

Whistleblower Policy

Midway Limited

ABN 44 005 616 044

(the Company)

Adopted by the Board on 20 February 2019

Whistleblower Policy

Midway Limited (the Company)

1. Purpose

The purpose of this policy document (the **Policy**) is to document and specify the implementation of the directives associated with Midway Whistleblower Policy as approved by the Audit and Risk Management Committee and/or Board.

2. Scope

This Policy applies to all executive and non-executive directors, officers, employees and contractors (collectively, **employees**) of Midway Limited (**Company**) and its subsidiaries from time to time (**Group**).

This Policy will be reviewed by the Audit and Risk Management Committee and/or Board upon any relevant change of circumstances. Minor changes can be approved by the Chief Financial Officer.

Midway Limited is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Midway Limited encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Midway Limited businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

Fraud is an Act or course of deception, an intentional concealment, omission, or perversion of truth, to (1) gain unlawful or unfair advantage, (2) induce another to part with some valuable item or surrender a legal right, or (3) inflict injury in some manner.

3. What is Reportable Conduct?

You may make a report under this policy if you believe that a Midway Limited director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Midway Limited has engaged in conduct (Reportable Conduct) which:

- is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Midway Code of Conduct;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of Midway Limited policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Midway Limited Code of Conduct or other policies or procedures);
- is potentially damaging to Midway Limited, a Midway Limited employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Midway Limited property or resources;
- amounts to an abuse of authority;
- may cause financial loss to Midway Limited or damage its reputation or be otherwise detrimental to Midway Limited interests;

- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

See also Annexure A which describes the special protections available to whistleblowers who disclose conduct which may breach the Corporations Act.

4. Who can I make a Report to?

Midway Limited has several channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct:

- You may raise the matter with your immediate supervisor, manager or another senior supervisor within your division/business unit.
- A supervisor in receipt of a report must take the matter to a senior executive within the division/business unit, in accordance with the protocols regarding confidentiality set out below.

5. Contact Details

Alternatively, a report may be made via the Midway Limited FairCall Service which is a free external hotline and reporting service independently monitored by KPMG.

FairCall reporting options are:

- by phone: 1800 500 965;
- by email: faircall@kpmg.com.au;
- web-based access: <https://www.kpmgfaircall.kpmg.com.au/Midway Limited>
- by post: The FairCall Manager
 KPMG Forensic
 PO Box H67
 Australia Square
 Sydney, NSW, 1213
- by fax: 02 9335 7466.

After receiving a disclosure, the FairCall operator will provide the details of the disclosure to an appropriate Protected Disclosure Officer. Where a discloser provides their contact details to FairCall, those contact details will not be provided to the Protected Disclosure Officer without the discloser's consent.

A report may be submitted anonymously if you do not wish to disclose your identity to the Protected Disclosure Officer or FairCall.

6. Midway Limited Investigation of Reportable Conduct

Midway Limited will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may, with the whistleblower's consent, appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, Midway Limited will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

7. Protection of Whistleblowers

Midway Limited is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

a) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, Midway Limited will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent.

Any disclosure that you consent to will be disclosed on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without your consent to ASIC, APRA or the Australian Federal Police.

b) Protection of files and records

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Midway's human resource policies.

c) Fairness

A Midway Limited employee or contractor within a Midway Limited team who is subjected to detrimental treatment as a result of making a report in good faith under this policy should inform a senior supervisor within their division/business unit immediately. If the matter is not remedied, it should be raised in accordance with the above reporting instructions of this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

The Corporations Act 2001 (Cth) also gives special protection to disclosures about breaches of that Act, as long as certain conditions are met – refer to Annexure A for further details.

8. Duties of Employees in Relation to Reportable

It is expected that employees of Midway Limited who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

9. Group Reporting Procedures

Divisions/business units and Protected Disclosure Officers (as appropriate) will report to the divisional/business unit boards on the number and type of whistleblower incident reports annually, to enable Midway Limited to address any issues at a divisional/business unit and/or Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The Audit and Risk Committee will receive copies of all divisional/business unit board whistleblower reports. In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit and Risk Committee.

10. Amendment of this Policy

This policy cannot be amended without approval from the Midway Limited Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Midway Limited.

Annexure A – Special protections under the Corporations Act

The Corporations Act gives special protection to disclosures about potential breaches of the Corporations Act where the following conditions are satisfied:

1. the whistleblower is an officer or employee of a Midway Limited Group company, or a person or company who has a contract for the supply of goods and services with a Midway Limited Group company (a 'contractor') or an employee of such a contractor; and
2. the report is made to:
 - a director, officer or senior manager of a Midway Limited Group company concerned;
 - Midway Limited external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (ASIC);
3. the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
4. the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by a Midway Limited Group company or any of its officers or employees.

The protections given by the Corporations Act when these conditions are met are:

- the whistleblower cannot be subject to legal liability for making the report;
- anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority (APRA).

**Examples of conduct which may amount to a breach of the Corporations Act include:*

- *insider trading;*
- *insolvent trading;*
- *breach of the continuous disclosure rules;*
- *failure to keep accurate financial records;*
- *falsification of accounts;*
- *failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;*
- *failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company*