

## Notice of Annual General Meeting

Dear Shareholder,

It is my pleasure to invite you to attend the 2018 AGM of WiseTech Global Limited. Our AGM will be held in Sydney at 10.00am on Wednesday, 21 November 2018.

In FY18, our people and global operations continued to deliver strong and high-quality growth in revenues and profit while we accelerated our geographic expansion, enlarged our multi-year innovation pipeline and significantly expanded our global platform. During FY18, WiseTech provided shareholders with a Total Shareholder Return of 126.6% and the share price rose 126.3%, outperforming the ASX 200 by 118% for the year. In line with our dividend policy, we declared and paid fully franked dividends totalling 2.7 cents per share for FY18. For more information on WiseTech operations, our people and our delivery on strategy please see the 2018 WiseTech Global Annual Report which is available at <http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

This Notice of Annual General Meeting outlines the items for shareholders to consider at the AGM. This year we will be asking shareholders to vote on the adoption of the Remuneration Report, election of Non-Executive Directors, and the Non-Executive Directors' remuneration pool to facilitate the evolution of the Board to meet the needs arising from our global expansion. Further explanatory notes are provided for you overleaf.

Our AGM is an opportunity for you to share your views directly with the Board and management and hear about WiseTech's progress and our plans for the future. The meeting will be webcast so that if you cannot attend in person, **you can watch and listen to the proceedings online** at <http://ir.wisetechglobal.com/investors/?page=AGM>

If you are not able to attend the AGM in person but would like to vote on the items of business, **you can appoint a proxy to act on your behalf**. You may do this by submitting your voting instructions online or by completing and submitting a proxy form in accordance with the instructions set out in the section entitled 'Submitting your proxy form'.

Thank you for your support and the confidence you have placed in us – be assured every one of us at WiseTech is committed to delivering long-term value.

Yours sincerely,



Andrew Harrison  
**Chair**  
WiseTech Global Limited

**Notice of Annual General Meeting of shareholders of  
WiseTech Global Limited (WiseTech or Company)  
ABN 41 065 894 724**

WiseTech's 2018 Annual General Meeting (**AGM**) will be held on Wednesday, 21 November 2018, commencing at 10.00am (Sydney time) at Dexus Place, Level 15, 1 Farrer Place, Sydney.

### 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 2018.  
  
Shareholders will be asked to consider and, if thought fit, to pass the items of business below as ordinary resolutions.
2. **Adoption of Remuneration Report**  
To adopt the Remuneration Report for the financial year ended 30 June 2018.
3. **Election of Directors**  
To elect:
  - 3.1. Mr Andrew Harrison as a Director, who, in accordance with the Company's Constitution, retires and, being eligible, offers himself for re-election;
  - 3.2. Mr Charles Gibbon as a Director, who, in accordance with the Company's Constitution, retires and, being eligible, offers himself for re-election;
  - 3.3. Ms Teresa Engelhard as a Director, who, having been appointed to the Board on 1 March 2018, in accordance with the Company's Constitution, retires and, being eligible, offers herself for election;
 as a Director of the Company. Note: each resolution in paragraphs 3.1 to 3.3 will be voted on separately.
4. **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 \$900,000 to \$1,500,000.

All resolutions in items 2 to 4 (inclusive) are ordinary resolutions and each will be passed if more than 50% of the votes cast at the AGM by members entitled to vote, whether on a show of hands or on a poll, are in favour of the resolution.

The proposed items of business should be read in conjunction with the Explanatory Notes.

### 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 2018 are set out in WiseTech's 2018 Annual Report, available at <http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

Shareholders will be provided the opportunity to ask questions and comment on these reports or about the business operations and management of WiseTech generally. Shareholders also have the right to question the auditor in connection with such matters as the content of the auditor's report or 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 the 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 Key Management Personnel (**KMP**). At WiseTech, we believe effective performance incentives are best focused on key strategic priorities, financial targets and operational Key Performance Indicators (KPI) lead-measures and delivered in the form of multi-year deferred equity to ensure alignment with shareholders' interests. We know the actions we take each year will impact shareholder value for many years to come.

Our remuneration framework for our executive KMP, comprises fixed remuneration plus a performance-related incentive delivered as deferred equity over three years. Performance criteria include economic and operational outcomes and achievement of strategic goals and project outcomes related to their individual roles. Additionally, at each vesting point, the Board will consider relative total shareholder return and has the discretion to cancel the vesting of that tranche. For FY19, as in FY18, our Founder CEO and Executive Director, Richard White, will continue to be remunerated solely with fixed remuneration of \$1million as we believe equity-based incentives are unnecessary as his substantial existing shareholding provides shareholder alignment.

Further information is available in the Remuneration Report, (pages 40 to 53 of WiseTech's 2018 Annual Report). The Board is confident that WiseTech's remuneration policy and practices are in line with

corporate governance requirements and support its strategic objectives, which ultimately benefit shareholders of the Company. During this item, shareholders will be given an opportunity to ask questions about, and make comments on, the Remuneration Report. In accordance with the *Corporations Act 2001 (Cth)*, shareholders will be asked to vote on the adoption of the Remuneration Report. This vote will be advisory only and will not bind the Directors or WiseTech. However, the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior executives. As outlined in the Voting Exclusions on page 5, the Company's KMP (including Directors) are not permitted to vote on this resolution except in specific circumstances.

**Directors' recommendation:**

**Each Director recommends shareholders vote in favour of adopting the Remuneration Report. The Chair of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.**

**Item 3 – Election of Directors**

In accordance with Article 47 of WiseTech's constitution:

- each of Andrew Harrison and Charles Gibbon, having last been re-elected by shareholders at the 2015 AGM, retires from the Board and offers themselves for re-election to the Board; and
- Teresa Engelhard, having been appointed to the Board since the 2017 AGM, retires from the Board and offers herself for election to the Board.

The skills and experience of Andrew Harrison, Charles Gibbon and Teresa Engelhard are set out below. The Board undertook an annual review of its performance and considered the results of that review in determining its endorsement of the Directors standing for re-election and election at the AGM.

**Andrew Harrison** joined the Board in 2015 and was appointed Chair in September 2018. Prior to his appointment as Chair, he served as Chair of the Audit and Risk Management Committee and Chair of the Related Party Committee. He is an experienced company director and corporate adviser. Andrew is currently a non-executive director of ASX-listed companies Bapcor Limited and IVE Group Limited and a non-executive director of Moorebank Intermodal Company Ltd. Cognisant of his additional responsibilities as Chair, Andrew is reviewing his existing board portfolio and intends to significantly reduce these commitments in the coming months. He has also held executive roles and non-executive directorships with public and private companies, including as CFO of Seven Group Holdings, group finance director of Landis+Gyr, CFO and a director of Alesco Limited and a director of Xenith IP Limited and Estia Health Limited. Andrew Harrison was previously a senior manager at Ernst & Young (Sydney and London) and Gresham Partners

Limited, and an Associate at Chase Manhattan Bank (New York).

**Directors' recommendation:**

**The Board considers that Andrew's financial expertise and listed company experience are invaluable to WiseTech. The Board has undertaken a review of Andrew's performance and, with Andrew abstaining, unanimously recommends shareholders vote in favour of his re-election to the Board.**

**Charles Gibbon** joined the Board in 2006, served as Chair until September 2018, and has been a shareholder since 2005. He is currently a director of Monbeef Pty Ltd and has previously been a director of Photolibary Pty Ltd and former ASX-listed Health Communication Network Limited. Charles has over 20 years of experience in institutional funds management, has previously been a member of the Investment Committee of Quadrant Capital Funds I, II and III for Quadrant Private Equity and has held roles as the CEO of Russell Private Equity, CEO of Risk Averse Money Managers Pty Ltd, a director of Morgan Grenfell Australia, and an associate director of Schroders Australia.

**Directors' recommendation:**

**The Board considers that Charles's corporate knowledge and experience are a valuable asset to WiseTech. The Board has undertaken a review of his performance and, with Charles abstaining, unanimously recommends shareholders vote in favour of his re-election to the Board.**

**Teresa Engelhard** joined the Board in March 2018, is the Lead Independent Director, serves as Chair of the Nomination Committee and has recently been appointed Chair of the Audit and Risk Management Committee on a transitional basis. She has more than 20 years' experience as a director, executive and venture capitalist in the information, communication, technology and energy sectors. Teresa is currently a non-executive director of ASX-listed Origin Energy Limited. She is also a non-executive director of Planet Innovation, StartupAUS and Redkite, and she was formerly a director of Redbubble Limited and a managing partner of Jolimont Capital.

**Directors' recommendation:**

**The Board considers that Teresa's significant experience in innovation and technology, together with her ASX-listed company and governance experience, made her a valuable addition to the Board on her appointment in March 2018. The Board has undertaken a review of Teresa's performance and, with Teresa abstaining, unanimously recommends shareholders vote in favour of her election to the Board.**

#### Item 4 – Non-Executive Directors’ remuneration

ASX Listing Rule 10.17 and Article 50 of WiseTech’s constitution, require shareholder approval for any increase in the total aggregate amount of director’s 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 \$900,000 was established prior to WiseTech’s listing on the ASX in 2016. The Board of WiseTech is entitled to pay remuneration to Non-Executive Directors as they see fit provided they do not exceed the NED Remuneration Limit. The resolution in this item proposes to increase the NED Remuneration Limit to \$1,500,000 per financial year, an increase of \$600,000.

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 2018 Annual Report which is available at <http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

Non-Executive Directors are remunerated via Board and Committee fees (plus statutory superannuation) which are reviewed periodically. The fees were increased with effect from 1 July 2018 following a review which considered survey and benchmark data for the companies in the ASX200, a sample range of ASX-listed companies with a similar market capitalisation and a sample range of companies in the ASX ‘software and services’ sector. The review also took into account the expanded responsibilities and workload of the Directors as WiseTech grows and expands its global operations.

The proposed increase to the NED Remuneration Limit would allow flexibility for market increases in the future for existing Non-Executive Directors and provide the Board with the capacity to appoint additional Non-Executive Directors as required, including to allow for better succession planning by facilitating the appointment of new Non-Executive Directors before the retirement of existing Non-Executive Directors.

#### Directors’ recommendation:

**Given the interest in this matter of each Non-Executive Director, each Executive Director recommends shareholders vote in favour of the resolution. The Chair of the Meeting intends to vote all available proxies in favour of the resolution.**

Voting exclusions apply to this item - see page 5.

## How to vote - instructions

**Who may vote** The Board has determined that you will be entitled to attend and vote at the AGM if you are a registered shareholder of ordinary shares in the Company as at 10.00am (Sydney time) on Monday, 19 November 2018. On a show of hands, every shareholder present has one vote. On a poll, shareholders have one vote for every fully paid ordinary share held.

**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 (but not on a show of hands) and may specify the percentage or number of votes each proxy can exercise. If the proxy 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 proxy forms (and any necessary supporting documents) must be received by WiseTech no later than 10.00am (Sydney time) on Monday, 19 November 2018.

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

**Submitting your proxy form** You can submit your proxy form in the following ways:

**Online** by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) on your computer or smartphone. Login to the Link website using the details as shown on your proxy form. Select ‘Voting’ and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their ‘holder identifier’ (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form or your holding statement).

**By post** using the envelope provided or by posting it to:

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

**By fax** to +61 (0)2 9287 0309

**By hand delivery** to:

Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

**Any proxy form received after 10:00am  
(Sydney time) on Monday, 19 November  
2018 will not be valid for the AGM.**

**Chair of the AGM as proxy** If you appoint the Chair of the AGM as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote, then you will be giving express authority to the Chair of the AGM to vote on each resolution in accordance with the Chair's stated intention (even though item 2 concerns the remuneration of members of the KMP and item 4 concerns the remuneration on the Non-Executive Directors). The Chair of the AGM intends to vote all available proxies in favour of each resolution.

If you do not want the Chair of the AGM to vote as your proxy in favour 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 proxy form.

If you appoint someone else as your proxy (other than the Chair of the AGM) and direct them how to vote, the Chair must cast those proxy votes on your behalf on a poll in accordance with your direction if your proxy does not do so.

**Other KMP as proxy** If you appoint a Director (other than the Chair of the AGM) 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 item 2 by marking the appropriate box. If you do not do so, WiseTech will disregard those proxy votes on item 2.

If you appoint a Director (other than the Chair of the AGM), or a closely related party of a Director, as your proxy, you should direct them how to vote on item 4 by marking the appropriate box. If you do not do so, WiseTech will disregard those proxy votes on item 4.

**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 by providing that person with:

- a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

**Power of attorney** If a shareholder of the Company has appointed an attorney to attend and vote at the AGM, or if the proxy 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 above.

#### **Voting exclusions**

**Item 2:** A vote on this resolution must not be cast and WiseTech will disregard any votes cast on this resolution by or on behalf of:

- a member of the KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2018 or a closely related party (as defined under the *Corporations Act 2001 (Cth)*) of such KMP, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP as at the date of the AGM or a closely related party of such KMP, unless the vote is cast as proxy for a person who is entitled to vote on the resolution and the vote is cast:
  - in accordance with the directions on the proxy form specifying how the proxy is to vote; or
  - by the Chair of the AGM as proxy for a person entitled to vote, in accordance with the direction on the proxy form expressly authorising him to vote as he decides.

Please read the information under the heading 'Chair of the AGM as proxy' which specifies how the Chair will vote proxies.

**Item 4:** WiseTech will disregard any votes cast in favour of the resolution, by or on behalf of any Director or any associate of such Director, unless the vote is cast as proxy for a person who is entitled to vote on the resolution and the vote is cast:

- in accordance with the directions on the proxy form specifying how the proxy is to vote; or
- by the Chair of the AGM as proxy for a person entitled to vote, in accordance with the direction on the proxy form to vote as he decides.

Please read the information under the heading 'Chair of the AGM as proxy' which specifies how the Chair will vote proxies.

By order of the Board

David Rippon  
Company Secretary  
18 October 2018

## Questions from shareholders

We welcome questions from shareholders before and during the AGM. Questions should relate to matters relevant to the business of the meeting, including the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report, as well as general questions regarding the performance, business or management of WiseTech, and relevant questions to the auditor.

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

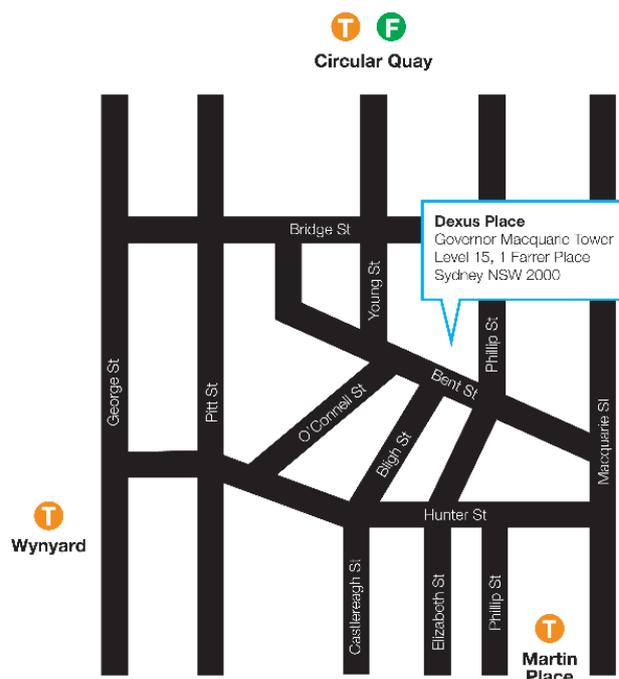
- in person at the AGM;
- online through the online voting service at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) ; or
- in writing, to the Company Secretary at WiseTech Global Limited  
PO Box 6390  
Alexandria NSW 2015

Your questions to the auditor (other than questions you ask during the AGM) must be received by no later than Wednesday, 14 November 2018.

We will not be sending individual replies, but the Chair of the AGM will answer as many of the frequently asked questions as possible at the AGM.

## How to get there

Dexus Place, Level 15, Governor Macquarie Tower,  
1 Farrer Place, Sydney, NSW 2000



## 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](mailto:registrars@linkmarketservices.com.au)