

Modern Slavery Statement

▶ 2021



VRG HOLDCO PTY LTD

This statement is made in accordance with the Australian Modern Slavery Act 2018 (Cth) (the Act) by VRG HoldCo Pty Ltd (ABN 16 642 854 313). This statement is submitted as a joint statement on behalf of VRG HoldCo Pty Ltd and VRG HoldCo's subsidiary reporting entities listed in Appendix A (Village, Village Group, we, us or our).

Introduction

VRG HoldCo Pty Ltd acquired Village Roadshow Pty Ltd (VRPL) on 29 December 2020 following the implementation of a scheme of arrangement. VRPL was listed on the Australian Securities Exchange (ASX: VRL) prior to the acquisition by VRG HoldCo Pty Ltd. VRPL submitted the FY20 Modern Slavery Statement for the Village Group of entities. This is the first Modern Slavery Statement submitted by VRG HoldCo Pty Ltd.

Village commenced business in Melbourne, Australia in 1954 where it remains headquartered. Village owns a diversified portfolio of businesses

including Theme Parks, Cinema Exhibition, Film Distribution and Marketing Solutions and has approximately 5,000 employees, predominantly based in Australia.

Village is committed to identifying and reducing the risk of modern slavery from the Village Group and its supply chain and this statement sets out the actions taken by us to minimise the risk of modern slavery occurring in our businesses and supply chain over the financial year ended 30 June 2021 (**Reporting Period**).



Structure, Operations and Supply Chain

The Village Group sources a range of goods and services from a significant number of suppliers.

These include those set out in the table below.

KEY BUSINESSES	MAIN OPERATIONS	SUPPLY CHAIN
 VILLAGE ROADSHOW	<ul style="list-style-type: none"> Provides centralised finance, accounting, reporting, legal, IT, governance and treasury services to businesses within the Village Group 	<ul style="list-style-type: none"> Office consumables Technology (hardware, software) Professional services consultants
 VILLAGE ROADSHOW THEME PARKS	<ul style="list-style-type: none"> Operation of theme parks and attractions in Queensland, USA and China Accommodation in Queensland Movie/television production studios 	<ul style="list-style-type: none"> Office consumables and promotional merchandise Technology (hardware, software) Uniforms and work attire Food and beverage products Accommodation requirements Hospitality and catering services Animal care related requirements Supply of new rides Park and hotel maintenance requirements Call centre based in Queensland Facilities services/ waste management and cleaning Toys and general merchandise
 VILLAGE CINEMAS	<ul style="list-style-type: none"> Cinema operations Related food and beverage services Amusement parlour operations 	<ul style="list-style-type: none"> Food and beverage products Intellectual property Office consumables and promotional merchandise Technology (hardware, software) Uniforms and work attire Hospitality and catering services Supply of amusement machines Cinemas and amusement machine maintenance requirements Facilities services/ waste management and cleaning
 ROADSHOW	<ul style="list-style-type: none"> Distribution of theatrical film product to cinemas Distribution of movie and television content to broadcasters and home entertainment platforms Investing in original television and film content 	<ul style="list-style-type: none"> Office consumables and promotional merchandise Technology (hardware, software) Intellectual property acquisition from studios, predominantly based in the US
 MARKETING SOLUTIONS	<ul style="list-style-type: none"> Consumer incentive programs 	<ul style="list-style-type: none"> Office consumables and promotional merchandise in the UK where the business is based Technology (hardware, software) Professional service providers.

Village is committed to reducing this risk and has adopted the Modern Slavery Framework developed by VRPL to mitigate the risks. Our policy is available on the Village Roadshow corporate website www.villageroadshow.com.au.

Impact of Covid-19 during FY21

COVID-19 has continued to have a significant impact on our business operations throughout FY21. Many sites under our operational control faced extensive periods of closure during FY21 and now operate under strict COVID-19 safe measures.

The Government imposed closures impacted the Village Group’s employment arrangements, with employees being stood down, limiting internal resources to

continue to monitor supplier relationships and modern slavery risks at the high-level set to accord with our Modern Slavery Framework.

Village will continue to work with its suppliers as our businesses resume operations in accordance with the restrictions imposed by state governments. Operational adjustments will be required, and Village will continue to monitor the risk of modern slavery in our supply chains.



Risks of modern slavery practices in our operations and supply chains

As reported in VRPL's FY20 Modern Slavery Statement, VRPL conducted risk assessments of modern slavery practices in its supply chain based on the definition of Modern Slavery in the Act. Village's risk assessment of its supply chain identified the following risk categories which warranted further assessment:



GEOGRAPHICAL LOCATION

A number of countries have been identified by the UN, and noted in the Global Slavery Index of 2018, as having varying levels of human rights protections, including labour rights.



DIRECT SPEND

The relationship, the size of the supplier and the annual direct spend made with the supplier were considerations to determine the further assessment of those suppliers.



KNOWN INDUSTRY RISKS

Industry specific risks were highlighted as a risk category due to the type of product or service supplied to the Village Group.

Village will continue to assess modern slavery risks in the categories identified in the VRPL assessment from FY20.



Actions taken by the Village Group

The actions taken by the Village Group in the last Reporting Period have continued over to the current Reporting Period.

GOVERNANCE

The Village Group adopted the Modern Slavery Framework developed by VRPL. A Modern Slavery Working Group (**Working Group**) made up of members from legal, compliance and procurement manage the actions under the Modern Slavery Framework. The Working Group works with the businesses and suppliers to establish the plan and targets to identify risks. The Working Group also monitors any remediation processes required.

The Working Group meets quarterly with the Modern Slavery Steering Committee and makes recommendations to the Modern Slavery Steering Committee, who adopt various recommendations and reports to the VRG HoldCo Pty Ltd Board for review and final sign off.



REVIEW OF FY20

The Modern Slavery Steering Committee reviewed the outcomes from VRPL’s Modern Slavery risk assessments and analysis of FY20. There were no risks of modern slavery identified in the risk assessment process carried out during FY20.

The Modern Slavery Steering Committee reviewed the Modern Slavery Framework and policies and made recommendations to review the Modern Slavery Framework and policies in FY22 when it is anticipated operations would be nearing pre-COVID-19 trading levels.

RISK ASSESSMENTS

The Village Group has a significant number of suppliers and in FY20 we targeted a category of tier 1 suppliers based on Village’s risk assessment, being: geographical location, direct spend and known industry risks. This sub-category was internally labeled as Category A suppliers. The assessment process, steps and actions taken by Village in FY20 focused on Category A suppliers.

During the FY21 Reporting Period Village focused on carrying out risk assessments during the onboarding of new suppliers and also during the tender process.

Village continued with the risk-based assessment process developed for FY20 which consisted of a self-assessment questionnaire (SAQ) for suppliers. The SAQ incorporates questions addressing risks of modern slavery practices of suppliers and, where relevant, of a supplier’s supply chain. The SAQ included modern slavery risk-based questions as well as other risk areas relevant to the Village Group.

ONBOARDING NEW SUPPLIERS

The SAQ, together with the Supplier Code of Conduct, is issued to new suppliers identified as Category A suppliers engaged during FY21. The SAQ and Code of Conduct is also provided to suppliers responding to tenders issued during the same period. It is a condition of doing business with the Village Group that all new suppliers complete the SAQ and sign up to the Code of Conduct.

To mitigate the risks of modern slavery the responses to the SAQ provided by new suppliers are reviewed together with any other relevant information required prior to the onboarding process of the supplier.

TRAINING

Village reviewed the online training module developed and rolled out in FY20. It was recognised that some additional information was required to be included in the training material. Based on this assessment we delivered an updated online training module to all relevant employees.

The online training module was undertaken by relevant staff, both new and existing, across the Village Group. The training materials defined modern slavery, outlined the internal policies and processes, provided awareness of the modern slavery risks in the Village Group's supply chains, and considerations and questions to ask when engaging suppliers.

FAIRTRADE SUPPORTING WORKPLACE

In FY21 the Village Group has been working with Fairtrade to ensure the supply of fair and ethical sourcing of products in the Village supply chain. During the Reporting Period Village attained the status of being a Fairtrade Supporting Workplace. The Fairtrade ingredients and products used across the Village businesses have been sourced in accordance with and meet internationally agreed Fairtrade social, economic and environmental standards.

GRIEVANCE MECHANISMS

The Village Group has updated its Whistleblower Policy to provide an appropriate grievance mechanism where confidential reports can be made by employees, contractors, suppliers and external third parties. Employees, contractors, suppliers and external third parties are provided with the details of the grievance mechanism in the relevant codes of conduct provided during the supplier engagement process. This process provides an opportunity for suppliers, or those impacted by suppliers (e.g. employees, contractors), to raise issues or concerns relating to modern slavery risks in a confidential and safe manner.

Effectiveness of the Village Group's actions

The Village Group is committed to mitigating modern slavery risks in its supply chain and to continually improving our processes and actions. We publish our Modern Slavery Policy on the corporate website together with the Modern Slavery Statement from FY20. Providing access to these documents makes the Village Group more accountable, it raises awareness of the modern slavery risks and reflects our compliance under the Act to our customers and suppliers.

TRAINING

The continuation of employee training across our businesses raises awareness, accountability and compliance within our employee population to ensure information about modern slavery risks is shared and responsibility is taken by the Village Group businesses.

RISK ASSESSMENTS AND SUPPLIER ONBOARDING

The Village Group continues to review and analyse each SAQ received from suppliers. This enables us to identify any potential risks that may be at the supplier level. We communicate openly with suppliers to clarify the responses provided relating to their businesses and supply chain. This approach assists in building relationships with suppliers and allows us to get a greater understanding of any potential risks in the supplier's supply chain.

GOVERNANCE

The structure and governance of the Village group ensures Village is committed to continually improving its processes and effectiveness of modern slavery risks. The Modern Slavery Steering Committee consists of senior Village executives and monitors the progress and targets set by the Working Group to ensure improvement.

Looking ahead

The Village Group will continue to develop, analyse and assess its risk-based approach to managing modern slavery risks in our supply chain.

Village has commenced implementing its plans for the FY22 reporting period, which includes:

- Conducting a policy and document review to ensure our documents are current. The documents also convey obligations and expectations to suppliers to make the supplier aware of the risks in their own supply chains;
- Engage and seek membership with a non-governmental organisation to improve collaboration and to establish relevant external working groups; and
- Review the employee compliance and training programs to ensure modern slavery training is included to cover a broader audience within the Village Group.

Village Group Consultation

All reporting entities are subsidiaries of VRG HoldCo Pty Ltd and for FY21 all reporting entities operated under the same governance and reporting structure. The VRG Hold Co Pty Ltd Board and the Modern Slavery Steering Committee have contributed to the adoption of the Modern Slavery Framework and drafting of this statement.

The Village Group adheres to the Act, the Modern Slavery Framework developed and adopted by each reporting entity and the governing resolution passed by VRG HoldCo Pty Ltd.



Approval Of Joint Statement

This joint statement has been approved by the Board of Directors of each reporting entity in accordance with section 14 of the Act.



Clark Kirby
CEO
Village Roadshow



Appendix A – VRG HoldCo Pty Ltd Group Entities

Details of Australian wholly owned subsidiaries which, together with VRG HoldCo Pty Ltd, form the VRG HoldCo Group. Entities marked with an asterisk (*) are reporting entities in accordance with section 5 of the Act.

Entity Name	ABN/ACN
DEG Holdings Pty Ltd	90 003 124 221
Entertainment of the Future Pty Ltd	64 066 861 514
MyFun Pty Ltd	57 080 185 593
Positive Investments Pty Ltd *	73 004 743 426
Reel DVD Pty Ltd	93 113 324 815
Roadshow Distributors Pty Ltd *	58 004 885 189
Roadshow Films Pty Ltd *	28 100 746 870
Roadshow Pay Movies Pty Ltd	77 083 817 734
Roadshow Productions Pty Ltd	49 139 341 861
Roadshow Television Pty Ltd	29 005 080 188
Roadshow Unit Trust	48 207 725 679
Sea World Foundation Ltd	46 653 322 493
Sea World Management Pty Ltd	16 006 841 470
Sea World Property Trust	91 446 761 107
Sinclud Investments Pty Ltd	44 004 891 990
Village Cinemas Australia Pty Ltd *	36 006 735 002
Village Golf Holdings Pty Ltd	60 615 018 007
Village Online Investments Pty Ltd	39 083 817 574
Village Roadshow Australian Films Pty Ltd	57 100 491 834
Village Roadshow Corporation Pty Ltd *	89 004 318 610
Village Roadshow Digital Pty Ltd	31 158 241 073
Village Roadshow East Coast Pty Ltd	18 133 710 148
Village Roadshow Exhibition Pty Ltd	77 077 569 469
Village Roadshow Group Services Pty Ltd	71 074 733 994
Village Roadshow Holdings Pty Ltd	62 083 817 672
Village Roadshow Intensity Pty Ltd	96 065 260 255
Village Roadshow IP Pty Ltd	63 077 568 980
Village Roadshow Leisure Pty Ltd	63 061 400 824

Entity Name	ABN/ACN
Village Roadshow Pictures International Pty Ltd	36 080 186 250
Village Roadshow Pictures Television Pty Ltd	89 069 490 071
Village Roadshow Pty Ltd *	43 010 672 054
Village Roadshow Share Plan Pty Ltd	073 667 688
Village Roadshow SPV 1 Pty Ltd	28 129 267 752
Village Roadshow Theatres Pty Ltd	20 006 199 659
Village Roadshow Theme Parks Pty Ltd *	60 010 919 623
Village Roadshow Treasury Pty Ltd	69 083 818 071
Village Roadshow UK Holdings Pty Ltd	23 074 733 725
Village Roadshow USA Holdings Pty Ltd	32 129 267 770
VR - Big Croc Pty Ltd	15 117 829 302
VR Corporate Services Pty Ltd	39 095 620 894
VR ESP Finance Pty Ltd	14 060 514 043
VR Leisure Holdings Pty Ltd	34 055 851 486
VRC Investment Co Pty Ltd	35 103 262 308
VRG A Pty Ltd	68 642 859 023
VRG B Pty Ltd	61 642 859 434
VRG BidCo Pty Ltd *	18 642 862 422
VRG MezzCo Pty Ltd *	70 642 861 014
VRPPL Pty Ltd	75 069 490 008
VRS Holdings Pty Ltd	45 010 662 343
VRTP Entertainment Pty Ltd	13 099 132 948
VRTP Services Pty Ltd	52 003 816 260
Warner Bros. Movie World Holdings Joint Venture	41 213 298 248
WB Properties Australia Pty Ltd	50 003 719 051
WSW Units Pty Ltd	82 056 225 015

