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## **GetSwift Limited (ASX:GSW)**

Ms. Belinda Chiu  
Senior Adviser, Listings Compliance  
ASX  
20 Bridge Street  
SYDNEY NSW 2000

By Email: belinda.chiu@asx.com.au

29 May 2019

Dear Ms Chiu,

### **GetSwift Limited (ASX:GSW): Price Query**

GetSwift Limited ("GetSwift" or the "Company") refers to your letter dated 28 May 2019 and to the questions contained therein.

We kindly answer your questions below.

- 1. ASX: Is GSW aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities? In answering this question, please address the online report about a strategic partnership between Kout Food Group and GSW.*

GetSwift is aware of the online report entitled "Kuwait's Kout Food Group Firms up Strategic Partnership with GetSwift", published on the BusinessWire website on 27 May 2019 at 7:12PM (AEDT) ("Kout Press Release").<sup>1</sup> The press release correctly reflects an established relationship with Kout.

The brand recognition and market presence of Kout may explain the recent trading following the Kout Press Release. However, while GetSwift is pleased to be working with a group the size of Kout and values the relationship, the Company believes that it is not material at this stage.

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<sup>1</sup> Kout Food Group ("Kout") is the middle-eastern licensee/franchisee of certain key brands of Yum! Brands, Inc, including Pizza Hut and Taco Bell. On 1 December 2017 the Company made an ASX announcement entitled "Yum! Brands and GetSwift Sign Multi Year Partnership" in respect of a global multiyear partnership with Yum! Brands, Inc ("Yum!").

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- 1A. ASX: GSW states that it does not consider the information contained in the Kout Press Release to be material at this stage. May you please advise the basis for this view (given GSW's share price movements of 28 May 2019).

The Company does not consider the information contained in the Kout Press Release material, having regard to the current early stage of the relationship with Kout.

- 1B. ASX: Referring to the announcement made by GSW on 1 December 2017 which discloses "...GSW expects that more than 250,000,000 deliveries annually will benefit from its platform as a result of this partnership after implementation. Initial deployments will commence in the Middle East, and Asia Pac, with more than 20 countries slated to be rolled out in the first and second phase, followed by a broader deployment thereafter...". How many deliveries does GSW expect to receive from the strategic partnership with the Kout Food Group? if this is undeterminable, please state this.

The Company refers to the Appendix 4C filed with ASX on 26 April 2019 in which the Company announced that, given the transformation of the Company through the acquisition of Delivery BIZ Pro and Scheduling+ and enhanced product offerings, the Company believes that transactions are no longer a suitable representation of business activity for investors and customers. As also stated in the Appendix 4C, the Company will not be providing transaction numbers going forward, and will instead report on revenue.

Notwithstanding the foregoing and having regard to the early stage of the relationship between the Company and Kout, it is undeterminable how many deliveries the Company expects to receive from strategic partnership with Kout Food Group.

2. ASX: If the answer to question 1 is "yes"

- a. Is GSW relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in GSW's securities would suggest to ASX that such information may have ceased to be confidential and therefore GSW may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.

No. GetSwift is not relying on Listing Rule 3.1A. While GetSwift is pleased to be working with a group the size of Kout and values the relationship, but believes that it is not material at this stage.

- b. Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).

In the circumstances, the Company considers that this response to ASX's query (to be provided to the market) is sufficient to put the Kout Press Release in context, so that there is no false market. However, the Company does not consider that there is material information which has not been released to the market in respect of the Kout relationship.

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- c. *If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?*

GetSwift: N/A.

3. *If the answer to question 1 is “no”, is there any other explanation that GSW may have for the recent trading in its securities?*

GetSwift: N/A.

4. *Please confirm that GSW is complying with the Listing Rules and, in particular, Listing Rule 3.1.*

The Company considers that it is in compliance with the ASX Listing Rules, in particular Listing Rule 3.1.

5. *Please confirm that GSW’s responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of GSW with delegated authority from the board to respond to ASX on disclosure matters.*

The Company confirms that the responses to these questions have been authorised and approved by the Board.

Yours sincerely



Sophie Karzis  
Company Secretary



28 May 2019

Reference: ODIN02866

Ms Sophie Karzis  
Company Secretary  
GetSwift Limited

By email:

Dear Ms Karzis

### **GetSwift Limited ('GSW'): Price Query**

We note the change in the price of GSW's securities from a low of \$0.16 at the close of trading on 27 May 2019 to a high of \$0.195 today, 28 May 2019.

We also note the significant increase in the volume of GSW's securities traded today.

### **Request for Information**

In light of this, ASX asks GSW to respond separately to each of the following questions and requests for information:

1. Is GSW aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities? In answering this question, please address the online report about a strategic partnership between Kout Food Group and GSW.
2. If the answer to question 1 is "yes".
  - (a) Is GSW relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in GSW's securities would suggest to ASX that such information may have ceased to be confidential and therefore GSW may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
  - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
  - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is "no", is there any other explanation that GSW may have for the recent trading in its securities?
4. Please confirm that GSW is complying with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that GSW's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of GSW with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:30 PM AEST today Tuesday, 28 May 2019**. If we do not have your response by

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then, ASX will likely suspend trading in GSW's securities under Listing Rule 17.3. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, GSW's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market. Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rules 3.1 and 3.1A**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to GSW's obligations under Listing Rules 3.1 and 3.1A and also to Guidance *Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that GSW's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in GSW's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in GSW's securities under Listing Rule 17.3.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

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**Belinda Chiu**

Senior Adviser, Listings Compliance (Sydney)