

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 2019

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/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 18 October 2019 and has been approved by the board.

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

Date: 23 October 2019



SOPHIE KARZIS
Company Secretary

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

The Board of GetSwift Limited notes that it underwent a period of significant renewal during the reporting period and, as such, it has had to indicate that it did not follow recommendations 2.1, 2.4, 4.1, 7.1 and 8.1 in full for the whole of the reporting period in the table below. The Board notes however, that it substantially complied with the above recommendations for much of the reporting period, save for the specific dates set out in the Group's Corporate Governance Statement, available online at <https://www.getswift.co/investors/corporate-governance/>. For a complete list of recommendations which were not followed in full for the full period, refer to the below table.

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/investors/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 type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at	<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
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

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
1.4	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.	<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 OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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/investors/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>

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
1.7	<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 <i>[insert location]</i></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 <i>[insert location]</i></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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.getswift.co/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</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>
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– 17 of the FY19 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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.getswift.co/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</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</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/investors/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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.getswift.co/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</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</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 [insert location]</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 [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
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 [insert location]</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 type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at pages 10 – 11 of the FY19 Annual Report.</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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at https://www.getswift.co/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</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>
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 FY19 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



corporate governance statement

This corporate governance statement summarises the Group's principal corporate governance policies, procedures and practices to pursue effective corporate governance and maximise accountability to our shareholders. The statement is current as at 18 October 2019 and has been approved by the Board of GetSwift Limited.

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 three directors in April 2019. The Board thanks the directors for their service and contribution to the Group during their respective tenures. Mr Stanley Pierre-Louis, Mr Marc Naidoo and Mr Terrance White were each appointed as independent, non-executive directors, and Mr Pierre-Louis was elected Chairman of the Board, during the reporting period. These three directors bring substantial experience from senior roles in private and public companies across a range of sectors, including a diverse range of corporate governance experience.

Subsequent to the conclusion of the fiscal year, the Board appointed Mr Carl Mogridge as an independent, non-executive director. Mr Mogridge also brings significant and broad business leadership experience to the Board, with a particular focus on digital and eCommerce transitions. Mr Mogridge was appointed on 29 July 2019. All four independent, non-executive directors are seeking election at the Group's Annual General Meeting (AGM) on 26 November 2019 pursuant to the GetSwift Limited Constitution and ASX Listing Rule 14.4.

On 10 October 2018, the Board adopted a range of updated corporate governance policies and charters to govern the operation of the Board, replace the existing governance framework which had been in place since the Group listed and address critical governance policies applying to the organisation. These policies and charters will continue to evolve as the company evolves. The updated policies and charters adopted as part of that process included the following documents:

- Board Charter
- Code of Conduct
- Audit and Risk Committee Charter
- Remuneration and Nomination Committee Charter
- Securities Trading Policy
- Continuous Disclosure Policy
- Shareholder Communications Policy
- Diversity Policy

Each of the above documents was made available on the GetSwift website shortly after endorsement by the Board, at <https://www.getswift.co/investors/corporate-governance/>.

Principle 1: Lay solid foundations for management and oversight – CONTINUED

Board Charter

The Board Charter 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 Constitution. Copies of the Board Charter and Constitution are available on the GetSwift website, at: <https://www.getswift.co/investors/corporate-governance/>.

Role of Committees

Following the review of the Group's corporate governance arrangements undertaken in 2018, two Board standing committees were established during the reporting period to assist in discharging the responsibilities of the Board. As the Group has grown, so too have the corporate governance responsibilities of the Board. The Board has responded to those increased responsibilities by delegating certain responsibilities to the Remuneration and Nomination Committee and the Audit and Risk Committee which both act pursuant to charters which were also updated during the reporting period.

During the reporting period, the Remuneration and Nomination Committee consisted of Michael Fricklas and David Ryan from 31 August 2018 and Belinda Gibson from 10 October 2018 until their retirement on 26 April 2019. The respective attendance by each director at the committee meetings held during the reporting period is set out in the table below. The Remuneration and Nomination Committee was re-formed by the Board on 2 August 2019. As at the date of this report, the committee is chaired by independent, non-executive director Mr Stanley Pierre-Louis and its other member is currently Mr Marc Naidoo.

Remuneration and Nomination Committee Attendance

DIRECTOR	NUMBER OF MEETINGS ELIGIBLE TO ATTEND	ATTENDED
Michael Fricklas	3	3
David Ryan	3	3
Belinda Gibson	2	1

During the reporting period, the Audit and Risk Committee consisted of Michael Fricklas and David Ryan from 31 August 2018 and Belinda Gibson from 10 October 2018 until their retirement on 26 April 2019. The respective attendance by each director at the committee meetings held during the reporting period is set out in the table below. The Audit and Risk Committee was re-formed by the Board on 2 August 2019. As at the date of this report, the committee is chaired by independent, non-executive director Mr Terrance White and its other member is Mr Marc Naidoo.

Audit and Risk Committee Attendance

DIRECTOR	NUMBER OF MEETINGS ELIGIBLE TO ATTEND	ATTENDED
Michael Fricklas	4	4
David Ryan	4	4
Belinda Gibson	2	1

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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 Company 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 checks to determine whether the potential director possesses the appropriate skills and experience required to discharge their responsibilities as a director. The Group did not consider it necessary to perform extensive checks in respect of Mr Pierre-Louis or Mr White prior to their appointment as Directors, given the Group's knowledge of these two individuals' skills and qualifications through their work as advisors to the Group, prior to joining the Board. The Group requires all directors, including Mr Pierre-Louis, Mr White and Mr Naidoo to complete standard declarations when signing their appointment letters relating to a range of factors that inform any further checks that need to be performed. The Group provides shareholders with all material information relevant to any decision regarding whether or not to elect or re-elect a director, most recently apparent in the Notice of Meeting for the AGM and accompanying Explanatory Statement in relation to Mr Pierre-Louis, Mr White, Mr Naidoo and Mr Mogridge.

Performance of the Board

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

The Board Charter adopted during the reporting period sets out the process by which the performance of directors and senior executives is evaluated and was available on the GetSwift website shortly following its approval for the remainder of the reporting period. Prior to the adoption of the updated Board Charter, the process was governed by a separate Board Performance Evaluation Policy which was also made available on the GetSwift website until the updated Board Charter was adopted.

During the reporting period, the performance of the Board as a whole, its subcommittees and individual directors were assessed (a process which takes place annually). Michael Fricklas held discussions with each director which covered, among other things, their performance, in the context of identifying 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 Pierre-Louis, Mr White and Mr Naidoo, the Board evaluated its own performance and identified potential areas of improvement, including the recruitment and consideration of new directors.

Principle 1: **Lay solid foundations for management and oversight** – *CONTINUED*

Performance of Executives

All senior executives identified as members of KMP for the purposes of the 2019 Remuneration Report 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 the Remuneration and Nomination Committee during the reporting period and the hiring of an external independent compensation analysis firm was also undertaken.

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.

Diversity Policy

The Board endorsed a new diversity policy on 10 October 2018, which remained in force for the reporting period. The policy sets out the Group's objectives relating to diversity amongst its Board of directors, Management and employees and is available on the GetSwift website at <https://www.getswift.co/investors/corporate-governance/>.

The updated diversity policy (and that which was in effect prior to its adoption) 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 Group.

A list of the Group's Board members (who served as directors during all or part of the reporting period) 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 Group regards its "senior executives" as those covered in the Remuneration Report. The Group has not set out details of the respective proportions of men and women across the whole organization in light of the stage of the Group's growth and its current size. In particular, this proportion is likely to vary rapidly during this stage of the Group's growth.

Principle 2: Structure the Board to add value

Nomination of directors

As noted above, the Board established a Remuneration and Nomination Committee during the reporting period 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. As at the date of this report, the Remuneration and Nomination Committee has two members, each of whom are independent, non-executive directors, including the Chair, Mr Stanley Pierre-Louis.

The committee is governed by the Remuneration and Nomination Committee Charter, endorsed by the Board on 10 October 2018 and available on the GetSwift website, at: <https://www.getswift.co/investors/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.

Composition of the Board

As at the date of this report, the Board is comprised of Executive directors, Mr Bane Hunter and Mr Joel Macdonald and Non-Executive directors, Mr Stanley Pierre-Louis, Mr Terrance White, Mr Marc Naidoo and Mr Carl Mogridge. The length of service of each director, excluding Mr Mogridge, is disclosed in the director's Report at pages 10-13 of the Annual Report. As Mr Mogridge was appointed after the conclusion of the financial year, details of his 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 updated Board charter endorsed by the Board on 10 October 2018 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.

The Board considers Mr Pierre-Louis, Mr White, Mr Naidoo and Mr Mogridge to be independent directors. As stated in the 2019 Remuneration Report, Mr Pierre-Louis provided general consulting and advisory services to the Group on matters such as growth and sales strategy, marketing and positioning of the Group prior to his appointment to the Board. Mr Pierre-Louis also provided services to the Group as a member of the advisory board. The engagement under which these services were provided was terminated on 29 May 2019, prior to his appointment to the Board. The Board does not consider this affects the assessment of Mr Pierre-Louis as an independent 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 2019 Remuneration Report, Mr White also acted as a consultant to the Group prior to his appointment to the Board, providing general consulting and advisory services to the Group on matters such as growth and sales strategy, marketing and positioning. Mr White was also engaged as a member of the Group's advisory board. The engagement under which these services were provided was terminated on 1 May 2019, prior to his appointment to the Board. The Board does not consider this affects the independence of Mr White 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 described above, the Board saw some significant changes during the reporting period with the retirement of a number of directors. The Board is pleased to have replaced each of the independent directors who retired with highly skilled and experienced independent directors to continue to strengthen the Board's corporate governance role.

Principle 2: Structure the Board to add value – CONTINUED

Composition of the Board – CONTINUED

As at the date of this report, the Board is (and was for much of the reporting period) comprised of a majority of independent directors. The Board was not comprised of a majority of independent directors from 1 July 2018 to 29 November 2018 (prior to the retirement of Mr Brett Eagle) and from 26 April 2019 to 31 May 2019 (the period between the retirement of Mr Fricklas, Mr Ryan and Ms Gibson and the appointment of Mr Pierre-Louis and Mr White).

The Board elected Mr Stanley Pierre-Louis as Chair of the Board on 31 May 2019. Mr Pierre-Louis is an independent, non-executive director. During the reporting period and prior to the election of Mr Pierre-Louis, the role of Chair was performed by another independent, non-executive director, Mr Michael Fricklas. Following the retirement of Mr Fricklas on 26 April 2019 and until the appointment of Mr Pierre-Louis on 31 May 2019, the role of Chair was performed by executive director, Mr Bane Hunter during which time one meeting of the Board took place. This transition occurred in accordance with the policy set out in the Board Charter endorsed by the Board on 10 October 2018 that prescribes the Board will be chaired by an independent, non-executive director, other than in circumstances where the retirement or departure of the Chairman requires the Board to be chaired by an executive director for an interim period.

Each director has confirmed that they anticipate being available to perform their 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.

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.

Prior to the adoption of the new Remuneration and Nomination Committee Charter the skills matrix set out above 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, in which the Group 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.

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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. A copy of the Group's Code of Conduct, endorsed by the Board on 10 October 2018, is available on our website at: <https://www.getswift.co/investors/corporate-governance/>.

The Group's previous Code of Conduct (which applied from the beginning of the reporting period to 10 October 2018) was available on the GetSwift website at that time.

Principle 4: Safeguarding integrity in corporate reporting

The Board is responsible for maintaining integrity in the Group's corporate reporting and established an Audit and Risk Committee during the reporting period to assist in discharging its duties. The Audit and Risk Committee is governed by the Audit and Risk Committee Charter endorsed by the Board on 10 October 2018, which outlines the Committee's roles and responsibilities. A copy of the Charter can be accessed at: <https://www.getswift.co/investors/corporate-governance/>.

As at the date of this statement, the Audit and Risk Committee comprises two members, each of whom are independent, non-executive directors. The Committee is chaired by Mr Terrance White 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 and Risk Committee are detailed at pages 12 – 16 of the Annual Report.

Prior to approving the Group's financial statements for the year ended 30 June 2018, the Board received appropriate attestations from the CEO and CFO pursuant to s 295A of the *Corporations Act 2001* (Cth) and, in a similar form in respect of its half-yearly results, consistent with recommendation 4.2 of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. The appropriate attestations from the CEO and CFO were also received for the financial statement for the year ended 30 June 2019.

The Group's external auditor was present at the 2018 Annual General Meeting and was available to answer questions from shareholders relevant to the audit performed. This same procedure will be followed for the 2019 Annual General Meeting.

Principle 5: Making timely and balanced disclosure

The Board endorsed a new Continuous Disclosure Policy during the reporting period on 10 October 2018 which updated the policies and procedures to be followed by all 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/investors/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. The continuous disclosure policy in force at the beginning of the reporting period was available on the Group's website during the time in which it applied to the Group.

Principle 6: Respecting the rights of security holders

The Board endorsed a revised Shareholder Communications Policy during the reporting period 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/investors/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 from and send communications to the Group and our share registry 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 during the reporting period 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/investors/corporate-governance/>.

As at the date of this statement, the Audit and Risk Committee comprises two members, both of whom are independent, non-executive directors, including the Committee Chair, Mr Terrance White.

The Board completed a review of its risk management framework during the reporting period and is satisfied it remains fit for purpose. 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.

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.

Any relevant economic, social or environmental risks facing the Group are disclosed in the CEO & President Review at pages 4 – 7 of the Annual Report.

Principle 8: Remunerating fairly and responsibly

As described above the Board established a Remuneration and Nomination Committee during the reporting period and endorsed a charter to govern its operations. A copy of that Charter is available on the GetSwift website at: <https://www.getswift.co/investors/corporate-governance/>.

As at the date of this statement, the committee is comprised of two members, both of whom are independent directors, including the Chair, Mr Stanley Pierre-Louis.

The responsibilities of the Remuneration and Nomination Committee were discharged during the reporting period with the assistance of the staff heads of operations and human resources/administration, with the advice of an external consultant, Mercer.

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 Remuneration and Nomination Committee 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 27 – 29 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 Board endorsed a revised Securities Trading Policy during the reporting period. 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/investors/corporate-governance/>.