



Shelley Topco Pty Ltd

JOINT MODERN SLAVERY STATEMENT

2023

QMS Media Pty Limited

Modern Slavery Statement 2023

INTRODUCTION

This Modern Slavery Statement (**Statement**) is developed by Shelley Topco Pty Ltd (ACN 634 291 375) (**Shelley Topco**) in accordance with the Australian Modern Slavery Act 2018 (Cth) (**the Act**). Shelley Topco issues this joint Statement on behalf of itself and its related body corporates listed in Schedule 1 (referred collectively as the **QMS Media Group**). All companies in the QMS Media Group are ultimately owned by Shelley Topco.

For the purposes of this Statement, all of the assets of the QMS Media Group are treated as those of the group and, for clarity, all of the entities which comprise of the QMS Media Group, are covered by this Statement.

This Statement outlines the steps the QMS Media Group has taken to identify, assess and reduce the risk of modern slavery practices within its operations or its supply chains during the reporting year ending 31 December 2023, and builds on the QMS Media Group's previous statements. The term 'modern slavery,' as used in this Statement, takes the meaning given to it in the Act.

The QMS Media Group remains committed to conducting its business in a moral and ethical way, recognising the need to establish and maintain corporate governance policies and business practices which reflect and comply with relevant legal and regulatory framework. In support of this commitment the QMS Media Group continues to build on its approach and previous work undertaken to address modern slavery risks, including implementing, enforcing and reinforcing effective systems and controls.

STRUCTURE AND OPERATIONS

Structure

Shelley Topco is a large proprietary company incorporated in Australia, with its registered office in Sydney, that operates the QMS Media Group across Australia with primary operations in Melbourne, Sydney, Brisbane, The Gold Coast and Perth. On 19 June 2023 the QMS Media Group completed the sale of two of its print production subsidiary companies Omnigraphics Australia Pty Limited and MMTB Pty Ltd. As at 31 December 2023 Shelley Topco employed approximately 193 employees under QMS Media Pty Limited ACN 603 037 341 (**QMS Media**).

Other QMS Media Group investments included a 40% interest in Mediaworks Investments Limited, New Zealand.

Direct operations

The QMS Media Group is a leader in premium outdoor advertising, with a strategic focus in providing clients and agencies with dynamic and innovative advertising solutions, underpinned by the latest developments in technology and data. The QMS Media Group provides multi-platform engagement across its portfolio of premium high impact landmark digital billboards, traditional static billboards, airport opportunities and exclusive street furniture in the City of Sydney, Gold Coast and 7-Eleven premises across Australia. On the sale of Omnigraphics Australia Pty Limited and MMTB Pty Ltd, the QMS Media Group

ceased print production operations across Australia.

Supply chains

The QMS Media Group has reviewed its supply chains for the reporting period and its supply chains have not materially changed from the previous reporting period with the exception that any supply relating to its print production operations has now ceased.

The QMS Media Group's largest categories of supplier spending relate to the following key product and services categories:

1. goods and services (including digital LED screens) needed to construct, install, operate and maintain its out of home advertising and non advertising infrastructure. The QMS Media Group acquires LED screens and components from local and international suppliers to construct and maintain its digital advertising infrastructure. Services specific to construction and maintenance include engineering consultants and town planners;
2. leased, licenced or represented premises;
3. goods and services needed to produce and deliver advertising material including paper, ink, printing services, equipment;
4. services needed for everyday business operations, including recruitment, legal and tax, auditing, information technology, telecommunications, stationary and cleaning; and
5. information technolog **(IT)** software licences and subscriptions and IT equipment.

The majority of the QMS Media Group's suppliers are located in Australia however for the procurement of some products and services required for its operations, such as digital display units and associated components and bus shelters, are sourced from international suppliers who have operations in the higher risk loactions of Hong Kong and China.

RISKS OF MODERN SLAVERY PRACTICES

The QMS Media Group is committed to monitoring its operations and suppliers to identify modern slavery risks within both its operations and supply chains.

Direct operations

The QMS Media Group has assessed the risk of modern slavery practices within the QMS Media Group's direct business operations as low. This is based on:

1. the out of home advertising industry in which the QMS Media Group operates, and the loctaions of its offices and depots in Australia, is recogniserd as having a low prevelance of modern slavery;
2. the direct employment of its management and maintenance field staff for its City of Sydney and Gold Coast street furniture; and
3. appropriate workplace management policies and practices, along with skilled managers and executives, to ensure appropriate recruitment and management of employees is maintained, including compliance with minimum remuneration requirements for all employees.

Supply chains

The QMS Media Group continues to review the risk of modern slavery practices across its

supply chains with close consideration of the *Commonwealth Modern Slavery Act 2018 – Guidance for Reporting Entities* document¹.

The QMS Media Group outsources some parts of its business operations to external service providers in Australia, such as the town planning and construction of advertising assets and street furniture, the installation of static advertising material on its large format static billboards and maintenance of certain advertising assets and street furniture. These services are provided by suppliers ranging from professionals such as engineers and town planners to maintenance companies engaging skilled maintenance workers. Again, due to the location in which these services are provided, the QMS Media Group assesses the risk of modern slavery practices occurring in these service providers to be low.

Under QMS Media, Shelley Topco also engages cleaning services for its offices, its depots and its street furniture located at 7-Eleven premises across Australia. The QMS Media Group acknowledges that while the cleaning industry is regarded as high risk sector for modern slavery, the QMS Media Group assesses the risk in this area as low due to the Australia's employment and industrial laws and regulations and the controls it has in place to manage risks associated with the engagement of suppliers including, where practicable, direct engagement. This is strengthened through its approach to supplier relationship management including its annual requirement for its suppliers to confirm compliance with QMS Media's WHS Management System.

While most of the QMS Media Group's direct supply chain expenditure is located in Australia, some goods and services are sourced from global suppliers. The QMS Media Group generally deals with Australian based subsidiaries of these international suppliers and acknowledges that these suppliers may have a wider supply chain involving other jurisdictions which the QMS Media Group does not have oversight. In these instances, the QMS Media Group acknowledges suppliers engaged in Australia could purchase equipment and goods manufactured overseas in areas that might be of risk of or prone to modern slavery practices. For example, the QMS Media Group continues to purchase laptops and mobile telephones the manufacturing of which is a sector known to be of high risk to modern slavery practices. This however is mitigated by the QMS Media Group's major supplier agreements containing obligations of compliance with modern slavery laws and engaging reputable global suppliers that are based in countries where there are reasonable standards of protection for individual rights and there is not significant workforce of vulnerable populations.

Further, the QMS Media Group requires its direct suppliers to adhere to the QMS Media Ethical Sourcing Code of Conduct to conform to its standards and provisions and to apply the QMS Media Ethical Sourcing Code of Conduct to their own suppliers engaged in the production of goods for the QMS Media Group. A supplier's use of slave labour or engagement in human trafficking will be considered a material violation of QMS Media's Ethical Sourcing Code of Conduct which would result in termination. A supplier's failure to comply with other elements of QMS Media's Ethical Sourcing Code of Conduct will result in

¹ <https://www.homeaffairs.gov.au/criminal-justice/files/modern-slavery-reporting-entities.pdf>

appropriate disciplinary action which may include, without limitation, a discontinuity of the relationship.

As the QMS Media Group's business continues to expand, Shelley Topco is mindful of the increased risks relating to modern slavery associated particularly in the QMS Media Group's extended supply chain and higher risk categories or locations.

ACTIONS TO ASSESS AND ADDRESS MODERN SLAVERY RISKS

Shelley Topco and the QMS Media Group remain committed to identifying and addressing modern slavery in its operations and supply chains. This is reflected in a number of policies, processes and practices implemented, and to be implemented, across the QMS Media Group.

Goods and services suppliers

The QMS Media Group seeks to obtain goods and services from suppliers known to be reputable, substantial commercial entities. In many instances the QMS Media Group has dealt with those suppliers over many years, which provides Shelley Topco with a high level of confidence in the quality of their services and operations.

QMS Media personnel

Employed under QMS Media, Shelley Topco has skilled professional employees who have a high level of education and experience in the areas of risk and compliance, people and culture, finance, legal, procurement and internal audit teams whose roles include ensuring compliance with laws and internal policies and processes across the QMS Media Group's business.

QMS Media Code of Business Conduct and other policies

- The QMS Media Code of Business Conduct applies to all Shelley Topco personnel engaged under QMS Media, including employees, contractors, managers and directors.
- The QMS Media Code of Business Conduct outlines standards, practices and behaviors necessary to maintain confidence in the integrity of the QMS Media Group and makes clear the behaviours expected of all personnel to strengthen the internal culture of the business. This includes behaving ethically and complying with all relevant laws.
- The QMS Media Group has other policies and codes to help guide the behaviours of its personnel, including a Diversity Policy and Ethical Sourcing Code of Conduct. All policies and codes are available to employees on the QMS Media Human Resources intergrated system and all policies relevant to external parties are available on the QMS Media website.

Recruitment

- The majority of recruitment for Shelley Topco is conducted by QMS Media personnel located in Melbourne, Australia. Shelley Topco is therefore able to ensure that the process is conducted in an ethical and transparent manner and employment contracts contain fair and just terms in relation to wages, working hours and other working conditions.
- This recruitment oversight aids in curbing any direct instances of modern slavery practices within the QMS Media Group's operations.
- All new employees are given a copy of relevant QMS Media's policies as part of their induction. Shelley Topco requires all new employees to acknowledge they have received and agree to abide by the relevant QMS Media policies as part of their onboarding with

QMS Media.

ISO certification

Under QMS Media and Australian Billboard Company Pty Ltd, Shelley Topco maintains a Workplace Health and Safety Management System and the following certifications:

- ISO 9001:2015 Quality management systems;
- ISO 45001: 2018 Occupational health and safety management system
- ISO 15001:2015 Environmental Management System

Delegated authority

Shelley Topco has a communicated delegated authority matrix that sets out the QMS Media and Shelley Topco management level that needs to sign off on any agreement that involves a financial commitment to a QMS Media Group member. This approval includes consideration of risks relating to entering into an agreement with a supplier, which could include the identity, location or operations of the counterparty.

ASSESSMENT OF EFFECTIVENESS

Shelley Topco understands that modern slavery risk is continually evolving and remains committed to staying vigilant to slavery and human trafficking in its supply chains. As part of the QMS Media Group's continuing commitment to identify and eradicate modern slavery practices in its operations and supply chains, the following additional actions have either commenced or are planned and will be reported on in subsequent statements.

New supplier assurance questionnaires – City of Sydney project

QMS Media has two supplier assurance questionnaires (**Assurance Questionnaires**) that may be given to new suppliers for the City of Sydney project based on the supplier risk profile categorisation. The Assurance Questionnaires are given to new suppliers to the City of Sydney project to complete and assist QMS Media to identify and assess the risk of modern slavery practices occurring in its supply chains.

A new supplier categorisation matrix is used to extend QMS Media's risk profiling by categorising a new supplier's risk levels based on territory, product type or service.

The determined profile will dictate which Assurance Questionnaire is to be provided to the new supplier for completion and what supporting documentation is required.

Modern slavery supplier questionnaire

The QMS Media Group is not practically able to observe the entirety of suppliers' operations. As part of its supply chain due diligence, during 2023 QMS Media undertook preparatory work to develop a modern slavery supplier questionnaire (**Modern Slavery Questionnaire**) to be distributed all existing and new major suppliers (and others we consider operate in high risk areas) to gather information about its suppliers' operations, supply chains and modern slavery standards. The QMS Media Group may take additional steps based on a supplier's response to its Modern Slavery Questionnaire or an assessment of the products and services provided by a supplier. The QMS Media Group is committed to responding accurately and promptly to modern slavery questionnaires or questions received from clients.

Modern Slavery Policy

The QMS Media Modern Slavery Policy has been implemented across the QMS Media Group. The policy solidifies the QMS Media Group's commitment to identifying and addressing risks of modern slavery occurring in its supply chains and set out the standards of behavior expected of QMS Media personnel in identifying and addressing modern slavery risks.

Reporting Grievances and Whistleblower Protection

QMS Media is committed to providing a workplace where everyone feels safe to raise concerns. If an employee believes they are adversely impacted by a decision, action or behaviour by another party in the workplace, they may choose to resolve the matter through an informal or formal grievance resolution process. The QMS Media Grievance Policy articulates the process employees can follow to raise workplace grievances and the principles that apply through the grievance resolution process. QMS Media is committed to ensuring that grievances are dealt with as expeditiously as possible whilst maintaining the confidentiality of all parties involved.

The QMS Media Group encourages all of its stakeholders (including its employees, customers and suppliers) to report any actual or suspected unacceptable conduct, including fraud or illegal activity. QMS Media's Whistleblower Policy identifies internal and external bodies that can be contacted for reporting. The policy requires the appointed Whistleblower Protection Officers of QMS Media to conduct further investigation whilst protecting the anonymity of reporters. All reports are dealt with in accordance with the terms of the Whistleblower Policy, and corrective actions are put in place where necessary. The QMS Media Group's external and independent whistleblower telephone hotline, maintained to facilitate the reporting of unacceptable conduct, is advertised on posters in all offices and warehouse locations.

In FY23 there were no reports from whistleblowers through the QMS Media Group's hotline or direct reports.

Diversity and Inclusion

The QMS Media Group recognises that a diverse and inclusive workforce is critical to achieving its objective of attracting, retaining and leveraging talent, and it is committed to providing a workplace that promotes equal opportunity and an environment that is free from all forms of discrimination, including race, colour, social origin, age, marital status, family or carer responsibilities, sex or chosen gender, sexual preference, religion and physical ability. QMS Media's Diversity Policy sets out the key elements of a diverse organisation and the value derived from embedding diversity and inclusion throughout our business. QMS Media has been a certified Employer of Choice for Gender Equality (**EOCGE**) through Workplace Gender Equality Agency since 2017. The EOCGE citation is a voluntary leading-practice recognition program designed to encourage, recognise, and promote organisations' active commitment to achieving gender equality in Australian workplaces. QMS Media undertakes this citation annually. A summary of QMS Media's workplace demographics can be found on the QMS Media website.

Code of Business Conduct and other policies

The QMS Media employee Code of Business Conduct ensures that staff practice ethical business standards and take steps such as conducting due diligence checks with respect to prospective suppliers and report any unlawful practices such as forced labour or slavery/slavery like practices observed in the QMS Media Group's supply chains. QMS Media's Head of Risk and Compliance, Legal department and People and Culture

department will continue to regularly review the QMS Media Code of Business Conduct and other policies to ensure they remain up to date and effective in assessing modern slavery risks.

Integrated Management System

QMS Media's City of Sydney project has an integrated management system that acts as an efficient mechanism to analyze and monitor suppliers in relation to particular areas of the business.

Ethical Sourcing Code of Conduct

The QMS Media Group has a supplier Ethical Sourcing Code of Conduct (**Supplier Code of Conduct**) which is publically available on the QMS Media website. The QMS Media Supplier Code of Conduct sets out the QMS Media Group's expectations and the minimum standards of behaviour required of its suppliers in the areas of ethical business practices, conflicts of interest, environmental impacts and health and safety. It also specifically addresses labour, human rights and modern slavery standards. In certain supply categories suppliers are required to confirm that they have read the QMS Media Supplier Code of Conduct and that the content is materially similar to their company's code of conduct.

Environmental, Social and Governance (ESG) reporting

QMS Media provides updates to the Shelley Topco Board on ESG matters. QMS Media is committed to responding accurately and promptly to ESG questionnaires received from third parties.

Employee training and policy compliance

QMS Media continues to bring awareness to modern slavery risks to all staff specifically involved in managing the QMS Media Group's supply chain. In FY24 all employees will be required to acknowledge their compliance with with all key QMS Media policies including the QMS Media Modern Slavery Policy.

CONSULTATION

The QMS Media Group operates under broadly common policies and operational protocols having its key activities within the out of home media sector and reporting to an intergrated leadership team and the Shelley Topco Board. Suppliers and supply chains are common across the QMS Media Group. As such, it is appropriate to provide a single statement for Shelley Topco and the QMS Media Group. As the ultimate holding company of the QMS Media Group, Shelley Topco has the required knowledge of the group's operations to prepare this statement. Staff involved in the preparation of this statement have consulted with the necessary business operations of the QMS Media Group to gather the necessary information to prepare this statement on behalf of the QMS Media Group.

COMMITMENT TO CONTINUOUS IMPROVEMENT

Shelley Topco and the QMS Media Group recognise that the identification and prevention of modern slavery in the QMS Media Group's supply chain is a continuing committment. As it continues to uphold its processes and procedures, in future reporting periods Shelley Topco and the QMS Media Group will continue to assess the results and update and expand its measures to ensure the prevention of modern slavery and human trafficking in the QMS Media Group's operations and supply chain.

APPROVAL

This statement was approved by the Board of Directors of Shelley Topco Pty Ltd as the parent company of the QMS Media Group, on 18 June 2024.

A handwritten signature in black ink, appearing to read 'John O'Neill', with a stylized flourish at the end.

John O'Neill, Director
Shelley Topco Pty Ltd
Date: 24 June 2024

SCHEDULE 1

Shelley Midco 1 Pty Ltd

Shelley Midco 2 Pty Ltd

Shelley Bidco Pty Ltd

QMS Media Pty Limited

Australian Billboard Company Pty Ltd

BMG Australasia Pty Ltd

Digital Outdoor Media (Aust) Pty Ltd

Digital Outdoor Media (NSW) Pty Ltd

Digital Outdoor Media (QLD) Pty Ltd

Digital Outdoor Media (VIC) Pty Ltd

Digital Outdoor Media (WA) Pty Ltd

Elwood Outdoor Advertising Pty Ltd

Octopus Property Pty Ltd

Paramount Outdoor Pty Ltd

Plexity Holdings Pty Ltd

Q Media Pty Ltd

QMS Australian Holdings Pty Ltd

QMS Australia Pty Ltd

QMS Rail Media Pty Ltd

Riverview Signage Pty Ltd

Skyline Digital Pty Ltd

Standout Media Pty Ltd

The Digital Outdoor Group Pty Ltd