

WiseTech Global Limited Notice of 2024 Annual General Meeting

10:00am (Sydney time) on Friday, 22 November 2024



Notice of Annual General Meeting of shareholders of WiseTech Global Limited (WiseTech or Company)

ABN 41 065 894 724

WiseTech's 2024 Annual General Meeting (**AGM** or **Meeting**) will be held on Friday, 22 November 2024, commencing at 10:00am (Sydney time) as a virtual meeting, online at <https://meetings.linkgroup.com/WTC24>

Further details regarding the virtual AGM are set out in the 'How to vote – instructions' section of the Explanatory Notes for Items of Business.

Items of Business

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Independent Auditor's Report for the Company for the financial year ended 30 June 2024.

Shareholders will be asked to consider and, if thought fit, to pass the Items of Business below as separate ordinary resolutions.

2. Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2024.

3. Election of Director – Lisa Brock

To elect Lisa Brock as a Director, who, having been appointed to the Board on 1 February 2024, in accordance with the Company's Constitution, retires and, being eligible, offers herself for election.

4. Election of Director – Fiona Pak-Poy

To elect Fiona Pak-Poy as a Director, who, having been appointed to the Board on 1 February 2024, in accordance with the Company's Constitution, retires and, being eligible, offers herself for

election.

5. Grant of share rights to Executive Director Maree Isaacs under the Equity Incentives Plan

To approve for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of 2,589 share rights to Executive Director Maree Isaacs under the Equity Incentives Plan on the terms described in the Explanatory Notes.

6. Grant of share rights to Non-Executive Directors under the Non-Executive Director Fee Sacrifice Share Acquisition Plan

To approve for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grants of share rights to Non-Executive Directors and their associates under the Non-Executive Director Fee Sacrifice Share Acquisition Plan on the terms described in the Explanatory Notes.

7. Non-Executive Directors' Remuneration

To increase the maximum aggregate annual remuneration pool that may be paid to the Non-Executive Directors in any financial year from \$1,800,000 to \$3,000,000.

Items 2 to 7 are ordinary resolutions, and each will be passed if more than 50% of the votes cast at the AGM by members entitled to vote are in favor of the resolution.

The proposed Items of Business should be read in conjunction with the Explanatory Notes for Items of Business which form part of this Notice.

By order of the Board
Katrina Johnson
**Group Company Secretary &
Head of Regulatory Affairs**
10 October 2024

Explanatory Notes for Items of Business

Item 1 – Financial Statements and Reports

The Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2024 are set out in WiseTech's 2024 Annual Report, available at

www.wisetechglobal.com/investors/shareholder-services/#annual-reports

Shareholders as a whole will be provided with a reasonable opportunity to ask questions and comment on these reports and the business operations and management of WiseTech generally.

Shareholders as a whole will also have the opportunity to ask the Company's Auditor questions during the AGM about the preparation and content of the Auditor's Report, the conduct of the audit, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit.

Note: there is no requirement for shareholders to approve these reports so there will be no formal resolution for this item.

Item 2 – Adoption of Remuneration Report

The Board presents the Remuneration Report to shareholders for consideration and adoption.

The Remuneration Report contains information about WiseTech's remuneration policy and practices, including arrangements for our Founder CEO, Directors and other Key Management Personnel (**KMP**).

Remuneration for WiseTech's executive team is delivered through a cash element of fixed remuneration, a deferred equity element of fixed remuneration and performance equity incentives. Our executive team's performance incentive framework includes performance incentives to reward execution of, and accountability for, actions, direct outcomes and lead measures aligned to long-term strategy and annual priorities. To ensure alignment with shareholders' interests, we aim for 100% of performance incentives to be paid in deferred equity, with 25% vesting

immediately and 75% deferred over three years, and when combined with fixed remuneration equity vesting over four years, act as WiseTech's long term incentive plan which we believe is highly effective.

The remuneration framework for our people is explained in the Remuneration Report contained in our 2024 Annual Report) available at

www.wisetechglobal.com/investors/shareholder-services/#annual-reports

During this item, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report.

The vote on this Item of Business is advisory only and will not bind the Directors or WiseTech. Nonetheless, the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior executives.

A voting exclusion as set out in the 'Voting exclusions' section on page 8 applies to this Item of Business.

Directors' recommendation:

The Board recommends shareholders vote in favor of adopting the Remuneration Report.

Item 3 – Election of Director

In accordance with Article 44 of WiseTech's Constitution, **Lisa Brock**, having been appointed to the Board since 1 February 2024, retires from the Board and offers herself for election to the Board. Lisa Brock's skills and experience are set out below.

Lisa Brock joined the Board as an Independent Non-Executive Director in February 2024 and was appointed as Chair of the Audit & Risk Committee from 1 September 2024. The Company undertook suitable background checks prior to Lisa's appointment.

Lisa is an independent Non-Executive Director at Macquarie Technology Group Limited and Adelaide Airport Limited. Her previous directorships include Star Track Express and Australian Air Express.

Prior to commencing her non-executive career, Lisa held a number of senior executive positions at the Qantas Group, including as CEO of

Qantas Freight Enterprises.

Lisa is a Chartered Accountant and holds an Honors Degree majoring in Mathematics from the University of Birmingham, UK, and a Master of Applied Finance from Macquarie University. She is a Graduate of the Australian Institute of Company Directors, a Member of the Institute of Chartered Accountants in England and Wales and a member of Chief Executive Women.

Directors' recommendation:

The Board considers that Lisa's over 20 years' experience in the transportation, infrastructure, technology and finance sectors is a valuable addition to WiseTech. The Board (with Lisa Brock abstaining) recommends that shareholders vote in favor of her election to the Board.

Item 4 – Election of Director

In accordance with Article 44 of WiseTech's Constitution, **Fiona Pak-Poy**, having been appointed to the Board since 1 February 2024, retires from the Board and offers herself for election to the Board. Fiona Pak-Poy's skills and experience are set out below.

Fiona Pak-Poy joined the Board as an Independent Non-Executive Director in February 2024 and was appointed as Chair of the People & Remuneration Committee from 1 April 2024. The Company undertook suitable background checks prior to Fiona's appointment.

Fiona Pak-Poy is a professional non-executive director with more than 25 years' experience across a wide range of industries including technology and SaaS businesses, fintech, eCommerce and healthcare as a venture capitalist, strategy consultant, advisor and director.

Fiona is currently the Chair at Tyro Payments Limited, Non-executive Director at Silicon Quantum Computing and Kain Lawyers, a Member of the Board of Trustees and Investment Committee of HMC Capital Fund 1 and Associate and Director of O'Connell Street Associates. Her previous listed company directorships include iSentia Group Limited, Booktopia Group Limited and MYOB Limited. Fiona has been a non-executive director of a number of private technology

companies.

Fiona holds an Honors Degree in Engineering from the University of Adelaide and an MBA from Harvard Business School. She is a member of Chief Executive Women and a Fellow of the Australian Institute of Company Directors.

Directors' recommendation:

The Board considers that Fiona's over 25 years' experience across technology and SaaS businesses, fintech, eCommerce and healthcare is a valuable addition to WiseTech. The Board (with Fiona Pak-Poy abstaining) recommends that shareholders vote in favor of her election to the Board.

Item 5 – Grant of share rights to Executive Director Maree Isaacs under the Equity Incentives Plan

Item 5 deals with approval for a grant of 2,589 share rights (**Share Rights**) to Executive Director Maree Isaacs under the Equity Incentives Plan (**EIP**).

Overview of the EIP

The Board has adopted the EIP under which employees may be granted equity awards in the form of Share Rights or Options from time to time.

The purpose of the EIP is to:

- attract, retain and motivate talent with the skills and experience to drive the Company's growth and returns for shareholders; and
- align the interests of eligible participants with the interests of other shareholders, drive an 'ownership' mindset amongst eligible participants and encourage a focus on long-term sustainable decision-making, by providing an opportunity for eligible participants to receive an equity interest in the Company and to share in the future performance of the Company.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required for a Director to acquire securities, which includes Share Rights granted under an employee incentive scheme.

However, under ASX Listing Rule 10.16,

shareholder approval is not required where the shares to be allocated on vesting and exercise of the share rights are purchased on-market and the terms of the scheme permit such purchases.

The EIP provides that shares to be delivered upon vesting and exercise of Share Rights may be satisfied by the issue of new shares or the acquisition of shares (whether on-market or off-market). Therefore, shareholder approval is being sought in the interests of transparency and good governance and to preserve the flexibility to issue shares on vesting and exercise of Share Rights granted to Maree Isaacs under the EIP.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivize Maree Isaacs.

Key terms of the grant of Share Rights to Maree Isaacs under the EIP

The key terms of the grant of Share Rights to Maree Isaacs pursuant to the EIP are set out in Annexure 1 to this Notice of Annual General Meeting.

A voting exclusion as set out in the 'Voting exclusions' section on pages 8 and 9 applies to this Item of Business.

Directors' recommendation:

The Board (with Maree Isaacs abstaining) recommends that shareholders vote [in favor of the resolution](#).

Item 6 – Grant of share rights to Non-Executive Directors under the Non-Executive Director Fee Sacrifice Share Acquisition Plan

Item 6 deals with approval for grants of share rights (**Rights**) to Non-Executive Directors (**NEDs**) under the Non-Executive Director Fee Sacrifice Share Acquisition Plan (**NED Plan**).

Grants of Rights under the NED Plan to Directors named in the 2022 Notice of Annual General Meeting were approved by shareholders in November 2022. Shareholder approval is being sought under this resolution as new NEDs, not named in the 2022 Notice of Annual General Meeting, have joined the Board.

Overview of the NED Plan

The NED Plan provides a mechanism for the Directors to invest and build their equity holding in the Company using their pre-tax Director fees. Under the NED Plan, NEDs can elect to voluntarily sacrifice a portion of their pre-tax Director fees (including any Committee fees) over the relevant financial year to receive a grant of Rights. Each Right is a conditional entitlement to acquire one fully paid ordinary share in the Company (**Share**) at no cost. The period over which NEDs sacrifice their fees (**Participation Period**) will generally be the relevant financial year in which the NED Plan operates.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required for a Director to acquire securities, which includes Rights granted under an employee incentive scheme.

However, under ASX Listing Rule 10.16, shareholder approval is not required where the securities that are allocated under the employee incentive scheme are purchased on-market and the terms of the scheme permit such purchases.

The NED Plan provides that Shares to be delivered upon conversion of Rights may be satisfied by the issue of new Shares or the acquisition of Shares (whether on-market or off-market). Therefore, shareholder approval is being sought in the interests of transparency and good governance and to preserve the flexibility to issue shares on vesting and exercise of Rights granted to NEDs (or their associates) under the NED Plan.

If shareholder approval is not obtained for the grant of Rights, the Company intends to satisfy the exercise of Rights with the acquisition of Shares on-market.

Key terms of the grant of Rights to NEDs under the NED Plan

The key terms of the grant of Rights to NEDs pursuant to the NED Plan are set out in Annexure 2 to this Notice of Annual General Meeting.

A voting exclusion as set out in the 'Voting exclusions' section on page 9 applies to this Item of Business.

Directors' recommendation:

The Board, with the Non-Executive Directors abstaining, recommends shareholders vote in favor of the resolution.

Item 7 – Non-Executive Directors' remuneration

ASX Listing Rule 10.17 and Article 47 of WiseTech's Constitution require shareholder approval for any increase in the total aggregate amount of directors' fees that may be paid to all of WiseTech's Non-Executive Directors each financial year (**NED Remuneration Limit**). The current NED Remuneration Limit of \$1,800,000 was approved by shareholders at the 2021 Annual General Meeting. The Board of WiseTech may pay remuneration to Non-Executive Directors as they see fit provided they do not exceed the NED Remuneration Limit.

Technical information required by the Listing Rules

If shareholder approval is obtained, the NED Remuneration Limit will increase to \$3,000,000 per financial year, an increase of \$1,200,000.

If shareholder approval is not obtained, the NED Remuneration Limit will remain unchanged at \$1,800,000 at this time.

Non-Executive Directors' remuneration and fee structure

Details of WiseTech's approach and the amount of remuneration paid to Non-Executive Directors are disclosed in the Remuneration Report contained in WiseTech's 2024 Annual Report which is available at www.wisetechglobal.com/investors/shareholder-services/#annual-reports

In FY24, WiseTech undertook a comprehensive market review of Non-Executive Director fees. This review was benchmarked against ASX-listed organizations of comparable market capitalization and revenue scale. WiseTech also took into account other considerations such as the Directors' increasing workload and growing responsibilities as WiseTech continues to

expand its global operations and market capitalization, macro-economic environment, market trends and retention strategies.

From FY25 the Board approved an increase of \$56,000 to the Chair fee, an increase of \$21,641 to the Board member fee and increases to the Chair and member fees for the Audit & Risk Committee and People & Remuneration Committee. All increases are inclusive of the statutory increase to superannuation contribution. In addition, the Board decided to update the composition of the Nomination Committee to comprise all Directors with the Board Chair serving as the Chair of the Nomination Committee. In line with market practice, no fees are paid to the Chair or members of the Nomination Committee. The Chair of the Board does not receive any Committee fees.

WiseTech continues to progress the evolution of the Board to further diversify the Board composition as we expand our technology leadership, grow our global reach and increase our market capitalization. The proposed increase to the NED Remuneration Limit would allow flexibility for market increases in the future to provide the Board with the capacity to appoint additional Non-Executive Directors to support our business objectives and long-term growth strategy. It will also allow for better succession planning and continuity by facilitating the appointment of new Non-Executive Directors before the retirement of existing Non-Executive Directors and support retention for existing Non-Executive Directors.

Annexure 2 sets out details of securities acquired by NEDs. Other than the securities in the table in Annexure 2, no securities have been acquired by Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 in the three-year period preceding the date of this Notice.

A voting exclusion as set out in the 'Voting exclusions' section on page 9 applies to this Item of Business.

Directors' recommendation:

The Board, with the Non-Executive Directors abstaining, recommends shareholders vote in favor of the resolution.

How to vote – instructions

The AGM will be held virtually utilizing video conference technology operated by the Company's share registry, Link Market Services Limited.

Shareholders wishing to join the AGM must register by following the link to the AGM prior to 10:00am (Sydney time) on Friday, 22 November 2024. Registration will open approximately 15 minutes before the AGM commences.

Further information on how to register is set out in the 'How to watch and participate live' section on page 10 of these Explanatory Notes.

Who may vote

The Board has determined that you will be entitled to attend and vote at the AGM if you are a registered holder of ordinary shares in the Company as at 7:00pm (Sydney time) on Wednesday, 20 November 2024.

Voting on all Items of Business at the AGM will be conducted by poll. Shareholders have one vote for each fully paid ordinary share held.

Live voting online – during the AGM

You will be able to live vote in real-time during the AGM when invited by the Chair of the Meeting. You will be able to vote for, against or abstain on each item through the online platform.

Direct voting

A direct vote will enable shareholders to vote on resolutions considered at the Meeting by lodging their votes with the Company prior to the AGM. Direct voting enables shareholders to exercise their voting rights without needing to attend the Meeting in person or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the Meeting, but their attendance will cancel the direct vote unless they indicate otherwise at the meeting.

Appointment of proxy

A shareholder who is entitled to vote at the AGM may appoint a proxy to attend and vote at the AGM on their behalf. A proxy does not need to be a WiseTech shareholder. If a shareholder is entitled to cast two or more votes at the AGM, the shareholder may appoint

two proxies to attend the AGM and vote on a poll and may specify the percentage or number of votes each proxy can exercise.

If the voting form does not specify the percentage or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes on a poll (fractions will be disregarded).

Completed voting forms (and any necessary supporting documents) must be received by WiseTech no later than 10:00am (Sydney time) on Wednesday, 20 November 2024.

We encourage you to consider directing your proxy how to vote by marking the appropriate box for each resolution on the voting form.

Submitting your voting form You can submit your voting instructions in the following ways:

Online by visiting

www.linkmarketservices.com.au on your computer or smartphone. Login to the Link website using the holding details shown on your voting form or holding statement. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgment facility, shareholders will need their 'holder identifier' (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)).

By post to:

WiseTech Global Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand delivery (9:00am to 5:00pm Sydney time, Monday to Friday) to:

Link Market Services Limited
Parramatta Square Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

Lodging your vote online is a simple, secure and efficient method of providing your instructions. The Company encourages you to register your direct voting or proxy instructions online at the Share Registry website www.linkmarketservices.com.au Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

Any voting form received after 10:00am (Sydney time) on Wednesday, 20 November 2024 will not be valid for the AGM.

Chair of the Meeting as proxy If you appoint the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote, then by completing and submitting your voting form you will be giving express authority to the Chair of the Meeting to vote on each resolution in accordance with the Chair of the Meeting's stated intention (even though Items 2, 5, 6 and 7 are connected to the remuneration of the Company's KMP).

The Chair of the Meeting intends to vote all available proxies in favor of each resolution.

If you do not want the Chair of the Meeting to vote as your proxy in favor of any proposed Item of Business, you need to direct your proxy to vote against, or to abstain from voting on, the relevant Item of Business by marking the appropriate box on the voting form.

If you appoint someone else as your proxy (other than the Chair of the Meeting) and your proxy does not vote in accordance with your direction or does not attend the AGM, the Chair of the Meeting will become your proxy by default and cast those proxy votes in accordance with your direction.

Other KMP as proxy If you appoint a Director (other than the Chair of the Meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct them how to vote on Items 2, 5, 6 and 7 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on Items 2, 5, 6 and 7.

Body corporate representatives A WiseTech shareholder who is a body corporate and who is entitled to attend and vote at the AGM, or a proxy who is a body corporate and who is appointed by a shareholder of WiseTech, may appoint a person to act as its representative at the AGM.

The appropriate 'Certificate of Appointment of Corporate Representative' must be received at vote@linkmarketservices.com.au

prior to admission to the Meeting, unless that document has been previously lodged with WiseTech's share registry. A form of certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au

Power of attorney If a shareholder of the Company has appointed an attorney to attend and vote at the AGM, or if the voting form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by WiseTech or Link Market Services by the voting deadline, unless that document has been previously lodged with WiseTech's share registry for notation. Powers of attorney may be submitted by post or by hand delivery at the addresses shown on page 7.

Voting exclusions

Item 2: WiseTech will disregard any votes cast on this resolution:

- by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2024 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP as at the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on the resolution:

- in accordance with the directions on the voting form; or
- by the Chair of the Meeting in accordance with an express authorization on the voting form to exercise the proxy, even though the resolution is connected with the remuneration of the Company's KMP.

Item 5: WiseTech will disregard any votes cast on this resolution:

- in favor of the resolution by or on behalf of a Director eligible to participate in the Equity Incentives Plan, or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP as at the date of the AGM or their

closely related parties,

unless the votes cast on this resolution are cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with directions given to the proxy or attorney to vote on Item 5 in a particular way;
- the Chair of the Meeting as proxy for a person entitled to vote on Item 5, and the appointment expressly authorizes the Chair of the Meeting to exercise the proxy as the Chair of the Meeting decides; and
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity of a beneficiary provided the following conditions are met:
 - the beneficiary has provided written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 5; and
 - the holder votes on Item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 6: WiseTech will disregard any votes cast on this resolution:

- in favor of the resolution by or on behalf of any Non-Executive Director who is eligible to participate in the Non-Executive Director Fee Sacrifice Share Acquisition Plan or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP as at the date of the AGM or their closely related parties,

unless the votes cast on this resolution are cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 6, in accordance with directions given to the proxy or attorney to vote on Item 6 in a particular way;
- the Chair of the Meeting as proxy for a person entitled to vote on Item 6, and the appointment expressly authorizes the Chair of the Meeting to exercise

the proxy as the Chair of the Meeting decides; and

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity of a beneficiary provided the following conditions are met:
 - the beneficiary has provided written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded, on Item 6; and
 - the holder votes on Item 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 7: WiseTech will disregard any votes cast on this resolution:

- in favor of the resolution by or on behalf of a Director or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the votes cast on this resolution are cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with directions given to the proxy or attorney to vote on Item 7 in a particular way;
- the Chair of the Meeting as proxy for a person entitled to vote on Item 7, and the appointment expressly authorizes the Chair of the Meeting to exercise the proxy as the Chair of the Meeting decides; and
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity of a beneficiary provided the following conditions are met:
 - the beneficiary has provided written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded, on Item 7; and
 - the holder votes on Item 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Questions from shareholders

We welcome questions from shareholders before and during the AGM.

Questions to WiseTech should relate to matters relevant to the business of the meeting, including the Financial Report, Directors' Report (including the Remuneration Report) and the Independent Auditor's Report, as well as general questions regarding the performance, business or management of WiseTech.

You may also ask the Company's Auditor questions during and in advance of the AGM. Written questions submitted to the Auditor in advance of the meeting must relate to the content of the Auditor's Report or the conduct of the audit. Please note that the Auditor is not obliged to provide written answers to questions received from shareholders.

You can ask WiseTech or the Auditor a question in the following ways:

During the Meeting:

- shareholders and proxyholders will be given an opportunity to ask written or oral questions in real time via the online platform once they have registered.

In advance of the Meeting:

- online through the online voting service at www.linkmarketservices.com.au; or
- in writing, to the Company Secretary at WiseTech Global Limited, PO Box 6390, Alexandria, NSW 2015

Written questions in advance of the Meeting must be received by no later than 5:00pm (Sydney time) on Friday, 15 November 2024.

The Chair of the Meeting will endeavor to answer as many of the questions as possible at the AGM. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

How to watch and participate live

Shareholders and proxyholders can watch, vote, make comments and ask questions during the virtual AGM via the online platform at

<https://meetings.linkgroup.com/WTC24>. To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: When you log onto the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder. Shareholders with a registered address outside of Australia should click 'Outside Australia' and select the country of their registered address.

If you are unable to locate your SRN/HIN please contact Link Market Services well in advance of the Meeting. For security reasons, your SRN/HIN can only be sent by post to your registered address.

Proxyholders: When you log onto the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services by email before the AGM.

More information about how to use the AGM online platform is available in the Virtual Meeting Online Guide, which is available at www.wisetechglobal.com/investors/shareholder-services/#annual-general-meetings

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where he considers appropriate, the Chair of the Meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a direct vote or directed proxy by 10:00am (Sydney time) on Wednesday, 20 November 2024, even if you plan to attend the AGM online.

The AGM will be webcast live on <https://meetings.linkgroup.com/WTC24>

An archive of the webcast will be available on our website shortly after the meeting concludes at www.wisetechglobal.com/investors/shareholder-services/#annual-general-meetings

[er-services/#annual-general-meetings](#) You do not need to be a shareholder or proxyholder to view the webcast.

Contact the share registry

Share Registry

T: +61 1300 554 474

Link Market Services
Limited Level 12, 680
George Street Sydney
South, NSW 2000

E: registrars@linkmarketservices.com.au

Annexure 1

Key terms of the grant of Share Rights to Executive Director Maree Isaacs under the EIP

Eligibility to participate

The Board proposes to make an award of 2,589 Share Rights under the EIP to Executive Director Maree Isaacs in respect of her FY24 performance incentive. The approach used to determine the value of Maree's FY24 performance incentive awarded in relation to her performance during FY24 was described in WiseTech's Remuneration Report for the period ended 30 June 2024 contained in WiseTech's 2024 Annual Report.

Number of Share Rights

The number of Share Rights proposed to be granted to the Director pursuant to the EIP was calculated in accordance with the following formula (rounded to the nearest whole Share Right):

FY24 Performance equity incentive / Value per Share Right

Where:

FY24 Performance equity incentive
= \$250,000

and

Value per Share Right = the average of the closing price of WiseTech's Shares for the five trading days up to and including 30 June 2024, \$96.57

Grant Date

The Share Rights are expected to be granted shortly after the AGM, on or about 22 November 2024, and in any event within 12 months of the AGM. Share rights are granted at no cost as they form part of Maree Isaacs' remuneration.

Entitlements

Each Share Right is an entitlement to acquire one fully paid ordinary share in WiseTech (**Share**) at no cost, subject to the participant continuing to be an employee of the WiseTech Group on the applicable vesting date.

The Share Rights are not subject to any performance-based conditions after they are granted to the participant. Share Rights do not

carry any dividend or voting entitlements and are not transferrable (except in limited circumstances or with the consent of the Board).

Shares acquired by the participant on the exercise of Share Rights will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares in the Company.

The Board may determine that, upon exercise of the Share Rights, the participant will instead receive an equivalent cash payment in full satisfaction of the Shares that would otherwise be allocated on exercise of the Share Rights (after deduction of any amount required by applicable law to be withheld).

Vesting of Share Rights

Subject to the participant remaining an employee of the WiseTech Group on the relevant vesting date, the Share Rights will vest in four approximately equal tranches:

- 25% immediately on grant; and
- 25% on each of 1 July 2025, 2026 and 2027.

Vested Share Rights are exercisable (meaning they are convertible to fully paid ordinary shares in the Company) at the discretion of the participant. No amount is payable by a participant to exercise their Share Rights.

Cessation of employment

Where a participant ceases to be an employee of the Group before the Share Rights vest, unless the Board in its discretion determines otherwise, all unvested Share Rights held by the participant will lapse. Any vested but unexercised Share Rights held on the participant ceasing to be an employee of the Group are retained but will lapse if not exercised within 60 days of cessation of employment.

Clawback

The Board has certain clawback powers to reclaim any vested or unvested Share Rights or Shares acquired on exercise of Share Rights in circumstances where:

- a participant has undertaken certain actions, including acting fraudulently or dishonestly, breaching their obligations to the WiseTech Group, or engaging in negligence or gross misconduct;
- the Company is required by, or entitled under, applicable law or Company policy to

- reclaim remuneration from a participant, or
- other adverse circumstances, events or outcomes arise that the Board considers should impact the participant's Share Rights or Shares.

Capital reorganization and business divestments

The EIP provides for adjustments to be made to the number of Share Rights to which a participant is entitled in the event of a bonus issue to the Company's shareholders, a rights issue, a reorganization of capital or a business divestment.

Takeover and Control Events

If a takeover or control event occurs prior to the vesting of a Share Right, then the Board may, in its discretion, determine that all or some of a participant's Share Rights will vest.

Lapse of Share Rights

Subject to the Board's overriding discretion, unvested Share Rights will lapse on the earliest to occur of:

- a clawback event;
- a reorganization or divestment;
- a takeover or control event; or
- cessation of employment (where the employee has resigned or has been dismissed).

Vested Share Rights will lapse on the earlier of:

- 60 days after the participant ceases to be an employee of the Group or such other period determined by the Board; or
- 10 years after the grant date.

Amendment of EIP

The Board may, at its discretion, amend the terms of the EIP by notice in writing to each participant who holds Share Rights or Shares pursuant to the EIP, provided that such amendment may not materially reduce or otherwise prejudicially affect the rights attaching to such Share Rights or Shares (except in specified circumstances).

Further information

The following information is provided to shareholders as required by the ASX Listing Rules:

- If shareholder approval is obtained, 2,589 Share Rights may be granted to Maree Isaacs under Listing Rule 10.14.1.
- Maree Isaacs' current total remuneration, effective from 1 July 2024, comprises a fixed cash salary of \$516,048 per annum and a performance incentive opportunity of \$260,000 for FY25.
- As at the date of this Notice of AGM, 3,071 Share Rights have been previously granted to Maree Isaacs under the EIP at no cost as her FY23 performance incentive, after shareholder approval was received at the 2023 AGM.
- Share Rights are allocated under the EIP as they provide share price exposure and only provide the participant with the full benefits of share ownership (such as dividends and voting rights) once they vest and are exercised, provided that the service condition has been met.
- No loan will be provided in relation to the grant of Share Rights pursuant to the EIP.
- Details of any securities granted to Maree Isaacs pursuant to the EIP in any financial year will be disclosed in the Company's Annual Report for that year, along with a statement that approval was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of securities pursuant to the EIP after this resolution is approved and who are not named in this Notice of Annual General Meeting will not participate until approval is obtained under that rule or the grant is made under Listing Rule 10.16 in circumstances where shareholder approval is not required.

Annexure 2

Key terms of the grant of Rights to NEDs under the NED Plan

Election to participate

Under the NED Plan, each NED may voluntarily elect to sacrifice a proportion of their pre-tax Director fees (including any Committee fees and subject to a minimum of 20%) for the relevant Participation Period to receive a grant of Rights. Refer below for details of each NED's current (pre-tax) Director fees.

Rights may be granted to a NED personally or to a nominee permitted by the Board.

Number of Rights

The number of Rights granted to a NED pursuant to the NED Plan is calculated in accordance with the following formula (rounded down to the nearest whole Right):

Fees sacrificed for the relevant Participation Period / Value per Right

Where:

Fees sacrificed for the relevant Participation Period = the dollar value of the NED's pre-tax Director fees (including any Committee fees) which have been sacrificed over the relevant Participation Period);

and

Value per Right = the average of the closing price of WiseTech's Shares for the five trading days up to and including the 30 June immediately prior to the relevant Participation Period.

Grant Date

For each Participation Period, Rights will generally be granted following the announcement of WiseTech's full year results for the previous financial year.

Although there will be one grant of Rights, the grant will generally be divided into two equal tranches, being Tranche 1 Rights (50% of the grant) and Tranche 2 Rights (50% of the grant).

Entitlements

Each Right is an entitlement to acquire one Share at no cost, subject to the NED remaining a Director of the Company until the relevant conversion date (refer below).

Rights are not subject to any performance-based conditions. Rights do not carry any dividend or voting rights and are not transferrable (except in limited circumstances or with the consent of the Board).

Shares acquired by NEDs on the conversion of Rights will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares in the Company.

Conversion date of Rights

Subject to the NED remaining a Director of the Company, on the relevant conversion date, Rights will be automatically exercised and convert to Shares at no cost.

Tranche 1 Rights will convert to Shares following the release of the Company's half-year results for the relevant financial year ending 30 June (subject to compliance with the Company's Securities Trading Policy).

Tranche 2 Rights will convert to Shares following the release of the Company's full-year results for the relevant financial year ending 30 June (subject to compliance with the Company's Securities Trading Policy).

Disposal restrictions

Shares allocated on the conversion of both the Tranche 1 Rights and Tranche 2 Rights will be subject to disposal restrictions preventing the transfer or disposal of those Shares during a disposal restriction period ending on the earliest of the following events:

- the NED ceasing to be a Director of the Company (subject to the Board's discretion to determine a different treatment);
- the expiry of the period nominated by the NED in their application for Rights (being a minimum of 3 years and a maximum of 15 years from the grant date of the Rights); and
- a change of control transaction (subject to the Board's discretion to determine a different treatment).

Cessation of office

Unless the Board determines a different treatment, if a NED ceases to hold office before the grant of Rights or before their Rights convert to Shares, the NED will be paid the fee amount that was sacrificed for the relevant Participation Period and which has been earned to the date of cessation. All Rights (granted in relation to that

Participation Period) will lapse on cessation.

Change of control event

Upon a change of control event (as defined in the NED Plan), then unless the Board determines a different treatment, all Rights are to be automatically exercised and convert to Shares.

Where a NED has not contributed the entire sacrifice amount corresponding to the Rights held at the time of the change of control event, the Company may take any action deemed appropriate to seek payment for any outstanding sacrifice amount.

Further information

The following information is provided to shareholders as required by the ASX Listing Rules:

- If shareholder approval is obtained, Rights may be granted to Directors and their associates in accordance with this approval under Listing Rules 10.14.1 and 10.14.2.
- Presently, the Directors entitled to participate in the NED Plan are Richard Dammary, Lisa Brock, Charles Gibbon, Michael Malone and Fiona Pak-Poy.
- Where permitted by the Board, Rights may be granted to an associate of a Director. Richard Dammary has elected to have any Rights granted to an associated entity, Aestel Pty Ltd.
- Only NEDs may participate in the Plan.
- Details of any Rights granted to NEDs pursuant to the NED Plan in any financial year will be disclosed in the Company's Annual Report for that year, along with a statement that approval was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of Rights pursuant to the NED Plan after this resolution is approved and who are not named in this Notice of Annual General Meeting will not participate until approval is obtained under that rule or the grant is made under Listing Rule 10.16 in circumstances where shareholder approval is not required.
- The NED Plan was initially established in

October 2020. The total number of Rights granted to each current Director (and their associates), and the average Value per Right granted under the NED Plan for the participation periods FY21 to FY25 are shown below:

Non-Executive Director	Total number of Rights	Average value per Right
Richard Dammary ¹	7,502	\$56.71
Fiona Pak-Poy	826	\$96.57

1. Rights were granted to Richard Dammary's associate Aestel Pty Ltd. Shares allocated on conversion of 1,398 Rights granted to Richard Dammary in respect of the FY22 Participation Period were purchased on-market.
- No loan will be provided in relation to the grant of Rights pursuant to the NED Plan.
 - Rights are allocated under the NED Plan as they provide immediate share price exposure and only provide participating NEDs with the full benefits of share ownership (such as dividends and voting rights) once they convert to Shares.
 - Rights will be granted no later than three years after the AGM.
 - Rights were granted in August 2024 in respect of the FY25 Participation Period. If shareholder approval is not obtained under this resolution, Shares allocated on conversion of the Rights granted to Fiona Pak-Poy will be purchased on-market.
 - The current FY25 fee arrangements for each NED are as follows (assuming there are no further changes to Committee memberships during the year):

Non-Executive Director	Current Director fees ¹
Richard Dammary	\$500,000 per annum
Lisa Brock	\$242,167 per annum
Charles Gibbon	\$223,000 per annum
Michael Malone	\$247,833 per annum
Fiona Pak-Poy	\$242,000 per annum

1. Fees include base annual fees and fees for participation in Board Committees (inclusive of superannuation).
- The maximum number of Rights that could be granted over the next three years cannot

be calculated as it is subject to the number of directors who participate in the NED Plan, the amount they determine to sacrifice and WiseTech's share price, which changes over time.

For illustrative purposes, the table below reflects the maximum potential number of Rights that could be granted annually under the NED Plan assuming that \$3,000,000 of Director fees (which is the NED Remuneration Limit for which approval is sought from shareholders at the 2024 AGM) is allocated in the form of Rights under the NED Plan. Three indicative Values per Right have been used to calculate the estimated maximum number of NED Rights (based on various share prices for WiseTech).

Value per Right	Estimated maximum number of Rights to be granted
\$120.00	25,000
\$130.00	23,077
\$150.00	20,000

The actual number and value of Rights granted on an annual basis is expected to be lower than indicated in the table as the current level of NED fees is below the proposed NED Remuneration Limit for which shareholder approval is sought at the 2024 AGM, and it is not certain that all NEDs will choose to sacrifice all of their fees under the NED Plan.