

## Notice of Annual General Meeting

Dear Shareholder,

It is my pleasure to invite you to attend the 2019 AGM of WiseTech Global Limited. Our AGM will be held in Sydney at 10.00am on Tuesday, 19 November 2019.

In FY19, 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 FY19, WiseTech provided shareholders with a Total Shareholder Return of 77.1% and the share price rose 76.9%, outperforming the ASX 200 by 70.1% for the year. In line with our dividend policy, we declared and paid, fully-franked dividends totalling 3.45 cents per share for FY19. For more information on WiseTech operations, our people and our delivery on strategy please see the 2019 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 and the re-election of a Non-Executive Director. 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

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

**ABN 41 065 894 724**

WiseTech's 2019 Annual General Meeting (**AGM**) will be held on Tuesday, 19 November 2019, commencing at 10.00am (Sydney time) at the Hilton Hotel, 488 George Street, 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 2019.

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 2019.

### **3. Election of Director**

To re-elect Mr Michael Gregg as a Non-Executive Director, who, in accordance with the Company's Constitution, retires and, being eligible, offers himself for re-election.

Resolutions 2 and 3 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 2019 are set out in WiseTech's 2019 Annual Report, available at <http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

Shareholders will be provided with a reasonable 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 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**). At WiseTech, we believe effective performance incentives are best focused on lead measures for key strategic priorities, financial targets and operational Key Performance Indicators (KPI); and best delivered in the form of multi-year deferred equity to ensure alignment with shareholders' interests. We expect the actions we take each year will impact shareholder value for many years to come.

Our remuneration framework for our people is explained in the Remuneration Report (pages 44- 57 of our 2019 Annual Report) available at <http://ir.wisetechglobal.com/investors/?page=annual-reports>

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

As outlined in the Voting Exclusions on page 4, the Company's KMP (including Directors) are not permitted to vote on this resolution except in specific circumstances.

**Directors' recommendation:**

**The Board, with Executive Directors Richard White and Maree Isaacs abstaining, 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 Director**

In accordance with Article 47 of WiseTech's constitution, Michael Gregg, having last been re-elected by shareholders at the 2016 AGM, retires from the Board and offers himself for re-election to the Board. Michael Gregg'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.

**Michael Gregg** has over 30 years' experience across technology, private equity, telecommunications and transport industries. He has deep understanding of WiseTech Global operations and strategy having joined the Board as a Non-Executive Director in 2006.

Michael is currently the chairman of Community Connections Australia (not-for profit organisation serving the disabled) and is a director of Jeenee Communications Pty Ltd and Shearwater Growth Equity Pty Ltd and a former director of Playground (XYZ) Holdings Pty Ltd. Previously, he was the managing director of the ASX-listed Health Communication Network Limited.

Michael holds an MBA from the Australian Graduate School of Management and is a graduate of the Australian Institute of Company Directors.

Michael is considered by the Board to be independent.

**Directors' recommendation:**

**The Board considers that Michael's corporate knowledge and experience 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 favour of his re-election to the Board.**

## 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 Sunday, 17 November 2019. 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 Sunday, 17 November 2019.

**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 Sunday, 17 November 2019 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). 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.

**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 2019 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.

By order of the Board

David Rippon  
Company Secretary  
15 October 2019

## 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 Tuesday, 12 November 2019.

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



The Hilton Hotel, 488 George Street, Sydney.  
On arrival, please proceed to Level 4.

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## 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)