

22 November 2024

Update on Board Review

The Board of WiseTech Global Ltd (WiseTech, the Company, ASX: WTC) provides an update on its Review following extensive media reporting related to Co-Founder and former Chief Executive Officer & Executive Director, Mr Richard White.

As announced on 24 October 2024, the Board appointed Herbert Smith Freehills (HSF) and Seyfarth Shaw LLP to support and advise the Board on its Review of these matters as they relate to the business of the Company. McGrathNicol was subsequently engaged by HSF to provide forensic accounting services.

The Board is committed to ensuring that it takes the time necessary to conclude the Review appropriately. Factual inquiries are continuing and will include, to the extent relevant, consideration of recently reported matters. Below is an update on the scope, current status and findings on specific matters to date.

Scope

The Review is intended to:

- (a) assess the current state of affairs and governance arrangements at WiseTech;
- (b) identify any failure to comply with its existing standards of conduct, and
- (c) determine measures to address any such failure or otherwise improve the governance and risk framework of the Company.

Findings on specific matters to date

The below table details those matters that have been the subject of factual inquiry during interviews and investigations principally conducted by Seyfarth Shaw. This section sets out the Board’s findings and observations to date in relation to these matters.¹

Allegation	Findings
Mr White had failed to disclose a number of close personal relationships in the workplace to the Board, including relationships of a romantic, familial or long-standing nature	<p>Seyfarth Shaw received details of disclosures (both formal and informal) of close personal relationships in the workplace. Seyfarth Shaw has concluded that Mr White made disclosures as required under relevant policies. There is no evidence that any required matters have not been disclosed to the Board. Seyfarth Shaw are further satisfied that the close personal relationships set out in Mr White’s disclosures were in each instance previously disclosed or known to relevant WiseTech officers and senior managers.</p> <p>With respect to the allegations concerning reports of a romantic relationship between Mr White and a current employee, the relationship predated the individual’s work at WiseTech and was</p>

¹ The inclusion of these findings does not constitute any waiver of privilege by WiseTech over legal advice provided to the Board by Seyfarth Shaw and/or HSF.

Allegation	Findings
	<p>disclosed and known to officers and senior management at the time.</p> <p>There is no evidence that the current employee in question received remuneration or employment benefits that were in excess of other employees in an equivalent position. The process for reviewing that employee's remuneration was conducted by other managers in accordance with usual processes.</p>
<p>In 2013 and 2015, WiseTech entered into transactions with a supplier to purchase electronic products in circumstances where Mr White had a close personal relationship with an individual related to that supplier</p>	<p>Purchases from the supplier were reviewed by Seyfarth Shaw and it was found that no inappropriate transactions have occurred. Evidence has been received that the electronic equipment purchased by WiseTech was supplied and there is no evidence to the contrary (although it is noted that these transactions occurred pre-listing, in 2013 and 2015, before the current governance framework was in place). Given the time that has elapsed, some company records no longer exist or were not able to be found and relevant record retention arrangements have since expired. Review of the commercial terms of these arrangements reflect arms-length dealings.</p> <p>A forensic investigation by McGrathNicol has confirmed that the payments made to the supplier in 2013 and 2015 in relation to this equipment were in the range of market prices for the products purchased and that, therefore, the purchase price paid for these items would be considered "at arm's length" notwithstanding the transaction involving a related party to Mr White.</p>

Allegation	Findings
<p>Mr White had misused WiseTech funds or expenses:</p> <p>in relation to plastic surgery undergone by Mr White in 2019; and</p> <p>in relation to incurring expenses for New York accommodation for Ms Linda Rogan</p>	<p>Seyfarth Shaw considered expense claims by Mr White and identified no evidence of inappropriate use of company funds.</p> <p>With respect to the allegation of the misuse of company funds or expenses:</p> <p>The allegation that Mr White wrongly claimed for personal expenses or charged them to WiseTech is not supported by evidence. Specifically, there is no evidence to support the allegation that plastic surgery expenses were incurred by WiseTech. To the contrary, Seyfarth Shaw have been provided with evidence that these expenses were incurred and paid for personally by Mr White and they are satisfied that this is what occurred.</p> <p>Further, there is no evidence that WiseTech incurred any expenses related to Ms Rogan, in relation to New York accommodation or otherwise. The Review received evidence and Seyfarth Shaw is satisfied that all travel and accommodation expenses incurred by WiseTech in relation to Mr White’s travel to New York were reasonably incurred and business-related.</p> <p>The expenses associated with the plastic surgery and accommodation in New York were separately confirmed by the McGrathNicol forensic investigation which has reached conclusions consistent with the above.</p>
<p>There was a failure to disclose Key Management Personnel (KMP) salary between 2017 and 2020</p>	<p>Seyfarth Shaw considered the process and assessment of KMP disclosures since listing.</p> <p>KMP assessments made each year by the People & Remuneration Committee and reviewed by WiseTech’s auditors. The Board previously received advice in relation to this matter. While it is acknowledged that this was a matter of debate between directors at the time, the decision and rationale of the Board and engagement with external audit was reviewed, and Seyfarth Shaw is satisfied that there was consideration of the appropriate criteria and there is no requirement to alter KMP disclosures or the assessment of any personnel as it was made at the time.</p> <p>Practices for assessment of KMP positions have evolved over the period since listing.</p>
<p>Workplace behaviors of Mr White, including allegations of bullying, harassment and intimidation</p>	<p>A former Director, Ms Christine Holman, raised allegations of bullying and intimidatory behaviors in the context of her resignation from the Board. Accordingly, the Review contemplated whether such behavior was occurring in the current environment. Seyfarth Shaw received evidence of Mr White’s behavior in the workplace in respect of both Board and management interactions.</p>

Allegation	Findings
	<p>In relation to Mr White’s conduct in the workplace, based on inquiries to date, Seyfarth Shaw has concluded that there has not been repeated unreasonable behavior, or behavior that could be characterized as “bullying” or “intimidatory” or otherwise unlawful. Seyfarth Shaw also found that Mr White has a direct approach and that from time to time is involved in robust and challenging discussions. This is generally consistent with the process of “creative abrasion”,² which was widely acknowledged in the Review to create significant value for the organization. However, there is the capacity for managers to find this uncomfortable and confronting, particularly in group settings.</p>

The Board has committed to continuing to evolve its governance processes, with the advice and support of HSF and Seyfarth Shaw. This will focus in particular on governing the new consulting arrangement with Mr White and supporting Interim CEO Andrew Cartledge and Management as they continue to execute the Company's strategy going forward.

//ENDS

Authorized for release to ASX by the Board of Directors of WiseTech Global Limited.

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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 17,000³ of the world’s logistics companies across 183 countries, including 46 of the top 50 global third-party logistics providers and 25 of the 25 largest global freight forwarders worldwide⁴.

Our mission is to change the world by creating breakthrough products that enable and empower those that own and operate the supply chains of the world. At WiseTech, we are relentless about innovation, adding over 5,600 product enhancements to our global CargoWise application suite 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

² WiseTech has a mantra of “creative abrasion fuels collaboration”.

³ Includes customers on CargoWise and non-CargoWise platforms whose customers may be counted with reference to installed sites

⁴ Armstrong & Associates: Top 50 Global 3PLs & Top 25 Global Freight Forwarders ranked by 2022 gross logistics revenue/turnover and freight forwarding volumes – Updated 5 October 2023