

## Letter from the Chairman

Dear Shareholder,

It is my pleasure to invite you to attend the 2017 Annual General Meeting (AGM) of WiseTech Global Limited. Our AGM will be held in Sydney at 10.00am on Wednesday, 22 November 2017.

This Notice of Meeting outlines the items for shareholders to consider at the meeting. Further explanatory notes are provided for you overleaf.

WiseTech's 2017 Annual Report is available at <http://ir.wisetechnology.com/investors/?page=Annual-Reports>

Our AGM is an opportunity for you to share your views directly with the Board and management and hear from them about WiseTech's progress and 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.wisetechnology.com/investors/?page=AGM>

If you are not able to attend the meeting 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 overleaf entitled 'Submitting your proxy form'.

Thank you for your support. I look forward to seeing you at the meeting.

Yours sincerely,



Charles Gibbon  
Chairman  
WiseTech Global Limited

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

ABN 41 065 894 724

Our 2017 Annual General Meeting will be held on Wednesday, 22 November 2017, commencing at 10.00am (Sydney time) at the Wesley Conference Centre, 220 Pitt Street, Sydney.

### ITEMS OF BUSINESS

#### 1. Financial Statements and Reports

To receive and consider the Financial Report for the Company for the year ended 30 June 2017 together with the Directors' Report and Independent Audit Report.

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

#### 2. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2017.

#### 3. Re-election of Director

To re-elect Maree Isaacs as a Director, who, in accordance with the Company's Constitution, retires and, being eligible, offers herself for re-election.

Items 2 and 3 are both ordinary resolutions and will be passed if more than 50% of the votes cast at the meeting 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 on page 3.

### Voting exclusions

WiseTech will disregard any votes cast on item 2:

- by or on behalf of a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report for the year ended 30 June 2017 or a closely related party (as defined under the *Corporations Act 2001 (Cth)*) of such KMP; or
- as a proxy by a member of the KMP or a closely related party of such KMP, unless the vote is cast as proxy for a person who is entitled to vote on item 2 and the vote is cast in accordance with the directions on the proxy form specifying how the proxy is to vote; or the vote is cast by the Chairman of the Meeting and the proxy form expressly authorises him to vote as he decides on item 2.

Please read the information under the heading 'Chairman of the Meeting as proxy' which deals with the Chairman's voting of proxies on item 2.

## How to vote - instructions

**Who may vote** The Board has determined that you will be entitled to attend and vote at the meeting if you are a registered shareholder of ordinary shares in the Company as at 10.00am (Sydney time) on Monday, 20 November 2017. 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 meeting may appoint a proxy to attend and vote at the meeting 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 meeting, the shareholder may appoint two proxies to attend the meeting 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 Monday, 20 November 2017.

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

**Online** by visiting [www.linkmarketservices.com.au](http://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 Monday, 20 November 2017 will not be valid for the meeting.**

**Chairman of the Meeting as proxy** We encourage you to consider directing your proxy how to vote by marking the appropriate box for each item of business on the proxy form. If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote, then you will be authorising the Chairman of the Meeting to vote as he decides on each item of business (even though item 2 concerns the remuneration of members of the KMP). The Chairman of the Meeting intends to vote, as your proxy, in favour of each of the items of business (where permissible).

If you do not want the Chairman of the Meeting 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 Chairman of the Meeting) and direct them how to vote, the Chairman must cast those proxy votes on your behalf on a poll if your proxy does not do so.

**Other key management personnel as proxy** If you appoint a Director (other than the Chairman of the Meeting) 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 meeting, 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 meeting 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 meeting, 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.

By order of the Board

David Rippon, Company Secretary  
6 October 2017

## EXPLANATORY NOTES for Items of Business

### Item 1 - Financial Statements and reports

During this item there will be an opportunity for consideration of the Directors' Report, Financial Statements and independent auditor's report for the financial year ended 30 June 2017. These reports are set out in WiseTech's 2017 Annual Report, available at <http://ir.wisetechnology.com/investors/?page=Annual-Reports>

Shareholders will be provided the 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.

There will be no formal resolution with respect to this item.

### Item 2 - Adoption of the 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 KMP. At WiseTech, we believe effective performance incentives are best focused on key strategic priorities, financial targets and operational KPI lead-measures and delivered in the form of multi-year deferred equity to ensure alignment with shareholders' interests. We know the actions we take each year will impact shareholder value for many years to come.

For FY18, a new framework for non-director KMP has been established, comprising fixed remuneration plus a performance-related incentive delivered as deferred equity over three years. Performance criteria will include economic and operational outcomes and achievement of strategic goals and project outcomes related to their individual roles. Additionally, at each vesting point, the Board will consider relative total shareholder return and has the discretion to cancel the vesting of that tranche. For FY18, as in FY17, our Founder CEO and Executive Director, Richard White, will continue to be remunerated solely with fixed remuneration of \$1million as we believe equity-based incentives are unnecessary as his substantial existing shareholding provides shareholder alignment.

Further information is available in the Remuneration Report, (pages 29 to 39 of WiseTech's 2017 annual report).

The Board is confident that WiseTech's remuneration policy and practices are in line with corporate governance requirements and support its strategic objectives, which ultimately benefit shareholders of the Company.

During this item, shareholders will be given an opportunity to ask questions about, and make comments on, the Remuneration 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. However, the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior executives.

**Directors' recommendation: Each Director recommends shareholders vote in favour of adopting the Remuneration Report. The Chairman of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.**  
Voting exclusions apply to this item - see page 1.

### Item 3 - Re-election of Director

WiseTech's constitution requires us to hold an election for at least one Director each year. In accordance with Article 47 of the constitution, Maree Isaacs, has volunteered to retire from the Board and seek re-election as a Director at the Meeting.

Executive Director and Head of Invoicing & Licensing, Maree Isaacs, co-founded WiseTech in 1994. Maree has decades of technology and industry expertise, extensive corporate knowledge and considerable experience with third party logistics. Operationally, Maree is responsible for licensing transition, contract management, legacy conversion and pricing for the group globally. Prior to WiseTech Global, Maree worked at Real Tech Systems Integration and Clear Group.

Maree was most recently elected by shareholders at the 2015 AGM (prior to WiseTech becoming a listed company).

**Directors' recommendation: The Board considers that Maree's decades of technology and logistics industry expertise are invaluable to WiseTech. The Board has undertaken a review of Maree's performance and, with Maree abstaining, unanimously recommends shareholders vote in favour of her re-election to the Board.**

## Questions from shareholders

We welcome questions from shareholders before and during the meeting. 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:

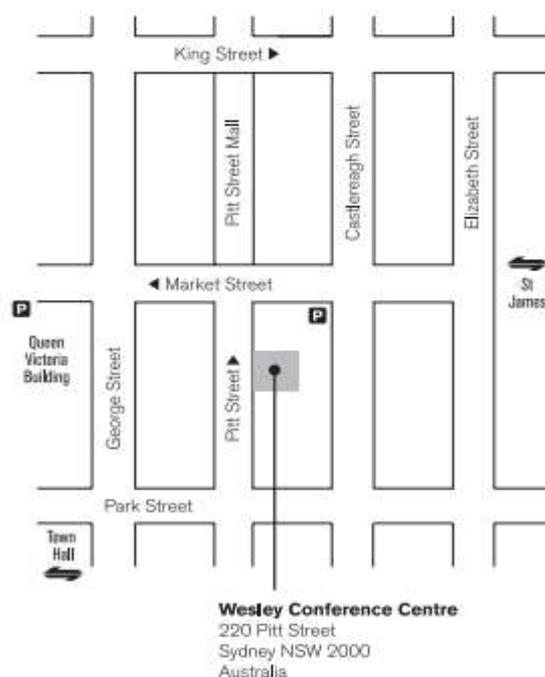
- in person at the meeting;
- online through the online voting service at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) ; or
- in writing, to the company secretary at  
WiseTech Global Limited  
PO Box 6390  
Alexandria NSW 2015

Your questions to the auditor (other than questions you ask during the meeting) must be received by no later than Wednesday, 15 November 2017.

We will not be sending individual replies but the Chairman of the Meeting will answer as many of the frequently asked questions as possible at the meeting.

## How to get there

The Wesley Conference Centre,  
220 Pitt Street, Sydney, NSW 2000



## Contact the shareholder 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](mailto: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 at the Annual General Meeting of the Company and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman 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 Chairman 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 on Wednesday, 22 November 2017 at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Item 2:** If the Chairman 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 Chairman of the Meeting to exercise your proxy in respect of Item 2, even though the item is connected directly or indirectly with the remuneration of the Company's Key Management Personnel (**KMP**) which includes the Chairman of the Meeting.

**The Chairman 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Maree Isaacs	<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 Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman 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 CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, 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" should 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](http://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 on Monday, 20 November 2017**, 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](http://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 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).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://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.**