

ASX RELEASE

GetSwift Limited (ASX:GSW)

21 August 2018

Brett Eagle to cease as general counsel

GetSwift Limited (**GSW** or the **Company**) advises that the Company and Brett Eagle have today agreed that he will cease acting as the Company's General Counsel & Corporate Affairs.

The Company is currently in the process of appointing a global general counsel and will update the market once this appointment takes place.

The Company has had a retainer agreement in place for legal services with an Australian incorporated legal practice owned by one of its directors, Brett Eagle, who is based in Australia. Mr Eagle's involvement with the Company was intended to support and strengthen the Company through its IPO and ASX listing and as it transitioned and started to grow, following which Mr Eagle would wind down his involvement with the Company. Now that the Company has expanded its presence significantly in multiple jurisdictions, it is felt that the time is right to move to a global general counsel for legal services. Mr Eagle will no longer have the title General Counsel & Corporate Affairs, effective today. Mr Eagle will assist in this transition to the new global general counsel during the notice period.

The material terms of the retainer agreement in respect of Mr Eagle are set out in the Annexure to this announcement.

Mr Eagle has also confirmed to the Company that he will be retiring as a director in accordance with the normal rotation of directors at the Company's 2018 annual general meeting. He is due to retire by rotation at that meeting and will not be seeking re-election at that meeting. In addition, the Company advises that Mr Eagle was paid directors fees in the year to 30 June 2018, which resulted in the aggregate of fees paid to non-executive directors exceeding the non-executive director fee pool by \$26,000.

Mr Eagle has also agreed to provide his continued cooperation to GSW throughout the current litigation and ongoing investigations.

The Company thanks Mr Eagle for his efforts for the Company.

-Ends-

Further Information:

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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.

Annexure Engagement

Eagle Corporate Advisers Pty Limited ACN 137 963 118 (**ECA**), an incorporated legal practice owned by Mr Eagle and of which he is the legal director, is engaged by the Company to provide legal and advisory services to the Company.

The engagement between ECA and the Company has been in place since March 2016 (and was last updated in February 2018). The March 2016 general engagement terms related to transaction management, legal and advisory services to the Company and its affiliates and provided for individual engagements which could include providing personnel to take on executive functions and holding positions within the Company's business including as a director, other corporate officer or executive or non-executive positions. Other terms included:

1. In the absence of agreed fees for particular engagements, hourly rates apply, reviewed each year. ECA was entitled to recover costs and expenses of ECA or incurred on the Company's behalf.
2. Subject to specific arrangements for particular engagements, the engagement may be terminated by the Company by written notice at any time.
3. Liability for legal services is limited in accordance with a scheme approved under the professional standards legislation. Legal practitioners of ECA, including Brett Eagle, are members of that scheme. For any non-legal services and to the extent permitted by law, liability is limited to an aggregate of \$10,000.

In August 2017, Mr Eagle was made available by ECA to take the title of General Counsel & Corporate Affairs, and the Company and ECA agreed to move the engagement agreement to a fixed monthly fee arrangement of \$10,000 plus GST per month, which would increase after the Company successfully completed its next capital raise to \$17,000 plus GST per month. This uplift took effect in January 2018, on completion of the December 2017 capital raising. Fees were subject to at least a 4% increase every 12 months. Given that this fee arrangement represented a significant discount to ECA's standard rates and the professional time to be devoted to the Company, it was agreed that ECA's engagement was for a minimum 12-month period, commencing August 2017, with a 12-month notice period for termination by the Company. ECA could terminate on 6 months' notice.

Upon the 12-month termination notice being given by the Company, a fee of \$25,000 per month plus GST would apply for the 12-month notice period (and for the balance of the minimum 12-month period, if applicable). Such notice period would not affect vesting or earning of equity incentives issued or transferred to Mr Eagle or his affiliates, and the equity would continue to vest over the 12-month period in accordance with the terms of the equity grants. The notice period would not apply for termination by the Company for cause.

Mr Eagle and his company ECA have agreed that the Engagement Agreement now terminates in 12 months and, for the 12-month balance of the agreement, ECA will receive monthly payments of \$17,000 plus GST (less applicable taxes and deductions, if any) and Mr Eagle will continue to be made available to assist the Company in accordance with the terms of the engagement. The vesting or earning of equity incentives will operate in accordance with their terms.

For completeness, Nexus Lawyers Pty Limited has also previously made Mr Eagle available to the Company to provide legal services, including in respect of the Company's prospectus for admission to listing and up to August 2017 (with fees of \$15,000 plus GST post listing).