

MODERN SLAVERY STATEMENT

Reporting Entity: Everness Topco Pty Limited

ABN: 46 669 862 364

Registered Address:

Level 11

323 Castlereagh St

Sydney NSW 2000

December 2024

Introduction

This is the fourth Modern Slavery Statement issued by Zeppelin Holdco Pty Limited and has been prepared on behalf of itself and the other reporting entities listed below (The Group). This statement is published in accordance with the *Modern Slavery Act 2018*. It sets out the modern slavery risks in the Group's operations and supply chains as well as the steps taken to monitor and address those risks.

The Group is committed to acting on any modern slavery risks identified within its operations and supply chain and reporting on these as required by the *Modern Slavery Act 2018*.

This Modern Slavery Statement has been circulated to the executive team for comment and endorsement prior to being put to the Board. The board approved the statement on 16 December 2024.



David Thodey – Board Chair

Criteria 1: Reporting Entity & Structure

This statement has been prepared on behalf of the following reporting entities:

- Everness Topco Pty Limited – ABN: 46 669 862 364
- Everness MezzCo Pty Limited – ABN: 17 669 863 049
- Everness MidCo Pty Limited – ABN: 77 669 863 227
- Everness BidCo Pty Limited – ABN: 41 669 863 530
- Zeppelin Holdco Pty Limited – ABN: 88 634 191 281
- Zeppelin Bidco Pty Limited – ABN: 13 634 192 591
- Zeppelin Midco Pty Limited – ABN: 30 634 191 852
- Rousseau Holdco Pty Limited – ABN: 63 611 727 881
- Rousseau Bidco Pty Limited – ABN: 74 611 731 527
- Fitness Passport Pty Limited – ABN: 50 118 426 029

Reference to “The Group” in this statement refers to the group of reporting entities listed above.

Structure

Everness Topco Pty Ltd is a proprietary company registered in Australia and headquartered in Sydney. Everness Topco Pty Ltd is the parent company of ten wholly owned Australian subsidiaries. The companies in the Group share central governance and legal functions.

Criteria 2: Operations and Supply Chain

Operations

The Group’s mission is to motivate people to exercise and improve their health by creating a valued wellness solution that reduces barriers and expands choice.

To achieve this, the Group partners with employers to develop tailored fitness programs, giving access to a broad range of fitness facilities as requested by employees. When employees sign up for the program, they and their immediate family can access all fitness facilities on their program.

The Group directly employs c.60 staff in Australia and New Zealand. Their roles include Sales, Account Management, IT, Finance, HR and Operations.

The Group services members across Australia and New Zealand including metropolitan and regional locations.

Supply Chain

The Group partners with over 2,000 facilities across ANZ. These partners supply the Group with access to their facilities and the Group pays for the visits. The facilities include Council run facilities, independent gyms, and large brand gym groups.

Other key services that the Group sources include IT support and Business Process Outsourcing (BPO) services. The BPO and IT Support functions are based in The Philippines, Fiji and Sri Lanka.

In addition, the Group sources goods and materials through its supply chains, with significant spend on promotional material and office and IT equipment.

Criteria 3: Risks of Modern Slavery Practices

Operations

Given the level of direct control that the Group exercises over its operations, we consider that we have a low modern slavery risk profile. All policies and procedures relating to our people are carried out in line with the Fair Work Act, National Employment Standards and the Modern Awards.

Supply Chain

Potential for modern slavery risk could occur with our offshore suppliers where we have less visibility of staff working conditions. We have considered the extent to which we may contribute to, cause or be linked to modern slavery risks in our supply chains and have identified the following key risk areas:

- cleaning service providers engaged to support our office.
- the use of direct and outsourced labour by our facility partners in respect of cleaning and security;
- the use of service providers located in The Philippines, Fiji and Sri Lanka to provide IT and contact centre support; and
- the procurement of IT equipment that is manufactured in China

Criteria 4: Actions to Address Modern Slavery Risks

Internal Policies & Procedures

The Group has a robust set of policies and procedures to guide internal operations. Policies are reviewed annually and updated as required. The policies that outline the management of issues related to modern slavery include:

- Employee Code of Conduct
- Whistleblower policy
- Supplier Code of Conduct

Within our operations, compliance with applicable laws and internal policies is reviewed regularly.

Employees have received training on modern slavery risks and whistleblowing procedures.

Supply chain due diligence

In respect of our supply chains, due diligence of our facility partners is carried out as part of the onboarding process which includes onsite visits to facilities. Representatives of our leadership team travel regularly to material supplier locations to meet with staff however, we do not have complete visibility over the operations of facilities on the program.

The group also monitors the modern slavery statements of our material suppliers to assess the modern slavery risks that may be present within our supply chains. Approximately 15% of our facility partners have published Modern Slavery Statements, noting that many are below the threshold to report on modern slavery risks.

In terms of our offshore IT and BPO providers, in the past 12-months members from our executive team have travelled to visit operations of support providers in the Philippines, Sri Lanka and Fiji. In addition to connecting with our partners, the purpose of the visit was to inspect staff working conditions.

Our BPO and IT Support suppliers have published Modern Slavery Statements in their respective jurisdictions.

A Supplier Code of Conduct has been drafted and provided to those suppliers where risks have been identified. It will also be shared with new suppliers as part of the Group's onboarding processes.

Remediation

All our employees are encouraged to speak up if they have any concerns about any misconduct; an improper situation or circumstances within the organisation (including any concerns relating to potential modern slavery issues).

Our facility contracts include a clause that requires our facility partners to warrant that they do not engage in conduct that contravenes modern slavery laws.

Our supplier contracts also stipulate that suppliers must adhere to all labour laws in their jurisdiction, including legislation related to remuneration and any other employment entitlements.

In addition, a supplier questionnaire was introduced to further assist Fitness Passport in assessing and mitigating modern slavery risks in our supply chain. The questionnaire is sent to those suppliers that:

- are located in higher-risk countries where labour rights are not protected; and
- operate in high-risk industries that have previously been affected by undeclared labour, illegal labour and/or a high incidence of trafficked persons.

Next steps

In the year ahead, we intend to undertake the following actions:

- Continue to carry out risk assessments for at-risk suppliers as well as new suppliers as part of the onboarding process
- Deliver Modern Slavery training to employees to ensure awareness of the Act and modern slavery risk areas is maintained
- Deliver internal training specific to the Group's Modern Slavery and Whistleblower policies and procedures and risk areas

- Share the updated annual statement with employees

The initiative aims to develop a heightened awareness of the evolving requirements related to managing modern slavery risk, particularly as the supply chain expands. Recognising the imperative of staying ahead in this aspect, the business is committed to ensuring the workforce is well-equipped to navigate and address modern slavery issues effectively.

Each year we will also review our Modern Slavery policies to ensure they remain relevant and up to date while considering any trends in modern slavery issues and the risks posed the Group.

Criteria 5: Effectiveness of Actions

The effectiveness of the actions that we take in relation to modern slavery risk in our operations and supply chains is reliant on a continued review of those actions.

During the reporting period, the Group has:

- undertaken consultation across the business and the board to ensure modern slavery risk is managed effectively
- visited our major offshore suppliers in Sri Lanka, the Philippines and Fiji to inspect operations
- provided training to the executive team on modern slavery which included modules addressing types of modern slavery; the *Modern Slavery Act 2018* (Cth); signs to look out for; how to respond to potential modern slavery issues and reporting of concerns
- Maintained a Supplier Code of Conduct to outline the minimum requirements and expectations in different ESG areas including modern slavery
- ensured all new supplier contracts and renewals include a requirement of compliance with modern slavery laws and any labour laws in the supplier's jurisdiction
- introduced a Supplier Self-Assessment Questionnaire for suppliers to assess operational metrics and risk and disclose modern slavery and supply chain risk management practices.

Criteria 6: Consultation

In preparing this Modern Slavery Statement, input was obtained from external legal, and internal operations, finance, human resources, and IT team responsible for each of the reporting entities and their respective owned/controlled entities before it was presented to the Board of the Group for final review and approval.