

Securities Trading Policy

Approved by the Board of WiseTech Global Limited and effective from 1 November 2021.

1. What is this policy about?

The purpose of this Policy is to:

- ensure that public confidence is maintained in the reputation of WiseTech Global Limited (**Company**) and its controlled entities (**Group**), directors and employees of the Group and in the trading of the Company's securities;
- outline the policy and procedures that apply to directors and employees when dealing in the Company's securities; and
- recognise that some types of dealing in securities are prohibited by law.

The Company will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

2. Who must comply with this policy?

This Policy applies to all Directors of the Company and Group employees (collectively, **Employees**).

Certain parts of this Policy apply only to **Restricted Persons** who, for the purposes of this Policy, are:

- Directors;
- the senior management team as defined by the CEO from time to time; and
- other persons who regularly possess inside information and who have been advised by the Company Secretary that they are subject to special restrictions under this Policy.

Restricted Persons must also take steps in relation to dealings by persons over whom they have, or are deemed to have, investment control or influence.

3. What are the rules about insider trading?

Broadly speaking, the Corporations Act provides that a person who has inside information about a company must not:

- (a) buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (**deal**);
- (b) encourage someone else to deal in securities in that company; or
- (c) directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (**tipping**).

These restrictions apply to all securities, not just the Company's securities.

Inside information is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

If you have any questions about inside information and your responsibilities, please discuss this with the Company Secretary. Employees are ultimately responsible for ensuring that their personal dealings in the Company's securities comply with all applicable laws and regulations.

4. Restrictions applying to all Employees

4.1. No dealing while in possession of inside information

Employees must not deal in the Company's securities if:

- they are aware of inside information in relation to the Company; or
- the Company has notified Employees that they must not deal in securities (either for a specified period, or until the Company gives further notice).

4.2. No short-term trading or speculative dealing

Employees must not deal in the Company's securities on a short-term trading basis. Short-term trading includes buying and selling securities on market within a 6 month period, and entering into other short term dealings (for example, forward contracts).

Selling shares received on vesting of entitlements under an employee or director equity plan within 6 months of the vesting date is not short-term trading.

Employees must not deal in the Company's securities on a speculative basis, including short selling. Short selling involves borrowing and selling securities in the hope that they can be bought back at a lower price in the future to close out the short position at a profit.

4.3. Hedging of Company securities

Hedging is entering into any arrangements that operate to limit the economic risk associated with holding the Company's securities.

Company securities acquired under an employee or director equity plan operated by the Company must never be hedged prior to vesting.

Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee or director equity plan operated by the Company.

5. Additional restrictions applying to Restricted Persons

5.1. No dealing in blackout periods

Restricted Persons must not deal in Company securities during any of the following blackout periods:

- the period from the close of trading on the ASX on 30 June each year until, and including, the day of the announcement to ASX of the full-year results;
- the period from the close of trading on the ASX on 31 December each year until, and including, the day of the announcement to ASX of the half-year results; and
- any other period that the Board specifies from time to time.

5.2. Exceptional circumstances

If a Restricted Person needs to deal in securities during a blackout period due to exceptional circumstances and is **not** in possession of any inside information, then, they may apply for approval to deal. Exceptional circumstances are likely to include severe financial hardship or compulsion by court order.

Approval to deal will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the person providing clearance) that the dealing is the most reasonable course of action available in the circumstances.

Unless otherwise specified in the approval, any dealing permitted under this section 5.2 must comply with the other sections of this Policy (to the extent applicable).

5.3. Notification required for dealing outside blackout periods – Directors

During any period that is not a trading blackout period under section 5.1, Directors must, prior to any proposed dealing, provide notification of the proposed dealing in the Company's securities to the Company Secretary and:

- 1) the Chair of the Board (in the case of other Directors); or
- 2) the Chair of the Audit & Risk Committee (in the case of the Chair of the Board).

Subject always to the insider trading prohibition in the Corporations Act, a Director may deal at any time for a period of 5 business days following notification. By notifying their intention to deal, the Director is taken to have satisfied themselves that the proposed dealing is within the terms of this Securities Trading Policy. At all times, a Director remains personally responsible for assessing whether the insider trading prohibitions apply to them.

5.4. Approval required for dealing outside blackout periods – Restricted Persons other than Directors

During any period that is not a trading blackout period under section 5.1, Restricted Persons other than Directors must, prior to any proposed dealing, seek approval for the proposed dealing in the Company's securities.

Trading at any time (even if approval has been obtained under this Policy) remains subject to the insider trading prohibition in the Corporations Act.

5.5. Written request process

- (a) In order to request approval to deal under sections 5.2 or 5.4, you must complete a "Clearance to Trade Request Form" and submit it to the Company Secretary.
- (b) A request for approval to deal will be answered as soon as practicable and typically within one business day. The approver, having consulted with members of management as appropriate, may:
 - 1) grant or refuse the request;
 - 2) impose conditions on the dealing in their discretion.

- (c) The approver is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.
- (d) Following receipt of approval to deal, the approved dealing should occur within 5 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.
- (e) Approval under this Policy is not an endorsement of the dealing. Each individual is responsible for ensuring their own compliance with the law.

5.6. Margin lending arrangements

- (a) Approval must be obtained in accordance with the procedure set out in section 5.5 for any:
 - 1) entering into a margin lending arrangement in respect of the Company's securities; and
 - 2) transferring securities in the Company into an existing margin loan account.
- (b) The Company may, at its discretion, make any approval granted in accordance with section 5.6(a) conditional upon such terms and conditions as the Company sees fit (for example, with regard to the circumstances in which the Company's securities may be sold to satisfy a margin call).

5.7. Directors and other key management personnel – confirmation of trade required

Following any trade, Directors and other key management personnel must promptly notify the Company Secretary, ideally by close of business on the day the trade is entered into. This is to assist the Company to comply with its disclosure obligations.

6. Excluded Dealings

Sections 4.2, 5.1, 5.3 and 5.4 of this Policy do not apply to:

- (a) participation in an employee or director equity plan operated by the Company. However, where securities in the Company granted under an employee or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- (b) the following categories of trades:
 - acquisition of Company securities through a dividend reinvestment plan;
 - acquisition of Company securities through a share purchase plan available to all retail shareholders;
 - acquisition of Company securities through a rights issue; and
 - the disposal of Company securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Company securities already held into a superannuation fund or trust of which the Employee is a beneficiary);

- (d) trading under a pre-approved non-discretionary trading plan, where the Employee did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Employee to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances; and
- (e) a disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.

However, given such dealings remain subject to the insider trading rules in the Corporations Act, Employees should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

7. What happens if this Policy is breached?

Breaches of this Policy will be regarded by the Company as serious and will be subject to appropriate sanctions. Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach. Any person who breaches this Policy could face disciplinary action.

Breaches of the insider trading laws have serious consequences for both the personnel concerned and the Company. Penalties under the Corporations Act include financial penalties and imprisonment.

8. If I have queries about this Policy, whom should I contact?

Employees should contact the Company Secretary if they have any queries about this Policy.