

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

WiseTech Global Limited

ABN:

41 065 894 724

Financial year ended:

30 June 2017

Our corporate governance statement for the above period above can be found at:

- This URL on our website: <http://ir.wisotechglobal.com/investors/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 22 September 2017 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 22 September 2017

Name of Director or Secretary authorising  
lodgement: Natasha Davidson

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
1.1 A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	... the fact that we follow this recommendation: <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement</li> </ul> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Board Charter at <a href="http://ir.wisetechglobal.com/investors/?page=corporate-governance">http://ir.wisetechglobal.com/investors/?page=corporate-governance</a></li> </ul>	
1.2 A listed entity should: <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</li> <li>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ul>	... the fact that we follow this recommendation: <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement</li> <li><input checked="" type="checkbox"/> all material information relevant to a decision on whether to elect or re-elect a director is included in our 2017 notice of annual general meeting</li> </ul>	
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement</li> </ul>	
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> in our Corporate Governance Statement</li> <li><input checked="" type="checkbox"/> in our Board Charter at <a href="http://ir.wisetechglobal.com/investors/?page=corporate-governance">http://ir.wisetechglobal.com/investors/?page=corporate-governance</a></li> </ul>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>A copy of our Diversity and Inclusion Principles:</p> <p><input checked="" type="checkbox"/> at <a href="http://ir.wisetechglobal.com/investors/?page=corporate-governance">http://ir.wisetechglobal.com/investors/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (c)(1):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p>Historically and during FY17, our Diversity and Inclusion Principles did not include requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them.</p> <p><input checked="" type="checkbox"/> an explanation why this is so in our Corporate Governance Statement</p> <p>However, since 30 June 2017, given our long-term approach to enabling a strong and diverse workforce and our commitment to diversity and inclusion in our workplace, the board have updated our Diversity and Inclusion Principles to include a requirement for the board to set measurable objectives for achieving gender diversity and these are also described in our Corporate Governance Statement.</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	<input checked="" type="checkbox"/> our Code of Conduct at <a href="http://ir.wisetechglobal.com/investors/?page=corporate-governance">http://ir.wisetechglobal.com/investors/?page=corporate-governance</a>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the Audit and Risk Management Committee Charter:</p> <p><input checked="" type="checkbox"/> at <a href="http://ir.wisetechnology.com/investors/?page=corporate-governance">http://ir.wisetechnology.com/investors/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our Market Disclosure and Communications Principles: <input checked="" type="checkbox"/> at <a href="http://ir.wisetechglobal.com/investors/?page=corporate-governance">http://ir.wisetechglobal.com/investors/?page=corporate-governance</a>	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input type="checkbox"/> at <a href="http://www.wisetechglobal.com/investors">http://www.wisetechglobal.com/investors</a>	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the Audit and Risk Management Committee Charter:</p> <p><input checked="" type="checkbox"/> at <a href="http://ir.wisetechnology.com/investors/?page=corporate-governance">http://ir.wisetechnology.com/investors/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ...	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we have a Remuneration Committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the Remuneration Committee Charter:</p> <p><input checked="" type="checkbox"/> at <a href="http://ir.wisetechnology.com/investors/?page=corporate-governance">http://ir.wisetechnology.com/investors/?page=corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2017 Annual Report</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Securities Trading Policy at <a href="http://ir.wisetechnology.com/investors/?page=corporate-governance">http://ir.wisetechnology.com/investors/?page=corporate-governance</a></p>	

## Corporate Governance Statement

This statement explains how the Board oversees the management and corporate governance of WiseTech Global. The main policies and principles adopted by us are summarised below. Details of our key policies and principles and the charters for the Board and each of its committees are available on our website at: <http://ir.wisetechglobal.com/investors/?page=corporate-governance>

This statement is as at 22 September 2017 and has been approved by the Board of WiseTech Global.

### ASX Recommendations

The ASX Corporate Governance Council has developed corporate governance principles and recommendations for ASX-listed entities (the **ASX Recommendations**) in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptions, but guidelines. Under the ASX Listing Rules, we are required to provide the statements below, disclosing the extent to which we have followed the ASX Recommendations.

WiseTech currently complies with all of the ASX Recommendations. Our Diversity and Inclusion Principles have recently been updated to include a requirement for the Board to set measurable objectives for achieving gender diversity. These updated principles were not in place throughout the year ended 30 June 2017 as the Board previously considered that our work environment and culture appropriately emphasised, valued and promoted diversity (including gender diversity) without formal objectives and as a result historically we did not meet all the requirements of ASX recommendation 1.5.

### Responsibilities of the Board



The Board is responsible for our overall corporate governance, including establishing and monitoring key performance goals, and is committed to maximizing performance, generating appropriate levels of shareholder value and financial returns, and sustaining our long-term growth and success. In conducting business in accordance with these objectives, the Board seeks to ensure that we are properly managed to protect and enhance shareholder interests, and that we: our Directors, officers and staff, operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing WiseTech Global, which includes relevant internal controls, risk management processes and corporate governance policies, principles and practices which the Board believes are appropriate for our business and which are designed to promote the responsible management and conduct of WiseTech Global.

The Board has approved a Board Charter which governs the operations of the Board, its role and responsibilities, composition, structure and membership requirements.

The Board's role is to:

- represent and serve the interests of shareholders by overseeing and appraising our strategies, policies and performance;
- optimise our performance and build sustainable value for shareholders;
- set, review and ensure compliance with our values and governance framework (including establishing and observing high ethical standards); and
- ensure that shareholders are kept informed of our performance and major developments.

Matters which are specifically reserved for the Board or its committees include:

- appointing the Chair;
- determining the size, composition and structure of the Board;
- appointing the CEO and overseeing the performance review of the CEO;
- establishing and monitoring succession planning for the CEO and executive team;
- approving the overall remuneration policy, including non-executive director, executive director and senior executive remuneration;
- overseeing compliance with continuous disclosure obligations;
- approving the annual report and financial statements;
- overseeing and approving strategies for WiseTech to maintain a strong balance sheet and sound credit rating;
- approving the dividend policy and authorising payment of dividends; and
- approving and monitoring the systems and policies to ensure integrity of budgets, financial statements and other reporting.

The CEO is responsible for running the day-to-day affairs of WiseTech Global under delegated authority from the Board and to implement the policies and strategy approved by the Board. In carrying out these responsibilities, the CEO must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of our financial condition and operational results.

The role of management is to support the CEO and implement the running of the general operations and financial business of WiseTech Global, in accordance with the delegated authority of the Board.

The CEO and senior executives have clearly defined goals and accountabilities and an employment contract setting out their terms of employment, duties, rights and responsibilities, and entitlements on termination of employment.

### **Board composition**

Our Board currently comprises a total of five Directors — three Non-Executive Directors (including our Chair) and two Executive Directors.

Biographies of the Board of Directors, including details of their qualifications, tenure and experience, can be found in our 2017 annual report and on our website.

### **Independence of Directors**

The Board considers an independent Director to be a Non-Executive Director who is not a member of our management team and who is free of any business or other relationship that might influence or reasonably be perceived to influence in a material respect the unfettered and independent exercise of their judgment. The Board regularly reviews the independence of each Director in light of interests disclosed to the Board. The Board considers a range of factors relevant to assessing the independence of Directors in accordance with the ASX Recommendations. The Board considers quantitative and qualitative principles of materiality for the purpose of determining 'independence' on a case-by-case basis.

The Board considers that Charles Gibbon (the Chair of the Board), Michael Gregg, and Andrew Harrison are independent Directors, free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of the Director's judgment and each is able to fulfil the role of an independent Director for the purposes of the ASX Recommendations. On this basis, the Board consists of a majority of independent Directors.

Charles Gibbon and Michael Gregg held 7.12% and 5.55% respectively of the Company's issued share capital as at 30 June 2017 and joined the Board in 2006. The Board (absent each of those Directors) has specifically taken these factors into account when considering whether Mr Gibbon and Mr Gregg should be considered to be independent. The Board (absent each of those Directors) does not consider those factors to be sufficiently dominant or influential in the circumstances so as to conclude they are not independent or that their interests will be different to those of shareholders with smaller stakes. In particular, the Board had regard to Mr Gibbon's and Mr Gregg's conduct to date on the Board, their significant experience, the existence of Richard White's shareholding (51.00% of the Company's issued share capital as at 30 June 2017) and the lack of other factors referred to in the ASX Recommendations and Board Charter which might lead the Board to query their independence.

Richard White and Maree Isaacs, as members of management, are not considered by the Board to fulfil the role of an independent Director.

The Board regularly reviews the independence of each Director in light of interests disclosed to the Board and will disclose any change to the ASX as required by the ASX Listing Rules.

### **Board skills matrix**

The Board is responsible for Board succession planning, the appointment of new directors and continuing professional development of directors. In doing so, it has regard to the balance of skills, diversity, experience, independence and expertise on the Board. The Board uses a skills matrix which identifies the skills and experience needed to support WiseTech in achieving its strategy and meeting its regulatory and legal requirements.

The key skills and experience that comprise the matrix include:

- **Financial acumen and accounting:** Financial literacy or accounting qualifications and/or experience in the area of financial reporting integrity.
- **Technology and logistics industry:** Experience and expertise or formal qualifications in the area of the core logistics business globally.
- **Human capital management:** People management and human resources expertise in the area of talent management and development including succession planning.
- **Business development and strategy:** Senior executive experience in the area of developing and implementing the strategy of an organisation.
- **International background/experience:** Experience in a senior role in the area of global organisation, operations and strategy.
- **Remuneration:** Remuneration Committee membership or experience in the area of staff compensation and incentive programs
- **Risk management:** Senior executive experience in the area of risk identification, assessment, control and mitigation strategies at a global level.
- **Governance and board:** Board or governance experience in the area of setting a sound and practical corporate governance framework.
- **Entrepreneurial/change:** Board or senior executive experience in the area of entrepreneurial enterprises and rapidly changing business environments.
- **Mergers & acquisitions/capital markets and integration:** Board or senior management experience with public and private acquisitions/divestments, capital markets, funding and post-trade integration and management.

The Board believes that all areas in the skills matrix are currently well represented on the Board.

Taking into account WiseTech's expanded global footprint, accelerated growth and future trajectory, we have undertaken to appoint additional independent directors with a focus on technology and innovation. The recruitment process is well-progressed and it is our intention to appoint at least one additional independent director in FY18.

### Appointment of Directors

Prior to the appointment of any new Non-Executive Director, appropriate checks are conducted to determine whether the candidate has the capabilities needed and is fit and proper to undertake the responsibilities of the role. On appointment, each Director receives a formal letter, outlining the key terms, conditions and expectations of their appointment. All new Directors, other than the CEO, must stand for election by shareholders at the first Annual General Meeting (AGM) after their appointment and all Directors, other than the CEO, must stand for re-election at the third AGM after their previous election or re-election.

Before each AGM, the Board reviews the performance of each Director standing for election or re-election and advises shareholders if it recommends their election or re-election.

Executive Director and Head of Invoicing & Licensing, Maree Isaacs, will stand for re-election at the next AGM. The Notice of Meeting will provide information on her background, skills and experience. The Board considers that as a co-founder, Maree's decades of technology and industry expertise, extensive corporate knowledge and considerable experience with third party logistics are invaluable. Accordingly, the Board (excluding Maree Isaacs) recommends that shareholders approve her re-election.

### **Director orientation, education and access to advice**

An orientation programme will be tailored to meet the needs of each new Director, including briefings on our strategy, financial, operational and risk management matters and our governance framework.

As part of the Board cycle, the Directors receive regular briefings on the business and key developments in areas such as governance, regulatory and accounting matters.

After consulting with the Chair, a Director may obtain independent professional advice, at WiseTech's cost, on matters related to carrying out their responsibilities.

### **Board committees**

The Board may from time to time establish appropriate committees to assist in performing its responsibilities. Two committees operated during FY17:

- the Audit and Risk Management Committee; and
- the Remuneration Committee.

Please refer to our 2017 Annual Report for further information regarding the committee meetings (including the number of times each committee met throughout the reporting period and the individual attendances of the members at those meetings).

The Board does not presently have a separate nomination committee as the Board is satisfied as to its current composition and considers it can handle Board succession planning more efficiently and effectively at this stage without a separate committee. However, it will continue to review its processes in this regard and will set up a nomination committee when it considers appropriate to do so.

Taking into account existing long-standing related party transactions for property and data centres between WiseTech and its co-founders, and the potential for future transactions, in July 2017, the Board established a Related Party Committee comprising independent directors to consider and review transactions.

### **Audit and Risk Management Committee**

The Audit and Risk Management Committee assists the Board in fulfilling its corporate governance and oversight responsibilities in relation to our financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the internal and external audit process.

The Committee's role is to assist the Board to carry out its responsibilities, including:

- review and monitoring of the Company's financial reports and statements;
- reviewing the adequacy of the Group's corporate reporting processes;
- review and oversight of systems of risk management, internal control and regulatory compliance;
- monitoring the Group's culture and its alignment with conduct consistent with sound and effective risk management and the reputation and brand of the Group; and
- liaison with, and monitoring the performance and independence of, the external auditor.

The Audit and Risk Management Committee Charter sets out the role, responsibilities and composition of the Committee and provides that the Committee must comprise only Non-Executive Directors, a majority of independent Directors, an independent Chair who is not Chair of the Board, and a minimum of three members. In accordance with its charter, it is intended that all members of the Committee should have familiarity with general financial and accounting practices, and at least one member must have accounting or related financial management expertise. A copy of the charter is available on our website at: <http://ir.wisetechglobal.com/investors/?page=corporate-governance>.

The Audit and Risk Management Committee comprises the following independent Non-Executive Directors:

- Andrew Harrison (Chair);
- Charles Gibbon; and
- Michael Gregg.

Non-committee members, including members of management and our external auditor, may attend meetings of the Committee by invitation of the Committee Chair.

### **Remuneration Committee**

The Remuneration Committee's role is to assist and advise the Board in relation to:

- our remuneration and incentive framework, including its application to Directors;
- the process for overseeing performance accountability and effective monitoring of management, including setting of, and performance against, goals and targets;
- senior executive and key staff succession plans;
- recruitment, retention and termination strategies;
- achievement against diversity objectives in relation to remuneration; and
- the annual Remuneration Report to shareholders.

The Remuneration Committee Charter sets out the role, responsibilities and composition of the committee and provides that the committee must comprise a majority of independent Directors, an independent Chair who is not Chair of the Board, and a minimum of three members. A copy of the charter is available on our website at: <http://ir.wisetechglobal.com/investors/?page=corporate-governance>.

The Remuneration Committee comprises these independent Non-Executive Directors:

- Michael Gregg (Chair);
- Charles Gibbon; and
- Andrew Harrison.

### **Company secretaries**

WiseTech Global Limited has two company secretaries, appointed by the Board. The company secretaries are directly accountable to the Board, through the Chair, on all matters related to the proper functioning of the Board. This includes advising the Board and its Committees on governance matters and procedures, coordinating Board business (including preparing and maintaining Board and Committee papers) and providing a point of reference for dealings between the Board and management.



### **Review of Board, Committee and Director performance**

The Board has agreed that it will conduct periodic evaluations of its performance, including its Committees, and of each Director. The evaluation process will involve the Chair holding one-to-one interviews with each Director on their performance and the performance of the Board as a whole, its Committees and the performance of the other Directors. The performance of the Chair will be evaluated by one of the other Non-Executive Directors in a one-to-one interview with the Chair and incorporating feedback from the other Directors. The Board will then review and discuss the collated results of those interviews to determine ways to enhance the effectiveness and efficiency of the Board.

A formal evaluation of the performance of the Board, its Committees and each Director was conducted during FY17 in accordance with the process outlined above.

The Board have considered WiseTech's significant growth, expanded global market presence, technology investment and growth strategy and determined that the addition of a further independent Director to the Board will be beneficial. This process is underway and an additional Director is expected to be appointed in the 2018 financial year

The Board reviews the performance of the CEO annually against performance measures and other agreed goals in accordance with the business requirements of the Company. The CEO reviews the performance of the other senior executives regularly, but no less than annually, based on their agreed performance measures.

Performance reviews in accordance with these processes were conducted in respect of the CEO and other senior executives during FY17.

### **CEO and CFO assurance**

The Board receives regular reports about the operational results and financial condition of the WiseTech Global group. The Board has received and considered a declaration from each of the CEO and CFO in relation to the financial statements in accordance with ASX Recommendation 4.2. The declaration states that, in their opinion, the financial records of WiseTech Global have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

### **External auditor**

KPMG has been appointed as WiseTech Global's external auditor. The current engagement partner, Chris Hollis, was first appointed in 2017. The terms of appointment include a requirement to attend the AGM of the Company and be available at the AGM to answer any questions from shareholders relevant to the audit.

### **Internal audit**

We do not currently have a dedicated internal audit function. The Audit and Risk Management Committee is responsible for considering any requirements for an internal audit function. Due to the nature and size of our business operations and the relatively flat organisational structure in place, the Committee has determined that its own reviews of the risk management and internal control processes are currently sufficient when combined with the oversight provided by senior management including the CEO and CFO.

### **Corporate Governance Policies and Principles**

We have implemented a principles-based governance model whereby practical sets of principles are provided to guide behaviour. These principles are designed to give direction on our approach to business conduct. More structured policies are implemented where appropriate.

This combination of principles and policies provide us with a governance model that we believe both provides shareholders with confidence in the responsible management of WiseTech Global and at the same time allows creativity to flourish by minimising bureaucracy, multiple chains of command and centralised decision making where appropriate and in the best interests of the Company.

You can find copies of our corporate policies and principles on our website at:

<http://ir.wisetechglobal.com/investors/?page=corporate-governance>

### **Market Disclosure and Communications Principles**

Our Market Disclosure and Communications Principles establish procedures to help ensure that:

- we comply with our continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act; and
- all our stakeholders have equal and timely access to information we make available.

A copy of the principles is available on our website at:

<http://ir.wisetechglobal.com/investors/?page=corporate-governance>

The Company also has an investor relations program to facilitate effective communication with investors – primarily through our AGMs and our website.

Our AGM is an excellent opportunity for the Company to provide information to shareholders and to receive feedback from shareholders (including opportunity for shareholders to ask questions about the business operations and management of the Company). Our AGM is typically held in November in Sydney. We intend to webcast our 2017 meeting, as we did in 2016, to enable shareholders that are unable to attend, to watch and listen to the proceedings.

Our website includes a separate ‘Investors’ section, where shareholders and other stakeholders can access information about WiseTech Global, including annual reports and presentations, ASX announcements and share price information.

Shareholders can elect to receive their annual reports, notices of meeting and dividend statements online or in print. In addition, shareholders are able to communicate electronically with us and our share registry, Link Market Services, including being able to lodge proxy forms online.

### **Securities Trading Policy**

Our Securities Trading Policy outlines the rules for Directors and employees trading in WiseTech Global securities. The purpose of the policy is to assist Directors and employees to comply with their obligations under the insider trading provisions of the Corporations Act and to protect the reputation of the Company, its Directors and employees.

Our policy establishes staff trading windows and prohibits the use of hedges or derivatives which operate to limit the economic risk of unvested, or vested but subject to disposal restrictions, WiseTech Global securities including securities issued in connection with equity-based remuneration schemes.

## **Whistleblower Protection Principles**

Our Whistleblower Protection Principles establish mechanisms and procedures for employees to report suspected unethical or illegal conduct in a manner which protects the whistleblower and gathers the necessary information for us to investigate such reports and act appropriately.

## **Code of Conduct**

Our Code of Conduct outlines the ethical standards expected of all our Directors, senior executives and employees. WiseTech Global is committed to maintaining ethical standards in how we conduct our business activities and stakeholder relationships. WiseTech Global's reputation as an ethical business organisation is important to its ongoing success.

A copy of the Code of Conduct is available on our website at:

<http://ir.wisotechglobal.com/investors/?page=corporate-governance>

## **Diversity and Inclusion Principles**

We value a strong and diverse workforce and are committed to diversity and inclusion in our workplace. We have implemented Diversity and Inclusion Principles, which are designed to foster a culture that values and achieves diversity in our workforce and on our Board. The main objectives are to ensure that we:

- promote the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements;
- recruit from a diverse pool of qualified candidates, making efforts to identify prospective employees who have diverse attributes and seeking to ensure diversity of those involved in selection processes when selecting and appointing new employees and Board members;
- embed the importance of diversity within our culture by encouraging and fostering a commitment to diversity by people at all levels of our global business;
- leverage our employees' unique skills, values, backgrounds and experiences, which will assist with understanding our customer needs across our global business; and
- develop an inclusive work environment that helps enable each employee to show their full potential, regardless of their background, gender, age, work status, marital status, religious or cultural identity.

Our Diversity and Inclusion Principles include a requirement for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. A copy of our principles is available on our website at:

<http://ir.wisotechglobal.com/investors/?page=corporate-governance>

We believe it's essential to further develop the potential for qualified females to enter our industry: software development for logistics execution. This issue requires comprehensive and multi-faceted effort at the early education stage to encourage greater technology industry participation across both genders. Our objectives include a requirement to identify and support suitable initiatives to encourage girls and young women to pursue a career in technology, with a longer-term aim of increasing the female talent pool available.

One example of our commitment to a range of initiatives across tertiary, secondary and primary education is ACCESS for Women: a five-day summer school for female students going into years 11 and 12, encouraging young women to pursue computer science as a career path.

The respective proportion of women and men at Board and senior and middle management levels and across the whole organisation as at 30 June 2017:

Roles	Female	Male
Board	20%	80%
Senior management <sup>1</sup>	21%	79%
Middle management <sup>1</sup>	32%	68%
All employees	31%	69%

1 - Senior management is defined as those employees on total fixed remuneration of \$200,000+ and middle management is defined as those employees on total fixed remuneration of \$150,000-199,999.

We believe our current levels of female representation compare well to other technology companies and are positive in the context of both the logistics industry and technology for business-to-business software. In the short-term, our objective is to broadly maintain existing levels of female representation in our business, including:

- 20% of our Board
- 25% of our workforce
- 35% of our product managers

Our Diversity and inclusion Principles were updated in September 2017. As disclosed in our 2016 corporate governance statement the Board considered that our work environment and culture appropriately emphasise, value and promote diversity (including gender diversity) and therefore did not feel additional formal objectives necessary at that time. On reflection, the Board felt, given our long-term approach to enabling a strong and diverse workforce and our commitment to diversity and inclusion in our workplace, that setting measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company’s progress in achieving them would be an appropriate statement of support.

### **Risk Management Principles**

We view risk management as a continual process, integral to achieving our corporate objectives, effectively managing our assets and creating and maintaining shareholder value.

Our Board, advised by the Audit and Risk Management Committee, is responsible for overseeing the risk management framework. The Audit and Risk Management Committee is responsible for ensuring that we maintain effective risk management and internal control systems.

A review of the framework was conducted during the year. Going forward, the Company intends to review its risk management framework annually to ensure the framework remains sound and continues to achieve the above objectives.

Our 2017 Annual Report includes a discussion of the main risks affecting WiseTech Global.