

Nomination Committee Charter

1. Purpose of the Charter

- 1.1 The Nomination Committee (**Committee**) is a committee of the board of WiseTech Global Limited (**Company**) (**Board**).
- 1.2 This Charter sets out the role, responsibilities, composition and operation of the Committee.

2. Roles and responsibilities

- 2.1 The Board has delegated certain responsibilities to the Committee to conduct detailed examination of certain nomination matters which may require approval by the Board.
- 2.2 The Committee is responsible for reviewing the following matters:
 - a) the process for nomination and selection of Directors;
 - b) the Board skills matrix, setting out the mix of skills, expertise and experience that the Board currently has or is looking to achieve in its membership;
 - c) the Board size and composition of the Board, including reviewing Board succession plans;
 - d) the process to review Director contributions and the performance of the Board, Board Committees and individual Directors; and
 - e) Director induction and professional development programmes, and their effectiveness.

3. Composition and Operation

- 3.1 The members of the Committee, and the Committee Chair, are appointed by the Board. Members may withdraw from membership by written notification to the Board.
- 3.2 The Committee will consist of at least three members, a majority of whom, including the Committee Chair, are independent non-executive directors.
- 3.3 The Committee will meet at least twice annually and more frequently as required.
- 3.4 A quorum is two members or any greater number determined by the Board.

4. Access and Advisers

- 4.1 The Committee has direct access to management.
- 4.2 The CEO may attend Committee meetings. Other executives may be invited to attend meetings of the Committee.
- 4.3 The Committee may directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

5. Relationship with other Group Governance Forums

- 5.1 The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.
- 5.2 Non-executive directors who are not Committee members may attend Committee meetings and have access to Committee papers, subject to conflicts.
- 5.3 The Committee will also provide reporting to other Board Committees where appropriate or as requested. These reports may be verbal.
- 5.4 The Committee will seek feedback from other Board Committees, the CEO and other executives as appropriate.

6. Review

- 6.1 The Committee will review this Charter annually.
- 6.2 Amendments to this Charter, other than updates for branding or position titles, are to be approved by the Board.

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