



ASX Announcement: 2022/75

18 October 2022

WiseTech Global Appendix 4G

Attached is the Appendix 4G relating to WiseTech Global's Corporate Governance Statement for the year ended 30 June 2022.

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Authorized for release to ASX by David Rippon, Corporate Governance Executive and Company Secretary.

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About WiseTech Global

WiseTech Global is a leading developer and provider of software solutions to the logistics execution industry globally. Our customers include over 18,000¹ of the world's logistics companies across 170 countries, including 41 of the top 50 global third-party logistics providers and 24 of the 25 largest global freight forwarders worldwide².

Our mission is to change the world by creating breakthrough products that empower those that own, enable and operate the supply chains of the world. At WiseTech, we are relentless about innovation, adding over 4,900 product enhancements to our global platform in the last five years while bringing meaningful continual improvement to the world's supply chains. Our breakthrough software solutions are renowned for their powerful productivity, extensive functionality, comprehensive integration, deep compliance capabilities, and truly global reach. For more information about WiseTech Global or CargoWise, please visit wisetechglobal.com and cargowise.com

¹ Includes customers on CargoWise and non-CargoWise platforms whose customers may be counted with reference to installed sites
² Armstrong & Associates: Top 50 Global 3PLs & Top 25 Global Freight Forwarders ranked by 2021 gross logistics revenue/turnover and freight forwarding volumes – updated 4 August 2022

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> We have disclosed a copy of our board charter at: www.wisetechglobal.com/investors/corporate-governance/	–
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (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.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Appointment of Directors”. (Page 55 of our Annual Report 2022).	–
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Appointment of Directors”. (Page 55 of our Annual Report 2022)	–
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.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Company secretaries”. (Page 55 of our Annual Report 2022)	–

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) 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>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed a copy of our diversity policy at: www.wisetechglobal.com/investors/corporate-governance/ and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement under the heading "Diversity and Inclusion Principles". (Page 55 of our Annual Report 2022)</p> <p>WiseTech Global was included in the S&P / ASX 300 Index at the commencement of the reporting period. Our measurable objective for achieving gender diversity in the composition of our board is for not less than 30% of its directors of each gender. This target was met for the whole of the reporting period.</p>	<p>—</p>

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1.6	<p>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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement under the heading "Review of Board, Committee and Director performance". (Page 56 of our Annual Report 2022)</p> <p>Whether a performance evaluation was undertaken for the reporting period in accordance with that process is in our Corporate Governance Statement under the heading "Review of Board, Committee and Director Performance". (Page 56 of our Annual Report 2022)</p>	-
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement under the heading "Review of CEO and senior executives' performance". (Page 56 of our Annual Report 2022)</p> <p>Whether a performance evaluation was undertaken for the reporting period in accordance with that process is in our Corporate Governance Statement under the heading "Review of CEO and senior executives' performance" and in our Remuneration Report under the heading "Board assessment of WiseTech's FY22 performance against key indicators". (Page 80 of our Annual Report 2022)</p>	-

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
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><input checked="" type="checkbox"/></p> <p>WiseTech has a Nomination Committee that complies with paragraphs (1) and (2) and we have disclosed a copy of the charter of the committee at:</p> <p>www.wisetechglobal.com/investors/corporate-governance/</p> <p>The members of the committee are set out in our Corporate Governance Statement under the heading "Nomination Committee". (Page 57 of our Annual Report 2022)</p> <p>The number of times the committee met throughout the period and the individual attendances of the members are set out on page 91 of our Annual Report 2022 under the heading "Director attendance at meetings in FY22".</p>	-
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed our board skills matrix in our Corporate Governance Statement under the heading "Board skills matrix". (Page 57 of our Annual Report 2022)</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, affiliation 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 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><input checked="" type="checkbox"/></p> <p>We have disclosed the names of the directors considered by the board to be independent directors and the information referred to in paragraph (b) in our Corporate Governance Statement under the heading "Independence of Directors". (Page 58 of our Annual Report 2022)</p> <p>The length of service of each director is disclosed on pages 50 to 51 of our Annual Report 2022 under the heading "Board of Directors".</p>	-

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> We have disclosed this in our Corporate Governance Statement under the heading "Independence of Directors". (Page 58 of our Annual Report 2022)	–
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.	<input checked="" type="checkbox"/> We have disclosed this in our Corporate Governance Statement under the heading "Independence of Directors". (Page 58 of our Annual Report 2022)	–
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> We have disclosed this in our Corporate Governance Statement under the heading "Director orientation, education and access to advice". (Page 59 of our Annual Report 2022)	–
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> We have disclosed our values at: www.wisetechglobal.com/who-we-are/our-values/#values	–
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> We have disclosed our code of conduct at: www.wisetechglobal.com/investors/corporate-governance/	–
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> We have disclosed our whistleblower policy at: www.wisetechglobal.com/investors/corporate-governance/	–

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>We have disclosed our anti-bribery and corruption policy at: www.wisetechglobal.com/investors/corporate-governance/</p>	—

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
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><input checked="" type="checkbox"/></p> <p>WiseTech's Audit & Risk Committee complies with paragraphs (1) and (2) and we have disclosed a copy of the charter of the committee at: www.wisetechglobal.com/investors/corporate-governance/</p> <p>The members of the committee are set out in our Corporate Governance Statement under the heading "Audit & Risk Committee". (Page 60 of our Annual Report 2022.)</p> <p>The relevant qualifications and experience of members of the Committee are set out on pages 50 to 51 of our Annual Report 2022 under the heading "Board of Directors".</p> <p>The number of times the committee met throughout the period and the individual attendances of the members are set out on page 91 of our Annual Report 2022 under the heading "Director attendance at meetings in FY22".</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><input checked="" type="checkbox"/></p> <p>In our Corporate Governance Statement under the heading "CEO and Chief Financial Officer assurance". (Page 61 of our Annual Report 2022)</p>	-
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p> <p>In our Corporate Governance Statement under the heading "Periodic corporate reports". (Page 61 of our Annual Report 2022)</p>	-

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> We have disclosed our Market Disclosure and Communications Principles at: www.wisetechglobal.com/investors/corporate-governance/	-
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Market announcements”. (Page 61 of our Annual Report 2022)	-
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Market announcements”. (Page 61 of our Annual Report 2022)	-
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Investor website”. (Page 62 of our Annual Report 2022) We have disclosed information about us and our governance on our website at: www.wisetechglobal.com/investors/welcome/	-
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Investor relations”. (Page 62 of our Annual Report 2022)	-
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading “Investor relations”. (Page 62 of our Annual Report 2022)	-

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6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading "AGM". (Page 62 of our Annual Report 2022)	-
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> In our Corporate Governance Statement under the heading "Investor website". (Page 62 of our Annual Report 2022)	-
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	<input checked="" type="checkbox"/> Our Audit & Risk Committee, which complies with paragraphs (1) and (2), assists the Board in overseeing the systems of risk management. We have disclosed a copy of the charter of the Audit & Risk Committee at: www.wisetechglobal.com/investors/corporate-governance/ The members of the committee are set out in our Corporate Governance Statement under the heading "Audit & Risk Committee". (Page 60 of our Annual Report 2022) The number of times the committee met throughout the period and the individual attendances of the members are set out on page 91 of our Annual Report 2022 under the heading "Director attendance at meetings in FY22".	-
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	<input checked="" type="checkbox"/> We have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement under the heading "Risk Management Principles". (Page 62 of our Annual Report 2022)	-

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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 governance, risk management and internal control processes.	<input checked="" type="checkbox"/> WiseTech has an internal audit function operating throughout FY22 and we have disclosed how our internal audit function is structured and what role it performs at in our Corporate Governance Statement under the heading "Internal audit". Page 62 of our Annual Report 2022.	-
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> We have disclosed whether we have any material exposure to environmental and social risks in the Risk management section of our Annual Report 2022 (pages 95 to 96).	-

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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><input checked="" type="checkbox"/></p> <p>WiseTech has a Remuneration Committee which complies with paragraphs (1) and (2) and we have disclosed a copy of the charter of the committee at: https://www.wisetechglobal.com/investors/corporate-governance/</p> <p>The members of the committee are set out in our Corporate Governance Statement under the heading People & Remuneration Committee. (Page 62 of our Annual Report 2022)</p> <p>The number of times the committee met throughout the period and the individual attendances of the members are set out on page 91 of our Annual Report 2022 under the heading "Director attendance at meetings in FY22".</p>	-
8.2	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><input checked="" type="checkbox"/></p> <p>We have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Remuneration Report. (Pages 72 to 90 of our Annual Report 2022)</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><input checked="" type="checkbox"/></p> <p>We have disclosed a summary of our policy on this issue in our Corporate Governance Statement under the heading "Securities Trading Policy". Page 63 of our Annual Report 2022.</p> <p>WiseTech's Securities Trading Policy is disclosed at https://www.wisetechglobal.com/investors/corporate-governance/</p>	-

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/>	<input checked="" type="checkbox"/> We do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input checked="" type="checkbox"/> We are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> We are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable