

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

GetSwift Limited

ABN / ARBN:

57 604 611 556

Financial year ended:

30 June 2018

Our corporate governance statement² for the above period above can be found at:³

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.getswift.co/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 18 October 2018 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.



SOPHIE KARZIS
Company Secretary
23 October 2018

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in the GetSwift Limited Board Charter, at https://www.getswift.co/corporate-governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at https://www.getswift.co/corporate-governance/</p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location].</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location] ... and the length of service of each director: <input type="checkbox"/> in our Corporate Governance Statement OR <input checked="" type="checkbox"/> at pages 11 – 13 of the FY18 Annual Report.	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at https://www.getswift.co/team/ and https://www.getswift.co/corporate-governance/	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at [insert location]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

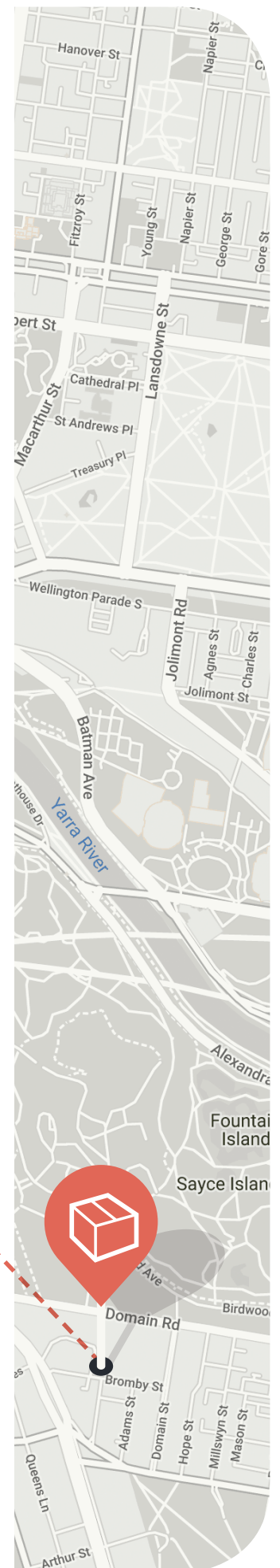
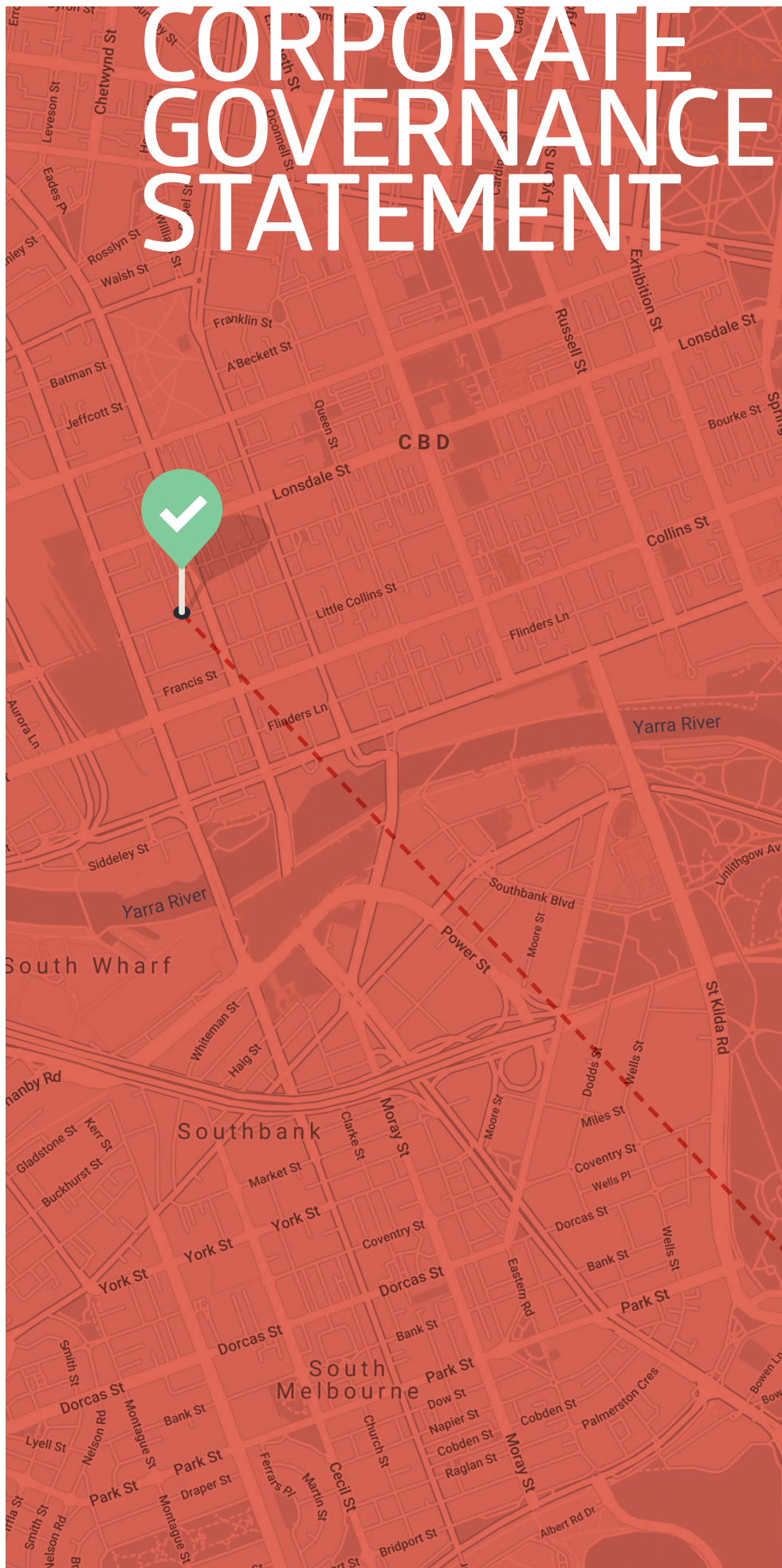
Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> in the Remuneration Report of the FY18 Annual Report.</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

CORPORATE GOVERNANCE STATEMENT



Principle 1: Lay solid foundations for management and oversight

Role and responsibilities of the Board:

The Board oversees the Group's business and is responsible for the overall corporate governance of the Group. It monitors the operational, financial position and performance of the Group and oversees its business strategy, including approving the strategy and performance objectives of the Group. The Board is committed to maximising performance and generating value and financial returns for Shareholders and accordingly meets regularly to assess management's performance in implementing the objectives set by the Board.

To further these objectives, the Board has created a framework for managing the Group, including the adoption of relevant internal controls, risk management processes and corporate governance policies and practices which the Board believes are appropriate for the business and which are designed to promote the responsible management and conduct of the Group.

The Board underwent a period of renewal during the reporting period with the retirement of two Directors and the planned retirement of a third at the upcoming AGM. The Board thanks these Directors for their service and contribution to the Group during their respective tenures. Mr Michael Fricklas and Mr David Ryan, two independent, non-executive Directors appointed during the year, bring significant experience to the Board, particularly in relation to corporate governance matters, public company directorship as well as industry-specific experience. Mr Fricklas and Mr Ryan were re-elected at the Company's Extraordinary General Meeting (EGM) on 31 August 2018. Subsequent to the conclusion of the fiscal year, the Board also appointed Ms Belinda Gibson as a Director. Ms Gibson also brings significant corporate governance and public company directorship experience to the Board. Ms Gibson was appointed on 10 October 2018.

Concurrent with the initial changes to the Board during the reporting period, the Board conducted a review of the Group's corporate governance policies and charters and sought advice from external advisors. This review resulted in a comprehensive set of updated charters and policies being endorsed by the Board after the reporting period to replace the existing corporate governance framework which had been in place since the Group listed.

As part of the review mentioned above, the Board recently adopted a new Board Charter which governs the operation of the Board and outlines in detail its specific roles and responsibilities and those duties which have been delegated to the CEO and management. The operation of the Board is also governed by the GetSwift Limited company Constitution. Copies of the Board Charter and Constitution are available on the GetSwift website, at: <https://www.getswift.co/corporate-governance/>. Prior to the adoption of the new Charter (including for the entirety of the reporting period) the roles and responsibilities of the Board were governed by the previous version of the Board Charter. A copy of the previous Charter was available on the GetSwift website during the reporting period.

Role of Committees:

Responding to the growth of the Group in the reporting period and the increased corporate governance oversight that growth demands of the Board, a number of Board standing committees were recently established to assist in discharging the responsibilities of the Board. Prior to the establishment of those committees, the roles and responsibilities they now have were undertaken and performed by the full Board of the Group, with the power to establish special committees from time to time.

The Board established the following standing committees in July, 2018:

- Remuneration and Nomination
- Audit and Risk

The Remuneration and Nomination committee is chaired by independent, non-executive Director Mr Michael Fricklas and its other members are currently Mr David Ryan and Ms Belinda Gibson.

The Audit and Risk committee is chaired by independent, non-executive Director Mr David Ryan and its other members are Mr Michael Fricklas and Ms Belinda Gibson.

Principle 1: Lay solid foundations for management and oversight *(continued)*

Delegation to Management:

The Board has appointed Mr Bane Hunter as Chief Executive Officer and Mr Hunter is responsible for managing the day-to-day affairs of the Group and executing the corporate strategy outlined by the Board. The Board has additionally appointed Mr Joel Macdonald as President and Managing Director of the Group, with responsibility for leading product design, user experience and marketing endeavours.

Both Mr Hunter and Mr Macdonald discharge their management duties within the overall strategic agenda of the Group set by the Board and are answerable to the Board. The Group has also appointed a number of executives who report to Mr Hunter and Mr Macdonald to assist in discharging the responsibilities delegated to management by the Board. As and when required, those executives are invited attendees at Board meetings and report on their specialised area of concern.

Nomination and appointment of Directors:

Prior to appointing a Director, the Group conducts appropriate reference and background checks to determine whether the potential Director possesses the appropriate skills and experience required to discharge their responsibilities as a Director. The Group provides shareholders with all material information relevant to any decision on whether or not to elect or re-elect a Director, most recently in the Notice of Extraordinary General Meeting (**EGM**) and explanatory notes in respect of the 31 August 2018 EGM in relation to Mr Fricklas and Mr Ryan and in the Notice of Annual General Meeting (**AGM**) and explanatory notes in respect of the upcoming AGM and Ms Belinda Gibson.

Performance of the Board

All Directors are engaged pursuant to written agreements with the Group, setting out the terms of their engagement.

During the reporting period the Board was subject to a Board Performance Evaluation Policy which set out the process for evaluating the performance of both the Board and senior executives and was available on the GetSwift website during the reporting period. The recently adopted Board Charter now includes the requirements previously addressed by the Board Performance Evaluation Policy.

During the reporting period, the Performance of the Board as a whole, its subcommittees and individual Directors were assessed, in accordance with the Group's Board Performance Evaluation Policy (a process which takes place annually). The Executive Chairman held discussions with each Director which covered, among other things, their performance, in the context of identifying a non-executive Chairman and any additional skills from which the Board would benefit, and any potential candidates for Director who may bring those skills to the Board.

Prior to appointing Mr Ryan and Mr Fricklas, the Board met to evaluate its own performance as a whole and to identify potential areas of improvement, including the recruitment and consideration of new Directors.

Performance of Executives

All Group executives are employed pursuant to written agreements which detail the terms of their employment.

Arrangements put in place by the Board to monitor the performance of the Group's executives include:

- a review by the Board of the achievement of performance targets set based on the organisation's objectives in accordance with its strategy;
- comparison of executive remuneration levels to industry benchmarks; and
- annual performance appraisal meetings incorporating analysis of key performance indicators with each individual with the objective that the level of reward is aligned with respective responsibilities and individual contributions made to the success of the Group.

Annual reviews of executive performance were conducted by Executive Chairman, Mr Bane Hunter, during the reporting period.

Company Secretary

The Board has appointed a company secretary who is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Details of GetSwift's company secretary are available on page 14 of the Annual Report.

Principle 1: Lay solid foundations for management and oversight *(continued)*

Diversity Policy

The Group has adopted a diversity policy which sets out the Group's objectives relating to diversity amongst its Board of Directors, Management and employees. The Board recently endorsed an updated diversity policy on 10 October 2018 which is available on the GetSwift website at <https://www.getswift.co/corporate-governance/>.

The Policy which was in operation for the entirety of the reporting period required the Board to establish objectives regarding diversity through its Diversity Agenda, and review both the objectives themselves and the Group's progress in meeting those objectives, at least annually. Despite its strong commitment to diversity at all levels of employment within the Group, the Board did not, during the reporting period, distill its commitment to diversity into a written document. Instead, the commitments to diversity documented in the Diversity Policy informed hiring decisions across the Company, including in informing the appointment of new Directors. The Board notes the formalisation of the Company's commitment to diversity is the responsibility of the recently established Remuneration and Nomination Committee.

A list of the Company's current Board members and senior executives is set out in the Annual Report, from which the proportion of men and women can be determined. For these purposes, the Company regards its "senior executives" as those covered in the Remuneration Report. The Company has not set out details of the respective proportions of men and women across the whole organization in light of the stage of the Company's growth and its current size. In particular, this proportion is likely to vary rapidly during this stage of the Company's growth.

Principle 2: Structure the Board to add value

Nomination of Directors

As noted above, the Board established a Remuneration and Nomination committee in July 2018 to enable, amongst other things, sufficient time and resources to be dedicated to the impartial assessment of the Board's need for new Directors and the individual skills sets, presented by candidates for appointment as Directors. The Remuneration and Nomination Committee has three members, a majority of whom are independent, and is chaired by an independent Director. The committee was formed following the end of the reporting period and therefore no meetings took place during the financial year ended 30 June 2018.

The committee is governed by the Remuneration and Nomination Committee Charter, recently endorsed by the Board and available on the GetSwift website, at: <https://www.getswift.co/corporate-governance/>.

The Charter specifies that the role of the Committee includes assessing and making appropriate recommendations to the Board regarding the mix of skills and experience required to provide appropriate governance oversight for the Group's operations and strategic direction, as well as making recommendations as to the level and form of remuneration for Directors. The Committee is also charged with Director succession and retirement planning.

Prior to the establishment of this committee (including for the entirety of the reporting period) these responsibilities (including board succession planning) were discharged by the Board as a whole. Having regard to the size of the Group, the Board was satisfied that it had the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. As part of the Board's succession planning, Mr Fricklas and Mr Ryan were appointed to the Board in April 2018 and Ms Belinda Gibson was appointed to the Board in October 2018. All three Directors have extensive and distinguished governance, executive and public company experience - a key criteria established by the Board in identifying suitable candidates.

Composition of the Board

As at the date of this report, the Board is comprised of Executive Directors, Bane Hunter and Joel Macdonald and Non-Executive Directors, Michael Fricklas, David Ryan, Brett Eagle and Belinda Gibson. The length of service of each Director, excluding Ms Gibson, is disclosed in the Director's Report at pages 11 - 14 of the Annual Report. As Ms Gibson was appointed after the conclusion of the financial year, details of her experience, qualifications and length of service are not included in the Director's Report.

The Board recognises the importance of independent Directors and the value they bring in facilitating decisions of the Board to be made in the best interests of all shareholders and not biased towards any individual, or Group of, shareholders. The recently updated Board charter establishes a range of criteria for assessing the independence of Directors that is consistent with the ASX Corporate Governance Guidelines (3rd Edition) and also charges the Board with continually monitoring the independence of Directors.

Principle 2: Structure the Board to add value *(continued)*

Composition of the Board *(continued)*

The Board considers Mr Fricklas, Mr Ryan and Ms Gibson independent Directors. As stated in the notice of EGM, Mr Fricklas provided consulting services to the Company on governance related and various organisational matters prior to his appointment to the Board. The Board does not consider this affects the independence of Mr Fricklas as a director, given the nature and extent of the services provided and that these services ceased prior to his appointment as a director. As stated in the notice of EGM, Mr Ryan acted as a consultant to the Company prior to his appointment to the Board, providing governance related services. The Board does not consider this affects the independence of Mr Ryan as a director, given the nature and extent of the services provided and that these services ceased prior to his appointment as a Director. As stated in the notice of AGM, Ms Gibson acted as a consultant to the Company prior to her appointment to the Board, providing governance related services. The Board does not consider this affects the independence of Ms Gibson as a director, given the nature and extent of the services provided and that these services ceased prior to her appointment as a Director.

The Board is not currently comprised of a majority of independent Directors (nor was it at any time during the reporting period), however Mr Brett Eagle has informed the Board that he plans to retire following the Group's AGM for the financial year ended 30 June 2018, at which point a majority of the Board will consist of independent Directors. Once Mr Eagle retires, the Board plans to maintain the number of Directors at its current level until such time that a thorough review of the Board Skills Matrix has been performed which will inform any decision to add additional Directors.

As described above, the reporting period was one of significant changes to the Board which posed challenges to achieving a majority of independent Directors. The Board is pleased to have achieved this objective subsequent to the conclusion of the reporting period.

The Board elected Michael Fricklas as Chair of the Board on 26 April 2018. Mr Fricklas is an independent, non-executive Director. During the reporting period and prior to the election of Mr Fricklas, the role of Chair was performed by executive director, Mr Bane Hunter. The Board recognises the importance of an independent chairman and, since the election of Mr Fricklas, has separated the roles of Chair and Chief Executive Officer so they are not performed by the same individual. The Board established the appointment of an independent chair as a high priority for the reporting period and is pleased to report it has now achieved this goal.

Each Director has confirmed to the Group that he or she anticipates being available to perform his duties as a Non-Executive Director or Executive Director, as applicable, without constraint from other commitments.

Board makeup, induction and development

The Board seeks to achieve a balance of skills and experience which it considers valuable in discharging its duties and setting the strategic course of the Group. The Board aims to strike the appropriate balance of skills, diversity, experience, independence and expertise of its Directors to best support the achievement of the Group's strategy whilst meeting regulatory requirements.

The balance sought by the Board includes the following skills matrix (as set out in the Remuneration and Nomination Committee Charter):

- **Strategy and leadership:** business leadership; executive experience; strategic planning; public listed company experience;
- **Finance:** accounting; audit; capital markets;
- **Industry and technical:** technology; digital innovation; e-commerce; logistics; sales and marketing; and specific knowledge of GetSwift's marketplace and key decision makers at enterprises who are or may become customers and
- **Other:** legal; governance; risk management; human resources.

The Board considers that the Directors possess an appropriate mix of skills and experience, however notes its intention to continue to improve the diversity of the Board, in line with its aspiration to add to the number of independent, non-executive Directors with appropriate skills and knowledge.

Prior to the adoption of the new Remuneration and Nomination Committee Charter (including during the entirety of the reporting period) this skills matrix was used by the Board in assessing the adequacy of skills of Directors, however it was not disclosed in accordance with the Corporate Governance Principles. The approach is now disclosed on the GetSwift website within the Remuneration and Nomination Committee Charter.

Once appointed, new Directors undergo an induction process, overseen by the Company Secretary, which provides comprehensive background and information on the Group and the expectations of the Board regarding performance.

The Board is committed to providing Directors with appropriate professional development opportunities in order to develop and maintain their skills and knowledge required to discharge their duties effectively.

Principle 3: Act ethically and responsible

Code of Conduct

The Group is committed to operating its business in an ethically responsible manner and recognises the critical importance of all Directors, senior executives and employees conducting themselves in a fashion consistent with the Group's values. The Group Code of Conduct sets out the ethical standards expected of all Directors, senior executives and staff in their conduct of the Group's business and when interacting with stakeholders.

The Board recently endorsed an updated Code of Conduct which is available on our website at:
<https://www.getswift.co/corporate-governance/>.

The Group's previous Code of Conduct (which applied during the reporting period) was available on the GetSwift website during the reporting period.

Principle 4: Safeguarding integrity in corporate reporting

The Board is responsible for maintaining integrity in the Group's corporate reporting and has recently established an Audit & Risk committee to assist in discharging its duties. The Audit & Risk committee is governed by the recently endorsed Audit & Risk committee charter which outlines the Committee's roles and responsibilities. A copy of the charter can be accessed at: <https://www.getswift.co/corporate-governance/>.

As at the date of this statement, the Audit and Risk committee comprises three members, all of whom are independent, non-executive Directors. The Committee is chaired by Mr David Ryan who is an independent Director and who is not the Chair of the Board. The relevant skills and experience of the members of the Audit & Risk committee are detailed at pages 11 - 14 of the Annual Report, excluding those of Ms Belinda Gibson, who did not serve as a Director during the financial year. Ms Gibson's skills and experience are detailed in the Notice of Meeting and Explanatory Statement issued in relation to the Group's upcoming AGM.

The committee was formed following the end of the reporting period and therefore no meetings took place during the financial year ended 30 June 2018.

Prior to the establishment of this committee, oversight of corporate reporting was discharged by the Board as a whole. Having regard to the size of the Group during the reporting period, the Board was satisfied it had the appropriate skills and expertise to adequately safeguard the integrity of its corporate reporting. The Board met throughout the period in order to monitor and review:

- a) The reliability and integrity of the Group's financial reporting systems and processes;
- b) The appropriateness of the accounting judgments or choices exercised by management in preparing the Company's financial statements; and
- c) The appointment and, if necessary, removal of the Company's external auditors and the work of, and relationship with, the external auditors (including the rotation of the audit engagement partner).

Prior to approving the Group's financial statements for the year ended 30 June 2018, the Board received appropriate attestations from the CEO, President and CFO pursuant to s 295A of the *Corporations Act 2001* (Cth) and consistent with recommendation 4.2 of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Group's external auditor was present at the 2017 Annual General Meeting and was available to answer questions from shareholders relevant to the audit performed. This same procedure will be followed for the 2018 Annual General Meeting.

Principle 5: Making timely and balanced disclosure

The Board recently endorsed a new Continuous Disclosure Policy which updated the policies and procedures to be followed by all Group Directors, executives and employees in order to comply with obligations imposed by all relevant laws for both continuous and periodic disclosure of information to the market. A copy of that policy is available on the GetSwift website at <https://www.getswift.co/corporate-governance/>.

That policy requires all market sensitive information to be first made available on the ASX Market Announcement Platform, following a system of verification, including by the Disclosure Committee.

A review was undertaken during the reporting period of the Group's compliance with its continuous disclosure obligations by PricewaterhouseCoopers (**PwC**). In an announcement on 19 February 2018, GetSwift notified the market that the initial stage of PwC's review had been completed and GetSwift confirmed compliance with listing rule 3.1 (relating to continuous disclosure). The further review undertaken by PwC culminated in significant contributions to the updated Policies and Charters recently approved by the Board, as well as to the appointment of independent Directors and an independent, non-executive Chairman. The engagement has now concluded.

Principle 6: Respecting the rights of security holders

The Board recently endorsed a revised Shareholder Communications Policy which outlines the principles the Group follows in communicating and engaging with its investors. The policy's purpose is to enable shareholders to be informed in a timely and readily accessible manner of major developments affecting the Group. The policy also sets out the steps the Group takes to encourage shareholder participation at Annual General Meetings. A copy of this policy is available on GetSwift's website, at: <https://www.getswift.co/corporate-governance/>.

The GetSwift website contains comprehensive information about the Board and its corporate governance arrangements, including copies of all relevant charters and policies.

The Group has implemented an investor relations program that facilitates two-way communication with investors. While the Group's Shareholder Communications Policy facilitates and encourages communication between the Group and investors, those interactions are also restricted by the Continuous Disclosure Policy, which prohibits the selective briefing of analysts and investors.

The Board encourages investors to receive communications electronically by registering with Computershare investor services at <https://www.au.computershare.com/Investor/>.

Principle 7: Recognising and managing risk

As detailed above, the Board established an Audit and Risk committee in July 2018 with responsibility for overseeing risk management and endorsed a charter to govern its operation. A copy of that charter is available on the GetSwift website at: <https://www.getswift.co/corporate-governance/>.

Prior to the establishment of this committee (and during the entirety of the reporting period) risk management activities were overseen by the Board as a whole. Having regard to the size of the Group, the Board was satisfied that it had the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively (including by the Board overseeing the entity's risk management framework).

In recognising the added risks and responsibilities in relation to risk management that have increased in line with the growth of the business of the Group, the Board has recognised the importance of maintaining appropriate corporate governance practices commensurate with that growth.

As at the date of this statement, the Audit and Risk committee comprises three members, all of whom are independent, non-executive Directors. The Committee is chaired by Mr David Ryan who is an independent Director. The committee was formed following the end of the reporting period and therefore no meetings took place during the financial year ended 30 June 2018.

The Board completed a review of its risk management framework on a number of occasions throughout the reporting period and is satisfied it remains fit for purpose. As part of that review, and responding to the growth of the Group, the Board considered it appropriate to form the Audit and Risk committee to oversee risk which it established in July 2018. The Board regularly considered the full spectrum of risk management-related items at Board meetings throughout the reporting period in overseeing the effectiveness of the Group's risk management systems. The Board also consulted, as appropriate, with members of management with responsibility for internal controls and risk management in relation to any material risk exposures or incidents.

Principle 7: Recognising and managing risk *(continued)*

Internal audit function and economic, environmental and social and sustainability risk

Given the size of the Group, the Board considered it was appropriately qualified and resourced to handle the internal audit function during the reporting period, including discharging responsibility for evaluating and continually improving the effectiveness of the Group's risk management and internal control processes. Following the establishment of the Audit and Risk Committee, this is an item of importance and priority for this Committee.

Any relevant economic, social or environmental risks facing the Group are disclosed in the CEO & President Review at pages 5 - 7 of the Annual Report.

Principle 8: Remunerating fairly and responsibly

In July 2018 the Board established a Remuneration and Nomination Committee and endorsed a charter to govern its operations. A copy of that charter is available on the GetSwift website at: <https://www.getswift.co/corporate-governance/>.

The committee is comprised of three members, all of whom are independent Directors. The committee is chaired by an independent Director. The committee was formed following the end of the reporting period and therefore no meetings took place during the financial year ended 30 June 2018.

Prior to the establishment of this committee (including for the entirety of the reporting period) responsibilities now undertaken by the committee were discharged by a panel of two Directors, one of them independent, and the staff heads of operations and human resources/administration, with the support of an external consultant. Having regard to the size of the Group, the Board was satisfied that it had the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities for remuneration, effectively.

The Board designed a remuneration philosophy and policy in order to align the interests of executives and directors with shareholder and business objectives. During the reporting period the Board panel reviewed executive packages by reference to the Group's performance, executive performance and comparable information to confirm that remuneration was appropriate and not excessive.

GetSwift utilises equity as an effective form of compensation for Directors, executives and employees, as detailed in the remuneration report at pages 15 - 27 of the Annual Report.

Securities Trading Policy

The Group had in place for the entire reporting period a Securities Trading Policy that restricted trading in GetSwift Limited securities and applied to all Directors, employees and contractors. That policy prohibited any Director or executive participating in the Group's equity-based incentive plan from entering into transactions which had the effect of hedging or otherwise transferring to any other person the risk of fluctuation in the value of any unvested entitlement.

The Group recently adopted a revised Securities Trading Policy. The policy is designed to raise awareness of the prohibitions on insider trading contained in part 7.10 of the *Corporations Act 2001* (Cth) and minimise any potential for breach of the prohibitions on insider trading. The revised policy also prohibits any employee of the Group from engaging in trading which enables the employee to profit from, or limit the economic risk of, a decrease in the market price of GetSwift securities.

The Securities Trading Policy also establishes procedures that must be followed prior to the sale or purchase of GetSwift securities by any Director, staff member or contractor in addition to imposing 'black out' periods in which dealing in GetSwift securities is prohibited. The policy is available on the GetSwift website at: <https://www.getswift.co/corporate-governance/>.