



**GetSwift Limited
(ASX: GSW)**

27 November 2020

Reference: 28304

Ivan Tatkovich
Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Limited
Level 2, 20 Bridge Street,
Sydney, NSW 2000

By email: Ivan.Tatkovich@asx.com.au

Response to ASX Letter - GetSwift Limited ('GSW' or 'Company') General – Aware Query

Dear Ivan,

We refer to the Aware Letter dated 24 November 2020, concerning GetSwift Limited, "GSW" or "the Company". We note that the subject matter is GSW's release entitled "Foreign Investment Review Board update", lodged 24 November 2020 (the 'Announcement'). Attached to this Announcement was a letter from Federal Treasurer, Mr Josh Frydenberg, that outlined his preliminary view about the proposed redomiciling of GSW (the 'Letter') ('Information'), and in which he invited further submissions before making his final decision.

All references to time, are to Australian Eastern Daylight Savings Time (AEDT).

This response adopts the numbering from the Aware Letter.

1. *Does GSW consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?*

Yes. After receiving legal advice, the Company formed the view that the Letter may be material, despite that the Letter was a preliminary view, and expressly not yet a final decision.

2. *If the answer to question 1 is "no", please advise the basis for that view.*

Not applicable.

3. *When did GSW first become aware of the Information?*

The Company's lawyers from Jones Day, received the Letter on Monday, 23 November 2020 at 5:25 pm (AEDT), after the ASX market had closed, notwithstanding the Letter's date being 20 November 2020.

A representative of the Foreign Investment Review Board first advised Jones Day of the Letter's existence by telephone at around 4:40pm on 23 November 2020 and that the Letter would be provided to Jones Day following completion of that telephone discussion.

4. *If the answer to question 1 is "yes" and GSW first became aware of the Information before the relevant date, did GSW make an announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe GSW was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps GSW took to ensure that the information was released promptly and without delay.*

No, the Company did not receive the Letter prior to 5:25 pm on Monday, 23 November 2020. This Letter and draft Announcement was reviewed overnight by GSW's counsel and authorised for release at 9:45 am on Tuesday, 24 November 2020 (prior to trading commencing).

In addition, an administrative and technical issue contributed to a 20-minute delay after the markets opened at 10:00 am.

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

We confirm that the Company complies with the Listing Rules and, in particular, Listing Rule 3.1.

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

We confirm the above responses have been authorised and approved by GSW's Board and per GSW's continuous disclosure policy.

Yours faithfully

Julian Rockett
Company Secretary

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 optimisation and also includes ecommerce and marketplace ordering, workforce management, data analytics and augmentation, business intelligence, route optimisation, 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 complete information contained in such filings.

GetSwift Limited ACN 604 611 556
Level 12, 225 George Street, Sydney NSW 2000
www.getswift.co



24 November 2020

Reference: 28304

Mr Julian Rockett
Company Secretary
Getswift Limited

By email:

Dear Mr Rockett

Getswift Limited ('GSW'): General – Aware Query

ASX refers to the following:

- A. GSW's announcement entitled "Foreign Investment Review Board update" lodged on the ASX Market Announcements Platform [and released at 10:31 AM] on 24 November 2020 (the 'Announcement'), publishing a letter from the Federal Treasurer, Mr Josh Frydenberg, in which it is advised that he is considering prohibiting the proposed redomiciling of GSW (the 'Letter') ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."
- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied:
"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:
 - 3.1A.1 *One or more of the following applies:*
 - *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*
 - 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
 - 3.1A.3 *A reasonable person would not expect the information to be disclosed."*

- E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Request for information

Having regard to the above, ASX asks GSW to respond separately to each of the following questions and requests for information:

1. Does GSW consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. When did GSW first become aware of the Information?
4. If the answer to question 1 is "yes" and GSW first became aware of the Information before the relevant date, did GSW make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe GSW was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps GSW took to ensure that the information was released promptly and without delay.
5. Please confirm that GSW is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that GSW's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of GSW with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **5:00 PM AEDT Friday, 27 November 2020**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, GSW's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require GSW to request a trading halt immediately.

Your response should be sent to me by e-mail. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in GSW's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;

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

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

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

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to GSW's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that GSW's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Regards

Ivan Tatkovich
Adviser, Listings Compliance (Sydney)