

Notice of Annual General Meeting

Dear Shareholder,

It is my pleasure to invite you to attend the 2019 AGM of WiseTech Global Limited. Our AGM will be held in Sydney at 10.00am on Tuesday, 19 November 2019.

In FY19, our people and global operations continued to deliver strong and high-quality growth in revenues and profit while we accelerated our geographic expansion, enlarged our multi-year innovation pipeline and significantly expanded our global platform. During FY19, WiseTech provided shareholders with a Total Shareholder Return of 77.1% and the share price rose 76.9%, outperforming the ASX 200 by 70.1% for the year. In line with our dividend policy, we declared and paid, fully-franked dividends totalling 3.45 cents per share for FY19. For more information on WiseTech operations, our people and our delivery on strategy please see the 2019 WiseTech Global Annual Report which is available at

<http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

This Notice of Annual General Meeting outlines the items for shareholders to consider at the AGM. This year we will be asking shareholders to vote on the adoption of the Remuneration Report and the re-election of a Non-Executive Director. Further explanatory notes are provided for you overleaf.

Our AGM is an opportunity for you to share your views directly with the Board and management and hear about WiseTech's progress and our plans for the future. The meeting will be webcast so that if you cannot attend in person, **you can watch and listen to the proceedings online** at

<http://ir.wisetechglobal.com/investors/?page=AGM>

If you are not able to attend the AGM in person but would like to vote on the items of business, **you can appoint a proxy to act on your behalf**. You may do this by submitting your voting instructions online or by completing and submitting a proxy form in accordance with the instructions set out in the section entitled 'Submitting your proxy form'.

Thank you for your support and the confidence you have placed in us – be assured every one of us at WiseTech is committed to delivering long-term value.

Yours sincerely,



Andrew Harrison
Chair
WiseTech Global Limited

**Notice of Annual General Meeting of shareholders
of WiseTech Global Limited (WiseTech or
Company)**

ABN 41 065 894 724

WiseTech's 2019 Annual General Meeting (**AGM**) will be held on Tuesday, 19 November 2019, commencing at 10.00am (Sydney time) at the Hilton Hotel, 488 George Street, Sydney.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and Independent Auditor's Report for the Company for the financial year ended 30 June 2019.

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

2. Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2019.

3. Election of Director

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

Resolutions 2 and 3 are ordinary resolutions and each will be passed if more than 50% of the votes cast at the AGM by members entitled to vote, whether on a show of hands or on a poll, are in favour of the resolution.

The proposed items of business should be read in conjunction with the Explanatory Notes.

EXPLANATORY NOTES for Items of Business

Item 1 – Financial Statements and Reports

The Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2019 are set out in WiseTech's 2019 Annual Report, available at <http://ir.wisetechglobal.com/investors/?page=Annual-Reports>

Shareholders will be provided with a reasonable opportunity to ask questions and comment on these reports or about the business operations and management of WiseTech generally. Shareholders also have the right to question the auditor in connection with such matters as the content of the auditor's report or the conduct of the audit. Note: there is no requirement for shareholders to approve these reports so there will be no formal resolution for this item.

Item 2 – Adoption of Remuneration Report

The Board presents the Remuneration Report to shareholders for consideration and adoption. The Remuneration Report contains information about WiseTech's remuneration policy and practices, including arrangements for our Founder CEO, Directors and other Key Management Personnel (**KMP**). At WiseTech, we believe effective performance incentives are best focused on lead measures for key strategic priorities, financial targets and operational Key Performance Indicators (KPI); and best delivered in the form of multi-year deferred equity to ensure alignment with shareholders' interests. We expect the actions we take each year will impact shareholder value for many years to come.

Our remuneration framework for our people is explained in the Remuneration Report (pages 44- 57 of our 2019 Annual Report) available at <http://ir.wisetechglobal.com/investors/?page=annual-reports>

During this item, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the report.

In accordance with the *Corporations Act 2001 (Cth)*, shareholders will be asked to vote on the adoption of the Remuneration Report. This vote will be advisory only and will not bind the Directors or WiseTech. Nonetheless, the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior executives.

As outlined in the Voting Exclusions on page 4, the Company's KMP (including Directors) are not permitted to vote on this resolution except in specific circumstances.

Directors' recommendation:

The Board, with Executive Directors Richard White and Maree Isaacs abstaining, recommends shareholders vote in favour of adopting the Remuneration Report. The Chair of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Item 3 – Election of Director

In accordance with Article 47 of WiseTech's constitution, Michael Gregg, having last been re-elected by shareholders at the 2016 AGM, retires from the Board and offers himself for re-election to the Board. Michael Gregg's skills and experience are set out below.

The Board undertook an annual review of its performance and considered the results of that review in determining its endorsement of the Director standing for re-election.

Michael Gregg has over 30 years' experience across technology, private equity, telecommunications and transport industries. He has deep understanding of WiseTech Global operations and strategy having joined the Board as a Non-Executive Director in 2006.

Michael is currently the chairman of Community Connections Australia (not-for profit organisation serving the disabled) and is a director of Jeenee Communications Pty Ltd and Shearwater Growth Equity Pty Ltd and a former director of Playground (XYZ) Holdings Pty Ltd. Previously, he was the managing director of the ASX-listed Health Communication Network Limited.

Michael holds an MBA from the Australian Graduate School of Management and is a graduate of the Australian Institute of Company Directors.

Michael is considered by the Board to be independent.

Directors' recommendation:

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

How to vote - instructions

Who may vote The Board has determined that you will be entitled to attend and vote at the AGM if you are a registered shareholder of ordinary shares in the Company as at 10.00am (Sydney time) on Sunday, 17 November 2019. On a show of hands, every shareholder present has one vote. On a poll, shareholders have one vote for every fully paid ordinary share held.

Appointment of proxy A shareholder who is entitled to vote at the AGM may appoint a proxy to attend and vote at the AGM on their behalf. A proxy does not need to be a WiseTech shareholder. If a shareholder is entitled to cast two or more votes at the AGM, the shareholder may appoint two proxies to attend the AGM and vote on a poll (but not on a show of hands) and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes on a poll (fractions will be disregarded). Completed proxy forms (and any necessary supporting documents) must be received by WiseTech no later than 10.00am (Sydney time) on Sunday, 17 November 2019.

We encourage you to consider directing your proxy how to vote by marking the appropriate box for each resolution on the proxy form.

Submitting your proxy form You can submit your proxy form in the following ways:

Online by visiting www.linkmarketservices.com.au on your computer or smartphone. Login to the Link website using the details as shown on your proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their 'holder identifier' (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form or your holding statement).

By post using the envelope provided or by posting it to:

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

By fax to +61 (0)2 9287 0309

By hand delivery to:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Any proxy form received after 10:00am (Sydney time) on Sunday, 17 November 2019 will not be valid for the AGM.

Chair of the AGM as proxy If you appoint the Chair of the AGM as your proxy (or the Chair becomes your proxy by default) and you do not direct your proxy how to vote, then you will be giving express authority to the Chair of the AGM to vote on each resolution in accordance with the Chair's stated intention (even though item 2 concerns the remuneration of members of the KMP). The Chair of the AGM intends to vote all available proxies in favour of each resolution.

If you do not want the Chair of the AGM to vote as your proxy in favour of any proposed item of business, you need to direct your proxy to vote against, or to abstain from voting on, the relevant item of business by marking the appropriate box on the proxy form.

If you appoint someone else as your proxy (other than the Chair of the AGM) and direct them how to vote, the Chair must cast those proxy votes on your behalf on a poll in accordance with your direction if your proxy does not do so.

Other KMP as proxy If you appoint a Director (other than the Chair of the AGM) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct them how to vote on item 2 by marking the appropriate box. If you do not do so, WiseTech will disregard those proxy votes on item 2.

Body corporate representatives A WiseTech shareholder who is a body corporate and who is entitled to attend and vote at the AGM, or a proxy who is a body corporate and who is appointed by a shareholder of WiseTech, may appoint a person to act as its representative at the AGM by providing that person with:

- a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

Power of attorney If a shareholder of the Company has appointed an attorney to attend and vote at the AGM, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by WiseTech or Link Market Services by the voting deadline, unless that document has been previously lodged with WiseTech's share registry for notation. Powers of attorney may be submitted by post or by hand delivery at the addresses shown above.

Voting exclusions

Item 2: A vote on this resolution must not be cast and WiseTech will disregard any votes cast on this resolution by or on behalf of:

- a member of the KMP whose remuneration details are included in the Remuneration Report for the

year ended 30 June 2019 or a closely related party (as defined under the *Corporations Act 2001 (Cth)*) of such KMP, regardless of the capacity in which the vote is cast; or

- as a proxy by a member of the KMP as at the date of the AGM or a closely related party of such KMP, unless the vote is cast as proxy for a person who is entitled to vote on the resolution and the vote is cast:
 - in accordance with the directions on the proxy form specifying how the proxy is to vote; or
 - by the Chair of the AGM as proxy for a person entitled to vote, in accordance with the direction on the proxy form expressly authorising him to vote as he decides.

Please read the information under the heading 'Chair of the AGM as proxy' which specifies how the Chair will vote proxies.

By order of the Board

David Rippon
Company Secretary
15 October 2019

Questions from shareholders

We welcome questions from shareholders before and during the AGM. Questions should relate to matters relevant to the business of the meeting, including the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report, as well as general questions regarding the performance, business or management of WiseTech, and relevant questions to the auditor.

You can ask WiseTech or the auditor a question in the following ways:

- in person at the AGM;
- online through the online voting service at www.linkmarketservices.com.au ; or
- in writing, to the Company Secretary at WiseTech Global Limited
PO Box 6390
Alexandria NSW 2015

Your questions to the auditor (other than questions you ask during the AGM) must be received by no later than Tuesday, 12 November 2019.

We will not be sending individual replies, but the Chair of the AGM will answer as many of the frequently asked questions as possible at the AGM.

How to get there



The Hilton Hotel, 488 George Street, Sydney.
On arrival, please proceed to Level 4.

Contact the share registry

Share Registry

T: +61 1300 554 474

Link Market Services Limited
Level 12, 680 George Street
Sydney South, NSW 2000

E: registrars@linkmarketservices.com.au


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of WiseTech Global Limited (the Company) and entitled to attend and vote at the Annual General Meeting of the Company hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Tuesday, 19 November 2019 at the Hilton Hotel, 488 George Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Item 2: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise your proxy in respect of Item 2, even though each item is connected directly or indirectly with the remuneration of the Company's Key Management Personnel (**KMP**) which includes the Chair of the Meeting.


The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Items of business

	For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Mr Michael Gregg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted as the Chair decides including where the item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Sunday, 17 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our website is designed specifically for lodgement of your proxy. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**