination of cash and Shares.

**ARTICLE II**

**ADMINISTRATION**

2.1 Board of Directors. The Board of Directors shall have the authority and responsibility to determine from year to year whether (i) Annual Bonus opportunities shall be available to Key Executives for the ensuing Fiscal Year, (ii) whether Long Term Bonus opportunities will be available to Key Executives for an Incentive Cycle and (iii) whether Stock Options or Restricted Stock shall be awarded to Key Executives and/or Non-Employee Directors. If the Board determines it appropriate to form an Incentive Cycle for Long Term Bonus purposes and/or to make Annual Bonus opportunities available for the ensuing Fiscal Year, the Board shall direct the Compensation Committee's attention to the results the Board believes important for the Company to achieve during that Incentive Cycle or Fiscal Year. With respect to results to be achieved, it is intended that the Board will give qualitative directions, generally providing priorities among the Company's several operations.

2.2 Compensation Committee. The Compensation Committee shall have the authority and responsibility to:

- (a) adopt, amend and rescind rules and regulations relating to the Plan and its operation and administration;
- (b) interpret the Plan;
- (c) execute and deliver documents deemed necessary to implement, operate or administer the Plan;
- (d) set Performance Goals (Threshold, Target and Superior) for Key Executives with respect to a Fiscal Year and/or an Incentive Cycle;
- (e) determine which executive employees of the Company will be Key Executives participating in the Plan for a particular Fiscal Year and/or Incentive Cycle and, if applicable, determine whether an employee hired during a Fiscal Year or Incentive Cycle will be a Key Executive for that Fiscal Year and/or Incentive Cycle;
- (f) determine the opportunity to earn Incentive Compensation to be provided to individuals deemed Key Executives for that Fiscal Year and/or Incentive Cycle, as applicable;
- (g) determine the compensation of Units for that Incentive Cycle;
- (h) set the amount of Incentive Compensation, expressed in dollars for Annual Bonus and Units for Long Term Bonus, which may be earned by each Key Executive for any Fiscal Year and/or Incentive Cycle at the respective Performance Levels;

(i) determine whether Performance Levels have been met or exceeded for any Fiscal Year and/or Incentive Cycle on or before the seventy-fifth (75th) day after the last day of the last year of a particular Fiscal Year and/or Incentive Cycle and direct the commencement of installments of Long Term Bonus and the opportunity to Key Employees for further deferral of distributions;

A-6

**Table of Contents**

(j) determine the number, terms and conditions of Stock Options or Restricted Stock to be granted to Non-Employee Directors and the identity of Key Executives to receive grants of Stock Options and Restricted Stock and the number, term, Performance Goals and other terms and conditions applicable to those Stock Options or shares of Restricted Stock;

(k) consult with such accountants, attorneys, advisors or experts (in each case, who may also provide services to the Company) as the Committee shall deem appropriate;

(l) take into account, to the extent the Committee deems appropriate in its sole judgment, extraordinary items and/or special circumstances which affected or may have affected the ability of one or more Key Executives to achieve Performance Goals with respect to any portion of the Plan and, to the extent deemed appropriate by the Committee, modify or waive any Performance Goal(s) or any term or condition of any previously made award;

(m) delegate such ministerial functions relating to the Plan to such persons as the Compensation Committee may deem appropriate from time to time; and

(n) take such other actions as the Committee shall determine necessary or appropriate to implement, operate or administer the Plan, including, but not limited to, taking into account special circumstances and determining whether to exercise the discretionary authority conferred on the Compensation Committee under this or other sections of the Plan.

The Compensation Committee shall have all discretion and authority necessary to perform each or any of the foregoing. Any determination made by the Compensation Committee shall be final and binding upon the Company and each and all employees, whether or not then participating in the Plan.

**2.3 Company Employees.** Employees of the Company shall perform such ministerial functions as may be delegated to them by the Committee from time to time. No employee of the Company may exercise any judgment or discretion relating to the Plan, its implementation, operation or administration. For purposes of this Plan, in the event an employee's duties as an employee of the Company include, directly or indirectly, preparation or assistance in the preparation of all or any portion of a business plan, analysis, forecast or result which may be reviewed or used by the Board or the Committee in connection with the Plan shall not be deemed to have exercised discretion with respect to the Plan.

**ARTICLE III**

**OPERATION OF THE PLAN FOR KEY EXECUTIVES**

**3.1 Commencement of Annual Bonus and/or Long Term Bonus Opportunities.** The Board of Directors shall inform the Compensation Committee whether Annual Bonus opportunities will be made available for a particular Fiscal Year and/or whether Long Term Bonus opportunities will be made available for an Incentive Cycle which will include that Fiscal Year. If Annual Bonus and/or Long Term Bonus opportunities are to be made available, the Board shall also inform the Compensation Committee of the results the Board believes important to be achieved during that Fiscal Year and/or Incentive Cycle.

**3.2 Implementation of Annual and/or Long Term Bonus Opportunities.** In the event it is informed that Annual Bonus or Long Term Bonus opportunities will be made available, the Compensation Committee shall promptly:

(a) determine the number of Fiscal Years to be included in the Incentive Cycle;

(b) determine the Performance Goals for Annual and Long Term Bonus purposes;

(c) determine which executive employees will be Key Executives eligible to participate in the Plan for the Fiscal Year for Annual Bonus and for the Incentive Cycle for Long Term Bonus Purposes;

A-7



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**Table of Contents**

(d) determine the composition of Units to denominate Incentive Compensation for Long Term Bonus purposes for that Incentive Cycle;

(e) establish Threshold, Target and Superior Performance Levels with respect to the Performance Goals for each Key Executive, expressed in dollars for Annual Bonus and Units for Long Term Bonus; and

(f) determine the amount of Incentive Compensation opportunities for the respective Key Executives for Annual Bonus and Long Term Bonus purposes at the respective levels of achievement; and

(g) communicate the foregoing to each Key Executive and prepare, execute and deliver, on behalf of and binding, upon the Company, such documents evidencing the foregoing as the Committee shall determine appropriate.

3.3 Measurement of Performance. No later than seventy-five (75) days after the last day of the Fiscal Year measured for Annual Bonus purposes and of the last day of the last Fiscal Year in any Incentive Cycle, the Committee shall review such financial, performance or other information relating to the Company and the Performance Goals, including, but not limited to, extraordinary items and/or special circumstances, and shall determine whether the Performance Goals for that Fiscal Year and/or Incentive Cycle have been achieved and, if so, the Performance Level of achievement, respectively. From the Performance Level actually achieved, the Committee shall determine the amount in cash for Annual Bonus and/or the number of Units of Incentive Compensation, if any, distributable to any Key Executive. Except as provided in Section 6.3 of this Plan, no Incentive Compensation shall be distributed unless the Committee determines that no less than Threshold has been reached. In the event the level of achievement exceeds Threshold but is not exactly equal to Threshold, Target or Superior, the Committee shall interpolate between the amount or number of Units assigned to each such Performance Level for each Key Executive to determine the number of Units of Incentive Compensation distributable.

3.4 Distribution of Incentive Compensation.

(a) Annual Bonus. The amount of cash earned as Annual Bonus shall be paid in a single payment, net of applicable withholding for taxes, as soon as practicable after the amount is determined, *provided, however*, no Incentive Compensation as Annual Bonus shall be payable to a Key Employee who ceases to be an employee of the Company for any reason other than death or retirement prior to the distribution date.

(b) Long Term Bonus. The amount of Incentive Compensation earned in any Incentive Cycle shall be distributed in three (3) substantially equal installments. The first installment shall be distributed within five (5) working days of the determination of performance under Section 3.3. The second installment with respect to an Incentive Cycle shall be distributable on the first business day of the calendar year next following the calendar year in which the first installment was paid and the third installment with respect to an Incentive Cycle shall be distributable on the anniversary of the second installment. The distribution of each installment of Incentive Compensation is contingent (in addition to the conditions set forth in Section 3.6) upon the employment with the Company of the Key Employee to whom such installment is due on the date the installment is distributable, *provided, however*, if a Key Employee ceases employment with the Company for reasons of his death, disability or Retirement, the condition of continued employment shall not apply. In the event a Key Employee otherwise due an installment of Incentive Compensation is not an employee of the Company on the date such installment is distributable under this Section 3.4, that and any subsequently distributable installments shall be forfeited by that Key Employee and shall not be distributed to him or her at any time.

3.5 Additional Conditions to the Distribution of Incentive Compensation.

(a) In Default. No Incentive Compensation shall be payable to any Key Executive with respect to a Fiscal Year or an Incentive Cycle if, as of the date distribution thereof is due under this Plan, the Company is in default under any instrument, indenture or agreement to which the Company is a party and by which the Company is bound.

A-8

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**Table of Contents**

(b) Not an Employee. Except as provided in Article V, no Incentive Compensation shall be distributed to any Key Executive with respect to a Fiscal Year or an Incentive Cycle unless such Key Executive is an employee of the Company on the last business day of the last Fiscal Year in that Incentive Cycle.

3.6 Withholding for Taxes from Incentive Compensation. From each installment of Incentive Compensation, the Company shall withhold the amount required (as determined by the Company in good faith) to be withheld for applicable taxes and shall promptly remit the withheld amount to the appropriate taxing bodies. In the event that an installment will be paid in part in cash and in part in Shares of Common Stock, withholding shall be taken from the cash portion first. Withholding from the stock portion shall be accomplished in a manner not inconsistent with applicable securities laws as determined by the Company.

3.7 Terms and Conditions of Stock Options. The Compensation Committee shall have authority and responsibility and all necessary discretion for granting Stock Options under this Plan and setting the terms and conditions of each grant to the extent not inconsistent with the terms of this Plan. Each grant and the terms and conditions of a grant of a Stock Option shall be evidenced by an option agreement between the Company and the person to whom such Stock Option has been granted. The Compensation Committee shall have the power and authority, which need not be exercised uniformly among all grants, to set the terms and conditions of each grant of Stock Options except that the following terms and conditions shall apply to all Stock Options granted hereunder:

- a. Non-qualified Options. All Stock Options granted under the Plan shall be non-qualified options, that is, Stock Options shall not be eligible for the tax treatment described in Section 422 of the Internal Revenue Code of 1986, as amended (the Code ).
- b. Exercise Price. Each Stock Option shall have a per Share exercise price equal to Fair Market Value as of the date the Stock Option is granted.
- c. Term of Options. Each Stock Option shall have a term not to exceed ten (10) years from the date of grant.
- d. Vesting Schedule. No Stock Option shall be immediately vested when granted. Each Stock Option shall be subject to a vesting schedule which vests such Stock Option over one or more Fiscal Years based on attainment of Performance Goals during such Fiscal Years. The vesting schedule may take into account exceptional performance in one or more years in determining vesting in other years. The number of Fiscal Years in a particular vesting schedule and the applicable Performance Goals shall be determined by the Compensation Committee.
- e. No Exercise After Termination of Employment. Except as provided in Article VI, no Stock Option shall vest or be exercisable after a Key Employee ceases to be an employee of the Company.

3.8 Exercise of Stock Options. To the extent then vested, Stock Options may be exercised in whole or in part at any time or from time to time prior to the expiration date of such Stock Option. The Stock Option shall be exercised by delivery to the Company of a written notice of exercise setting forth the number of Stock Options to be exercised and indicating which one or combination of the following methods shall be used to pay the aggregate exercise price:

- a. cash;
- b. shares of Common Stock held by the Key Executive for more than six months prior to the relevant date;  
and/or
- c. cashless exercise or interim broker loan. In the event a cashless exercise or interim broker loan arrangement is intended, the arrangements made shall be to the satisfaction of the Compensation Committee in its sole and complete discretion.

Notwithstanding the notice of exercise and delivery of the exercise price, no certificates representing Shares of Common Stock shall be delivered to a Key Executive unless or until all applicable federal, state and local tax

A-9

**Table of Contents**

withholding and payroll taxes have been paid or appropriate arrangements satisfactory to the Committee made for payment or withholding. Any such withholding and payroll tax withholding obligations may be settled in cash paid by the Key Executive, reduction in the number of Shares of Common Stock issuable with respect to such exercise or a combination of the foregoing or any other reasonable means approved by the Compensation Committee.

3.9 **Terms and Conditions of Restricted Stock**. The Compensation Committee shall have authority and responsibility and all necessary discretion for granting shares of Restricted Stock under this Plan and setting the terms and conditions of each grant to the extent not inconsistent with the terms of this Plan. Each grant and the terms and conditions of that grant shall be evidenced by a restricted stock agreement between the Company and the person to whom such grant of Restricted Stock has been granted. The Compensation Committee shall have the power and authority, which need not be exercised uniformly among all grants, to set the terms and conditions of each grant of shares of Restricted Stock.

**ARTICLE IV**

**OPERATION OF PLAN FOR NON-EMPLOYEE DIRECTORS**

From time to time the Board may determine whether Stock Options or Restricted Stock shall be granted to Non-Employee Directors. If the Board determines that Stock Options or Restricted Stock shall be awarded to Non-Employee Directors, subject to the following limitations, the Compensation Committee shall determine the identity of the grantees, the number of Stock Options or shares of Restricted Stock to be awarded to each grantee and the terms and conditions of the grant:

1. All Stock Options granted to Non-Employee Directors shall be nonqualified options (as described in Section 3.7(a) above) and the exercise price shall be no less than the Fair Market Value on the date of grant.
2. Vesting schedules for Stock Options and restrictions applicable to shares of Restricted Stock shall be time-based only.
3. No Stock Option shall be exercisable after the tenth anniversary of the date of grant of that Stock Option.
4. In lieu of Section 6.1 and 6.2, if an optionee ceases to be a member of the Board for any reason other than death, disability or retirement with the consent of the majority of then members of the Board, his or her Stock Options shall cease to vest and shall cease to be exercisable four months after the date the optionee ceases to be a member of the Board. If an optionee ceases to be a member of the Board for reasons of death, disability or retirement with the consent of a majority of the members of the Board, his or her Stock Options shall cease to vest but any then vested Stock Options shall remain exercisable in accordance with the terms applicable on the date of grant.
5. The Change in Control provisions of Section 6.3 shall apply to all grants to Non-Employee Directors.
6. Each grant of Stock Options or Restricted stock shall be evidenced by an award agreement setting forth the terms and conditions of the award and which shall incorporate this Plan as it may be amended from time to time.
7. For Non-Employee Directors, the Company shall not withhold for income or payroll taxes on any exercised Stock Option or Shares delivered on the lapse of restrictions on shares of Restricted Stock.



**Table of Contents**

**ARTICLE V**

**AMENDMENT OR TERMINATION OF THE PLAN**

The Board of Directors may, in its sole and complete discretion, terminate this Plan at any time or amend this Plan from time to time. No amendment shall adversely affect the rights of Key Employees or Non-Employee Directors hereunder with respect to then open Fiscal Years or Incentive Cycles or then outstanding Stock Options or Restricted Stock. Without the written consent of all Key Executives who had been provided an opportunity to earn Incentive Compensation during an open Fiscal Year or Incentive Cycle and/or all Key Executive and Non-Employee Directors who had been granted a Stock Option or Restricted Stock, no amendment or termination shall affect the rights of the Non-Employee Directors to exercise Stock Options or receive shares of Common Stock not subject to restrictions in accordance with the terms of the Stock Options or Restricted Stock or of those Key Executives to earn Incentive Compensation during open Fiscal Years or Incentive Cycles or to exercise Stock Options in accordance with their terms and each such opportunity shall be in full force and effect as if such amendment or termination had not taken place.

**ARTICLE VI**

**SPECIAL CIRCUMSTANCES**

6.1 Retirement or Disability. In the event of a Key Executive's Retirement or Disability:

- a. Each installment of Incentive Compensation earned for Incentive Cycles completed prior to the relevant event shall be paid to the Key Employee on the date such amounts would be distributable without regard to the Key Employee's Retirement or Disability and no installment shall be forfeited;
- b. the Compensation Committee may, in its discretion, permit the Key Executive to receive a pro rata portion of the cash as Annual Bonus or Units as Long Term Bonus or shares of Restricted Stock which otherwise would have been distributable to such Key Executive with respect to an open Fiscal Year or Incentive Cycle if the Performance Level actually achieved as of the date of his or her termination of employment had continued for the remainder of the Incentive Cycle; and
- c. the Compensation Committee may, in its discretion, permit the exercise of any then outstanding Stock Option, to the extent then vested, for a period not to exceed two (2) years after such Retirement or Disability.

6.2 Death. In the event a Key Executive dies:

- a. Each installment of Incentive Compensation earned for a Fiscal Year or Incentive Cycles completed prior to the Key Employee's death shall be paid to his or her Beneficiary within one hundred twenty (120) days following the date of the Key Employee's death;
- b. the Compensation Committee may, in its discretion, permit the Key Executive's Beneficiary to receive a pro rata portion of the cash as Annual Bonus and/or Units as Long Term Bonus and/or shares of Restricted Stock which otherwise would have been distributable to the Key Executive with respect to those open Fiscal Year and Incentive Cycles if the Performance Level actually achieved as of the date of his or her death had continued for the remainder of the Fiscal Year and/or Incentive Cycles; and

c. the Compensation Committee may, in its discretion, permit the exercise of any then outstanding Stock Option, to the extent then vested, for a period not to exceed one (1) year after such death.

A-11



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**Table of Contents**

6.3 **Change in Control.** In the event that (i) any person or group acting in concert acquires, other than from the Company, 20% or more of the outstanding voting securities of the Company, (ii) more than one third of the individuals comprising the Board at the beginning of an Incentive Cycle cease to be members of the Board of Directors during the Incentive Cycle (except a member who is replaced by a person nominated by the then Board shall not be considered under this subsection), (iii) the Company sells all or substantially all of its assets or (iv) such other event occurs which would constitute a change in control under rules promulgated by the Securities Exchange Commission, provided, however, notwithstanding the foregoing, no Change of Control shall be deemed to have occurred unless the events giving rise to the Change in Control would also constitute a change in control for the purposes of Section 409A of the Code and the regulations promulgated thereunder:

a. all Fiscal Year and/or Incentive Cycles then formed shall be deemed completed and the Performance Goals for each such period shall be deemed to be met at the greater of (i) Target or (ii) the level of achievement which would have been attained if actual performance to such time continued until the end of each such period;

b. all Stock Options shall be deemed vested and completely exercisable and all Performance Goals for each such Fiscal Year and/or Incentive Cycle shall be deemed met at the Superior Performance Level;

c. all unpaid installments of Incentive Compensation earned in prior years shall be vested and distributable and, in the case of deferred installments, as if the deferral period elected by the Key Employee had been completed; and

d. all Incentive Compensation of each Key Executive shall be distributed within ten (10) days of the happening of that event unless prior to the happening of the event giving rise to a change in control, such Incentive Compensation shall have been distributed.

6.4 **Cause.** In the event the Compensation Committee determines that a Key Executive has committed an act constituting Cause, the Compensation Committee may, in its discretion, declare that the Key Executive has forfeited the right to receive any installment of any Incentive Compensation under this Plan for the Incentive Cycle, without regard to whether or not the Key Executive's employment has been terminated. Each agreement evidencing a Stock Option shall provide that such Stock Option, whether or not then vested, shall be void and no longer exercisable upon the occurrence of a termination for cause.

**ARTICLE VII**

**MISCELLANEOUS**

7.1 **Non-Assignability.** No right to Incentive Compensation which is or may be earned under this Plan shall be assignable or transferable by the Key Executive. During the life of the Key Executive, any distribution of Incentive Compensation made with respect to a Key Executive shall be made only to such Key Executive. Stock Options may be transferred by a Non-Employee Director if such transfer is permitted under the applicable option agreement.

7.2 **Withholding Taxes.** The Company shall have the right to withhold from any distribution to be made to a Key Executive under the terms of the Plan or with respect to an exercise of Stock Options an amount sufficient to satisfy the Company's obligations under any federal, state and local withholding tax requirements applicable to such distribution.

7.3 **No Right to Employment.** Nothing in this Plan or any agreement entered into pursuant to it shall confer upon any Key Executive the right to continue in the employment of the Company or any Subsidiary or affect any right which the Company or any Subsidiary may have to terminate the employment of such Key Executive.

7.4 Non-Uniform Determinations. Since it is the intent of this Plan to reward extraordinary performance by the Key Executives, any determinations made by the Compensation Committee under this Plan (including

A-12

**Table of Contents**

without limitation determinations of Key Executives, Performance Goals, Units, Performance Levels and any other determination within the discretion of the Compensation Committee) need not be uniform and may be made by the Compensation Committee selectively among persons who receive, or are eligible to receive, Incentive Compensation under this Plan, whether or not such persons are similarly situated.

**7.5 No Continuing Right to Participate.** A Key Executive shall not have any right to receive Incentive Compensation for an Incentive Cycle merely because he or she was granted an opportunity to earn Incentive Compensation for a prior Incentive Cycle. The right to participate in the Plan shall be subject to a new determination by the Compensation Committee each Incentive Cycle, and participation in the Plan during any one Incentive Cycle shall not confer any rights with respect to any subsequent Incentive Cycle.

**7.6 Unfunded Plan.** The Plan shall at all times be entirely unfunded and no provision shall at any time be made with respect to segregating assets of the Company for distribution of any Incentive Compensation hereunder. No Key Executive, Non-Employee Director or other person shall have any interest in any particular assets of the Company by reason of participation in this Plan. Key Executives (or their Beneficiaries, if applicable) shall have only the rights of a general unsecured creditor of the Company with respect to the Incentive Compensation payable under the Plan.

**7.7 Effect on Other Compensation Plans.** Any amounts distributed to a Key Executive as an Incentive Compensation under this Plan shall be included, subject to limitations imposed under Section 401(a)(17) of the Internal Revenue Code of 1986, as amended, in the Key Executive's compensation for purposes of determining his or her benefits under any retirement plan or other employee benefit plan of the Company.

**7.8 Merger, Consolidation or Acquisition.** The Plan shall be binding upon the Company, its assigns, and any successor Company which shall succeed to substantially all of its assets and business through merger, acquisition or consolidation, and each Key Executive and each Non-Employee Director and his or her Beneficiary, assigns, heirs, executors and administrators.

**7.9 Applicable Law.** This Plan shall be governed by the laws of the State of West Virginia, without regard to its principles of conflicts of laws and to the extent not pre-empted by federal laws. Any provision of this Plan prohibited by the law of any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition without invalidating the remaining provisions hereof.

**7.10 Captions.** The captions of Articles and Sections of this Plan are for the convenience of reference only and shall not control or affect the meaning or construction of any of its provisions.

**7.11 Shares of Common Stock Reserved for Issuance under the Plan.** The number of shares of Common Stock reserved for issuance under the Plan shall be 1,800,000, no more than 300,000 of which shall be grants of Restricted Stock, and such numbers shall be adjusted as necessary or appropriate as determined by the Compensation Committee in the event of a substantial corporate event which affects the number of shares of Common Stock then outstanding.

**7.12 Compliance with Securities Laws.** The Compensation Committee may hold certificates in connection with any distribution, attach legends to certificates, require representations for Key Executives and Non-Employee Directors (or Beneficiaries, if appropriate) and take such other actions (including, but not limited to, forming a subcommittee of the Compensation Committee comprised only of disinterested persons, as described above, to act in connection with the Plan) as the Committee deems necessary or advisable to ensure or enhance compliance by the Plan, the Company and all Key Executives with applicable federal and state securities laws.



**Table of Contents**

**TO RECORD THE** adoption of this WesBanco, Inc. Key Executive Incentive Bonus, Option & Restricted Stock Plan, as amended and restated, by the Board of Directors at a meeting duly called and held with a quorum present throughout, the Company has caused the execution hereof by its duly authorized officer on behalf of itself and each of its subsidiaries on the date indicated.

Attest:

/s/ Linda M. Woodfin  
Assistant Secretary

**WESBANCO, INC.**

**By:** /s/ Paul M. Limbert  
**Paul M. Limbert**

**Title: Chief Executive Officer**

**Date: February 25, 2010**

A-14

**Table of Contents**

**APPENDIX B**

**PROPOSED AMENDMENTS TO THE WESBANCO, INC.**

**INCENTIVE BONUS, OPTION AND RESTRICTED STOCK PLAN**

If the proposed amendment to the Wesbanco, Inc. Incentive Bonus, Option and Restricted Stock Plan (the Plan ) is approved, Section 7.11 of the Plan would read in its entirety as follows:

7.11 Shares of Common Stock Reserved for Issuance under the Plan. The number of shares of Common Stock reserved for issuance under the Plan shall be 2,800,000, no more than 800,000 of which shall be grants of Restricted Stock, and such numbers shall be adjusted as necessary or appropriate as determined by the Compensation Committee in the event of a substantial corporate event which affects the number of shares of Common Stock then outstanding.

In addition, a new Section 7.13 of the Plan would read in its entirety as follows:

7.13 No Repricing. Notwithstanding any provision herein to the contrary, the repricing of Stock Options is prohibited without prior approval of the Company's stockholders. For this purpose, a repricing means any of the following (or any other action that has the same effect as any of the following): (i) changing the terms of a Stock Option to lower its exercise price; (ii) any other action that is treated as a repricing under generally accepted accounting principles; and (iii) repurchasing for cash or canceling a Stock Option at a time when its exercise price is greater than the Fair Market Value of the underlying shares in exchange for another award, unless the cancellation and exchange occurs in connection with a change in capitalization or similar change. A cancellation and exchange under clause (iii) would be considered a repricing regardless of whether it is treated as a repricing under generally accepted accounting principles and regardless of whether it is voluntary on the part of the grantee. Notwithstanding any provision of the Plan to the contrary, this Section 7.13 may not be amended or modified without prior approval of the Company's stockholders.

**Table of Contents**





**Table of Contents**