



Swift Networks Group Limited
ACN 006 222 395

Notice of Annual General Meeting

**Annual General Meeting to be held at
1 Watts Place, Bentley, WA 6102 on
27 October 2017 commencing at 10.30am (WST).**

Important

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the shareholders of Swift Networks Group Limited ACN 006 222 395 (**Company**) will be held at 1 Watts Place, Bentley, WA 6102 on 27 October 2017, commencing at 10.30am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Business

Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2017, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Approval of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **advisory only resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2017 be adopted."

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Resolution 2: Re-election of Carl Clump

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, for all purposes, Carl Clump, who retires by rotation in accordance with clause 11.1(c) of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director."

Resolution 3: Re-election of Robert Sofoulis

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

"That, for all purposes, Robert Sofoulis, who retires by rotation in accordance with clause 11.1(c) of the Constitution and who is eligible and offers himself for re-election, be re-elected as a Director."

Resolution 4: Approval of Employee Incentive Plan

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

“That in accordance with Exception 9 of Listing Rule 7.2, and for all other purposes, approval is given for the Company to adopt the Employee Incentive Plan and issue Awards under the Employee Incentive Plan, as described in the Explanatory Memorandum.”

Voting exclusion Statement

The Company will disregard any votes cast on this Resolution by the Directors and any of their Associates. A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- the proxy is either:
 - a member of Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolutions 5(a) and 5(b): Approval of issue of securities to Directors

To consider and, if thought fit, to pass each of the following Resolutions as **ordinary resolutions**:

“That, subject to the passing of Resolution 4 for the purposes of Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue:

(a) to Mr Xavier Kris (and/or his nominees):

(i) 452,841 Class A Performance Rights;

(ii) 452,841 Class B Performance Rights;

(iii) 452,841 Share Appreciation Rights; and

(iv) 181,176 Deferred Options.

(b) to Mr Paul Doropoulos (and/or his nominees):

(i) 156,174 Class A Performance Rights;

(ii) 156,174 Class B Performance Rights; and

(iii) 156,174 Share Appreciation Rights,

under the Employee Incentive Plan as set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by all Directors and any of their Associates except Directors that are ineligible to participate in the Plan.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides

Resolution 6: Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, in accordance with Listing Rule 7.1A, and for all other purposes, approval be given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by any person who may participate in an issue under the 10% Placement Facility and a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 7: Approval of Financial Assistance

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purposes of sections 260B(1) and 260B(2) of the Corporations Act (Cth), approval is given for the financial assistance to be provided by VOD Pty Ltd and Movie Source Pty Ltd, subsidiaries of the Company, in connection with the Acquisition as described in the Explanatory Statement.”

By order of the Board



Stephen Hewitt-Dutton
Company Secretary
Swift Networks Group Limited

13 September 2017

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of the shareholders of Swift Networks Group Limited ACN 006 222 395 (**Company**) in connection with the Resolutions to be considered at the Annual General Meeting to be held at 1 Watts Place, Bentley, WA 6102 on 27 October 2017, commencing at 10.30am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms in the Definitions Section below.

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of the Key Management Personnel will not be able to vote as proxy on Resolutions 1, 4, 5(a) and 5(b) unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as their proxy, the Shareholder should ensure that they direct the member of Key Management Personnel how to vote on Resolutions 1, 4, 5(a) and 5(b).

If a Shareholder intends to appoint the Chair as their proxy for Resolutions 1, 4, 5(a) and 5(b), Shareholders can direct the Chair how to vote by marking one of the boxes for Resolutions 1, 4, 5(a) and 5(b) (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If the Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolutions 1, 4, 5(a) and 5(b) even though it is connected to the remuneration of members of the Key Management Personnel.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to the Company at C/- Trident Capital, PO Box Z5183, Perth WA 6831; or
- facsimile to the Company on +61 9218 8875.

so that it is received by no later than 11.30am (WST) on 25 October 2017. Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.30am (WST) on 25 October 2017. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

REGULATORY INFORMATION

1. Annual Report

The Annual Report of the Company for the financial year ended 30 June 2017, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, BDO Audit (WA) Pty Ltd, is anticipated to be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

2. Resolution 1: Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 30 June 2017, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would go up for re-election.

The Directors encourage all Shareholders to vote on Resolution 1.

3. Resolution 2: Re-election of Carl Clump

In accordance with clause 11.1(c) of the Constitution, at every annual general meeting, an election of Directors must be held whereby one or more Directors retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Carl Clump retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Mr Clump is set out below:

Carl Clump

Carl Clump has experience of being the CEO of a public listed company on the London Stock Exchange, an AIM listed company, a private equity backed company and two start-ups, as well as being Group Managing Director for a VC backed entity. He holds a number of Non-

Executive and advisory roles. Until July 2014, he was the Chairman of the cards and payment division of a European Private Bank.

He is a special advisor to Jacanda Capital, a boutique advisory company headquartered in Sydney. He has been working with an Asia-Pacific organization on the launch of a specialist payment product, and working with other companies in Singapore, Malaysia, and UK. In 2000, Carl founded Retail Decisions, an international card issuing and fraud prevention company, with many of the world's leading brands as customers. Its customers include banks, payment service providers, retailers and airlines. He was the Chief Executive from 2000 until 2011. The Company was listed on the London Stock Exchange until 2006, when Carl took the company private. He retired as the company's Group Chairman in March 2013.

Prior to Retail Decisions, Carl was the Chief Executive of Card Clear plc., an AIM listed company involved in payments, card issuing, loyalty, currency exchange and fraud prevention. From 1993 to 1998, he served as the Group Managing Director of the Harpur Group, an issuer of specialist payment cards. Based in France, he was the President- Directeur General of TEPAR a consortium of European card issuing companies from 1989 to 1993. He spent some 13 years with Texaco, where he served as European Marketing Coordinator, Manager of the UK's Marketing and Planning Division, as well as a series of roles in Retail Management, Logistics and Finance and Economics.

Carl has an MBA from the Cranfield School of Management, a post-graduate diploma in Management Studies and a University of London Degree in Physics.

Carl was appointed as a Director on 6 October 2014.

Directors' recommendations

Other than Mr Clump, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3: Re-election of Robert Sofoulis

In accordance with clause 11.1(c) of the Constitution, at every annual general meeting, an election of Directors must be held whereby one or more Directors retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Robert Sofoulis retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Mr Sofoulis is set out below:

Robert Sofoulis

Robert is the founder of the Swift Networks and Wizzie TV. Robert has an engineering background in instrumentation and worked in the mining and oil and gas industries for 20 years before becoming an entrepreneur in 1995.

Initially concentrating in the two-way radio rental business, Robert soon expanded the business to include sales and engineering services and created ASTIB Group, consisting of various radio and communications subsidiaries. Most of the ASTIB Group was divested in January 2011 for approximately \$50 million to CSE Global, a multinational organisation of the Singapore Exchange.

Robert was appointed as a director on 19 May 2016.

Directors' recommendations

Other than Mr Robert Sofoulis, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4: Approval of Employee Incentive Plan

Resolution 4 is an ordinary resolution which provides for the approval of the proposed employee incentive plan (**Plan**). A summary of the Plan is set out below. A copy of the Plan is available upon request from the Company.

The Plan forms what the Board considers to be an important element of the Company's total remuneration strategy for officers and staff. The structure of the Employee Incentive Plan was recommended by independent external consultants. The Remuneration Committee resolved to adopt the Plan on 14 December 2016, and the Board is now seeking Shareholder approval of the Plan. There have been no prior issues under the plan.

Summary of the Plan

(i) Objectives

The primary objectives of the Plan are to:

- (i) establish a method by which eligible participants can participate in the future growth and profitability of the Company;
- (ii) to provide an incentive and reward for eligible participants for their contribution to the Company; and
- (iii) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

Set out below is a summary of the Plan Rules.

(ii) Eligible Participants

Under the Plan, the Board has the ability to issue either:

- (i) an Option; or
- (ii) a Performance Right,

as applicable (**Award**).

The Board at its sole discretion may invite any eligible person selected by it to complete an application relating to a specified number of Awards allocated to that eligible person by the Board. The Board may offer Awards to any eligible person it determines and determine the extent of that person's participation in the Plan (**Participant**).

An offer by the Board is required to specify, among other things, the type of Award offered, the date and total number of Awards granted, the exercise price and exercise period in the case of an Option and any other matters the Board determines necessary, including the exercise conditions and disposal restrictions attaching to the Awards.

(iii) 5% Limit

The Plan has been prepared to comply with ASIC Class Order [CO 14/1000] (**Class Order**) and as such, offers under the Plan are limited to the 5% capital limit set out in the Class Order.

(iv) Award Rights

Unless the Board determines otherwise, Awards granted under the Plan are not capable of being transferred or encumbered by a Participant. Awards do not carry any voting or dividend rights however Shares issued to Participants on the exercise of an Award carry the same rights and entitlements as other Shares on issue. The Company will

not seek quotation of any Awards on the ASX however will seek quotation for Shares issued on the exercise of Awards.

(v) Exercise of Awards

At the sole and absolute discretion of the Board, and in general terms, Awards granted under the Plan may only be exercised if particular exercise or vesting conditions have been met, the exercise price has been paid to the Company (in the case of Options) and the Awards are exercised within the respective exercise period. An Award granted under the Plan may not be exercised once it has lapsed.

(vi) Change of Control Event

On the occurrence of a change of control event, being, in general terms, an unconditional takeover bid under Chapter 6 of the Corporations Act, a court sanctioned scheme of arrangement or any other merger involving the Company occurs which results in the holders of Shares holding 50% or less of the voting shares in the Company, the Board may in its sole discretion determine that all or a percentage of unvested Awards will vest and become exercisable in accordance with the Plan Rules.

(vii) Cessation of Employment

If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance on or before the relevant exercise period, the Awards will lapse.

If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance during the exercise period, the expiry date is adjusted to 60 days (in cases of resignation or redundancy) or 30 days (in cases of dismissal for cause or poor performance) after the termination date (or a later date determined by the Board).

(viii) Fraudulent Behaviour

If, in the opinion of the Board, a Participant has acted fraudulently or dishonestly, the Board may determine that any Award granted to that Participant should lapse, and the Award will lapse accordingly.

(ix) Reconstruction of Share Capital

If the event of any reconstruction of the share capital of the Company, the number of Awards to which each Participant is entitled and/or the exercise price in the case of Options must be reconstructed in accordance with the ASX Listing Rules. Awards must be reconstructed in a manner which is fair with respect to the Participants and the holders of other securities in the Company, subject to the ASX Listing Rules.

(x) Participation Rights

Holders of Awards issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their Awards within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are a registered holder.

(xi) Compliance with Laws

Awards may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.

The Plan Rules contain customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the Plan.

Listing Rule 7.2, Exception 9(b)

Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to certain exceptions, issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option or a performance right), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Under Exception 9(b) in Listing Rule 7.2, shareholders may approve the issue of equity securities under an employee incentive scheme as an exception to Listing Rule 7.1. If such approval is obtained, Listing Rule 7.1 does not apply to an issue of equity securities in the Company made under an employee incentive plan within three years of the approval.

The grant of any securities to a director of the Company will require specific approval under Listing Rule 10.14.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. Resolutions 5(a) and 5(b): Approval of issue of Securities to Directors

Resolution 5 seeks the approval of Shareholders to issue a total of Securities to Mr Xavier Kris and Mr Paul Doropoulos (and/or their nominees). Approval is sought pursuant to section 208 of the Corporations Act and Listing Rule 10.14.

Background

The Company proposes to issue the following Securities to Mr Kris and Mr Doropoulos in accordance with the Employee Incentive Plan. The calculation of the awards under the Plan was prepared by independent external consultants. The awards under the Plan were approved by the Company's Remuneration Committee.

Security Description	Mr Kris¹	Mr Doropoulos²
Deferred Options	181,176	-
Class A Performance Rights	452,841	156,174
Class B Performance Rights	452,841	156,174
Share Appreciation Rights ³	452,841	156,174

Deferred Option Terms	
Amount payable on grant	Nil.
Grant date	5 September 2017
Vesting date	5 September 2019
Vesting Conditions	Nil.

Deferred Option Terms	
Expiry date	5 September 2022
Exercise price	Nil.
Exercise conditions	Nil.
Shares delivered on exercise	1 Share per Option exercised.

Full terms of the Deferred Options are included at Appendix A.

Performance Rights Terms	
Overview	Performance Rights are rights to receive Shares in the event that certain Vesting Conditions are met and the Performance Rights are exercised.
Amount payable on grant	Nil.
Grant date	5 September 2017
Performance period	3 years from 1 July 2016 to 30 June 2019.
Vesting date	1 July 2019, subject to the satisfaction of the Vesting Conditions.
Vesting Conditions	<p>Class A:</p> <ul style="list-style-type: none"> • If the Company achieves compound annual growth in Baseline EBITDA of 268%, 50% of the Performance Rights will vest. • If the Company achieves compound annual growth in Baseline EBITDA above 268% but less than 532%, between 50% and 100% of the Performance Rights will vest, on a pro rata straight line basis. • If the Company achieves compound annual growth in Baseline EBITDA above 532%, 100% of the Performance Rights will vest. <p>Class B:</p> <ul style="list-style-type: none"> • If the Company's relative total shareholder return ranking is below P50th, 0% of the Performance Rights will vest. • If the Company's relative total shareholder return ranking is P50th, 50% of the Performance Rights will vest. • If the Company's relative total shareholder return ranking is between P50th and P75th, between 50% and 100% of the Performance Rights will vest, on a pro rata straight line basis.

Performance Rights Terms	
	<ul style="list-style-type: none"> If the Company's relative total shareholder return ranking is P75th and above, 100% of the Performance Rights will vest. <p>Note: Relative total shareholder return will be determined by in its absolute discretion.</p>
Expiry date	5 September 2022
Exercise price	Nil.
Exercise conditions	Nil.
Shares delivered on conversion	1 Share per Performance Right.

Full terms of the Performance Rights are included at Appendix B.

Share Appreciation Rights	
Overview	Share Appreciation Rights are rights to receive the value equal to the increase in the value of a Share above the applicable grant price in the event that certain Vesting Conditions are met and the Share Appreciation Rights are exercised. Share Appreciation Rights can be Equity Settled, Cash Settled or a combination of both, in accordance with the Rules.
Amount payable on grant	Nil.
Grant date	5 September 2017
Performance period	3 years from 1 July 2016 to 30 June 2019.
Grant price	\$0.15c
Target price	\$0.415c (170% increase).
Vesting date	1 July 2019, subject to the satisfaction of the Vesting Conditions.
Vesting Conditions	<ul style="list-style-type: none"> If cumulate growth in the grant price is less than 106%, nil Share Appreciation Rights will vest. If cumulate growth in the grant price is 106%, 50% of the Share Appreciation Rights will vest. If cumulate growth in the grant price is above 106% but less than 170%, between 50% and 100% of the Share Appreciation Rights will vest, on a pro rata straight line basis. If cumulate growth in the grant price is above 170%, between 100% of the Share Appreciation Rights will vest.

Share Appreciation Rights	
Expiry date	5 September 2022
Exercise price	Nil.
Exercise conditions	Nil.
Shares delivered on conversion	1 Share per Share Appreciation Right, however recipients may elect to receive your entitlement in the form of cash in accordance with the Rules.

Full terms of the Share Appreciation Rights are included at Appendix C.

Section 208 of the Corporations Act

Section 208 of the Corporations Act states that a public company cannot give a “financial benefit” (including an issue of shares and options) to a “related party” of the Company unless one of the exceptions set out in section 210 to 216 of the Corporations Act apply, or the holders of ordinary securities have approved the giving of the financial benefit to the related party in a general meeting.

Mr Kris and Mr Doropoulos are related parties of the Company within the meaning specified under section 228 of the Corporations Act. Section 211 of the Corporations Act states that Shareholder approval is not needed to give a financial benefit that is remuneration to be given to a related party of a public company and to give the remuneration would be reasonable given:

- a) The circumstances of the public company giving the remuneration; and
- b) The related party's circumstances (including the responsibilities involved in the office or employment).

It is the view of the Directors that the exception set out in section 211 of the Corporations Act applies in the current circumstances, as the Board (excluding Mr Kris and Mr Doropoulos) has formed the view that the proposed issue of securities forms part of reasonable remuneration. In forming this opinion the Board took into consideration that the structure of the Employee Incentive Plan was recommended by independent external consultants, as was the calculation of the awards under the Plan. The awards under the Plan were approved by the Company's Remuneration Committee. Accordingly, the Directors have determined not to seek Shareholder approval under section 208 of the Corporations Act for the issue of securities to Mr Kris and Mr Doropoulos.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director or an associate of a director of the company under an employee incentive scheme without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX's opinion, such that approval should be obtained. Further, ASX Listing Rule 7.2 (Exception 14) states that approval pursuant to ASX Listing Rule 7.1 is not required if shareholder approval is obtained under ASX Listing Rule 10.14.

Mr Kris and Mr Doropoulos are related parties of the Company within the definition specified in ASX Listing Rule 19.12. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.14 to permit the issue Securities to Mr Kris and Mr Doropoulos (and/or their nominees) as related parties of the Company on the terms set out in this Explanatory Statement.

The issue of the Securities under Resolution 5 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as those Securities (once issued) will be excluded from the calculations under ASX Listing Rule 7.1.

For the purposes of Listing Rule 10.15, the following information is provided to Shareholders in relation to Resolution 5:

(a) Maximum number of securities to be issued

The number of Securities proposed to be issued is as follows:

Security Description	Mr Kris ¹	Mr Doropoulos ²
Deferred Options	181,176	-
Class A Performance Rights	452,841	156,174
Class B Performance Rights	452,841	156,174
Share Appreciation Rights ³	452,841	156,174

¹ Xavier Kris and/or his nominee

² Paul Doropoulos and/or his nominee

³ Share Appreciation Rights can be taken as a mixture of either cash or equity at the election of the Participant. This number represents the maximum number of shares that can be issued based on the fair value at the Grant Date and the value of the Share Appreciation Right for each Participant.

(b) Consideration

The Securities are being issued in accordance with the Employee Incentive Scheme for no cash consideration.

(c) Persons referred to in Listing Rule 10.14 who received securities under the Employee Incentive Plan since the last approval

No persons referred to in Listing Rule 10.14 have ever received any securities under the Employee Incentive Plan.

(d) Persons referred to in Listing Rule 10.14 entitled to participate in the Employee Incentive Plan

(i) Mr Xavier Kris (and/or his nominee).

(ii) Mr Paul Doropoulos (and/or his nominee).

(e) Loans in relation to acquisition of Options

There are no loans in relation to the acquisition of Securities.

(f) Date by which entity will issue the securities

The Securities will be issued as soon as possible after the Annual General Meeting and in any event, no later than 1 month after the Annual General Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules).

(g) Directors' recommendation

Other than Mr Xavier Kris and Mr Paul Doropoulos, who do not make any recommendation in relation to the issue of Securities to themselves, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

7. Resolution 6: Approval of 10% Placement Facility

Resolution 6 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totaling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A.

Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

As Resolution 6 is a special resolution, at least 75% of the votes cast on Resolution 6 must be cast in favour of the Resolution in order for it to be passed.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the only quoted Equity Securities that the Company has on issue are its Shares.

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note: 'A' has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. The actual number of Equity

Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (set out above).

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the date above, the date on which the Equity Securities are issued.

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 6:

(a) **Minimum price at which the securities may be issued**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in Section 5(a)(ii), the date on which the Equity Securities are issued.

(b) **Risk of dilution**

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 assuming that the Proposed Transaction has completed and the Public Offer is fully subscribed.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		50% decrease in market price \$0.1675	Current market price \$0.335	100% increase in market price \$0.67
Current variable 'A' 111,812,903	10% voting dilution	11,181,290 Shares	11,181,290 Shares	11,181,290 Shares
	Funds raised	\$1,872,866	\$3,745,732	\$7,491,465
50% increase in current variable 'A' 167,719,355	10% voting dilution	16,771,935 Shares	16,771,935 Shares	16,771,935 Shares
	Funds raised	\$2,809,299	\$5,618,598	\$11,237,197
100% increase in current variable 'A' 223,625,806	10% voting dilution	22,362,581 Shares	22,362,581 Shares	22,362,581 Shares
	Funds raised	\$3,745,732	\$7,491,465	\$14,982,929

Notes:

- Assumes the Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The market price used is \$0.335, being the closing price of Shares on 12 September 2017.

(c) Date by which the securities may be issued

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (disposal of the main undertaking of the Company).

(d) **Purposes for which the securities may be issued**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company may apply the funds raised towards, the review and evaluation of new acquisitions and investments (including expenses associated with such acquisitions and investments) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy for issues of securities**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of recipients of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients of Equity Securities under the 10% Placement Facility have not been determined at the date of this Notice but are likely to be investors which are sophisticated or professional investors (or both) for the purposes of section 708 of the Corporations Act.

(f) **Details of previous issues of securities**

During the 12 months preceding the date of the Annual General Meeting, the Company has issued 18,205,849 Shares and 2,000,000 Options. The ordinary shares issued represent 22.5% of the total number of Equity Securities on issue at the commencement of that period.

Details of all issues of Equity Securities during the 12 month period prior to the date of the Annual General Meeting are set out below.

Placement November 2016	
Date of issue	16 November 2016
Number issued	8,695,653
Class of security	Fully paid ordinary share.
Summary of terms	Each Share ranks equally in all respects with other Shares on issue.
Persons who received securities	Sophisticated and professional investor clients of Hartleys Limited
Issue price	\$0.23 per Share.
Discount to market price	2.1%
Total cash consideration	\$2,000,000.
Amount of cash spent	\$2,000,000
Use of cash	Expenses of the Offer, to fund acquisitions and to provide growth/working capital.
Intended use of remaining cash	Product development and support, business development, marketing and international expansion and general working capital.

Living Networks Acquisition	
Date of issue	22 November 2016
Number issued	407,997
Class of security	Fully paid ordinary share.
Summary of terms	Each Share ranks equally in all respects with other Shares on issue.
Persons who received securities	Vendors of Living Networks
Issue price	\$0.2451
Discount to market price	Nil
Non-cash consideration	Living Networks business
Current value	\$136,697

Baljuna Capital	
Date of issue	24 May 2017
Number issued	284,199
Class of security	Fully paid ordinary share.
Summary of terms	Each Share ranks equally in all respects with other Shares on issue.
Persons who received securities	Baljuna Capital Pty Ltd
Issue price	\$0.2639 per Share.
Discount to market price	Nil
Non-cash consideration	Part payment of invoices for consulting services
Current Value	\$95,207

Options	
Date of issue	31 March 2017
Number issued	(i) 1,000,000 (ii) 1,000,000
Class of security	(i) Options Exercise 35c, Expiry 31 May 2021 (ii) Options Exercise 42c, Expiry 31 May 2021
Summary of terms	(i) Options Exercise 35c, Expiry 31 May 2021 (ii) Options Exercise 42c, Expiry 31 May 2021
Persons who received securities	Zenix Nominees Pty Ltd
Issue price	\$Nil
Discount to market price	N/A
Non-cash consideration	Issued in accordance with advisory mandate
Current Value	\$348,605

Placement July 2017	
Date of issue	12 July 2017 and 18 August 2017
Number issued	18,000,000
Class of security	Fully paid ordinary share.
Summary of terms	Each Share ranks equally in all respects with other Shares on issue.
Persons who received securities	Institutional investor clients of Hartleys Limited
Issue price	\$0.25 per Share.
Discount to market price	7.5%
Total cash consideration	\$4,500,000.
Amount of cash spent	\$3,500,000
Use of cash	Expenses of the Offer, to fund acquisitions and to provide growth/working capital.
Intended use of remaining cash	Product development and support, business development, marketing and international expansion and general working capital.

Video on Demand Acquisition	
Date of issue	31 August 2017
Number issued	3,600,000
Class of security	Fully paid ordinary share.
Summary of terms	Each Share ranks equally in all respects with other Shares on issue.
Persons who received securities	Vendors of Video on Demand
Issue price	\$0.25
Discount to market price	7.5%
Non-cash consideration	Movie Source Pty Ltd and VOD Pty Ltd
Current value	\$136,697

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

8. **Resolution 7: Approval of Financial Assistance under section 260A of the Corporations Act**

Resolution 7 is a special resolution which seeks Shareholder approval for the provision of financial assistance by VOD Pty Ltd and Movie Source Pty Ltd, subsidiaries of the Company, in accordance with sections 260B(1) and 260B(2) of the Corporations Act.

Restrictions on companies giving financial assistance

Under section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act (as to which see clause 1.2 below); or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Financial assistance is defined very broadly and may include giving security over a company's assets and giving a guarantee and indemnity in respect of another person's liability.

Under section 260A(2) of the Corporations Act, the financial assistance may be given before or after the acquisition of shares.

Shareholder approval of financial assistance

For a company to financially assist a person to acquire shares (or units of shares) in itself or a company of which it is a subsidiary, section 260B(1) of the Corporations Act states that the financial assistance must be approved by its shareholders by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If the company will be a subsidiary of a listed domestic corporation (**Listed Australian Holding Company**) immediately after the acquisition, then section 260B(2) requires that the financial assistance must also be approved by a special resolution passed at a general meeting of that Listed Australian Holding Company.

Approval under section 260B(1) and section 260B(2)

The purpose of this Explanatory Memorandum is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice which must be passed under section 260B(1) and section 260B(2) of the Corporations Act to enable the giving of the financial assistance in connection with the Acquisition (as described below).

The Acquisition

The Company has acquired the entire issued share capital of Movie Source Pty Ltd (**Movie Source**) (**Acquisition**). Completion of the Acquisition was announced to Shareholders by announcement to the ASX on 31 August 2017.

Following completion of the Acquisition, Movie Source and its wholly owned subsidiary VOD Pty Ltd (**VOD**) have become a wholly owned subsidiaries of the Company. The Company is listed and is a domestic corporation which is not itself a subsidiary of another domestic corporation.

On or about 28 June 2017, the Company and Movie Source and VOD (as guarantors) into a credit approved term sheet with Bankwest for the purpose of obtaining a debt facility of \$3,000,000 to assist with the funding obligations of the Company under the Acquisition (**Debt Facility**). The Debt Facility is secured by a first ranking general security of all present and future assets of the Company, Movie Source and VOD.

By entering into the Debt Facility, Movie Source and VOD, have effectively granted a security over their assets in order to assist the Company in obtaining the entire issued share capital of Movie Source.

Financial Assistance

Movie Source and VOD must have the financial assistance outlined in this Explanatory Memorandum approved by a resolution agreed to, at a general meeting, by all its ordinary shareholders in accordance with section 260B(1)(b) of the Corporations Act.

Since the Company is a Listed Australian Holding Company the financial assistance outlined in this Explanatory Memorandum must also be approved by a special resolution at a general meeting of the Company in accordance with section 260B(2) of the Corporations Act.

Effect of Financial Assistance

The giving of financial assistance by Movie Source and VOD has allowed the Company to complete the Acquisition.

In the event that the Company is unable to meet its obligations under the Debt Facility, a demand under the Debt Facility by Bankwest may result in the winding up and a sale of the assets of any of the Company, Movie Source or VOD upon an enforcement of the first ranking general security of all present and future assets of the Company, Movie Source and VOD. This may result in a return to the Company significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had the Company, Movie Source and VOD continued trading.

The Directors do not believe that either the Company nor Movie Source and VOD (as guarantors) are likely to default under their obligations under the Debt Facility.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

ASIC

As required by section 260B(5) of the Corporations Act, copies of this Notice and Explanatory Statement as sent to Shareholders have been lodged with ASIC.

DEFINITIONS

In this Notice of Meeting and Explanatory Statement, the following terms have the following meanings:

10% Placement Facility has the meaning given in Section 5.

10% Placement Period has the meaning given in Section 5.

Acquisition means the Company's acquisition of all of the issued capital in Movie Source.

Annexure means an annexure to this Explanatory Statement.

Annual Report means the annual report of the Company for the financial year ended 30 June 2016.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Auditor's Report means the auditor's report contained in the Annual Report.

Bankwest means the Bankwest division of the Commonwealth Bank of Australia Limited ACN 123 123 124.

Board means the board of Directors.

Chair means the chairperson of the Meeting.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of that member's spouse;
- (c) a dependent of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

Company means Swift Networks Group Limited ACN 006 222 395.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Debt Facility means the \$3,000,000 debt facility entered into by the Company as borrower, Movie Source and VOD as guarantors, and Bankwest as lender on 28 June 2017.

Director means a director of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means this explanatory statement incorporated in this Notice.

Financial Report means the financial report contained in the Annual Report.

Key Management Personnel means the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the official listing rules of ASX.

Meeting or **Annual General Meeting** means the Annual General Meeting of Shareholders to be held on 8 November 2016 11.30am (WST).

Movie Source means Movie Source Pty Ltd ACN 091 696 767.

Notice or **Notice of Meeting** means the notice of annual general meeting incorporating this Explanatory Statement.

Option means an option to acquire a Share.

Prospectus means the prospectus issued by the Company dated 18 April 2016.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution contained in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of one or more Shares.

Trading Day has the meaning given in the Listing Rules.

VOD means VOD Pty Ltd ACN 091 824 083.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

APPENDIX A

The terms and conditions of the Options are set out below.

a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

b) Vesting Date and Expiry Date

Each Option will vest on the date 2 years from the Grant Date of the Option (Vesting Date). Each Option will expire at 5.00pm (WST) on the date 3 years from the Vesting Date of the Option (Expiry Date).

c) Exercise Price

Each Option will have an exercise price equal to \$Nil (Exercise Price).

d) Exercise period and lapsing

Subject to clause (i), Options may be exercised at any time after the Vesting Date and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

e) Exercise Notice and payment

Options may be exercised by notice in writing to the Company (Exercise Notice) together with payment of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

f) Shares issued on exercise

Shares issued on exercise of Options will rank equally in all respects with existing Shares on issue.

g) Quotation of Shares

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

h) Timing of issue of Shares

Subject to clause (i), within 5 business days after the later of the following:

- i. receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- ii. the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each Option being exercised by the Company,

the Company will:

- iii. allot and issue the Shares pursuant to the exercise of the Options;
- iv. give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (to the extent that it is legally able to do so); and
- v. apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

i) Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

k) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- i. the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- ii. no change will be made to the Exercise Price.

l) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

m) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

n) Quotation

The Company will not apply for quotation of the Options on ASX.

o) Transferability

Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).

APPENDIX B

The Performance Rights entitle the holder to subscribe for Shares on the terms and conditions set out below.

Entitlement

Each Performance Right entitles the holder of the Performance Right to be issued one fully paid ordinary share in the Company, for no cash consideration, on these terms of issue including the performance condition(s) set out below.

No cash consideration

The Performance Rights will be granted for no cash consideration.

Vesting

If the Board determines, in its sole discretion, that the performance conditions for a class of Performance Rights set out below have been satisfied prior to the relevant expiry date then that class of Performance Rights will vest and be exercisable into Shares on a one for one basis.

Class	Performance Condition	Vesting and Expiry Date
Class A	<ul style="list-style-type: none">• If the Company achieves compound annual growth in Baseline EBITDA of 268%, 50% of the Performance Rights will vest.• If the Company achieves compound annual growth in Baseline EBITDA above 268% but less than 532%, between 50% and 100% of the Performance Rights will vest, on a pro rata straight line basis.• If the Company achieves compound annual growth in Baseline EBITDA above 532%, 100% of the Performance Rights will vest.	Vesting 1 July 2019, subject to the satisfaction of the Vesting Conditions Expiry 5 September 2022.
Class B	<ul style="list-style-type: none">• If the Company's relative total shareholder return ranking is below P50th, 0% of the Performance Rights will vest.• If the Company's relative total shareholder return ranking is P50th, 50% of the Performance Rights will vest.• If the Company's relative total shareholder return ranking is between P50th and P75th, between 50% and 100% of the Performance Rights will vest, on a pro rata straight line basis.• If the Company's relative total shareholder return ranking is P75th and above, 100% of the Performance Rights will vest.	Vesting 1 July 2019, subject to the satisfaction of the Vesting Conditions Expiry 5 September 2022.

Lapse

If a performance condition is not satisfied by the relevant expiry date, then the relevant class of Performance Rights will automatically lapse.

Exercise

Subject to satisfaction of the vesting conditions and any required approvals being received, Performance Rights may only be exercised by notice in writing to the Company (**Exercise Notice**). Any Exercise Notice for a Performance Right received by the Company will be deemed to be a notice of the exercise of that Performance Right as at the date of receipt. No exercise price, or share issue price, is payable by the holder and the Company must issue the number of Shares, update the share register and issue and send to the holder an updated holding statement within 5 business days after receiving the notice.

Shares issued on exercise

The Share issued upon vesting will rank equally in all respects with the Company's ordinary shares and the Company will apply to the ASX for official quotation of the Shares after they are issued.

Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Performance Rights into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Performance Rights would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.

Participation in new issues

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of an Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

Adjustment for rights issue

If the Company makes a rights issue of Shares pro rata to existing Shareholders there will be no adjustment to these terms and conditions.

Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

Quotation

The Company will not apply for quotation of the Performance Rights on ASX.

Transferability

Performance Rights can only be transferred with the prior written consent of the Company, which consent may be withheld in the Company's sole discretion.

Compliance with laws

If the Corporations Act, the Listing Rules or the Constitution conflicts with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, the Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

APPENDIX C

The Share Appreciation Rights entitle the holder to subscribe for Shares on the terms and conditions set out below.

Entitlement

Each Share Appreciation Right entitles the holder of the Share Appreciation Right to be issued one fully paid ordinary share in the Company, for no cash consideration, on these terms of issue including the condition(s) set out below.

No cash consideration

The Share Appreciation Rights will be granted for no cash consideration.

Vesting

If the Board determines, in its sole discretion, that the conditions for a class of Share Appreciation Rights set out below have been satisfied prior to the relevant expiry date then that class of Share Appreciation Rights will vest and be exercisable into Shares on a one for one basis.

Share Appreciation Condition	Vesting and Expiry Date
<ul style="list-style-type: none">• If cumulate growth in the grant price is less than 106%, nil Share Appreciation Rights will vest.• If cumulate growth in the grant price is 106%, 50% of the Share Appreciation Rights will vest.• If cumulate growth in the grant price is above 106% but less than 170%, between 50% and 100% of the Share Appreciation Rights will vest, on a pro rata straight line basis.• If cumulate growth in the grant price is above 170%, between 100% of the Share Appreciation Rights will vest.	<p>Vesting 1 July 2019, subject to the satisfaction of the Vesting Conditions</p> <p>Expiry 5 September 2022.</p>

Lapse

If a condition is not satisfied by the relevant expiry date, then the relevant class of Share Appreciation Rights will automatically lapse.

Exercise

Subject to satisfaction of the vesting conditions and any required approvals being received, Share Appreciation Rights may only be exercised by notice in writing to the Company (**Exercise Notice**). Any Exercise Notice for a Share Appreciation Right received by the Company will be deemed to be a notice of the exercise of that Share Appreciation Right as at the date of receipt. No exercise price, or share issue price, is payable by the holder and the Company must issue the number of Shares, update the share register and issue and send to the holder an updated holding statement within 5 business days after receiving the notice.

Shares issued on exercise

The Share issued upon vesting will rank equally in all respects with the Company's ordinary shares and the Company will apply to the ASX for official quotation of the Shares after they are issued.

Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Share Appreciation Rights into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Share Appreciation Rights would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Share

Appreciation Right that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Share Appreciation Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Share Appreciation Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.

Participation in new issues

There are no participation rights or entitlements inherent in the Share Appreciation Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Share Appreciation Rights.

Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of an Share Appreciation Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Share Appreciation Right before the record date for the bonus issue.

Adjustment for rights issue

If the Company makes a rights issue of Shares pro rata to existing Shareholders there will be no adjustment to these terms and conditions.

Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

Quotation

The Company will not apply for quotation of the Share Appreciation Rights on ASX.

Transferability

Share Appreciation Rights can only be transferred with the prior written consent of the Company, which consent may be withheld in the Company's sole discretion.

Compliance with laws

If the Corporations Act, the Listing Rules or the Constitution conflicts with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, the Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Appointment of Proxy

Holder Number:

STEP 1: Please appoint a Proxy

Appoint a proxy:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10.30 am (WST) on 27 October 2017 at 1 Watts Place, Bentley, WA 6102** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5a and 5b (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5a and 5b are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

Resolutions

1 Approval of Remuneration Report

For Against Abstain

☐ ☐ ☐

2 Re-election of Carl Clump

☐ ☐ ☐

3 Re-election of Robert Sofoulis

☐ ☐ ☐

4 Approval of Employee Incentive Plan

☐ ☐ ☐

5a Approval of issue of securities to Mr Xavier Kris

☐ ☐ ☐

5b Approval of issue of securities to Mr Paul Doropoulos

☐ ☐ ☐

6 Approval of 10% Placement Facility

☐ ☐ ☐

7 Approval of Financial Assistance

☐ ☐ ☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.30am (WST) on Wednesday, 25 October 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**
Swift Networks Group Limited
C/- Trident Capital
PO Box Z5183, Perth WA 6831

 **BY FAX**
+61 9218 8875

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.