

## PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- the initial public offering of the fully paid ordinary shares (**Shares**) in WiseTech Global Limited (ACN 065 894 724) (**WiseTech or Company**) pursuant to a prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 17 March 2016 (**Offer**); and
- the official quotation, on a conditional and deferred settlement basis, of the Shares in WiseTech.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

### **Conditions precedent to the Company being admitted to the official list of ASX Limited; the official quotation of 290,628,597 Shares and commencement of conditional and deferred settlement trading**

1.1 The Company provides the following information for release to the market:

- 1.1.1 The basis of allocation of Shares to applicants under the Broker Firm Offer has been determined by Brokers who allocated Shares among their respective clients, and applicants will be able to confirm their allocation through their Broker or by calling the WiseTech Offer Information Line.
- 1.1.2 All valid applications under the Priority Offer were accepted in full.
- 1.1.3 All valid applications under the Employee Offer were accepted in full.
- 1.1.4 All valid applications under the Employee Gift Offer were accepted in full.
- 1.1.5 The allocation of Shares to applicants under the Institutional Offer has been determined by the Joint Lead Managers and the Company during the bookbuild, and institutional investors have been notified of their allocations.
- 1.1.6 The conditions for the conditional market are:
  - a) the Offer Management Agreement is not terminated and becomes unconditional;
  - b) the Shares to be sold by the Selling Shareholders have been transferred to SaleCo; and
  - c) WiseTech has issued new Shares, and SaleCo has transferred Shares, to successful applicants under the Offer.
- 1.1.7 The Company confirms that on Completion of the Offer on Thursday, 14 April 2016:
  - (a) 1,876,180 warrants will be cancelled;
  - (b) 2,385,628 Share Rights will be issued under the LTIP; and
  - (c) 707,081 fully paid Shares will be issued as described in section 9.4 of the Prospectus.

1.1.8 The Company confirms that the issue and sale price under the Offer is \$3.35 per Share and the number of Shares to be allocated under each component of the Offer is:

Offer Component	Shares
Broker Firm Offer	12,443,745
Priority Offer	1,835,935
Employee Offer	658,928
Employee Gift Offer	120,988
Institutional Offer	34,447,775
FY15 and FY16 Bonus Shares referred to in section 6.3.4.2 of the Prospectus	640,443
Shares referred to in section 9.4 of the Prospectus	707,081
<b>Total</b> number of Shares issued or transferred under the Offer	<b>50,854,895</b>

1.1.9 The intended date for issue and transfer of Shares to successful applicants is Thursday, 14 April 2016.

1.1.10 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Friday, 15 April 2016.

1.1.11 The Company confirms the total number of Shares subject to voluntary escrow is 215,518,785, and the escrow periods that apply to those shares is outlined in the table in Annexure A.

1.1.12 The Company has made arrangements to facilitate an orderly market in the Shares and in particular to ensure that applicants are able to determine their entitlements for the purposes of the Conditional Market, by including advertisements of the basis of allocation. Such advertisements will be approximately A5 in size, and published in the following newspapers, on the Quotation Date.

- The Australian Financial Review.
- The Australian.
- The Sydney Morning Herald.
- The Melbourne Age.

- 1.1.13 The Company has arranged for share information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The WiseTech Offer Information Line is 1800 828 558 (toll free within Australia) or +61 1800 828 558 (outside Australia) from 8:30am until 5:30pm (Sydney time) Monday to Friday.

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Mr Adam Kossak  
General Counsel & Company Secretary  
WiseTech Global Limited

11 April 2016

## Annexure A - Escrow Periods

NAME	ESCROW	PERIOD (from Completion until) <sup>(1)</sup>
RealWise Holdings Pty Limited <sup>(2)</sup>	142,557,470	FY17 Escrow Expiry Date
Richard White	17,408,602	FY17 Escrow Expiry Date
Fabemu (No. 2) Pty Limited <sup>(3)</sup>	20,698,297	FY17 Escrow Expiry Date
Michael Gregg and his wife, Suzanne Jane Gregg; and MSG Holdings Pty Limited <sup>(4)</sup>	16,123,188	FY17 Escrow Expiry Date
Employees in respect of a portion of FY14 bonuses received in the form of Shares (refer to Section 6.3.2 of the Prospectus)	139,690	1 August 2016
Employees in respect of FY15 and FY16 bonuses received in the form of Shares (refer to Section 6.3.2 of the Prospectus)	640,443	50% — 1H17 Escrow Expiry Date 50% — 1H18 Escrow Expiry Date
Other shareholders	17,951,095	FY16 Escrow Expiry Date
<b>Total</b>	<b>215,518,785</b>	
	<b>(74.2% % of Shares)</b>	

### Notes:

- (1) The 1H17 Escrow Expiry Date and the 1H18 Escrow Expiry Date is the date on which we release our preliminary final report with respect to the half year ending 31 December 2016 and 31 December 2017 respectively.  
The FY16 Escrow Expiry Date, FY17 Escrow Expiry Date and FY18 Escrow Expiry Date is the date on which we release our preliminary final report with respect to the full financial year ending 30 June 2016, 30 June 2017 and 30 June 2018 respectively.
- (2) Richard White and Maree Isaacs hold 91.83% and 8.17% respectively of the Shares in RealWise Holdings Pty Limited.
- (3) Fabemu (No. 2) Pty Limited is associated with Charles Gibbon – refer to Section 6.3.1.6 of the Prospectus.
- (4) MSG Holdings Pty Limited is associated with Michael Gregg – refer to Section 6.3.1.6 of the Prospectus