



ASX RELEASE

GetSwift Limited
(ASX:GSW)

11 September 2020

GetSwift announces Unmarketable Parcel Buy-Back Facility

GetSwift Limited (ASX: GSW) (**GetSwift**) announces that it has established a facility to undertake a minimum holding buy-back of unmarketable parcels of shares in GetSwift (**Buy-Back Facility**). An unmarketable parcel of shares (**Unmarketable Parcel**) is a holding of ordinary shares in GetSwift (**Shares**) valued at less than \$500 as at 7.00pm (Sydney time) on 3 September 2020 (**Record Date**) based on a buy-back price of \$0.52815 per share (**Buy-Back Price**).

As at the Record Date, GetSwift had a total of 2,448 shareholders and 800 of these shareholders (i.e. 32.68%) held an Unmarketable Parcel. A total of 311,613 Shares are held via an Unmarketable Parcel (or 0.14% of the issued capital of GetSwift).

The Buy-Back Facility has been established to enable shareholders holding an Unmarketable Parcel (**Eligible Shareholders**) to sell their shares to GetSwift at the Buy-Back Price. The Buy-Back Price represents a 5% premium to the volume weighted average price (**VWAP**) for the 5-day trading period preceding 11 September 2020. Based on the Buy-Back Price, an Unmarketable Parcel is a holding of 946 Shares or less.

Shareholders who hold Unmarketable Parcels will have these brought back by GetSwift at the Buy-Back Price in full unless they opt out by the closing date of the Buy-Back Facility.

Shareholders who participate in the Buy-Back Facility will not have to pay any brokerage or handling costs associated with the buy-back of their Shares. All Shares bought back by GetSwift will be cancelled in accordance with the *Corporations Act 2001* (Cth).

GetSwift will despatch the attached letter and Share Retention Form to Eligible Shareholders on 14 September 2020. These documents provide more information about the Buy-Back Facility, including information on how Eligible Shareholders can opt out of the Buy-Back Facility if they wish to retain their Shares and not participate in the Buy-Back Facility.

Key Dates

EVENT	DATE
Record Date	7.00pm Sydney time, 3 September 2020
Announcement of the Buy-Back Facility to ASX	Friday, 4 September 2020
Further announcement regarding Buy-Back Facility to ASX	Friday, 11 September 2020
Despatch of letters and Share Retention Forms to Eligible Shareholders	Monday, 14 September 2020
Closing Date: Period to opt out of the Buy-Back Facility closes	5.00pm Sydney time, Wednesday, 21 October 2020
Shares bought back by GetSwift through the Buy-Back Facility will be cancelled	Wednesday, 28 October 2020
Eligible Shareholders whose Shares were bought back through the Buy-Back Facility will have proceeds remitted to them and will be sent documentation advising them of the number of Shares sold and amount of proceeds remitted.	As soon as practicable post Wednesday, 28 October 2020
Announcement of outcomes of the Buy-Back Facility	Thursday, 29 October 2020

Eligible Shareholders should consider the documents they receive about the Buy-Back Facility carefully and if needed, seek professional advice on the legal, financial and taxation implications of participating in the Buy-Back Facility that is relevant to their individual circumstances.

This announcement has been authorised by the Board of Directors.

For further Information

Media enquiries: media@getswift.co
 Investor enquiries: investors@getswift.co
 Julian Rockett, Company Secretary: julian.rockett@boardroomlimited.com.au

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 GetSwift depend on our SaaS platform to bring visibility, accountability, efficiency and savings to their supply chain and "Last Mile" operations. GetSwift is headquartered in Denver, Colorado, and is listed on the Australian Securities Exchange (ASX:GSW). For further background, please visit getswift.co.

GetSwift is an emerging growth company and is subject to a variety of risks. GetSwift is not yet profitable, and there can be no assurance that it will achieve profitability. GetSwift's business and a variety of investment considerations are discussed in more detail in GetSwift's filings with the Australian Securities Exchange (ASX). Investors are encouraged to review the more complete information contained in such filings.



11 September 2020

Dear Shareholder,

Offer by GetSwift Limited to buy back unmarketable parcels of shares

GetSwift (ASX: GSW) (**GetSwift**) is writing to you as a shareholder with an unmarketable parcel of shares in GetSwift (**Unmarketable Parcel**). An Unmarketable Parcel is a holding of ordinary shares in GetSwift (**Shares**) valued at less than \$500 as at 7.00pm (Sydney time) on Thursday, 3 September 2020 (**Record Date**) based on a buy-back price of \$0.52815 per share (**Buy-Back Price**).

As first announced to the Australian Securities Exchange (**ASX**) on 4 September 2020, the Board of GetSwift has established a facility for the purposes of undertaking a minimum holding share buy-back of Unmarketable Parcels (**Buy-Back Facility**).

The Buy-Back Facility will enable holders of Unmarketable Parcels to sell their Shares back to GetSwift in a convenient, cost effective manner, and is intended to reduce the administrative and registry costs for GetSwift associated with Unmarketable Parcels.

Through the Buy-Back Facility, GetSwift is offering to buy back Unmarketable Parcels for the Buy-Back Price. The Buy-Back Price represents a 5% premium to the volume weighted average price (**VWAP**) for the 5-day trading period preceding 11 September 2020. Based on the Buy-Back Price, an Unmarketable Parcel is a holding of 946 Shares or less.

You are eligible to have your Unmarketable Parcel brought back by GetSwift through the Buy-Back Facility and you will not have to pay any brokerage or handling fees if you do so

All Shares bought back by GetSwift under the Buy-Back Facility will be cancelled in accordance with the *Corporations Act 2001* (Cth).

This letter provides more information about the Buy-Back Facility and the options available to you.

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WHAT DO I NEED TO DO?

As a holder of an Unmarketable Parcel, your options are described below:

1. Sell your Unmarketable Parcel

If you want GetSwift to buy back your Unmarketable Parcel at the Buy-Back Price of \$0.52815 per share, **you do NOT need to take any action.**

2. Retain your Unmarketable Parcel

If you do not want GetSwift to buy back your Unmarketable Parcel, then you must:

- (a) opt out of the Buy-Back Facility by completing the **enclosed** Share Retention Form and returning it to the address on the form so that it is received by GetSwift's share registry, Computershare, by **no later than 5.00pm (Sydney time) on Wednesday, 21 October 2020 (Closing Date).** If your Share Retention Form is not received by the Closing Date, your Shares will be purchased by GetSwift under the Buy-Back Facility; or
- (b) acquire additional Shares in GetSwift on market under the same name and address with the same holder number (HIN or SRN) as your Unmarketable Parcel such that your shareholding is recorded on GetSwift's share register as being greater than 946 Shares (that is, a marketable parcel) as at the Closing Date; or
- (c) if you hold Shares in multiple shareholdings that together constitute a parcel of more than 946 Shares, arrange to have those holdings merged into one shareholding that is recorded on GetSwift's share register as being greater than 946 Shares (that is, a marketable parcel) as at the Closing Date.

If you choose to complete and return a Share Retention Form as outlined in paragraph 2(a) above, you are advised to allow reasonable time for the Share Retention Form to be received by Computershare by mail by the Closing Date.

If you choose to acquire additional Shares or merge multiple shareholdings as outlined in paragraph 2(b) or 2(c) above, you are advised to allow reasonable time for these actions to be effected on GetSwift's share register by the Closing Date.

Further information about the Buy-Back Facility

GetSwift makes no recommendation as to whether you should participate in the Buy-Back Facility, whether or how you should sell your Shares or the value of your Shares. You should seek independent professional advice when deciding whether to retain or sell your Shares and if you have any questions on how any sale of your Shares may affect you.

While GetSwift will pay for brokerage and handling costs associated with the buy back of Shares through the Buy-Back Facility, any taxation consequences of the buy back of Shares through the Buy-Back Facility will be the shareholder's responsibility. If you have any questions above taxation consequences, please consult with your legal, financial or taxation adviser.

For further information about the Buy-Back Facility, please read the 'Additional Important Information' and 'Frequently Asked Questions' section below. If, after reading those sections, you still have questions or require further information, please contact GetSwift's share registry, Computershare on 1300 850 505 (from within Australia) or +61 3 9415 5000 (from outside Australia) between 9.00am and 5.00pm Monday to Friday (Sydney time).

Yours sincerely,

Julian Rockett
Company Secretary
GetSwift Limited

ADDITIONAL IMPORTANT INFORMATION

1. GetSwift is offering the Buy-Back Facility in accordance with the terms set out in this letter, the procedure in Division 2 of Part 2J.1 of the *Corporations Act 2001* (Cth) and the Listing Rules of the ASX.
2. If a shareholder holds more than one holding with an Unmarketable Parcel, GetSwift will buy back each Unmarketable Parcel unless (a) Share Retention Form is received for each holding that the shareholder wishes to retain, OR (b) multiple Unmarketable Parcels are merged to form a marketable parcel of greater than 946 Shares.
3. It is important to note that the market price of GetSwift's Shares may change from time to time. The Buy-Back Price may be more or less than the actual market price at the time of the buy-back and may not be the best price obtainable on the day on which your Shares are bought back. Information on the price of GetSwift's Shares can be obtained from the daily financial press or through the ASX website (www.asx.com.au) using GetSwift's code, which is GSW.
4. While GetSwift will pay for brokerage and handling costs associated with the buy-back of Shares through the Buy-Back Facility, any taxation consequences of the buy-back of Shares will be the shareholder's responsibility. Please see the Frequently Asked Questions section below for general information on taxation consequences.
5. If you have any questions about taxation consequences, please seek the independent advice of a legal, financial or taxation advisor.
6. GetSwift makes no recommendation as to whether you should participate in the Buy-Back Facility, whether or how you should sell your Shares or the value of your Shares. If you have questions about whether to retain or sell your Shares, you should seek independent professional advice.
7. Before a buy-back is effected under the Buy-Back Facility, GetSwift may revoke a notice given in relation to or suspend or terminate the operation of the Buy-Back Facility, either generally or in specific cases.
8. GetSwift reserve the right to change any of the dates, terms or conditions referred to in this letter by notice to the ASX.

FREQUENTLY ASKED QUESTIONS

Who is eligible to participate in the Buy-Bay Facility?

Shareholders in GetSwift are eligible to participate in the Buy-Back Facility if they held shareholdings in GetSwift valued at less than \$500, being a shareholding that is comprised of 946 Shares or less as at the Record Date, based on the Buy-Back Price.

If my Shares are bought back through the Buy-Back Facility, how much will I receive per Share?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, you will receive the Buy-Back Price of \$0.52815 per Share.

If my Shares are bought back through the Buy-Back Facility, how much will I receive for all of my Shares?

The total price that you will receive for an Unmarketable Parcel if it is bought back through the Buy-Back Facility will be the number of Shares in that Unmarketable Parcel multiplied by the Buy-Back Price of \$0.52815 per Share.

You can confirm the number of Shares in your Unmarketable Parcel by reviewing the enclosed, personalised Share Retention Form, or by contacting GetSwift's share registry, Computershare, on 1300 850 505 (from within Australia) or +61 3 9415 5000 (from outside Australia) between 9.00am and 5.00pm Monday to Friday (Sydney time).

If my Shares are bought back through the Buy-Back Facility, when will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, the proceeds from that buy-back will be remitted to you as soon as practicable after Wednesday, 28 October 2020. Around that time, you will also receive documentation detailing the number of Shares you sold and the amount of proceeds remitted to you. This documentation will be sent by mail, or email if you have previously nominated to receive communication electronically.

If my Shares are bought back through the Buy-Back Facility, how will I receive the proceeds from the buy-back?

If your Unmarketable Parcel is bought back through the Buy-Back Facility, the proceeds from that buy-back will be paid in Australian dollars into the bank account with any Australian "Authorised Deposit-taking Institution" (as defined in the Corporations Act) that you have nominated for your shareholding or by cheque to the postal address you have registered for your shareholding.

You can update your name, address or bank account details by visiting www.computershare.com.au/easyupdate/gsw or by contacting GetSwift's share registry, Computershare on 1300 850 505 (from within Australia) or +61 3 9415 5000 (from outside Australia) between 9.00am and 5.00pm Monday to Friday (Sydney time).

If you participate in the Buy-Bay Facility and would like your updated address or bank account details to be used when remitting proceeds and sending documentation to you, please ensure these details are updated by the Closing Date.

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

📞 **Phone:**
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 5000

GSW

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Share Retention Form

🔔 **If you wish to retain your shares, your form must be received by 5.00pm (Sydney time) on Wednesday, 21 October 2020**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in GetSwift Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in GetSwift Limited, do not complete or return this form. If you have more than one shareholding on GetSwift Limited's register and you do not wish your shares to be bought back under a minimum holding share buy-back of Unmarketable Parcels (**Buy-Back Facility**), you should consider consolidating them. For further advice on how to do this, contact the above number.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



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Share Retention Form

For your security keep your SRN/
HIN confidential.

STEP 1 Shareholding Details

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7:00pm (Sydney time) on Thursday, 3
September 2020:

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STEP 2 Signature of Shareholder(s) *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE BOUGHT BACK** under the Buy-Back Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3 Contact Details

Contact Name _____ Contact Daytime Telephone _____ Date / /

Email Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.