

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 2018

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 27 September 2018 and has been approved by the Board.

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

Date: 28 September 2018

Name of Director or Secretary authorising
lodgement: David Rippon

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 ...
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
<p>1.1 A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... 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):</p> <p><input checked="" type="checkbox"/> in our Board Charter at http://ir.wisetechglobal.com/investors/?page=corporate-governance</p>	
<p>1.2 A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> all material information relevant to a decision on whether to elect or re-elect a director is included in our 2018 notice of annual general meeting</p>	
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> in our Board Charter at http://ir.wisetechglobal.com/investors/?page=corporate-governance</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 ...
<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 http://ir.wisetechnology.com/investors/?page=corporate-governance</p> <p>... and the information referred to in paragraphs (c)(1):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	<p>Prior to September 2017, 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>In September 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 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 ...	
PRINCIPLE 2 - STRUCTURE THE BOARD TO 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>... the fact that, since May 2018, we have had a Nomination 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 Nomination Committee Charter:</p> <p><input checked="" type="checkbox"/> at http://ir.wisetechnology.com/investors/?page=corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5)</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2018 Annual Report</p> <p>... the fact that we did not have a nomination committee prior to May 2018 and the processes we employed to address board succession issues and to ensure that the board had 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	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>... 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 2018 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 2018 Annual Report</p>	
2.4	A majority of the board of a listed entity should be independent directors.	<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	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
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 http://ir.wisetechglobal.com/investors/?page=corporate-governance	

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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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 http://ir.wisotechglobal.com/investors/?page=corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2018 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 ...
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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 http://ir.wisetechnology.com/investors/?page=corporate-governance	
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.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://www.wisetechnology.com/investors	
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 ...	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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 http://ir.wisetechglobal.com/investors/?page=corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2018 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 2018 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 ...	
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>... 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 http://ir.wisetechnology.com/investors/?page=corporate-governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the WiseTech Global 2018 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 2018 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 http://ir.wisetechnology.com/investors/?page=corporate-governance</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 27 September 2018 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 were updated early in FY18 to include a requirement for the Board to set measurable objectives for achieving gender diversity. These updated principles were not in place throughout the whole of the year ended 30 June 2018 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, we did not meet all the requirements of ASX recommendation 1.5 for the full year.

Our governance framework:



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 employment contracts 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 six Directors — four 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 2018 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 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 Andrew Harrison (the Chair of the Board), Teresa Engelhard (interim Chair of the Audit & Risk Management Committee and Chair of the Nomination Committee), Charles Gibbon and Michael Gregg (Chair of the Remuneration Committee) 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 held 6.9% of the Company's issued share capital as at 30 June 2018 and joined the Board in 2006. The Board (absent Charles) has specifically taken these factors into account when considering whether Charles should be considered to be independent. The Board does not consider those factors to be sufficiently dominant or influential in the circumstances so as to conclude he is not independent or that his interests will be different to those of shareholders with smaller stakes. In particular, the Board had regard to Charles' conduct to date on the Board, his significant experience, the existence of Richard White's shareholding (47.5% of the Company's issued share capital as at 30 June 2018) and the lack of other factors referred to in the ASX Recommendations and Board Charter which might lead the Board to query his independence.

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

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:

- **Executive and international leadership:** Experience in a senior executive role in the area of global organisation, operations and strategy.
- **Technology:** Experience in a senior executive role in the area of b2b information technology.
- **Logistics industry:** Experience and expertise or formal qualifications in the area of global logistics.
- **Risk strategy:** Senior executive experience in strategic risk frameworks including assessment, control and management at a global level.
- **Financial acumen and accounting:** Financial literacy or accounting qualifications and/or experience in the area of financial reporting integrity.
- **Human capital management:** People management and human resources expertise in the area of talent management and organisational change.
- **Governance and board:** Knowledge and experience in the area of executing a prudent corporate governance framework.
- **Entrepreneurial/change:** Board or senior executive experience in the area of entrepreneurial enterprises and rapidly changing business environments.
- **Mergers & acquisitions:** Board or executive experience with M&A and business integration.

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

	Dir 1	Dir 2	Dir 3	Dir 4	Dir 5	Dir 6	Total high	Total high or relevant
1. Executive and international leadership	High	High	Relevant	High	High	High	4/6	6/6
2. Technology	Relevant	High	High	High	Relevant	Relevant	3/6	6/6
3. Logistics industry	Relevant	High	Limited	Relevant	Relevant	High	2/6	5/6
4. Risk strategy	High	High	Relevant	Relevant	High	High	4/6	6/6
5. Financial acumen and accounting	High	Relevant	High	Relevant	High	Relevant	3/6	6/6
6. Human capital management	Relevant	High	Relevant	High	Relevant	Relevant	2/6	6/6
7. Governance and board	High	Relevant	High	Relevant	High	Relevant	3/6	6/6
8. Entrepreneurial / change	High	High	High	High	High	High	6/6	6/6
9. Mergers & acquisitions	High	High	Relevant	High	High	Limited	4/6	5/6

	High level of skill or experience
	Relevant skills or experience
	Limited experience

Taking into account WiseTech's expanded global footprint, accelerated growth and future trajectory, we have undertaken to appoint additional independent directors. Our recruitment process is progressing well with appointments expected in FY19. For these appointments we are focusing on candidates for future Chair of the Audit and Risk Management Committee and those with international, global organisational, entrepreneurial enterprise and governance experience.

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 no later than 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.

Teresa Engelhard, having been appointed to the Board in March 2018, together with Andrew Harrison and Charles Gibbon who are retiring by rotation, will stand for re-election at the 2018 AGM. The Notice of Meeting will provide information on each Director's background, skills and experience. The Board considers that each candidate continues to make a valuable contribution to the Board. Accordingly, the Board (excluding in each case, the relevant Director) recommends that shareholders approve the re-election of each of Teresa Engelhard, Andrew Harrison and Charles Gibbon.

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 meeting 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 throughout FY18:

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

Two additional committees were established during FY18:

- the Related Party Committee (July 2017), and
- the Nomination Committee (May 2018).

Please refer to our 2018 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).

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. Prior to 2018, the Board did not have a separate Nomination Committee as the Board was satisfied as to its current composition and considered it could handle Board succession planning more efficiently and effectively at that stage without a separate committee. However, as a result of ongoing consideration of these matters, and the expansion of the WiseTech Global group, the Board established a separate a Nomination Committee in May 2018.

Audit and Risk Management Committee

The Audit and Risk Management Committee (**ARMC**) 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 processes.

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; and
- liaison with, and monitoring the performance and independence of, the external auditor.

The ARMC 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>.

Throughout FY18, the ARMC comprised these 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 ARMC by invitation of the ARMC Chair.

As a result of Andrew Harrison's appointment as Chair of the Board in September 2018, he stepped down as Chair of the ARMC, but will remain as a member. At the same time, Lead Independent Director, Teresa Engelhard was appointed to the ARMC as Chair. Teresa's appointment is expected to be on a transitional basis, pending the appointment of additional independent Non-Executive Directors to the Board, for which the external search is underway.

Nomination Committee

The Nomination Committee's role is to assist and advise the Board in relation to the following matters for Non-Executive Directors on the Board and Board Committees:

- the process for nomination and selection;
- necessary and desirable competencies and experience;
- performance, and process to review Director contributions;
- succession plans;
- induction programmes; and
- gender diversity.

The Nomination 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 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 Nomination Committee comprises these Directors:

- Teresa Engelhard (Chair);
- Andrew Harrison; and
- Richard White.

Related Party Committee

The Related Party Committee's role is to support the Company's compliance with related party rules and disclosure obligations. The Related Party Committee Charter sets out the role, responsibilities and composition of the committee and provides that the committee must comprise only 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>.

Throughout FY18, the Related Party Committee comprised these Directors:

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

As a result of Andrew Harrison's appointment as Chair of the Board in September 2018, he stepped down as Chair of the Committee, but will remain as a member. At the same time, Teresa Engelhard was appointed to the Related Party Committee as 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 evaluation of 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 FY18 in accordance with the process outlined above.

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 FY18.

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 our AGM 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 ARMC 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 2018 meeting, as we did in 2016 and 2017, 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 our ongoing success.

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

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

We pride ourselves on our highly diverse and strongly inclusive workforce. We remain committed to diversity and inclusion. Diversity refers to all the characteristics that make individuals different from each other. They include attributes or characteristics such as religion, race, ethnicity, language, gender, sexual orientation, disability, age and any other ground for potential unlawful discrimination. Diversity is about our commitment to treating individuals equally and with respect.

The ages of our employees range from 18-70+. Our people are made up of over 50 nationalities working together. The percentage of women at Board and senior management levels and across the whole organisation as at 30 June:

Roles	2018	2017
Board	33%	20%
Senior management ¹	23%	21%
All employees	33%	31%

1. Senior management is determined by assessing the role, scope and responsibilities of managers with reporting levels CEO -1 and CEO -2. In 2017, our analysis considered fixed remuneration, with senior managers defined as those employees on total fixed remuneration of \$200,000+. Given our growing presence in regions outside Australia, it became apparent that a simple financial threshold was no longer an appropriate method due to the variation in remuneration levels across different regions.

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:

- 33% of our Board
- 30+% of our workforce
- 30% of our product managers

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.

Two examples of our commitment to a range of initiatives across tertiary, secondary and primary education are:

- 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; and
- our sponsorship of the Blacktown Girls High School team competing in the FIRST Robotics Championship in the USA. The all-girl team joined 60,000 people from 62 countries to fly the flag for Australians and women in tech.

For more information on our diversity and community activities please see the Environment, social and governance section in our 2018 Annual Report.

Our Diversity and inclusion Principles were updated in September 2017. The Board had previously considered that our work environment and culture appropriately emphasised, valued and promoted diversity (including gender diversity) and therefore did not feel additional formal objectives were 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 2018 Annual Report includes a discussion of the main risks affecting WiseTech Global.

www.wisetechglobal.com/investors
