

# People & Remuneration Committee Charter

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## 1. Purposes of the Charter

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

## 2. Role and responsibilities

- 2.1. The Board has delegated certain responsibilities to the Committee. Ultimate responsibility for people and culture policies and practices, remuneration policy, remuneration effectiveness and the senior leadership team's remuneration rests with the Board.

### Remuneration strategies and policies

- 2.2. The Committee is responsible for reviewing the overall remuneration policy and incentive framework for all WiseTech's staff to confirm it:
  - a) encourages and sustains a culture aligned with WiseTech's values;
  - b) supports WiseTech's strategic objectives and long-term financial soundness; and
  - c) is aligned with WiseTech's risk management framework and risk appetite.
- 2.3. The Committee will recommend to the Board any changes to total remuneration packages (including fixed remuneration, incentive arrangements, and superannuation) for the Chief Executive Officer (**CEO**) and the senior leadership team, subject to any applicable delegation of authority in place from time to time.
- 2.4. The Committee will recommend to the Board the terms of any incentive offers made to the CEO and the senior leadership team each year, including any applicable performance targets and the relevant award opportunities. In addition, the Committee will recommend any incentive award vesting outcomes based on performance against the applicable targets and other factors the Committee determines to be relevant (including behavior in line with WiseTech's purpose, values, strategy and risk appetite and whether the Board should consider exercising any discretion).
- 2.5. The Committee will review the remuneration arrangements for non-executive directors and recommend to the Board any changes.
- 2.6. The Committee will review the following matters and ensure that any significant matters are brought to the attention of the Board:
  - a) the processes for overseeing performance accountability and effective monitoring of the senior leadership team, including setting, and evaluating performance against, goals and targets;

- b) WiseTech's remuneration structure and its effectiveness (including whether the remuneration structure supports WiseTech's strategic objectives, encourages a culture aligned with WiseTech's values, is aligned with WiseTech's risk management framework and appetite and includes performance targets relating to both financial and non-financial risks, including sustainability-related matters);
  - c) recruitment, retention and termination strategies;
  - d) the remuneration report; and
  - e) other relevant matters identified or requested by the Board from time to time.
- 2.7 The Committee may approve the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth) and, if so, the Committee will directly receive any advice or recommendations from them.
- 2.8 The Committee will review and facilitate shareholder and other stakeholder engagement relating to WiseTech's remuneration policies and practices.

### **People and culture**

- 2.9 The Committee is responsible for reviewing and making recommendations to the Board to support the Board's oversight or approval of:
- (a) people practices and strategies that support the development of WiseTech's desired culture and alignment with WiseTech's values;
  - (b) progress towards pay equity and setting measurable objectives for achieving gender diversity in the composition of the senior leadership team and the broader workforce;
  - (c) people policies and practices, including with respect to workplace health and safety, to ensure they are fit for purpose, aligned with WiseTech's values, desired culture and risk appetite, and support WiseTech's ability to attract, develop, retain and motivate employees;
  - (d) CEO and senior leadership appointments, development and succession planning;
  - (e) organizational practices for supporting diversity and inclusion in accordance with WiseTech's agreed principles; and
  - (f) WiseTech's disclosures relating to people and diversity.

## **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, all of whom are non-executive directors and 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.
- 3.5 Executives will not participate in any portion of a meeting in which their own remuneration is under discussion.

#### **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 All Board members (whether or not they are Committee members) may attend Committee meetings and have access to Committee papers, subject to any real or perceived conflicts of interest.
- 5.3 The Committee will also provide reports to other Board Committees and any subsidiary boards where appropriate or as requested. These reports may be verbal.
- 5.4 The Committee will seek feedback from the Board, other Board Committees, the Executive Chair, the Lead Independent Director, the CEO and other executives as appropriate.

#### **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 updates for branding or position titles, are to be approved by the Board.

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