

26 May 2025

Acquisition of e2open investor presentation

Attached is the investor presentation that sets out further details for the acquisition of E2open Parent Holdings, Inc.

//ENDS

Authorized for release to ASX by the Board of Directors of WiseTech Global Limited.

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About WiseTech Global

WiseTech Global is a leading developer and provider of software solutions to the logistics execution industry globally. Our customers include over 16,500¹ of the world's logistics companies across 195 countries, including 46 of the top 50 global third-party logistics providers and 24 of the 25 largest global freight forwarders worldwide².

Our mission is to change the world by creating breakthrough products that enable and empower those that own and operate the supply chains of the world. At WiseTech, we are relentless about innovation, adding over 5,800 product enhancements to our global CargoWise application suite in the last five years while bringing meaningful continual improvement to the world's supply chains. Our breakthrough software solutions are renowned for their powerful productivity, extensive functionality, comprehensive integration, deep compliance capabilities, and truly global reach. For more information about WiseTech Global or CargoWise, please visit [wisetechglobal.com](https://www.wisetechglobal.com) and [cargowise.com](https://www.cargowise.com)

¹ Includes customers on CargoWise and non-CargoWise platforms whose customers may be counted with reference to installed sites

² Armstrong & Associates: Top 50 Global 3PLs & Top 25 Global Freight Forwarders ranked by 2023 gross logistics revenue/turnover and freight forwarding volumes – updated 14 August 2024



E2open acquisition

May 2025

Financial data: All dollar values are in U.S. dollars (USD)
unless otherwise presented.

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Presentation of information

- The financial data in this presentation is provided on a statutory basis but in a non-statutory presentation format (unless otherwise stated)
- **Pro forma (PF)** Where the abbreviation “PF” is used, financial measures for periods prior to FY17 are provided on a pro forma basis. Information on the specific pro forma adjustments is disclosed on page 116 of WiseTech Global’s 2019 Annual Report
- **Currency** All amounts in this presentation are in U.S. dollars unless otherwise stated
- **FY** refers to the full year to 30 June, 1H refers to the six months to 31 December, and 2H refers to the six months to 30 June
- **FY25A** refers to e2open financial year from 1 March 2024 to 28 February 2025
- **Rounding** Amounts in this presentation have been rounded to the nearest \$0.1m. Any differences between this presentation and the accompanying financial statements are due to rounding. Amounts shown as “-” represent zero amounts and amounts less than \$50,000 which have been rounded down

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Speakers



Andrew Cartledge

Chief Executive Officer – Interim



Richard White

Founder, Executive Chair &
Chief Innovation Officer



Mark Hall

Head of Acquisitions & Integration



Caroline Pham

Chief Financial Officer – Interim

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Transaction highlights





Our vision

**Be the operating system for
global trade and logistics.**



Our mission

To create breakthrough products that enable and empower those that own and operate the supply chains of the world.

Highlights



Be the operating system for global trade and logistics

Enhances our vision by adding the valuable combination of trade and logistics



Creates and empowers a multi-sided marketplace

Connects and benefits all stakeholders by building a competitive and efficient marketplace



Complements and extends our product offering and ecosystem

Broadens our market opportunity and expands our total addressable market (TAM)



Expands our organic growth capability

Enhances product knowledge and innovation

Our '3P' strategy

Strategy delivers sustainable growth

Vision: Be the operating system for global trade and logistics

Product

Extend technology
lead

Penetration

Expand market
penetration

Profitability

Enhance operating
leverage

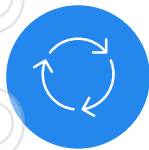
People: Powered by our talented people, and accelerated by our innovation culture and targeted acquisitions

Strategically significant acquisition

A key step toward achieving our vision to be the operating system for global trade and logistics



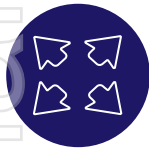
Broadens WiseTech's ecosystem with a network of 500,000 connected enterprises including the establishment of a major foothold including connectivity to major ocean carriers, ~5,600 customers and 250+ blue-chip customers



Expands WiseTech's TAM via the addition of complementary product offerings, capturing 20 years of e2open's R&D and product M&A with a single transaction



Enhances visibility across the shipping process that complement WiseTech's solutions to drive further customer benefits including freight efficiencies



Accelerates the delivery and take up of new and innovative solutions in global trade management (GTM) and container transport optimization (CTO)



Drives team growth with skills and expertise in industry and product development

PRODUCT

PROFITABILITY

PENETRATION

PEOPLE

1

Opportunity to acquire a scaled and profitable leading provider at an attractive valuation

2

Highly synergistic transaction with opportunity for significant value creation

Scaled opportunity

Opportunity to acquire scale and differentiated product suite in one acquisition – significantly expanding our product and network reach

WiseTech: 10+ years of acquisitions¹

55

acquisitions

25²

countries

50+

applications

16,500+³

customers

\$1.2b

total consideration

E2open

1

acquisition

20⁴

countries

30+

applications
(across 5 application families)

~5,600
(500k connected enterprises)

customers

~\$2.1b

Enterprise Value⁵

1 FY13 to 1H25
2 Headquarter countries of acquisitions up to 1H25
3 Includes customers on CargoWise and non-CargoWise platforms whose customers may be counted with reference to installed sites
4 Based on employees' locations
5 See slide 24

Overview of e2open¹

Scaled and profitable

Revenue
\$607.7m

FY25A²

Adjusted EBITDA³
\$215.5m

FY25A²

**Operating
cashflow**
\$111.4m⁴

FY25A²

~10 years

Top 100 customer average tenure

500k

connected enterprises

5 product groups

Logistics, Global Trade, Supply, Channel,
Planning

**~4,000 total
headcount**

27% in product development⁵

¹ E2open financial metrics presented using US GAAP accounting standards, which will be restated to IFRS when consolidated into WiseTech's financial results

² Fiscal year ended Feb '25.

³ e2Open Non-GAAP Financial Measure

⁴ Adjusted operating cash flow for the fiscal year ended Feb'25

⁵ Company information as at 28 April 2025

E2open ecosystem



Extensive ecosystem¹

Global network connected to 500k enterprises, 67m containers tracked annually

Demand ecosystem

875k active resellers
\$11b incentives managed
750m annual channel sales transactions

Global trade ecosystem

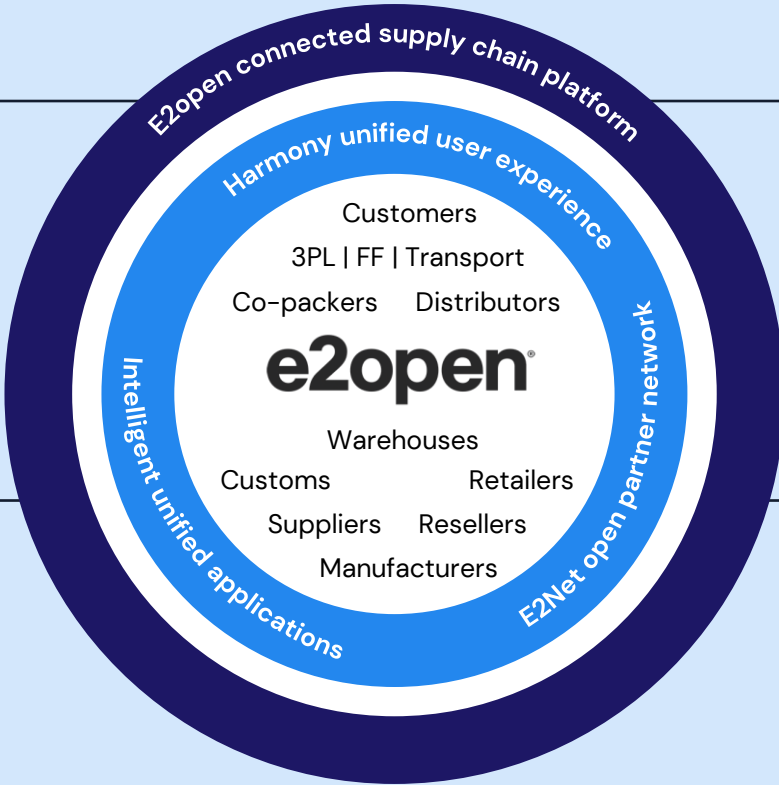
37m annual export sales order lines
230+ countries, territories, jurisdictions covered
68b annual restricted party list screenings

Supply ecosystem

31m annual invoices
67m annual shipments
109m annual orders

Logistics ecosystem

18.5% of global ocean bookings
67m containers tracked
\$17b annual TMS freight spend



Four ecosystems | 500,000 connected enterprises | 18b transactions annually

Expansive network built over 20+ years with connectivity across all major commerce ecosystems globally

Product suite...complementary to CargoWise ecosystem

E2open's global trade and logistics product suite complement and extend our offering

#	Product suite/app family ¹	Prior e2open acquisitions	Overview
1	Logistics	BluJay Logistyx INTTRA	Series of software products which provide multi-tenant, cloud-based tools for forecasting, planning, booking, tracking and executing multi-mode transportation and logistics
2	Global Trade	Amber Road BluJay	Global customs and compliance product including electronic customs filing, import / export clearance, duty management tools and compliance knowledge database
3	Supply	Serus Amber Road	Collaboration tool with manufacturers to ensure product delivery, purchase order automation, management of quality and costs and reduce risks of non-supply
4	Planning	Steelwedge Terra icon-scm	Predictive sales planning tool for more efficient shipment delivery, inventory planning and management, identification of bottlenecks and constraints
5	Channel	Zyme Orchestro Averetek	Channel management solution providing visibility, insights and management of multiple distribution channels – direct, distributors, retail and ecommerce
6	Platform, Data, Networks	BluJay	Network data lake and global orchestration layer comprising of ~500,000 trading partners. Customers can acquire data sets, rapidly onboard partners and integrate ERPs
7	Managed Services	Zyme BluJay	Pre-purchased services for ongoing deployment and configuration of e2open solutions



Strategic rationale



WiseTech's journey

Be the operating system for global trade and logistics

1 A big global logistics market¹...

\$11+ trillion

...or ~10% of global GDP, of which software spend is well below 1% of the overall market

2 ...facing increased challenges and complexities...

Macro challenges

Supply chain disruptions	Global trade/tariff environments	Rising costs/volatility
Infrastructure bottlenecks	Demand fluctuations	Customs processes and related costs
Regulatory & ESG		Labor shortages

Global supply chain/logistics software spend²



IT, data, and structural constraints

Siloed/disparate systems	Inadequate real-time analytics
Global, regional & local partner coordination	Insufficient visibility
Forecasting uncertainty	Fragmented market and decision making

3 ...is a problem worth solving



Even a small cost saving would deliver significant value...

... WiseTech is well-positioned to leverage scale and longstanding commitment to developing global industry solutions

WiseTech + e2open: delivering value to global, regional and local stakeholders

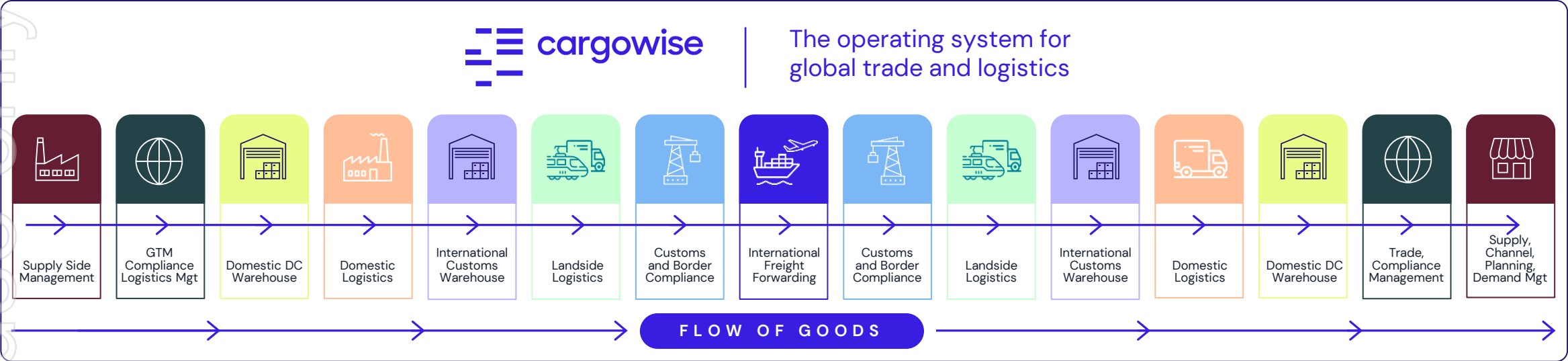
Information, knowledge and relationships today are siloed, fragmented and complex with numerous participants including:

- Shippers
- Freight forwarders/3PLs/brokers
- NVOCCs
- Port operators
- Customs/regulatory bodies
- Carriers/transport providers (air, ocean, intermodal, rail and trucking)
- Manufacturers
- Warehouse operators
- Banks/trade finance

The opportunity to address inefficiencies within a \$11+ trillion market involving local and regional (in addition to global) partners is significant. E2open provides an expanded network and accelerates WiseTech's strategy by years.

Expanding the CargoWise/WiseTech ecosystem

Expands our ecosystem and extends our vision:
Be the operating system for global trade and logistics



BUILDING A TRUE MULTI-SIDED MARKET - TradeWise.Net

- ✓ Connecting carriers, logistics providers, terminal, transporters, traders, importers, exporters, shippers, brand owners, governments
- ✓ Domestic and international trade compliance embedded across the platform
- ✓ Connecting the world of trade and logistics – digital docs, straight through digital processing
- ✓ Improved planning, management, visibility, predictability, yield
- ✓ Universal connectors (major systems adaptors)

TradeWise.Net

WiseTech & e2open: strategically significant combination

Vision: Be the operating system for global trade and logistics

PRODUCT

Extend technology lead

WiseTech

- \$870m invested in product development over the last 5 years (2H20 to 1H25)
- 5,800 product enhancements to our global CargoWise applications suite in the last 5 years
- 55 acquisitions over the past 10+ years expanding our foothold and adjacent technologies capability globally
- Product development is 64% of WiseTech total headcount

E2open

- ~\$2.7b invested in acquisitions since 2016
- ~\$500m+ invested in R&D since 2016
- Proven solutions in road and ocean logistics and global trade management (GTM)
- Product capabilities in supply chain planning and supplier and channel collaboration

PENETRATION

Expand market penetration

WiseTech

- Over 16,500 of the world's logistics companies across 195 countries
- 46 of the Top 50 global third-party logistics providers and 24 of the 25 largest global freight forwarders worldwide are customers
- 14 of the Top 25 Global Freight Forwarders have either rolled out or are in progress, with global rollouts on the CargoWise application suite

E2open

- Network of 500,000 connected enterprises including connectivity to major ocean carriers, ~5,600 customers and 250+ blue-chip customers

PROFITABILITY

Enhance operating leverage

WiseTech

- FY25 EBITDA margin rate expected to be at the top end of 50%-51% guidance range¹ excluding one off transaction costs of ~\$40m to be recognized in FY25
- Strong operating cashflow of \$348.7m in FY24, demonstrating the strength of our highly cash-generative operating model
- Operating leverage supporting profitable growth driven by ongoing financial discipline

E2open

- Revenues of \$607.7m for FY25A², ~87% recurring revenue, adjusted EBITDA of \$215.5m for year ended Feb-25² at 36% margin
- \$111.4m operating cashflow for year ended Feb-25²; cash generative pre debt with significant synergy potential removing public company costs, duplication and increasing operational efficiency

Integration & synergies



Our integration program

Program tried and tested in 55 acquisitions over the last 10+ years and supported by an experienced team

The five key components of our integration program are:



Embedding
our culture



Centralizing our
core business
functions



Consolidating
our products



Aligning our
commercial
model



Installing our
productivity
injections

Integration plan

Proven integration capabilities + external support

1

Leverage existing capabilities
Proven capability with experience from 50+ acquisitions
E2open is a mature business with strong existing capabilities – including from acquisitions

2

Sequence activities
Phase work based on our assessment of value

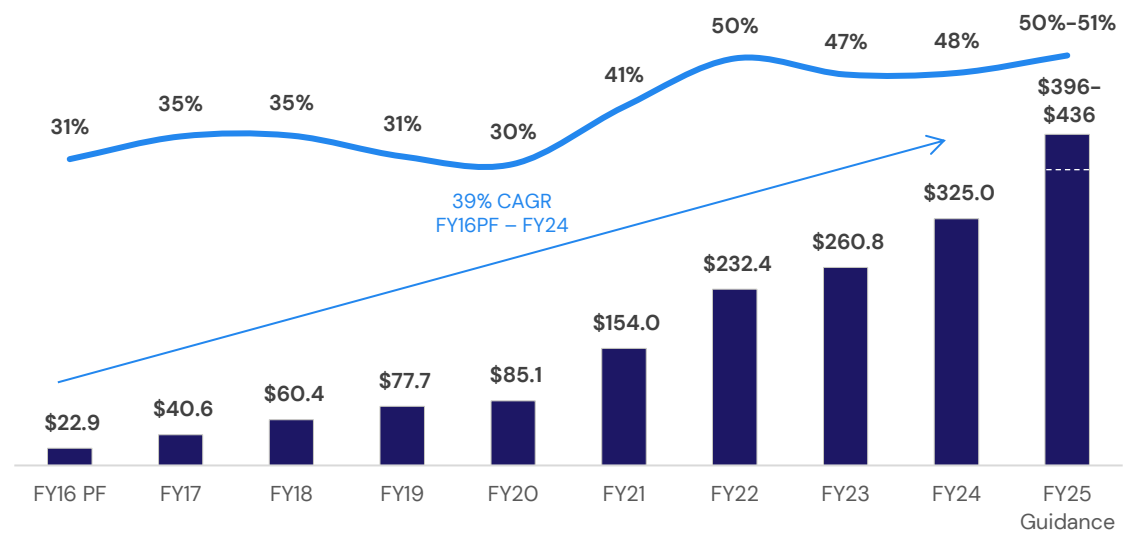
3

Active & transparent communication
All stakeholders

4

Focus on planning and governance
Approach with scale and future in mind

WiseTech Reported EBITDA (\$m) and EBITDA Margin (%)



Proven ability to integrate prior acquisitions and drive EBITDA margin rate expansion

Growth opportunities and optimization

Pro forma WiseTech will have readily achievable cost-optimization and future revenue growth opportunities

at least \$50m

annualized run rate cost synergy by end of year 2¹

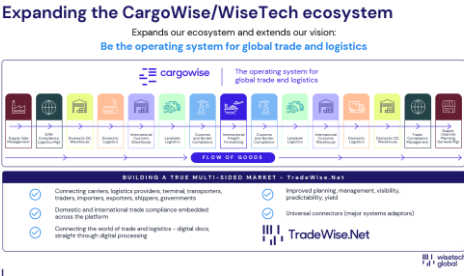
- Removal of duplication and operational efficiencies
- Procurement optimization and supplier consolidation
- US public company costs
- Infrastructure and real estate
- Offshore partnerships
- Increased effectiveness of R&D investment

Revenue growth

multi-year revenue synergy opportunities



- ✓ Extend market
- ✓ Consolidate and extend products
- ✓ Address industry issues



Transaction summary & funding



Transaction summary & funding

WiseTech leverage expected to temporarily lift to 3.5x, with a clear deleveraging pathway to <2.0x within 3 years

Acquisition price	<ul style="list-style-type: none">WiseTech to acquire e2open, for \$2.1b Enterprise Value¹ (EV) (Acquisition Price)The Acquisition Price represents a year ending Feb'25 EV / Adjusted EBITDA² acquisition multiple of 9.7x
Acquisition funding	<ul style="list-style-type: none">The acquisition price, transaction costs and working capital requirements will be funded through a new, fully underwritten \$3.0b debt facilityThe new facility is structured as a syndicated debt facility comprising multiple tranches with staggered maturities of up to five years, providing funding and cost certainty while maintaining prudent liquidity and balance sheet flexibilityThe lender group comprises a well-diversified mix of leading domestic and international banks, including six existing banks and three new lenders, reflecting strong support for the transaction and WiseTech's long-term strategic visionWhen the Transaction closes, WiseTech expects a pro forma net leverage ratio of ~3.5x FY25 EBITDA² (excluding synergy benefits)Expected deleveraging to <2.0x within 3 years of completion, supported by strong existing cash flow generation, continued revenue and earnings growth and synergy realizationAll existing e2open external debt facilities will be fully repaid and retired upon completion of the transactionPost transaction liquidity for the combined business is expected to be ~\$0.7b, from cash on hand and undrawn debt, providing adequate liquidity to support future growth
Lender Group	<ul style="list-style-type: none">Lender group comprises: Bank of America, Barclays Bank, Deutsche Bank, HSBC, ING, National Australia Bank, JP Morgan, SMBC, Westpac
Financial impact	<ul style="list-style-type: none">Transaction is forecast to be Earnings per Share (EPS) accretive in year one, before the benefit of synergies

Transaction summary & funding

Completion considerations

- The acquisition and execution of funding is subject to customary closing conditions, including obtaining regulatory approvals, and no material adverse change occurring prior to the completion of the transaction
- Expect the completion of conditions to be satisfied in WiseTech 1H26

Other considerations

- WiseTech debt for acquisition funding will be drawn in USD, with FX hedging not planned and interest rate hedging to be evaluated.

FY25 guidance and FY26 outlook

- WiseTech's guidance for FY25 remains unchanged from the 1H25 results announcement, except for ~\$40m of one-time transaction costs to be recognized in FY25
- WiseTech notes that the acquisition and new debt facility is expected to have a part year impact on FY26
- Update on strategy and WiseTech's FY26 outlook to be provided at the FY25 results briefing

Advisors

- WiseTech: Bank of America, Barrenjoey/Barclays, Macquarie Capital; Gresham; Cravath, Swaine & Moore; Herbert Smith Freehills; EY; PwC
- E2open: Rothschild & Co; Kirkland & Ellis

Conclusion



Highlights

✓ Be the operating system for global trade and logistics

Enhances our vision by adding the valuable combination of trade and logistics

✓ Creates and empowers a multi-sided marketplace

Connects and benefits all stakeholders by building a competitive and efficient marketplace

✓ Complements and extends our product offering and ecosystem

Broadens our market opportunity and expands our total addressable market (TAM)

✓ Expands our organic growth capability

Enhances product knowledge and innovation

Questions





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