

Nomination Committee Charter

1. Purpose of the Charter

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

2. Roles and Responsibilities

- 2.1 The Committee will 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 of the Board (**Directors**);
 - b) the Board skills matrix, setting out the mix of skills, competencies, expertise, experience, independence, knowledge and diversity that the Board currently has or is looking to achieve in its membership;
 - c) whether the Board size, composition and mix remain appropriate for WiseTech's purpose and strategy and whether they cover the skills needed to address existing and emerging business and governance issues relevant to WiseTech;
 - d) Board succession plans (excluding the Chief Executive Officer);
 - e) the process to review Director contributions and the performance of the Board, Board Committees and individual Directors; and
 - f) Director induction and professional development programmes, and their effectiveness.

3. Composition and Operation

- 3.1 All Directors (including the Executive Directors) are members of the Committee, and the Lead Independent Director is the Committee Chair.
- 3.2 If any matter is or is likely to be brought before the Committee which could give rise, or be perceived to give rise, to a real or substantial possibility of a conflict of interest, the conflict of interest protocols in the Board Charter will apply.
- 3.3 No Committee fees will be payable to the members of the Committee.
- 3.4 The Committee will meet at least twice annually and more frequently as required.
- 3.5 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 and may invite members of management or require any employee to attend Committee meetings as appropriate.

- 4.2 The Committee may directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

5. Relationship with other WiseTech Governance Forums

- 5.1 The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.
- 5.2 The Committee will also provide reports to other Board Committees where appropriate or as requested. These reports may be verbal.
- 5.3 The Committee will seek feedback from the Chief Executive Officer and other executives as appropriate and will have regard to any advice received in relation to the skills and competencies required on the Board.

6. Review

- 6.1 The Committee will review this Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 6.2 Amendments to this Charter, other than minor updates for branding or position titles, are to be approved by the Board.

April 2026