

MIDWAY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of Midway Limited will be held on **Monday, 28 November 2022** commencing at **10:00am (AEDT)**.

The AGM will be held primarily as a virtual meeting via an online platform.

There will be a physical meeting at 10 The Esplanade, North Shore Victoria 3214. The capacity of the meeting room will be limited and shareholders wishing to attend are requested to contact the Company Secretary in advance.

Shareholders will be able to view the AGM live as well as ask questions during the meeting by joining the webcast of the AGM at

<https://tinyurl.com/49fkhn4>

Shareholders will also be able to vote during the AGM by visiting

<https://meetnow.global/M7SZYJ7>

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum and Voting Information, which form part of this notice.

BUSINESS OF THE MEETING

1. **To consider the Company's financial report, directors' report, and auditor's report for the year ended 30 June 2022.**
2. **Adoption of the remuneration report.**
3. **Election of Kellie Benda as a director.**
4. **Re-election of Leanne Heywood as a director.**
5. **Issue of performance rights to Tony McKenna, the Managing Director.**

Shareholders should note that there is the possibility of failure of the webinar or online voting technology employed.

Shareholders who wish to vote are thus urged to appoint a proxy in advance of the meeting, rather than voting during the meeting.

Proxy appointments must be received by the share registry by **10:00am (AEDT) Saturday 26 November 2022**.

This notice has been approved by the Board of Midway and is dated 18 October 2022.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with important background information in relation to each item of business.

ITEM 1. FINANCIAL, DIRECTORS', AND AUDITOR'S REPORTS

This item of business is to consider the Company's financial report, directors' report, and auditor's report for the year ended 30 June 2022. These reports are contained within the Company's Annual Report, available on the Company's website at <https://www.midwaylimited.com.au/investor-center/>

There is no requirement for a resolution on this item.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about, and comment on, the reports. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor (KPMG) questions about its audit report, the conduct of its audit, the accounting policies adopted by the Company, and the independence of KPMG in relation to the conduct of the audit.

ITEM 2. ADOPTION OF THE REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2022. The Remuneration Report is contained within the Annual Report.

A summary of the Remuneration Report for the year ended 30 June 2022 is as follows:

- From 1 June 2022, the Chair of the Company received remuneration of \$180,000 p.a. and the other non-executive directors received base remuneration of \$90,000 p.a. The Chairs of the Audit and Risk Management Committee, the Remuneration and Nomination Committee, and the Work, Health, Safety and Sustainability Committee each received additional remuneration of \$15,000 p.a. Members of each of the above committees received additional remuneration of \$7,500 p.a. per committee. Prior to 1 June 2022, the Chair received \$220,000 p.a. and the other non-executive directors received \$120,000 p.a. The Chair of the Audit and Risk Management Committee received additional remuneration of \$15,000 p.a. and the Chair of the Remuneration and Nomination Committee received additional remuneration of \$11,000 p.a.
- The current Managing Director (Tony McKenna, appointed 24 January 2022) received base remuneration of \$550,000 p.a. He received \$18,000 short-term incentive compared with a maximum of \$165,000. He was granted 89,227 performance rights and 721,436 options (exercise price \$0.9339) during the year as approved by shareholders at the 2021 AGM, none of which have vested to date.
- The former Managing Director (Tony Price) received base remuneration of \$334,331 for the seven months to January 2022. He received nil short-term incentive. He was granted 279,707 performance rights as approved by the shareholders at the 2021 AGM, of which 226,624 lapsed on his retirement.

- The Chief Financial Officer (Michael McKenzie, appointed 11 April 2022) received base remuneration of \$290,000 p.a. from the date of his appointment. He received \$10,000 short-term incentive for the year.
- The former Chief Financial Officer (Ashley Merrett) received base remuneration of \$281,146 for the year. He received nil short-term incentive. He was granted 111,880 performance rights, most of which will subsequently lapse.

In accordance with the Corporations Act, the vote on this item is advisory only and does not bind the Board or the Company. However, the Board will consider any discussion on this resolution and the outcome of the vote when determining the future remuneration policies and practices of the Company.

In accordance with the Corporations Act, if the Company receives AGAINST votes of 25% or more in relation to the Remuneration Report at two successive AGM's, a spill resolution will be put to shareholders at the second AGM. If the spill resolution is passed (50% or more of the votes FOR), the Company will, within 90 days, hold a general meeting to vote on whether to keep the directors. At the 2021 AGM, 84.78% of the votes cast were FOR the adoption of the Remuneration Report, so the question of a spill resolution does not arise at this AGM.

Board Recommendation

The Board recommends that shareholders vote **FOR** this resolution.

Chair's Available Proxies

The Chair of the meeting intends to vote all available proxies **FOR** this resolution.

ITEM 3. ELECTION OF KELLIE BENDA AS A DIRECTOR

Kellie Benda was appointed to the Board on 5 October 2022. In accordance with the Company's constitution, Kellie automatically retires at this AGM.

Kellie Benda offers herself for re-election at the AGM.

About Kellie Benda, LLB, BA (Industrial Relations), M. App Fin, FAICD

Kellie is an experienced non-executive director having served on a number of boards since 2003 including Federal and State government trading enterprises and various not-for-profits. She has served as a non-executive director of the WA Forest Products Commission and IMX Resources Limited, a dual listed ASX and TSX mining company, including a period as Chair. After commencing her career with Mallesons (now King & Wood Mallesons) as a corporate lawyer, she moved into investment banking and most recently held senior executive positions as Chief Risk Officer, Chief Operating Officer and Executive General Manager in organisations including AGL Limited, Origin Energy Limited, Emeco Holdings Limited and Aurizon Limited. She is a graduate of the Harvard Advanced Management Programme.

Kellie is considered an independent director.

Board Recommendation

The Board (with Kellie abstaining) recommends that shareholders vote **FOR** this resolution.

Chair's Available Proxies

The Chair of the meeting intends to vote all available proxies **FOR** this resolution.

ITEM 4. RE-ELECTION OF LEANNE HEYWOOD AS A DIRECTOR

The Company's constitution requires that one third of the directors (rounded to the nearest whole number), other than the Managing Director, retire at each AGM. As the Board comprises six non-executive directors (excluding Kellie Benda, who is not counted for this calculation), at least two directors are required to retire at the AGM.

In determining the directors to retire at the AGM, Tom Keene, Leanne Heywood and Greg McCormack have served three years since their last re-election and so must, pursuant to the constitution, retire at this AGM. However, Tom Keene and Greg McCormack have advised the Board that they would not seek re-election and accordingly they will retire from the Board at the conclusion of the AGM.

Leanne Heywood offers herself for re-election at the AGM.

About Leanne Heywood OAM, B.Bus (Acc), MBA, FCPA, GAICD

Leanne has broad general management experience gained through an international career in the mining sector, including 10 years with Rio Tinto. Her experience includes strategic marketing, business finance and compliance and she has led organisational restructures, disposals and acquisitions. She has been a director of Allkem Limited (ASX:AKE) since 2016, Quickstep Holdings Limited (ASX:QHL) since February 2019, Symbio Limited (ASX:SYM) since March 2022, and Snowy Hydro Limited since March 2022. She is a Graduate member of the Charles Sturt University Council. Leanne is Chair of the Audit and Risk Management Committee and the Remuneration and Nomination Committee and is a member of the Work Health Safety and Sustainability Committee. She was appointed a director in March 2019 and was last re-elected at the 2019 AGM with 99.79% of the votes cast on the poll in her favour.

Leanne is considered an independent director.

Board Recommendation

The Board (with Leanne abstaining) recommends that shareholders vote **FOR** this resolution.

Chair's Available Proxies

The Chair of the meeting intends to vote all available proxies **FOR** this resolution.

ITEM 5. ISSUE OF PERFORMANCE RIGHTS TO ANTHONY MCKENNA

Under ASX Listing Rule 10.14, Midway must seek shareholders' approval for the issue of equity securities to Tony McKenna, the Managing Director and Chief Executive Officer of the Company. The performance rights form one component of his

remuneration (the Long-Term Incentive Plan (LTIP)) over the performance period July 2022 - June 2025.

The issuing of performance rights is a recognised practice in Australia as part of the remuneration of senior executives. If Midway's total shareholder returns (TSR) are at median with or greater than other companies within an appropriate comparator group, then Tony will benefit as will all shareholders. If, however, Midway's TSR is below par, the vesting conditions will not be met and the performance rights will lapse.

Terms of Performance Rights

Each performance right entitles Tony to receive one ordinary share in the Company if the performance hurdles are met. The shares acquired may be new issue shares, or acquired on market, as determined by the Board. Tony will receive any shares shortly after the end of the 2025 financial year.

Number of Performance Rights

349,940 performance rights are proposed for issue. This number has been determined on the basis that 70% of Tony's base remuneration of \$559,625 p.a. will form his LTI component, and the volume weighted average price (VWAP) at which Midway shares traded during the 30 business days up to 30 June 2022 (\$0.7996):

$559,625 \times 70\% / 0.7996 = 489,916$ performance rights.

In addition to his base remuneration, Tony may receive a short-term cash incentive of up to 30% of his base remuneration according to the measures set out in the Remuneration Report.

Performance Hurdles

The percentage of performance rights that will vest at the end of the performance period will depend on Midway's TSR over the performance period relative to a comparator group of companies in the S&P/ASX 300 Index, excluding mining and energy companies.

If Midway's TSR is:

- Less than the median of the comparator group, no performance rights will vest;
- At the median of the comparator group, 50% of the performance rights will vest;
- Between the 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
- Greater than 75th percentile of the comparator group, 100% of the performance rights will vest.

Cessation of Employment

If Tony's employment ceases during the performance period due to breach of employment conditions or termination for any reason other than death, illness or injury, then the performance rights will lapse immediately unless the Board decides otherwise.

Other Information

Tony will receive the performance rights at no cost. No dividends will be paid on the performance rights prior to vesting. The performance rights do not carry any voting rights. Tony will participate in bonus issues, rights issues and capital reorganisations on terms as contemplated in the ASX Listing Rules.

The Board has discretion to reduce or cancel the performance rights or require Tony to repay to the Company the market value of the shares post-vesting in certain circumstances. These circumstances include fraud, dishonesty, misconduct, and financial misstatement such that the performance rights should not have vested.

In the event of a change of control of Midway, unvested performance rights will vest subject to the Board's discretion.

Tony was awarded 89,227 performance rights and 721,436 options (exercise price \$0.9339) upon his appointment as Managing Director on 24 January 2022, as approved by shareholders at the 2021 AGM. Those performance rights have not yet vested and the options are not yet exercisable.

If shareholders approve the resolution, the performance rights will be issued to Tony within one month of the meeting and they will be included in the 2023 Remuneration Report.

If shareholders do not approve the resolution, the Board will substitute a cash bonus for any performance rights that would otherwise have vested.

Board Recommendation

The Board (with Tony abstaining) recommends that shareholders vote **FOR** this resolution.

Chair's Available Proxies

The Chair of the meeting intends to vote all available proxies **FOR** this resolution.

VOTING INFORMATION

Entitlement to Attend and Vote at the AGM

All shareholders may attend the AGM. For the purposes of voting at the AGM, the directors have determined that shareholders will be taken to be those persons who are registered as holding shares in Midway at 7:00pm (AEDT) on Saturday 26 November 2022.

How to Vote

Shareholders may vote by appointing a proxy to participate on their behalf at the AGM at www.investorvote.com.au using the Control Number (131703) and their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), by accessing the link forwarded by email, or by logging in to the Investor Centre at computershare.com.au

Shareholders may vote by attending the AGM online and casting their votes using the following link during the meeting <https://meetnow.global/M7SZYJ7>

Shareholders may still participate in the online meeting and vote even if they have appointed a proxy. Participation in the meeting will cancel the proxy appointment (unless Computershare Investor Services is instructed otherwise by the shareholder).

Custodian holders who are Intermediary Online subscribers should visit www.intermediaryonline.com to submit voting instructions.

Appointing a Proxy

To be effective, proxy appointments must be received by Computershare Investor Services no later than 10:00am (AEDT) on Saturday 26 November 2022 by one of the following methods:

Online: At www.investorvote.com.au by following the instructions. Shareholders will need the Control Number (131703) and SRN or HIN;

Online: At www.computershare.com.au by logging into the Investor Centre. Shareholders will need an account to do this;

Mobile: By scanning the QR code on the hard copy advice of the meeting. Shareholders will need their SRN or HIN;

Mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001, Australia; or

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

A proxy may be an individual or body corporate and is not required to be a shareholder of Midway.

A shareholder who is entitled to two or more votes may appoint two proxies and may specify the percentage or number of votes each proxy may exercise. Where the percentage or number of votes is not specified, each proxy may exercise half the votes.

Corporate Representatives

A body corporate which is a shareholder or has been appointed a proxy may appoint an individual to act as its representative at the AGM. An "Appointment of Corporate Representative" form is available online at www.investorcentre.com/au and select "Printable Forms". The representative should deliver a properly executed Appointment of Corporate Representation Form or other document confirming his or her authority to act as the Company's representative to Computershare Investor Services prior to the AGM.

Undirected Proxies and Chairman's Voting Instructions

If you appoint the Chairman as your proxy and have not directed the Chairman how to vote, you are authorising the Chairman to cast your undirected proxy in favour of all proposed resolutions, which are set out in this notice. The Chairman intends to vote all such undirected proxies in favour of all resolutions.

Proxies in Favour of KMPs

If you appoint a Director (other than the Chair) or a member of Key Management Personnel (KMP) or any closely related party of such as your proxy, they will not be able to vote your proxy on Resolutions 2 or 5, unless you have directed them how to vote.

Voting at the AGM

Voting on each of the proposed resolutions at the AGM will be conducted by a poll.

Shareholder questions

Shareholders may ask questions during the AGM about any of the resolutions being considered at the AGM or general questions about the Company's management or performance. Shareholders may also ask questions of the Company's auditor about the content of the Auditor's Report or the conduct of the audit. In addition, shareholders may submit written questions prior to the AGM by emailing Midway's Company Secretary at rbennett@midwaylimited.com.au, no later than 5:00pm on 23 November 2022.

Voting Exclusions

Midway will disregard any votes cast on resolutions 2 or 5 by or on behalf of any member of Midway's key management personnel (KMP) (or their closely related parties) whose remuneration details are included in Midway's remuneration report for the year ended 30 June 2022.

However, a person described above may cast a vote on resolutions 2 or 5 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the vote is cast by the Chair of the AGM and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

A closely related party of a KMP includes:

- a company that the KMP controls;
- the KMP's spouse, child or dependent (or a child or dependent of the KMP's spouse); or
- anyone else who is a member of the KMP's family and who may be expected to influence, or be influenced by, the KMP, in the KMP's dealing with the Company.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Midway Limited Annual General Meeting

The Midway Limited Annual General Meeting will be held on **Monday, 28 November 2022 at 10:00am (AEDT)**. You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Saturday, 26 November 2022**.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit **insert link to webcast**

To vote online during the meeting you will need to visit <https://meetnow.global/M7SZYJ7>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
10 The Esplanade, North Shore Victoria 3214

Shareholders wishing to attend are requested to contact the Company Secretary in advance.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **10:00am (AEDT) Saturday, 26 November 2022.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



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Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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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 10 The Esplanade, North Shore, VIC 3214 and as a virtual meeting on Monday, 28 November 2022 at 10:00am (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 Items 2 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 5 are 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 Items 2 and 5 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
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Kellie Benda as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Leanne Heywood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Issue of performance rights to Tony McKenna, the Managing Director	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

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