

# Nomination Committee Charter

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## 1. Purpose of the Charter

- 1.1 The Nomination Committee (**Committee**) is a committee of the board of WiseTech Global Limited (**Company**) (**Board**).
- 1.2 This Charter sets out the role, responsibilities, composition and operation of the Committee.

## 2. Roles and Responsibilities

- 2.1 The Committee will conduct detailed examination of certain nomination matters which may require approval by the Board.
- 2.2 The Committee is responsible for reviewing the following matters:
  - a) the process for nomination and selection of directors of the Board (**Directors**);
  - b) the Board skills matrix, setting out the mix of skills, expertise and experience that the Board currently has or is looking to achieve in its membership;
  - c) the Board size and composition of the Board, including reviewing Board succession plans;
  - d) the process to review Director contributions and the performance of the Board, Board Committees and individual Directors; and
  - e) Director induction and professional development programmes, and their effectiveness.

## 3. Composition and Operation

All Directors (including the Executive Directors) are members of the Committee, and the Chair of the Board is the Committee Chair.

No Committee fees will be payable to the members of the Committee.

The Committee will meet at least twice annually and more frequently as required.

A quorum is four members or any greater number determined by the Board.

## 4. Access and Advisers

The Committee has direct access to management.

Executives of the Company may be invited to attend meetings of the Committee.

The Committee may directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

## 5. Relationship with other Group Governance Forums

The Committee reports to the Board. Committee meeting minutes will be provided to the

Board for noting.

The Committee will seek feedback from other Board Committees, the CEO and other executives as appropriate.

## **6. Review**

The Committee will review this Charter annually.

Amendments to this Charter, other than minor updates for branding or position titles, are to be approved by the Board.

April 2024