



ASX RELEASE

GetSwift Limited (ASX:GSW)

26 April 2019

Appendix 4C and Board Update

- **52 Percent Sequential Increase in Revenue & Other Income for Fiscal 3rd Quarter**
- **Tech Development Centre in North America Continues Planned Expansion**
- **Opens New Software Development Centre in Europe**
- **Integrations of Delivery BIZ Pro and Scheduling+ Acquisitions Ahead of Schedule**
- **Company Continues to Explore Additional Value Creating M&A Opportunities**
- **Ends Quarter with Strong Balance Sheet Holding Substantial Liquidity of \$74.4 million of Cash, Cash Equivalents and Term Deposits and No Debt**
- **Announces Changes to the Composition of the Board of Directors**

GetSwift Limited (ASX: GSW) ('GetSwift' or the 'Company'), today lodged its unaudited Appendix 4C Report for the period ending 31 March 2019.

Total revenue and other income for the quarter ending 31 March 2019 was approximately \$1.085 million, an increase of 197 per cent on the equivalent quarter last year and an increase of 52 per cent from the preceding quarter ending 31 December 2018. On 20 February 2019, the Company announced two strategic SaaS acquisitions in North America: Delivery BIZ Pro and Scheduling+. Net loss after tax was approximately \$6.7 million of which a significant amount had been allocated for technology staff growth and R&D platform enhancements for the quarter ending 31 March 2018.

Delivery BIZ Pro ("DBP") is a subscription-based cloud service for businesses with recurring product orders particularly within the produce, meal-kit, farm-to-table, water, home and commercial delivery sectors. DBP's platform brings together key components that allow recurring delivery industry sectors to employ the best methodology for their logistics fulfillment.

Scheduling+ ("SP") combines staff scheduling, task management, time and attendance recordkeeping, and payroll into one easy to use subscription-based cloud solution, which allows businesses of all sizes to reduce the amount of time spent on employee management and optimise human capital management.

Given the transformation of the Company through these two acquisitions and enhanced product offerings, the Company believes that transactions are no longer a suitable representation of business activity for investors and customers. As such, the Company will not be providing transaction numbers going forward, and will instead report on revenue.

Integration of DBP and SP has progressed as planned. The Company continues to invest in technology and enterprise integrations, including new product development. The Company's new software development centre in Denver, Colorado is progressing well with continued hires in the March quarter. In the quarter the Company also opened a new tech development campus in Europe to meet client growth needs.

On 17 April 2019, the High Court of Australia dismissed an application for special leave to appeal the decision of the Full Court of the Federal Court of Australia. As previously advised, the decision of the Full Court of the Federal Court that only one of three competing class actions filed against the Company could continue, was subject to an application for special leave to appeal to the High Court of Australia. The Company resisted the application and pressed for a determination that only one class action proceed. As a result of the High Court's decision, the judgment of the Full Court is now final and only one class action will continue against the Company: the Webb class action. The Webb class action has been proceeding in the interim and the trial of the matter is now scheduled to commence on a date not before 17 August 2020. In dismissing the application for leave, the High Court ordered the costs against the party bringing the application, meaning the Company will recover some of the costs associated with the application for leave.

Separately, the Company advised in February this year that the Australian Securities and Investments Commission (ASIC) commenced civil penalty proceedings against the Company and two of its directors. ASIC have since added allegations against Mr Brett Eagle, a former director and General Counsel of the Company. The trial of the ASIC proceedings is now scheduled to commence in June 2020.

As previously advised, The Company strongly disputes the allegations made in both the Webb class action and the ASIC proceeding, including any alleged loss, and is vigorously defending the proceedings. The Company will continue to keep shareholders informed of any relevant developments.

Administration and Corporate Costs continued to be significant cash expenditures due to legal costs and increased governance expenses. These expenses include the aforementioned costs for defending proceedings before the Federal Court of Australia and the ASIC proceeding. Administrative and Corporate Costs will be higher in the June fiscal quarter due to these recent corporate events. The Company has and will continue to vigorously defend these proceedings, and will continue to robustly pursue all legal options to protect shareholder interests.

The Company has a strong balance sheet, with the quarter ending 31 March 2019 holding substantial liquidity with cash, cash equivalents, and bank term deposits of \$74.4 million and no outstanding debt.

Board Update

David Ryan, Belinda Gibson, and Michael Fricklas have decided to step down from the Board effective 26 April 2019.

Michael Fricklas said on behalf of Belinda Gibson, David Ryan, and himself, "As members of the Board of GetSwift, we are proud of how the Company has matured over the past year. The Company's products are achieving success in the market and it has many accomplishments." Mr. Fricklas also said, "Nonetheless, we have different views as to the manner in which the Company engages with its Board, and in light of this, have decided to resign. We are all shareholders ourselves and we hope the Company has great success in the future."

The Company is very grateful for their service and contributions over the last twelve months particularly in the area of improving the Company's corporate governance and reporting structures. The Company is in a stronger position as result of their contributions and those governance enhancements remain intact.

Consistent with the Company's focus on growth and scaling the business to meet global demand including the recent addition of Independent Non-Executive Director, Marc Naidoo to the Board, the Company intends to shortly appoint at least two new Independent Non-Executive Directors to the Board. Importantly, once these new appointments take effect, the Board will continue to have a majority of independent directors and remain diverse.

The Company feels that it is appropriate to shift toward Directors with significant experience generating revenues and scaling commercial operations for growth. The Company has already identified several strong candidates that meet these requirements.

The Company's goal remains to have best-in-class governance and seasoned business leaders with commercial experience to help the Company rapidly expand its growth and take advantage of global opportunities. The Company and management are committed to continuing to act in the best interest of shareholders to create long-term shareholder value.

The company will now focus on a new phase of its development with major focuses on scaling both revenues and technology development efforts whilst corporate governance continues to be enforced.

Investor Conference Call

The Company will host a shareholder call following the announcement of the new Independent Non-Executive Directors.

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Further Information:

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Company Secretary:

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About GetSwift Limited

Technology to Optimise Global Delivery Logistics

GetSwift is a worldwide leader in delivery management automation. From enterprise to hyper-local, businesses across dozens of industries around the globe depend on GetSwift's SaaS platform to bring visibility, accountability, efficiency and savings to their supply chain and "Last Mile" operations. GetSwift is headquartered in New York City and is listed on the Australian Securities Exchange (ASX:GSW). For further background, please visit [GetSwift.co](https://www.getswift.co).

Appendix 4C

Quarterly report for entities subject to Listing Rule 4.7B

Introduced 31/03/00 Amended 30/09/01, 24/10/05, 17/12/10, 01/09/16

Name of entity

GetSwift Limited

ABN

57 604 611 556

Quarter ended ("current quarter")

31 March 2019

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (1 July 2018 to 31 March 2019) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	514	956
1.2 Payments for		
(a) research and development	(749)	(2,555)
(b) product manufacturing and operating costs	(533)	(1,169)
(c) advertising and marketing	(237)	(541)
(d) leased assets	-	-
(e) staff costs	(3,078)	(7,616)
(f) administration and corporate costs	(2,323)	(9,581)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	370	1,403
1.5 Interest and other costs of finance paid	-	(1)
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	159	159
1.8 Other	-	-
1.9 Net cash from / (used in) operating activities	(5,877)	(18,945)
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	(66)	(70)
(b) businesses (see item 10)	(6,615)	(6,615)
(c) investments	(313)	(934)
(d) intellectual property	-	-
(e) other non-current assets	-	-
2.2 Proceeds from disposal of:		
(a) property, plant and equipment	-	-
(b) businesses (see item 10)	-	-

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (1 July 2018 to 31 March 2019) \$A'000
(c) investments	-	-
(d) intellectual property	-	-
(e) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (provide details if material)	-	-
2.6 Net cash from / (used in) investing activities	(6,994)	(7,619)
3. Cash flows from financing activities		
3.1 Proceeds from issues of shares	-	-
3.2 Proceeds from issue of convertible notes	-	-
3.3 Proceeds from exercise of share options	-	-
3.4 Transaction costs related to issues of shares, convertible notes or options	-	-
3.5 Proceeds from borrowings	-	-
3.6 Repayment of borrowings	-	-
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
3.10 Net cash from / (used in) financing activities	-	-
4. Net increase / (decrease) in cash and cash equivalents for the period		
4.1 Cash and cash equivalents at beginning of quarter/year to date	23,172	35,844
4.2 Net cash from / (used in) operating activities (item 1.9 above)	(5,877)	(18,945)
4.3 Net cash from / (used in) investing activities (item 2.6 above)	(6,994)	(7,619)
4.4 Net cash from / (used in) financing activities (item 3.10 above)	-	-
4.5 Effect of movement in exchange rates on cash held	(166)	855
4.6 Cash and cash equivalents at end of quarter	10,135	10,135

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1 Bank balances	10,135	23,172
5.2 Call deposits	-	-
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	10,135	23,172

6. Payments to directors of the entity and their associates

- 6.1 Aggregate amount of payments to these parties included in item 1.2
- 6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2

**Current quarter
\$A'000**

803

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Item 6.1 Reflects amounts paid to directors including director's fees, salaries, superannuation, bonuses and consulting fees (excluding reimbursements).

7. Payments to related entities of the entity and their associates

- 7.1 Aggregate amount of payments to these parties included in item 1.2
- 7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3
- 7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2

**Current quarter
\$A'000**

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8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	-	-
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

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9. Estimated cash outflows for next quarter	\$A'000
9.1 Research and development	775
9.2 Product manufacturing and operating costs	550
9.3 Advertising and marketing	250
9.4 Leased assets	-
9.5 Staff costs	2,600
9.6 Administration and corporate costs	2,800
9.7 Other	-
9.8 Total estimated cash outflows	6,975

10. Acquisitions and disposals of business entities (items 2.1(b) and 2.2(b) above)	Acquisitions	Disposals
10.1 Name of entity	-	-
10.2 Place of incorporation or registration	-	-
10.3 Consideration for acquisition or disposal	-	-
10.4 Total net assets	-	-
10.5 Nature of business	-	-

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:



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Company Secretary

Date: 26 April 2019

Print name: Sophie Karzis

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.