

WESBANCO INC
Form DEF 14A
March 16, 2006
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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)

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Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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WESBANCO, INC.

One Bank Plaza

Wheeling, West Virginia 26003

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held

April 19, 2006

TO THE STOCKHOLDERS OF WESBANCO, INC.:

The Annual Meeting of the Stockholders of Wesbanco, Inc. will be held in the Glessner Auditorium at Wilson Lodge, Oglebay Resort and Conference Center, Wheeling, West Virginia, 26003, on Wednesday, April 19, 2006, at 12:00 Noon E.D.T.

The purposes of the meeting are as follows:

- (1) To elect seven (7) persons to the Board of Directors, six (6) to serve for a term of three (3) years and one (1) to serve for a term of two (2) years.
- (2) To consider and vote upon the shareholder proposal described in the attached Proxy Statement.
- (3) To consider and act upon such other matters as properly may come before the meeting or any adjournment thereof.

The Board of Directors recommends a vote in favor of the nominees and against the shareholder proposal listed as Item (2) in the Notice. The holders of the common stock of Wesbanco as of the close of business on March 7, 2006 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.

LARRY G. JOHNSON
Secretary

Wheeling, West Virginia

March 17, 2006

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PROXY STATEMENT

OF

WESBANCO, INC.

One Bank Plaza

Wheeling, West Virginia 26003

ANNUAL MEETING OF STOCKHOLDERS

APRIL 19, 2006

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, 2006. This statement is first being mailed to the stockholders on or about March 17, 2006.

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

Proxies

The proxies are solicited by the Board of Directors of the Corporation, 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 written notice to the Corporation, or by announcement 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.

Alternatively, if shares of the Corporation's common stock are registered in a stockholder's name, such stockholder 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 householding process by the record holder. Those registered and beneficial stockholders who are eligible and have not opted-out (as defined below) of the householding process will receive one copy of the Corporation's Annual Report to Stockholders for the year 2005 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 householding 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 2388, Chicago, IL 60690. Promptly upon request, a separate Annual Report and/or separate Proxy Statement will be sent. By contacting the 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 householding process as it applies to those accounts.

Stock Outstanding and Voting Rights

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The authorized capital stock of the Corporation consists of 50,000,000 shares of common stock with a par value of \$2.0833 per share, and 1,000,000 shares of preferred stock without par value. Of the 50,000,000 shares of authorized common stock, as of March 7, 2006, there were 21,925,266 shares issued and outstanding. There are no shares of preferred stock outstanding.

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.

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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.

Stockholders of record as of the close of business on March 7, 2006, 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 he may cast all of such votes for a single Director or he may distribute them among the number to be voted for as he may see fit. The nominees receiving the highest number of votes in each class, six (6) in the class of 2009 and one (1) in the class of 2008, will be elected as directors of the Corporation. Proxies marked as abstaining (including proxies containing broker non-votes) will not be counted as votes either for or against any matters coming before the Annual Meeting. Cumulative voting is not permitted with respect to the shareholder proposal, approval of which would require a majority vote of the votes cast at the meeting.

To the best of management's knowledge, Wesbanco Trust and Investment Services, the Trust Department of Wesbanco Bank, Inc. (the "Bank"), Bank Plaza, Wheeling, West Virginia, 26003, is the only holder or beneficial owner of more than 5% of the common stock of the Corporation. As of March 1, 2006, 1,790,623 shares of the common stock of the Corporation, representing 8.17% of the total shares outstanding, were held in various capacities in the Trust Department. Of these shares, the Bank does not have voting control of 503,336 shares, representing 2.30% of the shares outstanding, has partial voting control of 31,464 shares, representing 0.14% of the shares outstanding, and sole voting control of 1,255,823 shares, representing 5.73% of the shares outstanding.

The following table lists each stockholder known to the Corporation to be the beneficial owner of more than 5% of the Corporation's common stock as of March 1, 2006, as more fully described above:

Principal Holders

Title of Class	Name & Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Wesbanco Trust and Investment Services One Bank Plaza Wheeling, WV 26003	1,790,623*	8.17%

* Nature of beneficial ownership more fully described in text immediately preceding table.

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 and each officer of the Corporation named in the Summary Compensation Table, and all of its executive officers and directors as a group as of March 1, 2006. There is no other class of voting securities issued and outstanding.

Name of Beneficial Owner	Sole Voting and Investment Authority	Shared Voting and/or Investment Authority	Percent of Class
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James E. Altmeyer	12,657		*
Ray A. Byrd (Nominee)	9,022(1)		*
R. Peterson Chalfant	52,785	46,489(2)	*

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Name of Beneficial Owner	Sole Voting and Investment Authority	Shared Voting and/or Investment Authority	Percent of Class
Christopher V. Criss	52,217(3)	114,860(3)	*
James D. Entress (Nominee)	23,111(4)		*
Abigail M. Feinknopf	16,500	127,601(5)	*
Ernest S. Fragale (Nominee)	63,227(6)		*
Edward M. George (Nominee)	19,000(7)		*
Vaughn L. Kiger	7,887(8)	1,148(9)	*
Robert E. Kirkbride	3,713(10)		*
Paul M. Limbert (Nominee, Director & Executive Officer)	75,204(11)		*
Jay T. McCamic	15,082(12)	127,601(12)	*
Kristine N. Molnar (Executive Officer)	9,735(13)	250(14)	*
Dennis G. Powell (Executive Officer)	86		
Jerome B. Schmitt (Executive Officer)	38,878(15)		*
Henry L. Schulhoff	85,655(16)	5,721(17)	*
Joan C. Stamp	19,825(18)		*
Carter W. Strauss (Nominee)	41,312(19)		*
Reed J. Tanner (Nominee)	6,994(20)	2,622(21)	*
Robert K. Tebay	17,926(22)		*
Robert H. Young (Executive Officer)	28,401(23)		*
All Directors and Officers as a group (25 persons)	741,504	426,292	5.326%

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

- (1) Includes 6,887 shares held for Mr. Byrd's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan.
- (2) Includes 23,000 shares held in the Clyde Chalfant GST Trust for the benefit of R. Peterson Chalfant and 23,489 shares held in the Mary Peterson Chalfant GST Trust for the benefit of R. Peterson Chalfant.
- (3) Includes 5,823 shares held for Mr. Criss's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan. Atlas Towing Company, in which Mr. Criss owns a substantial interest and serves as an officer and director, owns 114,860 shares.
- (4) Includes 23,111 shares held at Wesbanco Bank, Inc. as custodian for James D. Entress's IRA. Dr. Entress's wife, Dr. Cheryl Entress, is the owner of an additional 17,149 shares held in an IRA custodian account at Wesbanco Bank, Inc. for which Dr. Entress disclaims beneficial ownership.
- (5) Includes 127,601 shares held in trust for the benefit of Mrs. Feinknopf.
- (6) Includes 2,762 shares held for Mr. Fragale's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan and 1,631 shares held in the Wesbanco KSOP.
- (7) Includes 5,328 shares held in an IRA account for Mr. George. Mr. George's wife, Sandra F. George, is the owner of an additional 600 shares for which Mr. George disclaims beneficial ownership.
- (8) Includes 1,637 shares held in an IRA account for Mr. Kiger.
- (9) Mr. Kiger's wife, Meredith Kiger, is the owner of an additional 1,364 shares for which Mr. Kiger disclaims beneficial ownership. Mr. Kiger also holds 1,148 shares as custodian for his children.
- (10) Includes 3,302 shares held for Mr. Kirkbride's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan.

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- (11) Includes options to purchase 58,444 shares which are vested in the Wesbanco Key Executive Incentive Bonus & Option Plan and 5,301 shares held in the Wesbanco KSOP.
- (12) Includes 4,791 shares held in trust by Mr. McCamic's wife, Jimmie Ann McCamic and 127,601 shares held in trust for the benefit of Mr. McCamic.
- (13) Includes options to purchase 6,167 shares which are vested in the Wesbanco Key Incentive Bonus & Option Plan and 3,416 shares held in the Wesbanco KSOP.
- (14) Includes 250 shares held in a trust in which Mrs. Molnar has a beneficial ownership.
- (15) Includes options to purchase 30,777 shares which are vested in the Wesbanco Key Executive Incentive Bonus & Option Plan and 4,950 shares held in the Wesbanco KSOP.
- (16) Includes 8,991 shares held by Mr. Schulhoff's wife, Cathleen C. Schulhoff and 288 shares held for Mr. Schulhoff's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan.
- (17) Schulhoff & Co., in which Mr. Schulhoff serves as an officer, owns 5,721 shares.
- (18) Includes 10,696 shares held in Mrs. Stamp's trust at Wesbanco Bank, Inc.
- (19) Includes 16,369 shares held for Mr. Strauss' benefit in a Rabbi Trust under the Wesbanco, Inc. Deferred Compensation Plan. Mr. Strauss wife, Barbara Strauss, is the owner of an additional 3,881 shares held in a custodian account at Wesbanco Bank, Inc. for which Mr. Strauss disclaims beneficial ownership.
- (20) Includes 4,034 shares held for Mr. Tanner's benefit in a Rabbi Trust under the Wesbanco, Inc. Deferred Compensation Plan.
- (21) Includes 477 shares held in trust in which Mr. Tanner has a beneficial interest. He is also Co-Trustee of his brother's family trust which holds 2,145 shares for which Mr. Tanner disclaims beneficial ownership.
- (22) Includes 2,329 shares held for Mr. Tebay's benefit in a Rabbi Trust established under the Wesbanco, Inc. Deferred Compensation Plan. Mr. Tebay is a current director whose term is expiring at the upcoming shareholders meeting and who is not eligible under the Corporation's Bylaws for re-election.
- (23) Includes options to purchase 26,667 shares which are vested in the Wesbanco Key Executive Incentive Bonus & Option Plan and 1,642 shares held in the Wesbanco KSOP.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the "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 2005, all filing requirements applicable to its officers, directors and greater than 10% beneficial owners were fulfilled, except for three transactions involving optional cash purchases by Vaughn L. Kiger under the Wesbanco Dividend Reinvestment Plan, each in the amount of \$600 during the year. The Corporation is required to report late filings.

Transactions With Directors and Officers

It has been the practice of the Bank, on occasion, to engage in the ordinary course of business in banking transactions, which at times involved loans in excess of \$60,000, with some of its Officers and Directors and some of the Officers and Directors of the Corporation and their associates. It is anticipated that the practice will be continued. All loans to such persons, however, have been made, and in the future will be made, in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and did not, and will not, involve more than normal risk of collectibility or present other unfavorable features.

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Vaughn L. Kiger, a director of the Corporation, leases two parcels of real estate to the banking subsidiary of the Corporation on which the Bank operates a drive-in facility. The leases predate Mr. Kiger's election to the Board and were executed by a predecessor bank acquired by the Corporation. The rental income payable on the two parcels combined is approximately \$33,800.

James C. Gardill serves as general counsel to the Corporation and he is a member of Phillips, Gardill, Kaiser & Altmeyer, PLLC, of which Edward M. George, III is a member. Mr. George is the son of Edward M. George, a Director and Chairman of the Corporation. From time to time, the firm of Schrader, Byrd & Companion, PLLC, of which Ray A. Byrd, a Director of the Corporation, is a member, performs services for the Corporation. It is contemplated that this firm will be retained to perform legal services during the current year. The Corporation also retains the law firm of McCamic, Sacco, Pizzuti & McCoid, PLLC, pursuant to an agreement dated November 30, 2001, as modified by letter dated January 7, 2003. The agreement provides for a monthly retainer of \$6,000 and continues for a term of six (6) years from March 1, 2002. Jay T. McCamic, a Director of the Corporation, is a member of such professional limited liability company.

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 (35), and the Board of Directors has determined that the Board shall consist of sixteen (16) members, and has fixed the number of Directors to be elected at the forthcoming meeting at seven (7), six (6) of whom are to be elected for a three (3) year term which will expire at the annual stockholders meeting in 2009 and one (1) of whom will be elected for a two (2) year term which will expire at the annual stockholders meeting in 2008. Shares may not be voted for a greater number of persons than are nominated.

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 Abigail M. Feinknopf, Jay T. McCamic, Paul M. Limbert and Edward M. George.

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 2009

Name	Age	Principal Occupation (1)	Director Since
Ray A. Byrd	61	Lawyer; Member-Manager, Schrader, Byrd & Companion, PLLC	06/09/77
James D. Entress	67	Oral & Maxillo-Facial Surgeon - Retired	12/20/90
Ernest S. Fragale	58	Vice President of Daisy Development Co.	08/20/96
Edward M. George	69	Chairman, Wesbanco, Inc.; former President & CEO, Wesbanco, Inc.; former President & CEO, Wesbanco Bank, Inc.	12/02/91
Carter W. Strauss	59	President, Strauss Industries, Inc.	07/28/76
Reed J. Tanner	52	Certified Public Accountant, Simpson & Osborne, A.C.	12/30/96

(1) Principal occupation during the past five (5) years.

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Name	Age	Principal Occupation (1)	Director Since
Paul M. Limbert (2)	59	President & Chief Executive Officer, Wesbanco, Inc. and President and CEO of Wesbanco Bank, Inc.; former Executive Vice President and CFO of Wesbanco, Inc.	12/18/03

(1) Principal occupation during the past five (5) years.

(2) Mr. Limbert is an existing director of the Corporation who served in the class of directors whose term of office expires in 2007 and, with his consent and the approval of the Board, was moved to the proposed class to more equally balance the three classes of Directors.

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. Discretionary authority to cumulate votes in the election of Directors is solicited, 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.

All of the foregoing nominees presently are serving as members of 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.

Continuing Directors

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

Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2008

Name	Age	Principal Occupation (1)	Director Since
R. Peterson Chalfant	65	Lawyer	08/30/96
Abigail M. Feinknopf	38	Marketing representative with Feinknopf Photography, Columbus, OH; Freelance Writer	03/01/02
Joan C. Stamp	54	Director, West Virginia University Foundation	02/15/96
Jay T. McCamic	50	Lawyer; President McCamic, Sacco, Pizzuti & McCoid, PLLC Former Partner, McCamic & McCamic, Attorneys at Law	01/01/03

(1) Principal occupation during the past five (5) years.

Directors Whose Term of Office Will Expire at the Annual Stockholders Meeting in 2007

Name	Age	Principal Occupation (1)	Director Since
James E. Altmeyer	67	President, Altmeyer Funeral Homes, Inc; Director, Consol Energy, Inc.; Director CNX Gas Corp.	10/16/87

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Name	Age	Principal Occupation (1)	Director Since
Christopher V. Criss	49	President & Chief Executive Officer, Atlas Towing Co.	07/17/92
Vaughn L. Kiger	61	President, Dorsey & Kiger, Inc., Realtors	02/19/04
Robert E. Kirkbride	66	Vice President - Administration & Finance, Christy & Associates	02/19/04
Henry L. Schulhoff (2)	62	President of Schulhoff and Company, Inc.	01/03/05

- (1) Principal occupation during the past five (5) years.
- (2) Mr. Schulhoff was appointed to the Board pursuant to the provisions of the Corporation's Merger Agreement with Winton Financial Corporation which Agreement required the election of one (1) director of Winton Financial Corporation to serve at least a full three (3) year term on the Board of Directors of the Corporation.

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.

PAUL M. LIMBERT, age 59, is currently the President and Chief Executive Officer of Wesbanco, Inc. and President and Chief Executive Officer of Wesbanco Bank, Inc. Mr. Limbert previously served as Executive Vice President and Chief Financial Officer for Wesbanco, Inc. and was Vice Chairman and Chief Financial Officer of Wesbanco Bank, Inc. Mr. Limbert joined the Corporation in April, 1977.

DENNIS G. POWELL, age 56, is the Executive Vice President and Chief Operating Officer of Wesbanco, Inc. Mr. Powell joined the Corporation in November, 2004 after having served as Executive Vice President and Director of Consumer Services for UMB Financial Corp., Kansas City, MO from March, 2001 to October, 2004. Prior to that, Mr. Powell was a Senior Vice President with Bank One Corp. in Columbus, OH.

ROBERT H. YOUNG, age 49, is the Executive Vice President and Chief Financial Officer of Wesbanco, Inc. 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.

JEROME B. SCHMITT, age 56, has served as Executive Vice President - Trust & Investments, Wesbanco, Inc. since March, 1999. He joined the Corporation in 1972. Mr. Schmitt is a Chartered Financial Analyst.

KRISTINE N. MOLNAR, age 54, is currently the Executive Vice President - Lending of Wesbanco, Inc. Mrs. Molnar previously served as President and Chief Executive Officer of Wesbanco Bank, Inc. from August, 2001, until December, 2003, President of the Upper Ohio Valley Region of Wesbanco Bank, Inc. and prior to that was President and Chief Executive Officer of Wesbanco Bank Wheeling.

JOHN W. MOORE, JR., age 58, has served as Executive Vice President - Human Resources of Wesbanco, Inc. since May, 2002. Prior to that Mr. Moore was Senior Vice-President-Human Resources. Mr. Moore joined the Corporation in 1976.

LARRY G. JOHNSON, age 58, has served as Corporate Secretary since March, 1998. Mr. Johnson also serves as President of the Parkersburg Region of Wesbanco Bank, Inc. Mr. Johnson served as Executive Vice President of the Parkersburg Region until November 2003. Mr. Johnson has been with Wesbanco since 1998 as a result of the acquisition of Commercial BancShares, Inc.

PETER W. JAWORSKI, age 50, has served as Executive Vice President - Chief Credit Officer of Wesbanco, Inc. since May, 2002. Prior to that, he was Senior Vice President - Credit Administration of Wesbanco, Inc., as well as Chief Credit Officer. Mr. Jaworski joined the Corporation in 1995.

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BRENT E. RICHMOND, age 42, is currently Executive Vice President - Treasury of Wesbanco, Inc. 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 Wesbanco, Inc. 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.

Performance Graph

The following graph shows a comparison of cumulative total shareholder returns for the Corporation, the Russell 2000 Index and the Russell Financial Services Index. The total shareholder return assumes a \$100 investment in the common stock of the Corporation and each index since December 31, 2000 with reinvestment of dividends.

<i>Index</i>	<i>Period Ending</i>					
	12/31/00	12/31/01	12/31/02	12/31/03	12/31/04	12/31/05
WesBanco, Inc.	100.00	93.92	108.22	132.82	158.79	156.45
Russell 2000 Index	100.00	102.49	81.49	120.00	142.00	148.46
Russell 2000 Financial Services Index	100.00	112.98	116.87	163.32	197.58	201.85

Compensation of Executive Officers