

Related Party Committee Charter

1. Purpose of the Charter

- 1.1 The Related Party Committee (**Committee**) is a committee of the board of WiseTech Global Limited (**Company**) (**Board**).
- 1.2 This Charter sets out the role and responsibilities, composition and operation of the Committee. It is intended to support the Company's compliance with related party rules and disclosure obligations under the Corporations Act 2001 (Cth) (**the Act**), the ASX Listing Rules (**Listing Rules**) and applicable accounting standards.

2. Committee role and responsibilities

- 2.1 The purpose of the Committee is to review proposed transactions between the Company and its related parties, except for transactions which arise in the context of remuneration arrangements for Directors or Other Key Management Personnel of the Company (which will be considered by the Remuneration Committee) (**Related Party Transactions**). This captures a broad range of transactions or arrangements, and any financial benefit arising out of a Related Party Transaction may be direct or indirect, need not be given immediately, and may not necessarily be expressly described or documented in writing or in any formal agreement.
- 2.2 In particular, the Committee will review all transactions between the Company and related parties, to:
 - 2.2.1 assess whether the transactions are in the best interests of the Company and its shareholders as a whole;
 - 2.2.2 evaluate whether the transactions fall within the ambit of a normal business relationship, including whether:
 - the related party service providers have the adequate skills and capacity; and
 - the related party services are provided at market competitive rates,
 - 2.2.3 confirm whether the terms of such transactions are no more favourable than would reasonably be expected of transactions negotiated on an arm's length basis, including by considering benchmarks when available; and
 - 2.2.4 form a view as to whether shareholder approval of the transaction is necessary or appropriate.

Based on its review, the Committee will recommend to the Board entry into the agreement or transaction as appropriate.

For the purposes of this Charter, "related party" has the meaning give to it by Accounting Standard AASB 124 issued by the Australian Accounting Standards Board.¹

¹Note – AASB 124 uses a broader definition of "related party" than the Corporations Act 2001 (Cth) or Listing Rules. It is adopted in this policy as it is the basis for reporting on related party transactions in the Company's financial statements.

- 2.3 Having regard to the current activities and shareholding of the Company, it is expected that the majority of transactions to come before the Committee will involve entities associated with Mr Richard White, the Founder and Chief Executive Officer of the Company.
- 2.4 The Committee is responsible for determining the appropriateness of any Related Party Transactions brought to its attention by Senior Management, on the basis of the materials provided by the Senior Management and on the basis of the Committee's own due enquiries.

3. Senior Management responsibilities

- 3.1 Senior Management is responsible for reviewing all Related Party Transactions to identify the applicable requirements or exceptions under the Corporations Act 2001 or the Listing Rules, as well as any risk of actual or apparent breach of legal requirements.
- 3.2 Senior Management is also responsible for identifying and bringing to the Committee's attention any Related Party Transactions that, in their determination, require the Committee's consideration, as well as for the preparation, presentation and accuracy of the information presented to the Committee.
- 3.3 Senior Management is responsible for identifying any Related Party Transactions to the Company's auditors, whether or not these have been brought to the Committee's attention.

4. Composition and operation

- 4.1 The members of the Committee and the Committee Chair are appointed by the Board.
- 4.2 The Committee will consist of at least three members, all of whom, including the Committee Chair, are independent non-executive directors. The Chair of the Board may not chair the Committee.
- 4.3 If a Related Party Transaction arises which involves directly or indirectly one of the members of this Committee, the conflicted Director must inform the Committee immediately and exclude themselves from discussion on the transaction at the request of the Chair.
- 4.4 The Committee will meet as frequently as required and at least annually.
- 4.5 A quorum is two members or any greater number determined by the Board.
- 4.6 The Secretary of the Board (or his or her nominee) will be Secretary of the Committee. The Secretary, in conjunction with the Chair of the Committee and other members of management (as appropriate), will prepare an agenda which will be circulated to the members prior to each meeting.

5. Access and advisers

- 5.1 The Committee has direct access to Management.
- 5.2 Executive Directors and Management may attend Committee meetings on the request of the Committee.
- 5.3 The Committee Chair may directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

6. Relationship with other group governance forums

- 6.1 The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.

7. Review, training and assessment

- 7.1 The Committee will review this Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 7.2 Amendments to this Charter, other than updates for branding or position titles, are to be approved by the Board.
- 7.3 The Committee undertakes an annual self-assessment of its performance to confirm that all activities listed in the Charter have been addressed, and reports this information to the Board.
- 7.4 The Committee and Senior Management will undertake training at appropriate intervals on laws, listing rules and accounting standards regarding related party obligations.

May 2018