



WiseTech Global Limited

Notice of 2022

Annual General Meeting

10:00am (Sydney time) on Wednesday, 23 November 2022



Notice of Annual General Meeting

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

WiseTech's 2022 Annual General Meeting (**AGM** or **Meeting**) will be held on Wednesday, 23 November 2022, commencing at 10.00am (Sydney time) as a virtual meeting, online at <https://meetings.linkgroup.com/WTC22>. 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 2022.

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 2022.

3. Re-election of Director

To re-elect Ms Maree Isaacs as a Director, who, in accordance with the Company's Constitution, retires and, being eligible, offers herself for re-election.

4. Election of Director

To elect Mr Richard Dammery as a Director, who, having been appointed to the Board on 1 December 2021, in accordance with the Company's Constitution, retires and, being eligible, offers himself for election.

5. Election of Director

To elect Mr Michael Malone as a Director, who, having been appointed to the Board on 1 December 2021, in accordance with the Company's Constitution, retires and, being eligible, offers himself for election.

6. Grants 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 under the Non-Executive Director Fee Sacrifice Share Acquisition Plan on the terms described in the Explanatory Notes.

Items 2 to 6 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
David Rippon
Company Secretary
4 October 2022

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 2022 are set out in WiseTech's 2022 Annual Report, available at www.wisetechglobal.com/investors/annual-reports/

Shareholders 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 will also have the opportunity to ask the 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 (other than for Executive Director Maree Isaacs, due to the size of her co-founder equity holding).

The remuneration framework for our people is explained in the Remuneration Report (pages 72 to 90 of our 2022 Annual Report) available at

www.wisetechglobal.com/investors/annual-reports/

During this item, shareholders will be given a reasonable 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. 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 6 applies to this item of business.

Directors' recommendation:

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

Item 3 – Re-election of Director

In accordance with Article 47 of WiseTech's constitution, Maree Isaacs, having last been re-elected by shareholders at the 2020 AGM, retires from the Board and offers herself for re-election to the Board. Maree's skills and experience 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 Director standing for re-election.

Maree Isaacs co-founded WiseTech Global with Richard White in 1994 and has been an Executive Director since 1996. One of Australia's most successful female tech founders, Maree has more than 30 years of senior executive experience across the logistics, supply chain and technology industries. Her extensive knowledge across business and administrative operations, account management, customer service, and quality assurance, has been instrumental in WiseTech's rapid growth and in driving a productivity-first approach.

In her executive capacity, Maree is Head of Invoicing and Licensing and is also a Company Secretary of WiseTech Global. Prior to co-founding WiseTech Global, Maree worked at Real Tech Systems Integration and Clear Group.

Directors' recommendation:

The Board considers that Maree's decades of technology and logistics industry expertise are invaluable to WiseTech. The Board has undertaken a review of Maree's performance and, with Maree abstaining, unanimously recommends shareholders vote in favor of her re-election to the Board.

Item 4 – Election of Director

In accordance with Article 47 of WiseTech's constitution, Richard Dammary, having been appointed to the Board since the 2021 AGM, retires from the Board and offers himself for election to the Board. Richard Dammary's skills and experience 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 Director standing for election.

Richard Dammary joined the Board as an independent Director in December 2021.

Richard is an experienced company director. In addition to WiseTech Global, he currently serves on the boards of Aussie Broadband Limited (ASX:ABB), Australia Post and Nexus Day Hospitals Group. He is the chairman of Doctor Care Anywhere PLC (ASX:DOC) and Creative Partnerships Australia, the Australian Government's primary body encouraging and facilitating private sector and philanthropic investment in the arts.

His previous directorships include leading data analytics group, Quantum Group, and Australian Leisure and Hospitality Group (now part of ASX-listed Endeavour Group).

Richard has held a range of senior leadership roles in major Australian companies, and was a corporate partner with law firm Minter Ellison. He holds a BA (Hons) and LLB from Monash University, an MBA from the University of Melbourne, a PhD from the University of Cambridge, and is a Fellow of the Australian Institute of Company Directors. He is also an Adjunct Professor at Monash University Business School.

Prior to Richard's appointment to the Board, appropriate background checks were conducted and there were no material adverse findings.

Directors' recommendation:

The Board considers that Richard's corporate experience across a range of industries together with his extensive ASX-listed governance experience are a valuable addition to the WiseTech Board. The Board has undertaken a review of Richard's performance and, with Richard abstaining, unanimously recommends shareholders vote in favor of his election to the Board.

Item 5 – Election of Director

In accordance with Article 47 of WiseTech's constitution, Michael Malone, having been appointed to the Board since the 2021 AGM, retires from the Board and offers himself election to the Board. Michael Malone's skills and experience 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 Director standing for election.

Michael Malone joined the Board as an independent in December 2021.

Michael is an Australian-based entrepreneur, business executive, and professional director with more than 20 years' experience across the technology, telecommunications and media industries. He is a non-executive director at ASX-listed Seven West Media Ltd.

Michael is also currently non-executive director at NBN Co. His previous directorships include Axicom Group and ASX-listed companies Dreamscape Networks Ltd, DUG Technology Ltd, Speedcast International Ltd and Superloop Ltd.

Michael founded iiNet in 1993 and continued as CEO until his retirement in 2014. He has also co-founded and grown multiple for-profit and not-for-profit companies including .au Domain Administration, Diamond Cyber Security (now part of CyberCX) and Autism West (now Spectrum Space).

Michael is a Fellow of the Australian Institute of Company Directors, the Australian Institute of Management and the Australian Computer Society. He has a Bachelor of Science (Mathematics) and a post graduate Diploma in Education, both from the University of Western Australia.

Prior to Michael's appointment to the Board, appropriate background checks were conducted and there were on material adverse findings.

Directors' recommendation:

The Board considers that Michael's entrepreneurial background together with his business experience across the technology, telecommunications and media industries are a valuable asset to WiseTech. The Board has undertaken a review of Michael's performance and, with Michael abstaining, unanimously recommends shareholders vote in favor of his election to the Board.

Item 6 – Grants 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**).

Overview of the NED Plan

In 2020, the Company introduced the NED Plan to support NEDs in building their equity holdings in the Company and further align their interests with the interests of shareholders. The operation of 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.

The NED Plan is intended to operate on an annual basis to provide NEDs with the opportunity to acquire equity in the Company. 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, shareholder approval is not

required where the securities that are allocated under the employee incentive scheme are purchased on-market.

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 to grant Rights 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.

Shareholder approval for this resolution under ASX Listing Rule 10.14 will also result in the grant of Rights to NEDs being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Rights granted to NEDs, and any Shares issued, will not use up part of the 15% limit available under ASX Listing Rule 7.1.

Grants of Rights under the NED Plan to Directors named in the 2020 Notice of Annual General Meeting were approved by shareholders in November 2020. Shareholder approval is being sought under this resolution as new Directors, not named in the 2020 Notice of Annual General Meeting, have joined the Board and certain key terms of the NED Plan have been amended for the FY23 Participation Period following a review by the Board.

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 1 to this Notice of Annual General Meeting.

A voting exclusion as set out in the 'Voting exclusions' section on page 6 applies to this item of business.

Directors' recommendation:

The Board (other than the Non-Executive Directors) recommend that shareholders vote in favor of the resolution.

How to vote – instructions

The AGM will be held virtually utilising 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 on Wednesday, 23 November 2022.

Further information on how to register is set out in the 'How to watch and participate live' section on page 7 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 shareholder of ordinary shares in the Company as at 7:00pm (Sydney time) on Monday, 21 November 2022. 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. You will be able to vote for, against or abstain on each item through the online platform.

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 Monday, 21 November 2022.

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 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
Parramatta Square Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

Any voting form received after 10:00am (Sydney time) on Monday, 21 November 2022 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 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's stated intention (even though Item 2 and Item 6 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 and 6 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on Items 2 and 6.

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. 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 5.

Voting exclusions

Item 2: A vote in 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 2022 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:

- 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 KMP.

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 proxy by a person who is a KMP at the date of the Meeting 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.

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.

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 questions in real time via the online platform once they have registered; and
- Shareholders and proxyholders will be given an opportunity to ask questions in real time by telephone. A personalized PIN will be needed to ask questions by telephone. To receive a personalized PIN, please contact Link Market Services before the meeting. Dial-in details for the AGM and contact details for Link Market Services are included in the Virtual Meeting Online Guide. If you plan to ask questions by telephone, you will also need to log into the online platform if you wish to vote during the meeting.

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 on Wednesday, 16 November 2022.

The Chair of the Meeting will endeavor to answer as many of the frequently asked 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/WTC22>

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/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 directed proxy by 10:00am (Sydney time) on Monday, 21 November 2022, even if they plan to attend the AGM online.

Viewing the webcast only

The AGM will be webcast live on <https://meetings.linkgroup.com/WTC22>.

An archive of the webcast will be available on our website shortly after the meeting concludes. 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 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

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 (unless the Board determines otherwise). 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 provided in accordance with ASX Listing Rules 10.14 and 10.15

In addition, in accordance with ASX Listing Rules 10.14 and 10.15, the following information is provided to shareholders in this resolution:

- If shareholder approval is obtained, Rights may be granted to Directors in accordance with this approval.
- Presently, the Directors entitled to participate in the NED Plan are Andrew Harrison, Richard Dammery, Teresa Engelhard, Charles Gibbon, Michael Gregg, Michael Malone and Arlene Tansey.
- Where permitted by the Board, Rights may be granted to an associate of a Director. Richard Dammery has elected to have any Rights granted to an associated entity, Aestel Pty Ltd. Teresa Engelhard has elected to have any Rights granted to an associated entity, Princess Buttercup Pty Ltd. Arlene Tansey has elected to have any Rights granted to an associated entity, Arpat 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. (The Board may permit such additional persons to participate in a grant of Rights pursuant to the NED Plan provided that

Shares allocated on conversion of those Rights will be purchased on-market.)

- The NED Plan was initially established in October 2020. The total number of Rights granted to each Director (and their associates), and the average Value per Right granted under the NED Plan for the Participation Periods FY21 to FY23 are shown below:

NON-EXECUTIVE DIRECTOR	TOTAL NUMBER OF RIGHTS	AVERAGE VALUE PER RIGHT
Andrew Harrison	4,534	\$40.75
Richard Dammery ¹	5,309	\$42.46
Teresa Engelhard	3,680	\$39.88
Michael Gregg	1,486	\$41.78
Arlene Tansey	6,537	\$40.38

1. Shares allocated on conversion of 1,398 Rights granted to Richard Dammery 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 2022 in respect of the FY23 Participation Period. If shareholder approval is not obtained under this resolution, Shares allocated on conversion of these Rights will be purchased on-market.
 - The current fee arrangements for each NED on the fee basis disclosed in the Company's FY22 Remuneration Report are as follows:

NON-EXECUTIVE DIRECTOR	TOTAL DIRECTOR FEES ¹
Andrew Harrison	\$386,750 per annum
Richard Dammery	\$201,572 per annum
Teresa Engelhard	\$205,861 per annum
Charles Gibbon	\$191,565 per annum
Michael Gregg	\$181,558 per annum

Michael Malone	\$201,572 per annum
Arlene Tansey	\$205,861 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 WiseTech 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 \$1,800,000 of Director fees (which is the aggregate NED fee cap approved by shareholders) 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 TO BE RIGHTS GRANTED
\$55.00	32,727
\$60.00	30,000
\$65.00	27,692

- 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 shareholder-approved cap, and it is likely that not all NEDs will choose to sacrifice all of their fees under the NED Plan.