

Code of Conduct

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1. Introduction

- 1.1 We are committed to maintaining ethical standards in how we conduct our business activities and stakeholder relationships. The reputation of WiseTech Global Limited and its Related Companies (**Group**) as an ethical business is important to our ongoing success. We expect all our people across the Group to meet these standards. This Code of Conduct (Code) applies to all of our Employees, other Workers and Directors.
- 1.2 The Code sets out, at a high level, the Group's general expectations of you. It is supplemented by, and must be read in conjunction with, a number of other policies which set out the expectations in greater detail.
- 1.3 You must:
 - act in our best interests and with honesty, integrity and fairness in alignment with our values;
 - comply with the laws and regulations which apply to us and our operations;
 - comply with this Code and all the policies and procedures we adopt;
 - not knowingly participate in any illegal or unethical activity or activity which could otherwise cause harm to the business of the Group;
 - immediately report any concern about a possible breach of the Code, or any other Reportable Matter;
 - not enter into any arrangement or participate in any activity that would conflict with our interests;
 - not act in a way which would be likely to negatively affect our reputation; and
 - not take advantage of our property or information or your position (or opportunities arising from these) for personal gain or to compete with us.

2. Our Values

- 2.1 We strive to be a force for good in the world and our mission is to change the world by creating solutions that empower those that own, enable, and operate the supply chains of the world. We strive to create technology that is renowned for its productivity, functional depth, data integration, regulatory compliance, global capability, and value. Our universal values (**Universal Values**) are summarized below:
 - we continuously improve our culture so that it empowers and drives us;
 - we work hard to improve ourselves, our teams, our products and our business;
 - we have a clear purpose and a shared vision for everything we do;
 - we manage ourselves and are always focused on results;
 - we lead when we see the need and inspire and support each other always;
 - we strive for excellence at all times and in everything we do;
 - we focus on the deeper needs of real customers in our chosen markets; and
 - we invent things our customers cannot live without.

- 2.2 Our Credo, Universal Values and Mantras reflect our integrity and way of working – these are the basis for a fulfilling, empowering environment where the work we do is important, not just for ourselves, but for the world. These are all available in detail through the Group’s intranet (**The Source**), www.wisetechglobal.com and in our Annual Report.

3. Your Conduct

Treat everyone with respect and courtesy

- 3.1 You are expected to treat with courtesy and respect your colleagues, partners, customers, suppliers, shareholders and anyone else with whom you interact in your work. This includes while working at a Group workplace and also while performing work for or representing the Group while away from the workplace.
- 3.2 We expect all of our Employees, other Workers and Directors:
- to practice and support the principle of equal employment opportunity regardless of race, religion, national origin, sex, age, physical disability, marital status, gender identity or sexual orientation or any other characteristic set out in our Respect and Dignity at Work Policy (which is available on The Source);
 - to avoid discriminatory practices of any kind and make employment and career decisions strictly on the basis of individual ability, performance, experience and our requirements;
 - to behave in a professional manner and treat each other with dignity and respect and not engage in any bullying or harassment when they are at work as set out in our Respect and Dignity at Work Policy;
 - to not engage in any conduct that gives rise to a real or perceived conflict of interest;
 - to not engage in any personal, physical or sexual harassment or violence;
 - when gathering industry, market and competitive information, to do so legally and ethically;
 - to act in accordance with our Universal Values; and
 - to report any conduct which is in breach of this Code.

You must comply with all laws and regulations

- 3.3 You must comply with all laws and regulations relating to your business conduct and the Group’s operations. This includes being familiar with the duties and responsibilities applying to you under the laws relevant to the Group and in the context of your role with the Group.
- 3.4 Any activities carried out by you or the Group must comply with the laws of the jurisdiction they are conducted in.

Ensure you are aware of your legal obligations

- 3.5 Each Employee and other Worker is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility. The laws that govern the Group’s business activities may be complex. You are encouraged to contact the General Counsel if you are unclear about laws or regulations relating to your work.

You must act ethically in your approach to business decisions.

- 3.6 In conducting your business relationships and negotiating and administering contracts, you are expected to be fair and reasonable. You must not behave in any way that is, or might be construed as being, oppressive, unconscionable, unethical, coercive, dishonest or illegal.
- 3.7 You must not:
- 3.8 engage in any conduct where a Relationship would give rise to a real or perceived conflict of interest;
- 3.9 use Group funds or assets for any unauthorized or unethical purpose, including for the advantage of others;
- 3.10 cause false or misleading entries in our records for any reason; or
- 3.11 make a payment for any reason other than its intended authorized purpose.

Mitigate the risk of modern slavery in our operations and supply chain

- 3.12 Managing the risks of modern slavery within the operations and supply chain of the Group requires us all to be aware of the risks to the Group and for you to conduct due diligence as relevant to your role. This is of particular relevance for team members involved in the purchase of products and services and the hiring of employees and contractors. All Employees and other Workers are required to undertake annual Modern Slavery compliance training.

Ensure any trading in securities is in accordance with our Securities Trading Policy

- 3.13 Any trading or other dealing in Securities must be done in accordance with the Securities Trading Policy (which is available on The Source). If you have any questions, you should contact our Company Secretary.

Comply with our corporate governance policies and principles

- 3.14 You must comply with this Code, our Market Disclosure and Communication Principles, our Risk Management Principles, our Human Rights Principles and Diversity and Inclusion Principles in addition to any other principles and policies adopted by the Board, which are all available on The Source or on www.wisetechglobal.com.

4. Conflicts of Interest

Be aware of conflicts of interest and ensure you report these

- 4.1 Effective and ethical business operations do require us to be aware of all the circumstances in which your interests or relationships may give rise to a real or perceived conflict of interest.
- 4.2 A conflict of interest arises whenever the personal, professional or business interests of an Employer, other Worker or Director are at odds or potentially at odds with the best interests of the Group.
- 4.3 A work environment where all parties maintain a clear distinction between personal and

business interactions is necessary for effective business operations. While there will be instances where those in Relationships are working together, or Relationships develop in the workplace, it is essential that such Relationships do not give rise to a conflict of interest (real or perceived).

- 4.4 Where a Personal Conflict arises or may arise, you must disclose the nature of this conflict to us to ensure that measures are put in place to protect parties affected by your Personal Conflict.
- 4.5 Without limiting the above, you must not, without obtaining the written approval of the CEO, CFO or General Counsel, set up or engage in private business or undertake other employment in direct or indirect competition with the Group and/or use knowledge and/or materials gained during the course of your employment for the benefit of any third parties.

You must not make any payments or favors

- 4.6 You should not make any payments or payments in kind (including gifts and favors) to influence individuals to award business opportunities to us or make business decisions in our favor. See Section 4.11 in relation to acceptable business courtesies.

You must not offer or receive a bribe

- 4.7 The Group has a zero-tolerance approach to activities or actions which are, or could reasonably be construed as, bribery.
- 4.8 Bribery includes conduct involving the offering, promising, giving, accepting or soliciting of an advantage or reward as an inducement for action which is illegal, unethical or a breach of trust, or otherwise results in commercial, contractual, regulatory or personal advantage. Bribes can take a number of forms including, but not limited to, gifts, loans, fees, services, or cash.
- 4.9 Receiving or offering bribes is strictly prohibited for all Employees, other Workers and Directors. Australia, and many other countries in which the Group operates, are signatories to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions. Many countries in which the Group operates have enacted legislation prohibiting the offering of anything of value to foreign public officials and which enable them to prosecute their citizens and corporations for the bribery of public officials in other countries. A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines. Bribery can also cause significant reputational damage to the business.
- 4.10 You are expected to report any suspected bribery. If you suspect someone of bribery, refer to the Whistleblower Protection Principles, the General Counsel and/or someone from our Legal Team.

You can give and accept business courtesies up to a limit of AUD \$500 and record all courtesies

- 4.11 You must be aware that the offer or acceptance of a gift may create an obligation or be construed or used by others to allege favoritism, discrimination, collusion or similarly unacceptable practices. You must not give, seek or accept in connection with our business

any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with ordinary and proper course of business. You must avoid everything that could reasonably be construed as a bribe or improper inducement. Any gift, entertainment or other personal favor or assistance given or received which has a value in excess of AUD500 must be approved in advance by the CEO, CFO or General Counsel, in writing. If approved, information supplied will be entered into the gifts register maintained by the Company Secretary. You must decline a gift that is linked to a current or potential tendering or procurement process.

You must not pursue or take personal advantage of business opportunities that arise as part of your position or involve the use of our property or information

- 4.12 You must not, without obtaining the written approval of the CEO, CFO or General Counsel, pursue or take personal advantage of any business opportunities which arise as a result of your position within the Group or the use of the Group's property or information.

Director Conflicts

- 4.13 Directors of the Group's entities will be guided by the constitution or equivalent incorporation documents of the relevant entity and must ensure that they abide by the law governing conflicts of interest in the relevant jurisdiction, together with complying with our principles and policies. Where there is doubt, the matter should be raised with a director or company secretary of the relevant Group entity, the General Counsel, the Chair of the WiseTech Global Limited Audit & Risk Committee or the Chair of the WiseTech Global Limited Board as relevant.

Personal Conflicts

- 4.14 In addition to the aforementioned conflicts of interest, specific types of conflicts may arise in your capacity as a team member, including if you have dealings with your relatives or other persons with whom you maintain a special or personal relationship (Relationship).
- 4.15 Relationships in the workplace may give rise to certain risks which the Group wishes to avoid, including the following examples:
- 4.16 a team member, in the course of a Relationship, may make business decisions which run contrary to the Group's interests;
- 4.17 business decisions based on personal favoritism may undermine our reputation internally and externally and may give rise to claims of unlawful discrimination or unfair conduct;
- 4.18 a team member may disclose or use confidential or other sensitive business information to assist a person with whom they are in a Relationship; and
- 4.19 a team member in a Relationship may impact on relationships with others or give rise to a real or perceived state of unfairness to peers or colleagues.
- 4.20 In the context of this Code, a 'Relationship' can include, but is not limited to:
- 4.21 members of your immediate and extended family (including spouses, de-facto partners, siblings, children, stepchildren, dependents, parents, guardians, grandparents, siblings of parents, cousins, etc);
- 4.22 those with whom you share a close personal relationship beyond normal working relations

(including partners, spouses, persons with whom you live, persons with whom you are having a romantic and/ or sexual relationship, and longstanding personal friends);

4.23 those with whom you are participating in any business venture outside of your work for the Group (e.g., a business partner or investor);

4.24 those (including companies or other entities) to whom you are indebted, or that are indebted to you;

4.25 anyone referred to you by any of the above persons;

4.26 any company, trust, partnership, business, or other entity in which you or any of the above persons (to your knowledge) have a significant financial interest. A significant financial interest will usually not include ownership of publicly traded shares on a recognized securities exchange for investment purposes, provided that such shares do not exceed 5% of the company's issued share capital; and

4.27 any other person or entity who, due to some special relationship with you which is unrelated to the business of the Company, may (or may be perceived to) impair or unduly influence your ability to make fair, impartial, or professional business decisions in the best interests of the Group.

4.28 This is not an exhaustive list because the nature of Relationships that could present a real or perceived conflict is vast, so if a team member is in doubt about whether a Relationship may give rise to a conflict, they should seek guidance from their People Leader, the People Operations team or from the Legal team.

4.29 If you do have a Relationship with another team member, particularly if you or the other party to the Relationship is a People Leader or other member of the management of the Company, that may give rise to a real or perceived conflict of interest, you are required to disclose this to People Operations via the form available on The Source.

4.30 People Operations will work with the relevant team members and/or People Leader(s) to assess the potential impact of the real or perceived conflict of interest from a business operations perspective that may exist as a result of the Relationship. Where the assessment is made that the Relationship does not give rise to a real or perceived conflict of interest, the team member will be notified; however, if there are any changes in the specific circumstances of the Relationship, including changes from a business operations perspective, the relevant team member will be required to notify their People Leader or People Operations of the change in circumstances.

4.31 In the event that the disclosure of a Relationship does present conflict of interest concerns from a business operations perspective, People Operations will work with the relevant team members and/or People Leader(s) to implement transparent measures to address any such conflict of interest.

4.32 Failure to cooperate with the reasonable direction of the Group to resolve a real or perceived conflict of interest caused by a Relationship may result in disciplinary action up to and including termination.

5. Privacy and Confidentiality

- 5.1 You must ensure that you do not disclose any Confidential Information or Proprietary Information of the Group to any third party or other Employee or other Worker who does not have a valid business reason for receiving that information. You must not seek to obtain or use confidential or sensitive information which is not relevant to the performance of your duties.
- 5.2 Confidential Information is information that we consider internal to the Group and that is not generally available in the public domain or otherwise already publicly known or disclosed. Proprietary Information means information that we own, develop, pay to have developed or to which we have an exclusive right.
- 5.3 Confidential Information includes information regardless of format (including hardcopy, softcopy, electronic or other form) which comes to your attention, knowledge, possession or control in the course of or as a result of your employment with the Group, including but not limited to:
- any inventions, trade secrets or other proprietary information of the Group;
 - information relating to the business of the Group including but not limited to information relating to products, processes, know-how, designs, mask works, formulas, test data, computer programs, data bases, original works of authorship, client lists, business plans, commercially sensitive information, financial modelling, management reports, product plans, marketing plans and strategies, pricing strategies or other subject matter pertaining to the business of WTC, its finances, dealings, employees, transactions or affairs or any of its clients, customers, consultants, licensees, joint ventures, alliance partners, other business partners or affiliates;
 - any other information which is marked "Confidential" or which is described or treated by the Group as being Confidential Information;
 - information of a sensitive business nature;
 - personal information which is subject to protection under applicable law; and
 - confidential information of a third party.
- 5.4 You must use your best endeavors to protect and keep secure Confidential Information and Proprietary Information at all times. This obligation continues following the termination of your employment or engagement.
- 5.5 If Confidential Information or Proprietary Information is required to be provided to third parties or other Employees or other Workers for valid business purposes, you must:
- take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to our detriment; and
 - ensure that the information is returned or destroyed when the purpose is complete.
- 5.6 You must return all of our property (including all copies of Confidential Information and Proprietary Information) on termination of your employment or engagement or otherwise at

the Group's request, and you must destroy or delete any Confidential Information or Proprietary Information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

6. Definitions

Unless otherwise defined in this Code, the following terms are defined as follows:

Employee means a person employed by the Group.

Group means WiseTech Global Limited and its Related Companies.

Personal Conflict means a circumstance that arises where a person has two or more competing lawful interests. A personal conflict may be:

- actual (currently exists);
- potential (may exist in future given current circumstances); or
- perceived (may appear to others that there is a conflict).

Related Companies means related bodies corporate and associated entities and affiliates (as those terms are defined in the *Corporations Act 2001* (Cth)).

Reportable Matter means any matter or conduct that would constitute, in the view of the reporter, a breach of this Code and/or the Group's Universal Values.

Work means any time at which an Employee or other Worker is:

- carrying out, or acting in the course of their duties for, or with respect to, the Group;
- at work functions (even if out of hours) such as team dinners, end of year parties or client functions or any other function or event that the Group has facilitated or that takes place in connection directly or indirectly with the Group's activities;
- representing the Group, for example, at a conference (including after hours behavior at such conference), or entertaining clients on an informal basis; or
- otherwise acting within the course of their employment (Employees) or within the scope of their engagement (non-Employees).

Worker means an individual performing Work in any capacity for the Group, including as:

- a contractor or subcontractor;
- an employee of a contractor or subcontractor;
- an employee of a labor hire company;
- a consultant;
- a secondee;
- a work experience student;
- an intern; or
- a trainee.

7. Other

- 7.1 **You must immediately report any concern about a possible breach of the Code, or any other Reportable Matter** (as defined above), initially to your immediate People Leader or, where applicable, under our Whistleblower Protection Principles.
- 7.2 The procedures for reporting these concerns other than to your immediate People Leader are set out in the Whistleblower Protection Principles available to Employees and other Workers on The Source and on www.wisotechglobal.com.
- 7.3 Please refer to our Whistleblower Protection Principles if you suspect any breach of this Code and for further information on conduct constituting reportable behavior.
- 7.4 Material breaches of this Code must be reported to the Audit & Risk Committee.

Consequences for breaching this Code

- 7.5 Any suspected breaches of this Code will be investigated and, in circumstances where a breach of the Code is established, appropriate disciplinary and remedial action will be taken if required.
- 7.6 Breaches of this Code may result in disciplinary action up to and including termination of employment or engagement.
- 7.7 The Group reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of any law.
- 7.8 Any member of the Group may suspend an Employee or other Worker if it suspects that they have been involved in any improper conduct including conduct which, in the opinion of the Group, is in breach of this Code or may impact upon an individual's ability to carry out their duties, responsibilities or services or that may cause damage to the Group.

More information

- 7.9 If there are any questions regarding any aspect of this Code, please contact the General Counsel.

Amendment of Code

- 7.10 This Code may be amended or replaced from time to time and at any time at the discretion of the Group and with the approval of the WiseTech Global Limited Board.

Adoption of Code and Board review

- 7.11 This Code was adopted by the Board on 23 May 2024 and takes effect from that date and replaces any previous policy in this regard.
- 7.12 This Code does not form part of an employee's contract of employment and does not give rise to any contractual rights or entitlements binding on the Group. However, to the extent that this Code requires you to do or refrain from doing something, it constitutes a direction from the Group with which you must comply.
- 7.13 The Group will review this Code periodically to check that it is operating effectively and whether any changes are required to this Code.