



ASX RELEASE

**GetSwift Limited
(ASX:GSW)**

9 November 2020

Scheme Meeting – Chairman’s Address

In accordance with ASX Listing Rule 3.13.3, please see attached the Chairman’s Address for today’s Scheme Meeting of GetSwift Limited’s shareholders.

Yours faithfully

Julian Rockett
Company Secretary
GetSwift Limited

This announcement has been authorised by the Board of Directors.

About GetSwift Limited

Technology to Optimise Global Delivery Logistics

GSW is a technology and services company that offers a suite of software products and services focused on business and logistics automation, data management and analysis, communications, information security, and infrastructure optimization and also includes ecommerce and marketplace ordering, workforce management, data analytics and augmentation, business intelligence, route optimization, cash management, task management shift management, asset tracking, real-time alerts, cloud communications, and communications infrastructure (collectively, the “GetSwift Offering”). The GetSwift Offering is used by public and private sector clients across industries and jurisdictions for their respective logistics, communications, information security, and infrastructure projects and operations.

GetSwift is headquartered in New York and is listed on the Australian Securities Exchange (ASX:GSW).

For further background, please visit www.getswift.co. GetSwift is an emerging growth company and is subject to a variety of risks. The Company is not yet profitable, and there can be no assurance that it will achieve profitability. The Company’s business and a variety of investment considerations are discussed in more detail in the Company’s filings with the Australia Securities Exchange (ASX). Investors are encouraged to review the more complete information contained in such filings.

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GetSwift Limited
ACN 604 611 556

Scheme Meeting
Chairman's Address

Monday, 9 November 2020 at 10.00 am (AEDT)

Hello everyone and welcome to the Scheme Meeting of GetSwift Limited.

My name is Stanley Pierre-Louis and I am the Chairman of the Board of GetSwift Limited. I will be chairing today's Scheme Meeting. It is 10.00 am in Sydney, Australia, and the designated time of today's Scheme Meeting.

I would like to introduce my fellow company officers that have also joined this meeting virtually at today's webcast meeting:

- Mr Bane Hunter, CEO and Executive Director
- Mr Joel MacDonald, President, Managing Director and Executive Director
- Mr Carl Mogridge, Non-Executive Director
- Mr Marc Naidoo, Non-Executive Director and
- Mr Julian Richard Rockett, Company Secretary

As we have a quorum present, I declare this Scheme Meeting open.

Voting Instructions

I will now take a few moments to explain the voting procedure that we will use today.

Today's meeting is being held online via the Lumi platform. This allows shareholders, proxies, other authorised representatives and guests to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders, proxies and authorised representatives have the ability to ask questions and submit votes.

Questions can be submitted at any time. To ask a question press on the speech bubble icon. This will open a new screen. At the bottom of that screen there is a section for you to type your question. Once you have finished typing please hit the arrow symbol to send.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting. The meeting we are holding today is only to consider matters related to the Scheme. Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together. Finally, due to time constraints we may run out of time to answer all your questions. If this happens, we will answer them in due course via email/posting responses on our website.

Voting today will be conducted by way of a poll on the resolution. Only one resolution will be considered at today's meeting, being the resolution to approve the Scheme. In order to provide you with enough time to vote, I will shortly open voting for the Scheme Resolution.

At that time, if you are eligible to vote at this meeting, a new polling icon will appear. Selecting this icon will bring up the resolution and present you with voting options. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded.

You do however have the ability to change your vote, up until the time I declare voting closed.

I now declare voting open on the resolution. The polling icon will soon appear, please submit your votes at any time. I will give you a warning before I move to close voting.

Please note that GetSwift has obtained orders from the Federal Court of Australia so that the appointment of a proxy or an attorney is not suspended or revoked if that proxy's or attorney's appointing shareholder attends this meeting. However, if you are a shareholder and vote on the resolution at this meeting, and you have appointed a proxy or attorney, your proxy or attorney will not be entitled to vote on that resolution. GetSwift sought these orders to encourage shareholders to attend and participate in the Scheme Meeting.

Purpose of the Scheme Meeting

As you will be aware, the purpose of today's meeting is for GetSwift shareholders to consider and formally vote on the proposed acquisition of all of the shares in GetSwift by GetSwift Technologies Limited by way of scheme of arrangement. GetSwift Technologies Limited - which we refer to as "**Holdco**" – is a Canadian company that has been established for the purpose of re-domiciling the GetSwift Group to Canada by way of the Scheme.

If the Scheme is agreed to by shareholders today and subsequently approved by the Court, then following implementation of the Scheme, Holdco will become the new holding company of the GetSwift Group. If the Scheme is implemented, Holdco's common shares will be listed on the NEO Exchange, a Canadian securities exchange, and GetSwift will be delisted from the Australian Securities Exchange.

In exchange for transferring their GetSwift shares to Holdco, shareholders on the register of members of GetSwift on the record date for the Scheme will receive one common share in Holdco for every 7 GetSwift ordinary shares they hold. Ineligible foreign shareholders will receive cash proceeds of the sale of the Holdco shares to which they would have otherwise been entitled.

Upon implementation of the Scheme, GetSwift shareholders will own 100% of Holdco and GetSwift will become a wholly-owned subsidiary of Holdco.

Full details of the proposed re-domiciliation of the GetSwift Group, including the Scheme, are set out in the Scheme Booklet dated 9 October 2020. The terms of the Scheme are set out in Annexure C of the Scheme Booklet.

Rationale for the Scheme and the re-domiciliation of the GetSwift Group to North America

The GetSwift Board believes that the Scheme provides a number of potential advantages to the GetSwift Group and its shareholders. As noted in the Scheme Booklet, GetSwift's headquarters, management and a significant proportion of its customers and shareholder base are in North America, and GetSwift anticipates that re-domiciling to a time zone and geographic location aligned to its primary business operations will lead to operational efficiencies. North America also represented the largest area of incremental geographic growth of new customers during the financial year ending 30 June 2020, representing 54.1% of total new customers. GetSwift also considers that the Scheme will provide access to a larger pool of capital.

Further details on the reasons why the GetSwift directors believe that you should vote in favour of the Scheme are set out in Section 3.1 of the Scheme Booklet. Section 3.2 of the Scheme Booklet outlines possible reasons why you may consider voting against the Scheme. Your directors have given careful consideration to the advantages and disadvantages of the Scheme and believe that the advantages of the Scheme outweigh its disadvantages.

Directors' recommendation

The GetSwift directors unanimously recommend that you vote in favour of the Scheme and each GetSwift director intends to vote all GetSwift shares they hold or control in favour of the Scheme.

Independent Expert's conclusion

ShineWing Australia Corporate Finance Pty Ltd, the Independent Expert appointed by GetSwift to review the Scheme, has concluded that the Scheme is in the best interests of GetSwift shareholders. A copy of their report is included in Annexure B of the Scheme Booklet.

Status of conditions

Implementation of the Scheme is subject to certain conditions which must be satisfied or waived before the Scheme can proceed. These include GetSwift shareholders agreeing to the Scheme at this Scheme Meeting by the requisite majorities, and the Court approving the Scheme. One of the other outstanding conditions at this time is the company's receipt of approval from the Australian Foreign Investment Review Board. This condition cannot be waived. Your directors are not currently aware of any reason why the outstanding conditions to the Scheme will not be met or waived by the date of the Second Court Hearing.

I will now move to the formal business of this Scheme Meeting.

Stanley Pierre-Louis
Chairman
GetSwift Limited