

ASX RELEASE

GetSwift Limited (ASX:GSW)

26 April 2018

GetSwift Appoints New Board Members

GetSwift Limited (ASX: GSW) ('GetSwift' or the 'Company'), announces that as a part of its ongoing program to continually develop its governance practices as it grows, it has appointed Michael Fricklas and David Ryan, AO, to its Board of Directors.

Mr. Fricklas and Mr. Ryan are seasoned directors with extensive and distinguished governance, executive and public company experience, and will be independent non-executive directors on the Board. Mr. Fricklas will serve as the Board's new Independent Chairman.

Mr. Fricklas is the Chief Legal Officer of Advance Publications, a diversified privately-held company that operates and invests in a broad range of media, communications and technology businesses globally, which employs over 14,000 people in 12 countries. Advance's asset portfolio includes Condé Nast's global magazine and digital brand portfolio and it is one of the largest shareholders in Charter Communications and Discovery Communications. Previously, Mr. Fricklas was General Counsel of Viacom. He joined Viacom in 1993 and became its General Counsel and Secretary in 1998. At Viacom he led dozens of M&A transactions and financings aggregating tens of billions of dollars. He also led/participated in tens of billions of capital raising transactions and successfully handled a number of significant litigations, including securities class actions and antitrust matters. As General Counsel and Secretary to the Board of Directors, he was responsible for Viacom's governance and legal matters. In addition, his responsibilities included serving as a member of the Board of Directors of Blockbuster Entertainment, a publicly traded subsidiary of Viacom, and for management of technology, real estate, risk management and compliance matters with significant involvement in government affairs. He created Viacom's cybersecurity governance program as well as initiated and managed privacy and antipiracy operations. Prior to that he was Vice President and General Counsel of Minorco (U.S.A.) Inc. and practiced securities and mergers and acquisitions law at Shearman & Sterling, and technology and venture capital finance law at a predecessor firm of DLA Piper. Mr. Fricklas is a Senior Fellow at the Millstein Center for Global Markets and Corporate Ownership at Columbia University's Law School, Member of the Board and Secretary of Jazz at Lincoln Center, a member of the Board of Overseers of Boston University and former president of the Association of General Counsel.

Mr. Ryan previously held senior executive management positions in finance and investment banking, as well as being the Chairman or a Non-Executive Director of a number of listed public companies

(including ASX 50 companies), including being the former Chairman of Transurban Group and retiring in November 2017 from his role as Non Executive Director of Lendlease Corporation Limited, where Mr. Ryan was the Chairman of the Risk Management and Audit Committee over the last decade.

Mr. Ryan has been immersed in all aspects of corporate life, and was awarded an Order of Australia for his services to business. From a corporate activity viewpoint, he has been actively engaged in mergers, acquisitions, divestments, initial public offerings, restructuring, equity and debt financings and raisings, including heavily structured recourse and non-recourse transactions. In many cases he has been the Chair of the Due Diligence Committees that were formed to provide assurance and verifications to the stakeholders of these processes. Mr. Ryan is currently a Non-Executive Director of GTN Ltd, Chairman of Sunshine Coast Destination Limited, Non Executive Director of Sunshine Coast Airport Pty Limited, a Non-Executive Director of First American Title Insurance Company and a Non-Executive Director of First Mortgage Services Pty Ltd.

A general meeting of shareholders will be called and held within 3 months to set an appropriate maximum aggregate fee pool for non-executive directors as required by the ASX Listing Rules, given that the fee pool has not been approved by shareholders since the time of listing. The company also intends to offer options to the non-executive directors (or their associates), which will be put to that meeting for approval. Details of the proposed equity issue are set out in the annexure to this announcement.

Board role changes

As part of Mr. Fricklas assuming the Independent Chairman role, Bane Hunter will step down as Executive Chairman and remain an Executive Director on the Board. Mr. Hunter will assume the role of Chief Executive Officer of the Company. Joel MacDonald will assume the role of President of GetSwift and remain an Executive Director. Mr. Fricklas will Chair the Board's new Remuneration and Nomination Committee and Mr. Ryan will Chair the Board's new Audit & Risk Committee.

"We're delighted to appoint Mike and David to the Company's Board of Directors," said Bane Hunter, Chief Executive Officer and Director of the Company. "Our new Directors have extensive governance, operational, and M&A experience with leading global public companies and have served with distinction. We have worked with both of our new directors as consultants to the Company for the past few months prior to their appointment, as they learned more about us, and us about them. We feel that not only is the experience right, but the chemistry is right, to assist us with both our growth and our implementation of the more sophisticated governance practices of larger companies. We are all looking forward to working together to make GetSwift the most successful company in its field."

Annexure: Proposed equity grant

Subject to receiving shareholder approval, GetSwift proposes to issue an aggregate 3,300,000 options to subscribe for one fully paid ordinary share each in the capital of the Company (**Options**).

These Options are intended to be offered to Mr. Fricklas (3,000,000 Options) and Mr. Ryan (300,000 Options) or their associates, consistent with US market practice for emerging growth companies. In the case of Mr. Fricklas, the Options will be in lieu of any cash payments for the three year vesting period.

In accordance with commentary in the ASX Corporate Governance Council Principles and Recommendations, these securities issued to non-executive directors will not have performance hurdles. Further, they will not vest if the recipient ceases to be a director of the Company.

The Options will be granted no later than 1 month following shareholder approval, with an exercise price for each Option being the 30 day VWAP for shares in the Company immediately prior to the grant date.

Over 3 years, the Options will vest in equal quarterly instalments, but they may only vest if at the time of the applicable vesting the recipient is still a director of the Company. The Options expire 10 years after their issue date.

Adjustments to numbers of options and exercise price are only as permitted under ASX Listing Rules. If the shares resulting from the exercise of the options are issued and not transferred, the Company will immediately apply for quotation of the shares. The Option terms will include acceleration of vesting for change of control or liquidity events. Options are not transferable prior to vesting, other than to estate planning vehicles. At the request of the Option holder and subject to all applicable law, options may be net exercised.

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About GetSwift Limited

Technology to Optimise Global Delivery Logistics

GetSwift Limited is a global technology company listed on the Australian Securities Exchange, with offices in Australia and the United States.

Offering a best in class software-as-a-service solution (SaaS), GetSwift's proprietary technology and its unique and powerful algorithm supports a user-friendly interface. Designed for use across any industry and in any country, GetSwift streamlines an organisation's logistics, optimising delivery routes, automating the delivery dispatch process and providing real-time tracking alerts for both the sender and the receiver, via mobile devices.

GetSwift's platform optimises its client's delivery business, minimising costs, increasing sales and improving customer satisfaction. Offering its customers scalability, stability, security and sustainability, GetSwift's offering is revolutionising the logistics business and has been utilised by clients in 70+ Verticals, and 70+ countries.

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