

# Board Charter

**This Charter sets out the role, responsibilities, structure and processes of the Board of directors of WiseTech Global Limited (Company).**

The Board Charter, and the charters adopted by the Board for its Committees, have been prepared and adopted on the basis that strong corporate governance enhances the performance of the Company, and creates confidence and value for shareholders and other stakeholders.

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## 1. Roles and Responsibilities

- 1.1 The role of the Board is to approve the strategic direction of WiseTech Global Limited and its controlled entities (the **Group**), guide and monitor the management of the Group in achieving its strategic plans, review, approve and monitor the Group's risk management systems across its businesses, and to oversee good governance practices.
- 1.2 The Board is responsible for:
  - a) approving the Group's strategy, business plans and policies and monitoring the Group's performance, strategic direction and portfolio of activities and the associated risks;
  - b) appointing the Chief Executive Officer (**CEO**), and approving the remuneration of, and overseeing the performance review of, the CEO;
  - c) reviewing the remuneration of, and performance review of, the Company's executive team in conjunction with the CEO;
  - d) reviewing and approving succession plans for the CEO and the Company's executive team;
  - e) reviewing, approving and monitoring the Group's risk appetite within which the Board expects management to operate and the financial and non-financial risk management systems, including internal compliance and control mechanisms;
  - f) approving the annual report and financial statements (including the directors' report and remuneration report) and any other published periodic reporting required at law, or under the ASX Listing Rules, to be adopted by the Board;
  - g) approving and monitoring the progress of major capital expenditure, capital management and capital raising initiatives and acquisitions and divestments;
  - h) approving the dividend policy of the Company and payment of dividends;

- i) overseeing the Group's accounting and corporate reporting systems and appointing, re-appointing or removing the Company's external auditors and approving the auditor's remuneration;
- j) approving and monitoring the effectiveness of the Group's system of corporate governance, including reviewing corporate policies and principles and monitoring their effectiveness;
- k) approving the Company's purpose, values, monitoring corporate culture and management's promotion of the Company's values;
- l) approving the overall remuneration policy, including non-executive director remuneration, executive director and senior executive remuneration and any executive incentive plans;
- m) overseeing the implementation and management of the Group's sustainability/ESG practices and initiatives;
- n) determining the size, composition and structure of the Board and its Committees, and the process for evaluating its performance;
- o) overseeing the management of the Company's interactions and communications with shareholders and the broader community; and
- p) reviewing the division of functions and responsibilities between the Board, CEO and the Company's executive team.

## **2. The Role of Management**

- 2.1 The Board delegates to the CEO all powers to manage the day-to-day business of the Group, subject to those powers reserved to the Board in clause 1 and any specific delegations of authority approved by the Board.
- 2.2 The key responsibilities of the CEO are to:
  - a) manage and administer the day-to-day operations of the Group and its businesses in accordance with the strategy, business plans and policies approved by the Board;
  - b) develop strategies for the Group, its businesses and management, and make recommendations to the Board on such strategies;
  - c) develop the Group's annual budget and conduct the Group's activities within the approved annual budget;
  - d) develop strategies for the Group to maintain a strong balance sheet and sound credit rating over time;
  - e) develop and maintain the Group's financial and non-financial risk management systems, including internal compliance and control mechanisms;

- f) ensure compliance with continuous disclosure obligations, in accordance with the role and responsibilities delegated under the Market Disclosure and Communications Principles;
- g) assign responsibilities clearly to senior management and supervise and report on their performance to the Board;
- h) recommend to the Board significant operational changes, and major capital expenditure, acquisitions or divestments, which are beyond delegated thresholds;
- i) report regularly to the Board with accurate, timely and clear information, such that the Board is fully informed to discharge its responsibilities effectively;
- j) exercise such additional powers as are delegated to the CEO by the Board from time to time; and
- k) support a culture that promotes ethical and responsible behaviour and compliance with our Code of Conduct.

### 3. Composition, Size and Structure of the Board

- 3.1 **Composition** The Board, through its Nomination Committee, will review the mix of skills, knowledge, experience, expertise and diversity on the Board and determine whether the composition and mix remain appropriate for the Group's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the Group. The Board and Nomination Committee will have regard to this review when considering Board succession planning and ongoing director education program.
- 3.2 **Size** The number of directors on the Board will be determined by the Board to achieve the objectives specified in clause 3.1, subject to and in accordance with the Constitution and the requirements of the Corporations Act.
- 3.3 **Structure** It is intended that the Board will consist of a majority of independent non-executive directors (who satisfy the criteria for independence in clause 9), and comprise directors with a broad range of skills, experience and experience from a diverse range of backgrounds.
- 3.4 **Tenure**
  - a) The Board will review periodically its composition and the duration of terms served by directors, including by developing and reviewing the succession plans of the Board (including the role of the Chair), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time.
  - b) The Board has not established a limit on tenure.
- 3.5 **Performance Review** The Board is responsible for undertaking an evaluation process to review its performance and that of its Committees and directors at least annually.

### 4. Appointment and Responsibilities of the Chair

- 4.1 The Board shall appoint a Chair in accordance with the Constitution.

- 4.2 The Chair must be one of the non-executive directors who satisfy the criteria for independence in clause 9.
- 4.3 The role of the Chair must not be held by someone who is performing the role of the CEO.
- 4.4 The responsibilities of the Chair are to:
  - a) facilitate effective contribution of all directors and promote respectful and constructive communication between directors and between the Board and management;
  - b) lead the Board;
  - c) chair general meetings of the Company;
  - d) support the CEO in his or her communications with the Company's shareholders; and
  - e) exercise such specific and express powers as are delegated to the Chair by the Board from time to time.

## **5. Company Secretary**

- 5.1 The Board must appoint at least one secretary in accordance with the Constitution.
- 5.2 Appointment and removal of the Company Secretary is subject to Board approval.
- 5.3 The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 5.4 Each director has a right of access to the Company Secretary at all times.
- 5.5 The role of the Company Secretary includes:
  - a) assisting the Board and Board Committees on governance matters;
  - b) co-ordinating the timely completion and dispatch of Board and Committee papers;
  - c) ensuring that the business at Board and Committee meetings is accurately captured in the minutes; and
  - d) helping to organise and facilitate the induction and professional development of directors.

## **6. Committees of the Board**

- 6.1 The Board may from time to time establish and delegate any powers to a Committee of the Board in accordance with the Constitution.
- 6.2 The Board is responsible for approving and reviewing the charter terms and membership of each Committee established by the Board.
- 6.3 The Board has established the following Committees:
  - a) Audit & Risk Committee;
  - b) Nomination Committee; and
  - c) People & Remuneration Committee.

- 6.4 All non-executive directors shall be entitled to attend meetings of Board Committees where there is no conflict of interest.

## 7. Board Meetings

- 7.1 The Board shall meet at least eight times per year, and otherwise as often as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.
- 7.2 Periodically, non-executive directors will meet without management present.
- 7.3 A director may call a meeting of the directors, and the Company Secretary must, if requested by a director, call a Board meeting.
- 7.4 A quorum for a Board meeting shall be determined in accordance with the Constitution.
- 7.5 The Chair is responsible for the conduct of all Board meetings. The Chair has a casting vote, subject to the terms of the Constitution.
- 7.6 The Board is responsible for satisfying itself that the Board reporting framework is appropriate. Directors are entitled to request additional information at any time when they consider it appropriate.

## 8. Ethical Standards and Legal Duties

- 8.1 Each director shall abide by the terms of the Company's Code of Conduct and are expected to uphold the ethical standards and corporate behaviour described in that Code.
- 8.2 **Duties** The Board will operate in a manner reflecting the Company's values and in accordance with its agreed corporate governance guidelines, the Constitution, the Corporations Act and all other applicable laws and regulations.
- 8.3 **Conflicts of interest** Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to a real, perceived or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties. Each director is required:
- a) to ensure that the Board is notified (whether by formal standing notice or notification to the Company Secretary or Board immediately on becoming aware) of any interest which may give rise to a real, perceived or substantial possibility of conflict, including any material personal interests; and
  - b) if any matter is or likely to be brought before the Board which could give rise, or be perceived to give rise, to a real or substantial possibility of conflict, then the director:
    - (i) shall disclose this to the Board;
    - (ii) shall continue to receive Board papers or other information which relates to the matter which is the subject of the conflict of interest, unless the director requests, or the Chair determines, that he or she shall not receive any or all of those documents; and
    - (iii) shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion and not vote on the matter, unless a majority of directors who do not have an interest in the matter resolve that the disclosed interest should not disqualify the director.

- 8.4 **Material personal interest** In addition to the above each director must give notice to the other directors of any matter in which he or she has a material personal interest that relates to the affairs of the Company and must not participate in any discussions in relation to any such matter or participate in any vote in relation to the same, except to the extent and in the circumstances permitted by the Corporations Act.
- 8.5 **Dealing in shares** Directors must ensure any dealings in shares are in strict compliance with the Company's Securities Trading Policy.

## 9. Independence of Directors

- 9.1 If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the Company Secretary and the Chair.
- 9.2 The Board will regularly assess the independence of each director having regard to the relevant factors listed in the then current edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, but may determine that a director is independent even if one or more of the factors is not satisfied. The Board only considers a director to be independent where he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

## 10. Independent Advice

- 10.1 The Board collectively, and each director individually, may obtain independent professional advice at the Company's expense subject to clause 10.2, as considered necessary to assist in fulfilling their relevant duties and responsibilities.
- 10.2 Individual directors who wish to obtain independent professional advice should consult the Chair and will be entitled to reimbursement of all reasonable costs in obtaining such advice. In the case of a request made by the Chair, the Chair should consult with the Chair of the Audit & Risk Committee.

## 11. Review of Charter

This Charter is to be reviewed by the Board as required and at least annually.

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