

Notice of Annual General Meeting and explanatory memorandum

Midway Limited

ACN 005 616 044

Date: Tuesday 29 October 2019

Time: 11.00 am (AEDT)

Place: KPMG Australia
Level 36, 727 Collins Street
Melbourne Victoria 3000

NOTICE OF 2019 ANNUAL GENERAL MEETING

NOTICE is given that the 2019 Annual General Meeting of Midway Limited ACN 005 616 044 (the Company) will be held at KPMG Australia, Level 36, 727 Collins Street, Melbourne, Victoria on Tuesday 29 October 2019 at 11.00 am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

| Agenda Item 1 | Financial and Related Reports |
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| Description | To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2019. |

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

| Resolution 1 | Adoption of Remuneration Report (non-binding vote) |
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| Description | Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2019 Annual Report and is available from the Company's website (www.midwaylimited.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2019 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i> |
| Voting Exclusion | The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">• by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2019, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">○ in accordance with their directions of how to vote as set out in the proxy appointment; or○ by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form. |

3. ELECTION AND RE-ELECTION OF DIRECTORS

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| Resolution 2 | Election of Ms Leanne Heywood as Director |
| Description | Ms Leanne Heywood was appointed as a Director of the Company on 1 March 2019 and retires as a Director in accordance with clause 7.1(e) of the Constitution of the Company and, being eligible under clause 7.1(i), offers herself for election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Ms Leanne Heywood, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 7.1 of the Company's constitution and, being eligible, offers herself for election, be elected as a Director of the Company."</i> |

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| Resolution 3 | Re-election of Mr Gregory McCormack as Director |
| Description | Mr Gregory McCormack was appointed as a Director on 27 November 1997 and retires as a Director in accordance with clause 7.1(g) of the Constitution of the Company, and being eligible under clause 7.1(i), offers himself for re-election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Gregory McCormack, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 7.1 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i> |

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| Resolution 4 | Re-election of Mr Thomas Keene as Director |
| Description | Mr Thomas Keene was appointed as a Director on 20 August 2008 and retires as a Director in accordance with clause 7.1 (g) of the Constitution of the Company, and being eligible under clause 7.1 (i), offers himself for re-election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Thomas Keene, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 7.1 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i> |

4. NON-EXECUTIVE DIRECTORS' REMUNERATION FEE CAP

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| Resolution 5 | Approval to increase Non-Executive Directors' remuneration fee cap |
| Description | The Company seeks Shareholder approval to increase the maximum aggregate amount of fees which may be paid each year to the Non-Executive Directors of the Company. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT in accordance with ASX Listing Rule 10.17 and clause 7.3(b) of the Constitution and for all other purposes, approval is given to increase the maximum aggregate amount of fees that may be paid each year to the Non-Executive Directors of the Company from \$1,000,000 to \$1,200,000."</i> |
| Voting Exclusion | The Company will disregard any votes cast: <ul style="list-style-type: none"> • in favour of this resolution by or on behalf of the Directors and any of their associates, regardless of the capacity in which the vote is cast; and • on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ol style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. |

5. LONG TERM INCENTIVE PLAN

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| Resolution 6 | Approval of Long Term Incentive Plan |
| Description | The Company seeks Shareholder approval for the Company's Performance Rights Share Plan for the purposes of the ASX Listing Rules and the Corporations Act. |
| Resolution (Ordinary) | To consider and if thought fit pass the following resolution as an ordinary resolution : <i>"THAT the issue of performance rights and underlying performance shares in the Company under the Company's Performance Rights Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved as an exception to ASX Listing Rule 7.1 in accordance with exception 9(b) of ASX Listing Rule 7.2."</i> |
| Voting Exclusion | The Company will disregard any votes cast: <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and |

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| | <ul style="list-style-type: none"> ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. |
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| Resolution 7 | Approval for Mr Anthony Price to participate in the Long Term Incentive Plan |
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| Description | The Company seeks approval for the issue of Performance Rights to Mr Anthony Price, the Company's Chief Executive Officer and Managing Director. |
| Resolution (Ordinary) | <p>To consider and, if thought fit, pass the following resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 73,197 Performance Rights, each to acquire one Share, to Mr Anthony Price (or his nominee(s)), pursuant to the Long Term Incentive Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i></p> |
| Voting Exclusion | <p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel. |

Dated 26 September 2019

By order of the Board of Midway Limited



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, KPMG Australia, in relation to the conduct of the external audit for the year ended 30 June 2019, or the content of its audit report. Please send your questions to:

The Company Secretary, **Midway Limited**
Level 7, 411 Collins Street, Melbourne VIC 3000
T. 03 9492 9200
E. sk@ccounsel.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on Tuesday, 22 October 2019**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.00 am (AEDT) on Sunday 27 October 2019**:

- online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Sunday 27 October 2019** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1, 5, 6 and 7. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1, 5, 6 and 7. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2019 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

| Item | Financial and Related Reports |
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| Explanation | <p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2019 to be laid before the Company's 2019 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Midway and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2019 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2019 Annual Report is available from the Company's website (www.midwaylimited.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor KPMG Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2019, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG Australia in relation to the conduct of the audit.</p> |

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

| Resolution 1 | Adoption of Remuneration Report (non-binding vote) |
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| Explanation | <p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2019 Annual Report and is available from the Company's website (www.midwaylimited.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer and Managing Director. <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p> |

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| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. |
| Board Recommendation | The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this resolution. |

3. ELECTION & RE-ELECTION OF DIRECTORS

| Resolution 2 | Election of Ms Leanne Heywood as Director |
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| Explanation | <p>Clause 7.1(e) of the Company's constitution provides that any director appointed by the Board as an addition to the existing Directors holds office only until the next following general meeting, and is then eligible for election at that meeting.</p> <p>Leanne Heywood was appointed as a Director on 1 March 2019 and, in accordance with Clause 7.1(e), retires at the 2019 Annual General Meeting. She, being eligible under Clause 7.1(i) of the constitution, offers herself for election as Director.</p> |
| About Ms Leanne Heywood | <p>Ms Heywood is an experienced ASX Non-Executive Director, Audit and Risk Committee and Nominations and Remuneration Committee Chair with broad general management experience gained through an international career in the mining, rural, government and not-for-profit sectors. Ms Heywood has strong skills across marketing, business analysis, contracts, procurement, logistics, accounting and business improvement along with an advanced ability to facilitate complex negotiations. Having worked extensively in high-corruption jurisdictions such as Mongolia and China, Ms Heywood has developed a strong risk and compliance focus. She is a Non-Executive Director, Chair of the Audit Committee and member of the Nominations and Remuneration for Orocobre, an ASX200 lithium miner with operations in Argentina. She is also a Director and Chair of the Audit Committee for Quickstep, an ASX manufacturing company delivering advanced composite solutions to the global aerospace, defence, automotive and other advanced manufacturing sectors, and a Director and Chair of the Nominations and Remuneration Committee for the Australian Meat Processor Corporation (AMPC). Ms Heywood is a member of the New South Wales Council for Women's Economic Opportunity and winner of the 2019 NSW Business Woman of the Year Award.</p> <p>Ms Heywood is a Non-Executive Director of the Company and is considered to be independent.</p> <p>Ms Heywood does not currently hold any Shares in the Company.</p> |
| Board Recommendation | The Board, with Ms Leanne Heywood abstaining on Resolution 2, recommends that Shareholders vote in favour of Resolution 2. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this item of business. |

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| Resolution 3 | Re-election of Mr Gregory McCormack as Director |
| Explanation | <p>Clause 7.1(g) of the Company's constitution requires one third of the Directors (rounded up to the nearest whole number), other than the Managing Director, to retire at each annual general meeting of the Company. Clause 7.1(g) further provides that the Director/s to retire under clause 7.1(g) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by lot or by agreement amongst the Directors.</p> <p>Gregory McCormack, retires at the 2019 Annual General Meeting, and being eligible under Clause 7.1(i) of the constitution, offers himself for re-election as Director.</p> |
| About Mr Gregory McCormack | <p>Mr McCormack has been a Director of Midway since 1997. Mr McCormack holds a Bachelor of Business and has a long-term commitment to the Australian forest products industry, holding senior positions with both the National and the Victorian Association of Forest industries (having served as President of both associations). Mr McCormack is the current President of the Australian Forest Products Association. Mr McCormack is a member of the Audit and Risk Management Committee.</p> <p>Mr McCormack is not considered independent due to his substantial holding in the Company (being 9,504,599 Shares or approximately 11%).</p> |
| Board Recommendation | The Board, with Mr Gregory McCormack abstaining on Resolution 3, recommends that Shareholders vote in favour of Resolution 3. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this item of business. |

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| Resolution 4 | Re-election of Mr Thomas Keene as Director |
| Explanation | <p>Clause 7.1(g) of the Company's constitution requires one third of the Directors (rounded up to the nearest whole number), other than the Managing Director, to retire at each annual general meeting of the Company. Clause 7.1(g) further provides that the Director/s to retire under clause 7.1(g) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by lot or by agreement amongst the Directors.</p> <p>Thomas Keene, retires at the 2019 Annual General Meeting, and being eligible under Clause 7.1(i) of the constitution, offers himself for re-election as Director.</p> |
| About Mr Thomas Keene | <p>Mr Keene holds a Bachelor of Economics and is a Fellow of the Australian Institute of Company Directors. He has a strong commercial and agribusiness background, having held the position of Managing Director of GrainCorp Ltd between 1993 and 2008. In 2007, Mr Keene was awarded the NAB Agribusiness Leader of the Year. He was appointed a Director of Midway Limited in 2008. He is the former Chairman of Allied Mills Ltd and Grain Trade Australia and also a former Director of Cotton Seed Distributors Ltd. He is currently a Director of AACo Ltd. Mr Keene is Chairman of the Audit and Risk Management Committee, is a member of the Remuneration and Nomination Committee and was a member of the</p> |

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| | Occupational Health and Safety and Management Systems Committee until 13 December 2017. Mr Keene is a Non-Executive Director of the Company and is considered to be independent. Mr Keene has a relevant interest in 229,378 fully paid ordinary shares in the Company. |
| Board Recommendation | The Board, with Mr Thomas Keene abstaining on Resolution 4, recommends that Shareholders vote in favour of Resolution 4. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this item of business. |

4. NON-EXECUTIVE DIRECTORS' REMUNERATION FEE CAP

| Resolution 5 | Approval to increase Non-Executive Directors' remuneration fee cap |
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| Explanation | <p>Resolution 5 seeks approval of Shareholders to increase the maximum aggregate amount per annum that may be paid as fees to Non-Executive Directors (Fee Cap).</p> <p>The Directors have recently conducted a review of Non-Executive Directors' fees and consider it reasonable and appropriate at this time to seek an increase to the Fee Cap, for the following reasons:</p> <ul style="list-style-type: none"> (a) The increase will provide flexibility for the Company to continue to attract and retain Non-Executive Directors of a high calibre for the purpose of Board renewal; (b) The increase will allow for annual incremental adjustments to Non-Executive Directors fees in line with market conditions; (c) The increase will enable the Company to increase the number of Non-Executive Directors, if the Board considers it appropriate to do so, as part of the process of achieving a broad range of skills, experience and expertise on the Board which are complementary to the Company's business activities; and (d) The increase will allow for payment of appropriate fees over time, having regard for the increasing workload and responsibilities of Non-Executive Directors due to the increased complexity of the Company's corporate governance requirements as a result of the growth of the Company. <p>The Directors do not currently intend to fully utilise the increased Fee Cap but consider that the increase is reasonable and appropriate for the reasons outlined above.</p> <p>The Company will continue to set the actual level of remuneration of its Non-Executive Directors within the Shareholder-approved Fee Cap, after having regard for independent external advice, market practice, Board performance and other relevant factors.</p> <p>Disclosure of Non-Executive Directors' remuneration will continue to be made to Shareholders in each annual remuneration report in accordance with the Corporations Act, the Constitution and the Listing Rules.</p> |

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| Why is approval being sought under Listing Rule 10.7 | <p>In accordance with Listing Rule 10.17, companies are required to obtain shareholder approval for an increase in the total aggregate amount of directors' fees which are payable to non-executive directors.</p> <p>For the purposes of Listing Rule 10.17, the Company notes as follows:</p> <p>(a) The current Fee Cap is \$1,000,000, as approved by shareholders at the Company's 2016 Annual General Meeting;</p> <p>(b) Shareholder approval is now sought to increase the Fee Cap by \$200,000 to \$1,200,000; and</p> <p>(c) There have been no securities issued to Non-Executive Directors under Listing Rules 10.11 or 10.14 in the preceding 3 years.</p> |
| Voting Exclusion | A voting exclusion statement applies to this Resolution, as set out in the Notice. |
| Board Recommendation | Given that Resolution 5 involves the payment of fees to Directors, the Directors make no recommendations to Shareholders in relation to this Resolution. |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this resolution. |

5. LONG TERM INCENTIVE PLAN

| Resolution 6 | Approval of Long Term Incentive Plan |
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| Explanation | <p>ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12 month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.</p> <p>ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 9 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not counted for the purposes of ASX Listing Rule 7.1. Resolution 6 is designed to satisfy the requirements of Exception 9 in ASX Listing Rule 7.2 in relation to the Performance Rights Share Plan (the Plan).</p> <p>The Plan is designed as a standard component of senior executive remuneration and is intended to comprise the long term incentive component of remuneration for senior executives, including executive directors. Accordingly, performance rights under the Plan will be granted at no cost.</p> <p>Other than the Plan, the Company has no other employee or executive share based plans.</p> <p>Grants made under the Plan are subject to a performance period (usually set at three years) and performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. The Plan has generally been designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to Shareholders, and for other executives, to reward their performance.</p> <p>The Plan is designed as a standard component of senior executive remuneration and is intended to comprise the long term incentive component of remuneration for</p> |

senior executives, including executive directors. Accordingly, Performance was Rights under the Plan will be granted at no cost.

Other than the Plan, the Company has no other employee or executive share based plans.

Since the Plan was disclosed to Shareholders on 7 December 2016 following its Initial Public Offering, the Company has issued 65,000 Performance Rights to one senior executive in the Company (being Mr Anthony Price, the Company's Chief Executive Officer and Managing Director) all of which vested with the corresponding 65,000 Shares having been issued on 29 August 2019.

As at the date of this Notice, there are no Performance Rights on issue under the Plan.

A summary of the key terms of the Plan is set out below:

| Plan Summary | | |
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| | Eligibility | Executives of the Company as determined by the Board. |
| | Form of grant | Performance rights, being a right to acquire fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions. Each Performance Right granted will entitle the executive to one Share. |
| | Participation | Eligible executives may be invited by the Board to participate in the Plan. |
| | Maximum Number of Performance Rights | The aggregate number of Performance Rights to be issued under the Plan is limited to no more than 5% of the total number of shares on issue at that time. |
| | Performance conditions | The Board has discretion under the Plan Rules to set performance conditions which will apply to a grant of Performance Rights. The relevant performance conditions may vary between grants. |
| | Grant price | Although the Board has the discretion under the Plan to set a grant price, it is intended that Performance Rights will be granted at no cost to the participating executive (on the basis that the grant comprises part of the executive's remuneration). |
| | Vesting and exercise price | There is no exercise price for Performance Rights, once relevant performance conditions are met, the Performance Rights vest and the executive may call for the underlying Performance Shares to be issued to them. |
| | Restrictions attaching to performance rights | Performance Rights may only be transferred with the consent of the Board or by force of law (i.e. upon death or bankruptcy) and will lapse immediately where an executive purports to transfer them in breach of the Rules. |
| | Restrictions attaching to | The Board has discretion under the Plan to impose trading or other restrictions on Performance Shares issued to an executive upon vesting of a Performance Right. |

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| | performance shares | |
| | Cessation of employment | <p>If the executive ceases to be employed by a group company due to death, disability, bona fide redundancy or other reason with the approval of the Board:</p> <ul style="list-style-type: none"> ▪ the Board has the discretion to determine that some or all of the executive's unvested Performance Right will vest; and ▪ if the Board does not make a determination, or determines that only some of the executive's Performance Rights will vest, then all remaining unvested Performance Rights will lapse. <p>If the executive ceases to be employed for any other reason the executive's unvested Performance Rights will lapse.</p> <p>If the executive acts fraudulently or dishonestly or is in breach of his or her obligations to any group company, the Board may deem any unvested Performance Rights of the executive to have lapsed, and deem all or any Performance Shares held by the executive to be forfeited.</p> |
| | Takeover/scheme of arrangement | In the event of a takeover bid or scheme of arrangement in respect of the Company, the Board has discretion to determine that some or all of an executive's Performance Rights vest, having regard to pro rata performance against the relevant performance conditions. |
| | Bonus issues, rights issues and reconstruction | If shares are issued pro rata to the Company's Shareholders generally by way of bonus issue or rights issue or any reorganisation of the issued capital of the Company is effected, the number of Performance Rights to which an executive is entitled will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the executive. |
| | Amendment to the Plan | Subject to the ASX Listing Rules and to specified restrictions in the Plan Rules, the Company may at any time by written instrument or by resolution of the Board, amend the Plan Rules or the terms of performance rights granted. |
| Voting Exclusion | A voting exclusion statement applies to this Resolution, as set out in the Notice. | |
| Board Recommendation | As Resolution 6 is in connection with the remuneration of KMP, the Board does not make any recommendation to Shareholders in relation to this Resolution. | |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all available proxies in favour of this resolution. | |

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| Resolution 7 | Approval to issue Performance Rights to Chief Executive Officer and Managing Director under LTIP |
| Explanation | <p>Resolution 7 seeks Shareholder approval for the issue of Performance Rights to Mr Anthony Price, the Company's Chief Executive Office and Managing Director, as one component of his total remuneration for the 2020 financial year and will be tested over FY20, FY21 and FY22.</p> <p>If approval is required for grants of Performance Rights in future financial years, then separate Shareholder approvals will be sought in respect of such grants.</p> |
| Why is approval being sought under Listing Rule 10.14 | <p>The Company is required by ASX Listing Rule 10.14 to obtain Shareholder approval to grant securities, including Performance Rights, to Mr Price under the LTIP.</p> <p>Mr Price's total remuneration includes an LTIP award, which is delivered through a grant of Performance Rights.</p> <p>If Shareholder approval is given, the Performance Rights the subject of Resolution 7 will be granted to Mr Price immediately after the Meeting, and in any event within 12 months of the Meeting.</p> <p>Exception 14 in the ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolution 7, approval is not required for the purposes of ASX Listing Rule 7.1.</p> <p>For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of Resolution 7 are provided below.</p> |
| Corporations Act | <p>Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or Shareholder approval is obtained.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company. The Directors consider that although the grant of the Performance Rights to Mr Price under the Plan constitutes the giving of a financial benefit to a related party of the Company, the granting of the Performance Rights does not require the approval of the Shareholders in general meeting under Chapter 2E of the Corporations Act as it falls within the exception set out in section 211 of the Corporations Act, being that the benefit is remuneration to the Chief Executive Officer and is reasonable given both the Company's circumstances and the responsibilities involved in the office of the Chief Executive Officer.</p> |
| Remuneration Background | <p>The following information is provided to Shareholders to enable Shareholders to consider the proposed allocation of Performance Rights to the Chief Executive Officer and Managing Director.</p> <p>The issuing of Performance Rights is a recognised practice in Australia as part of the remuneration of senior executives. If no Performance Rights were issued, the cash remuneration of the Chief Executive Officer and Managing Director may have to be increased. Issuing Performance Rights is accordingly considered a preferable alternative as the recipient benefits if the Company's total shareholder returns are at</p> |

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| | <p>median with or greater than other companies within an appropriate comparator group (in which case all Shareholders benefit). If, however, the Company's total shareholder returns are not at median or greater than other companies within the comparator group during the assessment period, the Performance Rights are of no benefit and will lapse. This part of the Chief Executive Officer and Managing Director's remuneration is therefore directly related to the longer-term improved performance of the Company.</p> <p>Mr Price's current remuneration comprises a base remuneration package of \$434,909 per annum, plus superannuation, a motor vehicle allowance and variable performance incentives as follows:</p> <ul style="list-style-type: none"> a) maximum cash bonus of 50% of his total fixed remuneration package providing the Company achieves or exceeds pre-determined financial and other targets; and b) participation in the current Long Term Incentive Plan to a value of 50% of his total fixed remuneration. |
| Terms of Performance Rights | Each Performance Right entitles Mr Price to acquire one Share in the Company if the applicable performance hurdles are met. The Performance Rights will be granted on the same terms as Performance Rights granted to other executives participating in the FY20 LTIP Performance Rights offer. |
| Number of rights to be granted | 73,197 Performance Rights. |
| Performance Period | The 2020, 2021 and 2022 financial years. |
| Performance Hurdles | <p>All of the Performance Rights are subject to the vesting condition that Mr Price must remain in continuous employment with the Company throughout the Performance Period.</p> <p>In addition, the percentage of Performance Rights that will vest at the end of the Performance Period will depend on Midways' total shareholder return (TSR) over the Performance Period relative to a comparator group of companies in the S&P/ASX 300 Index, excluding mining and energy companies, as set out below:</p> <p>If Midway's TSR is:</p> <ul style="list-style-type: none"> (a) less than the median of the comparator group, no Performance Rights will vest; (b) at median of the comparator group, 50% of the Performance Rights will vest; (c) between median and the 75th percentile of the comparator group, a straight-line pro-rata vesting of between 50% and 100% of the Performance Rights will occur; and (d) greater than the 75th percentile of the comparator group, 100% of the Performance Rights will vest. |
| Plan Details of prior grants | <p>Since the Plan was disclosed to Shareholders on 7 December 2016 following its Initial Public Offering, the Company has issued 65,000 Performance Rights to one senior executive in the Company (being Mr Anthony Price, the Company's Chief Executive Officer and Managing Director) all of which vested with the corresponding 65,000 Shares having been issued on 29 August 2019.</p> <p>The only person referred to in ASX Listing Rule 10.14 entitled to participate in the Plan is Mr Anthony Price.</p> |


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| | <p>Other participants under ASX Listing Rule 10.14</p> <p>Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who are not named in this Notice or Explanatory Memorandum will not participate until approval is obtained under ASX Listing Rule 10.14.</p> |
| Other Terms | <p>Mr Price will receive his Performance Rights at no cost. No dividends will be payable on the Performance Rights prior to vesting. The Performance Rights do not carry any voting rights.</p> <p>The Board has discretion to reduce or cancel Performance Rights or require Mr Price to repay to the Company the market value of the Shares post-vesting, in certain circumstances. These circumstances include fraud, dishonesty, misconduct, financial misstatement and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the Performance Rights should not have been vested.</p> <p>Mr Price will participate in bonus issues, rights issues and capital reorganisations, in accordance with the Long Term Incentive Plan rules.</p> <p>In the event of a change of control, and subject to the Board's absolute discretion, unvested Performance Rights will vest on a pro rata basis based on the proportion of the performance period that has elapsed at the date of the change of control.</p> <p>No loans are provided by the Company in connection with the performance rights awarded under the Long Term Incentive Plan.</p> <p>The only person referred to in ASX Listing Rule 10.14 entitled to participate in the Long Term Incentive Plan is Mr Anthony Price and the number of Performance Rights proposed to be issued to him are set out in the Notice.</p> |
| Timing of grant | <p>If Shareholder approval is given in respect of Resolution 7, the Performance Rights will be issued to Mr Price as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.</p> |
| Voting Exclusion | <p>A voting exclusion statement applies to this Resolution, as set out in the Notice.</p> |
| Board Recommendation | <p>Mr Anthony Price abstains from making a voting recommendation on Resolution 7 as it relates to a grant of Performance Rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 7.</p> |
| Chairman's available proxies | <p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p> |


DEFINITIONS

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| Board | means the Company's board of directors. |
| Company or Midway | means Midway Limited ACN 005 616 044. |
| Constitution | means the constitution of Midway Limited. |
| Corporations Act | means <i>Corporations Act</i> 2001 (C'th). |
| Director | means a director of the Board of Midway Limited. |
| Closely Related Party (of a member of KMP of an entity) | has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| Explanatory Memorandum | means this explanatory memorandum accompanying and forming part of this Notice. |
| FY19 | means the financial year from 1 July 2018 to 30 June 2019. |
| Key Management Personnel or KMP | means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. |
| Meeting | means the annual general meeting of the Company for 2019 to which the Notice relates. |
| Notice | means this notice of meeting of the Company, including the accompanying Explanatory Memorandum. |
| Performance Right | means a Right issued under the Company's Long Term Incentive Plan. |
| Plan | means the Company's Long Term Incentive Plan. |
| Resolution | means a resolution set out in this Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of at least one Share. |

-ENDS-

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00 am (AEDT) Sunday 27 October 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number: 182791

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Midway Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Midway Limited to be held at KPMG Australia, Level 36, 727 Collins Street, Melbourne, Victoria on Tuesday 29 October 2019 at 11.00 am (AEDT) and at any adjournment or postponement of that meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6 and 7 connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of Remuneration Report (non-binding vote) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Election of Ms Leanne Heywood as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-election of Mr Gregory McCormack as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Re-election of Mr Thomas Keene as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Approval to increase Non-Executive Directors' remuneration fee cap | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Approval of Long Term Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 Approval for Mr Anthony Price to participate in the Long Term Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically