



WiseTech Global Limited

Notice of 2023

Annual General Meeting

10:00am (Sydney time) on Friday, 24 November 2023



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 2023 Annual General Meeting (**AGM** or **Meeting**) will be held on Friday, 24 November 2023, commencing at 10.00am (Sydney time) as a virtual meeting, online at

<https://meetings.linkgroup.com/WTC23>

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 2023.

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 2023.

3. Re-election of Director

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

4. Grant of share rights to Executive Director Maree Isaacs under the Equity Incentives Plan

To approve for the purposes of ASX Listing Rule 10.14, and for all other purposes, the grant of 3,071 share rights to Executive Director Maree Isaacs under the Equity Incentives Plan on the terms described in the Explanatory Notes.

Shareholders will be asked to consider and, if thought fit, to pass the items of business below as separate special resolutions.

5. Amendments to Constitution

To amend the Constitution of the Company as set out in the amended Constitution tabled at the AGM and signed by the Chair of the Meeting for the purposes of identification, with effect from the close of the AGM.

A marked up version of the amended Constitution is available on the Company's website

www.wisetechglobal.com/investors/annual-general-meetings/

6. Reinsertion of Proportional Takeover Provisions

To reinsert the proportional takeover provisions in the Company's Constitution for a period of three years with effect from the close of the AGM.

Items 2 to 4 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.

Items 5 and 6 are special resolutions and will be passed if more than 75% 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
10 October 2023

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 2023 are set out in WiseTech's 2023 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 Company's 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.

The remuneration framework for our people is explained in the Remuneration Report (pages 72 to 90 of our 2023 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)* (**Corporations Act**), 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 pages 8 and 9 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 current constitution, Charles Gibbon, having last been re-elected by shareholders at the 2021 AGM, retires from the Board and offers himself for re-election. Charles' skills and experience are set out below.

The Board undertook a review of the performance of Charles Gibbon, and considered the results of that review in determining its endorsement of the Director standing for re-election.

Charles Gibbon joined the Board in 2006, served as Chair from 2006 to September 2018 and has been a shareholder since 2005.

Charles is currently a director of Shearwater Capital Pty Ltd and has previously been a director of Monbeef Pty Ltd, Photolibrary Pty Ltd and ASX-listed Health Communication Network Limited.

Charles has more than 20 years of experience in institutional funds management. He was a member of the Investment Committee of Quadrant Capital Funds I, II and III for Quadrant Private Equity, and has served as the CEO of Russell Private Equity and CEO of Risk Averse Money Managers Pty Ltd, as a director of Morgan Grenfell Australia, and as an associate director of

Schroders Australia.

Charles holds a Bachelor of Science in Mathematics from Otago University and a Master of Commerce (Hons) from the University of Canterbury.

The Board considers Charles to be an independent director.

Directors' recommendation:

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

Item 4 – Grant of share rights to Executive Director Maree Isaacs under the Equity Incentives Plan

Item 4 deals with approval for a grant of 3,071 Share Rights to Executive Director Maree Isaacs under the Equity Incentives Plan (EIP).

Overview of the EIP

The Board has adopted the EIP under which employees may be granted equity awards in the form of Share Rights or Options from time to time.

The purpose of the EIP is to:

- attract, retain and motivate talent with the skills and experience to drive the Company's growth and returns for shareholders; and
- align the interests of eligible participants with the interests of other shareholders, drive an 'ownership' mindset amongst eligible participants and encourage a focus on long-term sustainable decision-making, by providing an opportunity for eligible participants to receive an equity interest in the Company and to share in the future performance of the Company.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required for a Director to acquire securities, which includes Share Rights, under an employee incentive scheme.

However, shareholder approval is not required where the shares to be allocated on

vesting and exercise of the share rights are purchased on-market.

The EIP provides that shares to be delivered upon vesting and exercise of Share 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 in the interests of transparency and good governance and to preserve the flexibility to issue shares on vesting and exercise of Share Rights granted to Executive Director Maree Isaacs under the EIP.

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivize Maree.

Key terms of the grant of Share Rights to Executive Director Maree Isaacs under the EIP

The key terms of the grant of Share Rights to Executive Director Maree Isaacs pursuant to the EIP 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 pages 8 and 9 applies to this item of business.

Directors' recommendation:

The Board (with Executive Director Maree Isaacs abstaining) recommends that shareholders vote in favor of the resolution.

Item 5 – Amendments to Constitution

The Company's Constitution was adopted in 2015 and some amendments were made in 2021 primarily to clarify that shareholder meetings could be held using or with the assistance of technology.

It is now proposed that the Company's Constitution be amended more broadly to reflect developments in law, corporate governance principles and general corporate and commercial practice for ASX listed companies since the Constitution was adopted.

Many of the changes are administrative or relatively minor in nature. A summary of the material proposed changes to the Constitution are set out below. A copy of the proposed Constitution, marked up to show changes from the existing Constitution, can be viewed by shareholders on the Company's website at

www.wisetechglobal.com/investors/annual-general-meetings/

Dividends

The proposed Constitution confirms the ability of the Board to rescind a decision to pay a dividend where the Company's financial position would be prejudiced by the payment. The Corporations Act permits the Board to rescind a dividend before the payment date and the Board is obliged to do so where the payment would render the Company insolvent. Such a decision would only be taken by the Board in exceptional circumstances.

There are other updates to the distribution provisions in the proposed Constitution including:

- providing the Company with the ability to reinvest unclaimed dividends, for the benefit of the relevant shareholder, into shares in the Company after a period of time has elapsed;
- providing for procedures where a member does not have a nominated bank account or known registered address; and
- clarifying the Board's power to capitalize any money or assets and distribute them to members, in the same proportions as the members are entitled to receive dividends; and
- confirming the Board's power to set aside out of the Company's profits any reserves or provisions it decides.

General meetings

The proposed Constitution incorporates changes to assist with the orderly conduct of general meetings of the Company and to reflect changes in market practice.

The proposed Constitution also gives the Chairperson of a general meeting additional powers in relation to the conduct of the meeting, for example, the Chairperson will have the power not to put to the meeting any resolution set out in the notice (other than as required by the Corporations Act).

Proxy voting

The proposed Constitution provides further detail in relation to representation at a general meeting, including flexibility in

respect of incomplete or incorrectly executed proxy appointments, allowing the Company to clarify instructions with Shareholders and to amend the proxy form to reflect those instructions even after the 48 hour proxy lodgment deadline. This means proxies that would otherwise be invalid can be counted for the relevant meeting if the Shareholder's instructions are clarified.

Voting and Polls

To update the proposed Constitution in line with the Corporations Act, all resolutions in the notice of meeting will be required to be put directly to a poll (i.e. rather than a show of hands).

Director appointment and retirement

The ASX Listing Rules require an entity to hold an election of directors at each annual general meeting. This requirement can be satisfied by new directors standing for election or current directors standing for re-election. WiseTech's current Constitution excludes new directors for this purpose meaning that existing directors may be required to stand for re-election more often than is otherwise required. The proposed Constitution amends this requirement to align with the Listing Rules and minimise unnecessary elections.

In addition, non-Board supported candidates will be required to give the Company notice of their nomination at least 45 business days before a general meeting (previously it was 35 business days). This change is consistent with market practice among ASX-listed companies and will give the Company sufficient time to conduct appropriate background checks on external candidates, prepare, print and distribute the Notice of Meeting.

Directors' remuneration

The proposed amendments are for consistency with the ASX Listing Rules, including clarifying payments and benefits that are included within the non-executive Directors' aggregate fee pool.

General updates

The provisions of the Constitution have been amended for simplicity and to reflect technology and changes in terminology now contained in the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules.

Directors' recommendation:

The Board unanimously recommends that shareholders vote in favor of the resolution.

Item 6 Reinsertion of Proportional Takeover Provisions

Provisions dealing with proportional takeover bids for WiseTech shares in accordance with the Corporations Act were incorporated into the Company's Constitution when it was first adopted in 2015. The provisions, which are set out in Articles 79 and 80 of the current Constitution and Articles 78 and 79 of the proposed new Constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Why do we need the proportional takeover approval provisions?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

This means that control of the company may pass without shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

If resolution 5 is approved by shareholders (i.e. the proposed new Constitution is approved) but resolution 6 does not pass, Articles 78 and 79 in the proposed new Constitution will not have any effect.

If resolution 5 is not approved, the proportional takeover provisions in Articles 79 and 80 of the current constitution remain unchanged and shareholders are asked to re-insert those provisions in accordance with these explanatory notes.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the directors of a company must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority.

Each person who held bid class securities as at the end of the day on which the first offer under the bid was made is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the company's constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. If the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for a 3 year period. The provisions may be renewed, but only by a special resolution.

No person to acquire or increase its substantial interest

At the date this statement was prepared, no Director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company.

Potential advantages and disadvantages

The Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Shareholders of the Company are:

- Shareholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

- the provisions may help Shareholders avoid being locked in as a minority;
- increase in the bargaining power of Shareholders which may ensure that any partial offer is adequately priced; and
- knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for Shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

Directors' recommendation:

The Board unanimously recommends that shareholders vote in favor of the resolution.

How to vote – instructions

The AGM will be held virtually utilizing 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 Friday, 24 November 2023. Registration will open approximately 15 minutes before the meeting commences.

Further information on how to register is set out in the 'How to watch and participate live' section on page 10 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 holder of ordinary shares in the Company as at 7:00pm (Sydney

time) on Wednesday, 22 November 2023. 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 of the Meeting. You will be able to vote for, against or abstain on each item through the online platform.

Direct voting

A direct vote will enable shareholders to vote on resolutions considered at the Meeting by lodging their votes with the Company prior to the AGM. Direct voting enables shareholders to exercise their voting rights without needing to attend the Meeting in-person or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the meeting, but their attendance will cancel the direct vote unless they indicate otherwise at the meeting.

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 Wednesday, 22 November 2023.

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 to:

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

By hand delivery to:

Link Market Services Limited
Parramatta Square Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

The Company encourages you to register your direct voting or proxy instructions online at the Share Registry website

www.linkmarketservices.com.au Lodging your vote online is a simple, secure and efficient method of providing your instructions.

Any voting form received after 10:00am (Sydney time) on Wednesday, 22 November 2023 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 Items 2 and 4 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 4 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on Items 2 and 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.

The appropriate 'Certificate of Appointment of Corporate Representative' must be received at vote@linkmarketservices.com.au prior to admission to the Meeting, unless that document has been previously lodged with WiseTech's share registry. 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 8.

Voting exclusions

Item 2: WiseTech will disregard any votes cast on this resolution:

- by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 30 June 2023 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 Company's 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 Company's KMP.

Item 4: WiseTech will disregard any votes cast on this resolution:

- in favor of the resolution by or on behalf of a Director eligible to participate in the Equity Incentives Plan, or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP as at the date of the AGM or a closely related party of such KMP,

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 4, in accordance with directions given to the proxy or attorney to vote on Item 4 in a particular way;
- the Chair of the Meeting as proxy for a person entitled to vote on Item 4, 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 from voting, on Item 4; and
 - the holder votes on Item 4 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. Please note that the Auditor is not obliged to provide written answers to questions received from shareholders.

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 written or audio questions in real time via the online platform once they have registered.

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 Friday, 17 November 2023.

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/WTC23>

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 direct vote or directed proxy by 10:00am (Sydney time) on Wednesday, 22 November 2023, even if you plan to attend the AGM online.

Viewing the webcast only

The AGM will be webcast live on <https://meetings.linkgroup.com/WTC23>

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 Share Rights to Executive Director Maree Isaacs under the EIP

Eligibility to participate

The Board proposes to make an award of 3,071 Share Rights under the EIP to Executive Director Maree Isaacs in respect of her FY23 performance incentive. The approach used to determine the value of Maree's FY23 performance incentive awarded in relation to her performance during FY23, was described in WiseTech's Remuneration Report for the period ended 30 June 2023 on pages 72 to 90 of the 2023 Annual Report.

Number of Share Rights

The number of Share Rights proposed to be granted to the Director pursuant to the EIP was calculated in accordance with the following formula (rounded to the nearest whole Share Right):

$$\text{FY23 Performance equity incentive} / \text{Value per Share Right}$$

Where:

$$\text{FY23 Performance equity incentive} = \$240,000$$

and

$$\text{Value per Share Right} = \text{the average of the closing price of WiseTech's Shares for the five trading days up to and including the 30 June 2023, } \$78.14$$

Grant Date

The Share Rights are expected to be granted shortly after the AGM, on or about 24 November 2023.

Entitlements

Each Share Right is an entitlement to acquire one fully paid ordinary share in WiseTech (**Share**) at no cost, subject to the participant continuing to be an employee of the WiseTech Group on the applicable vesting date.

The Share Rights are not subject to any performance-based conditions after they are granted to the participant. Share Rights do not carry any dividend or voting entitlements and are not transferrable (except in limited circumstances or with the consent of the Board).

Shares acquired by the participant on the

exercise of Share Rights will rank equally (in relation to dividend and other rights) with other fully paid ordinary shares in the Company.

Notwithstanding any rules of the EIP, the Board may determine that, upon exercise of the Share Rights, the participant will instead receive an equivalent cash payment in full satisfaction of the Shares that would otherwise be allocated on exercise of the Share Rights (after deduction of any amount required by applicable law to be withheld).

Vesting of Share Rights

Subject to the participant remaining an employee of the WiseTech Group on the relevant vesting date, the Share Rights will vest in four approximately equal tranches:

- 25% immediately on grant; and
- 25% on each of 1 July 2024, 2025 and 2026.

Vested Share Rights are exercisable (meaning they are convertible to fully paid ordinary shares in the Company) at the discretion of the participant. No amount is payable by a participant to exercise their Share Rights.

Cessation of employment

Where a participant ceases to be an employee of the Group before the Share Rights vest, unless the Board in its discretion determines otherwise, all unvested Share Rights held by the participant will lapse. Any vested but unexercised Share Rights held on the participant ceasing to be an employee of the Group are retained but will lapse if not exercised within 60 days of cessation of employment.

Clawback

The Board has certain clawback powers to reclaim any vested or unvested Share Rights or Shares acquired on exercise of Share Rights in circumstances where:

- a participant has undertaken certain actions, including acting fraudulently or dishonestly, breaching their obligations to the Group, or engaging in negligence or gross misconduct;
- the Company is required by, or entitled under, applicable law or Company policy to reclaim remuneration from a participant, or
- other adverse circumstances, events or outcomes arise that the Board considers

should impact the participant's Share Rights or Shares.

Capital reorganisation and business divestments

The EIP provides for adjustments to be made to the number of Share Rights to which a participant is entitled in the event of a bonus issue to the Company's shareholders, a rights issue, a reorganisation of capital or a business divestment.

Takeover and Control Events

If a Takeover or Control Event occurs prior to the vesting of a Share Right, then the Board may, in its discretion, determine that all or some of a participant's Share Rights will vest.

Lapse of Share Rights

Subject to the Board's overriding discretion, unvested Share Rights will lapse on the earliest to occur of:

- a clawback event;
- a reorganization or divestment;
- a takeover or control event; or
- cessation of employment (where the employee has resigned or has been dismissed).

Vested Share Rights will lapse on the earlier of:

- 60 days after the participant ceases to be an employee of the Group; or
- 10 years after the grant date.

Amendment of EIP

The Board may, at its discretion, amend the terms of the EIP by notice in writing to each participant who holds Share Rights or Shares pursuant to the EIP, provided that such amendment may not materially reduce or otherwise prejudicially affect the rights attaching to such Share Rights or Shares (except in specified circumstances).

Further information

The following information is provided to shareholders as required by the ASX Listing Rules:

- If shareholder approval is obtained, 3,071 Share Rights may be granted to Executive Director Maree Isaacs under Listing Rule 10.14.1.

- Maree's current total remuneration, effective from 1 July 2023, comprises a fixed cash salary of \$496,200 per annum and a performance incentive opportunity of \$250,000 for FY24.
- As at the date of this Notice of AGM, no Share Rights have been previously granted to Executive Director Maree Isaacs under the EIP.
- Share Rights are allocated under the EIP as they provide share price exposure and only provide the participant with the full benefits of share ownership (such as dividends and voting rights) once they vest and are exercised, provided that the service condition has been met.
- No loan will be provided in relation to the grant of Share Rights pursuant to the EIP.
- Details of any securities granted to Executive Director Maree Isaacs pursuant to the EIP 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 securities pursuant to the EIP 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 or the grant is made under Listing Rule 10.16.