

Modern Slavery Statement 2021

Stella MMTS Finance Pty Limited (ACN 612 094 078)

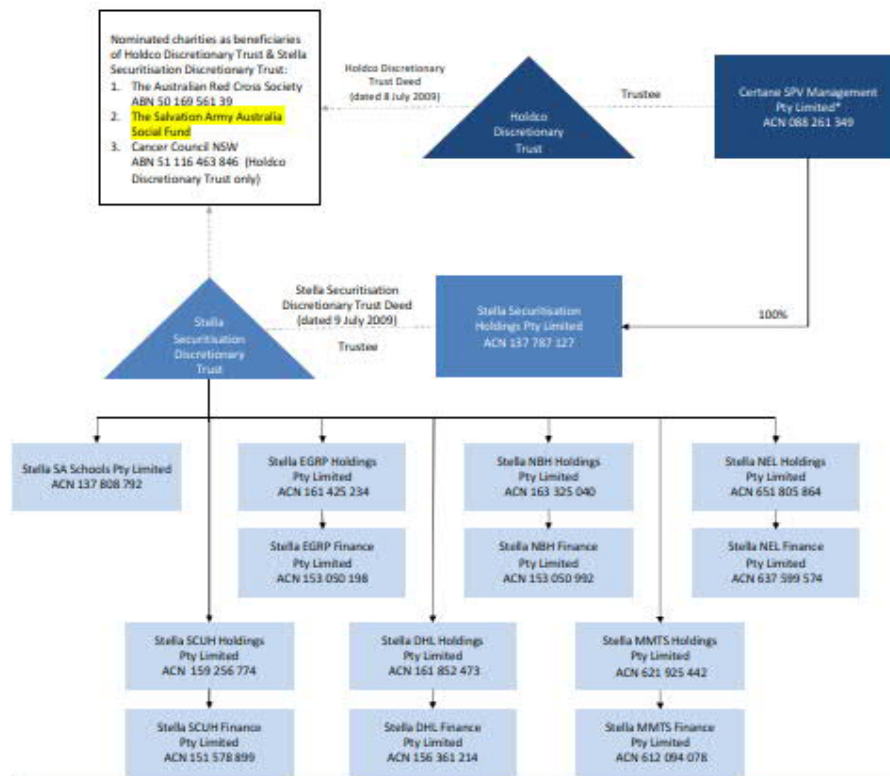
This Modern Slavery Statement is made by Stella MMTS Finance Pty Limited (**Stella MMTS**) and relates to the financial year 1 July 2020 to 30 June 2021.

Stella MMTS is a Reporting Entity for the purposes of the *Modern Slavery Act 2018 (Cth)*.

1. Our structure

Stella MMTS is a special purpose vehicle, formed to finance Cross Yarra Partnership (**CYP**) which is a special purchase vehicle, formed to enter into a Project Agreement with the Minister for Public Transport on behalf of the Crown in right of the State of Victoria (**State**) to deliver the Metro Tunnel (Tunnel and Stations PPP) as part of the Metro Tunnel Project in Melbourne, Victoria (**Project**).

Stella MMTS is a wholly owned subsidiary of Stella MMTS Holdings Pty Limited (ACN 621 925 442). Stella MMTS Holdings Pty Limited is a wholly owned subsidiary of the Stella Discretionary Trust which has nominated beneficiaries of The Australian Red Cross Society and The Salvation Army Australia Social Fund. Stella Securitisation Holdings Pty Limited (ACN 137 787 127) is the trustee of the Stella Discretionary Trust. Stella Securitisation Holdings Pty Limited is a wholly owned subsidiary of Certane SPV Management Pty Limited (ACN 088 261 349), which is also the trustee of Holdco Discretionary Trust, which has nominated beneficiaries of The Australian Red Cross Society, The Salvation Army Australia Social Fund and Cancer Council NSW. The structure diagram is set out below.



Stella MMTS does not own or control any other entities and does not have any employees.

Stella MMTS has engaged Capella Management Services Pty Limited (ACN 127 727 842) (**CMS**) to provide various services to Stella MMTS including contract and financial administration services. CMS is a subsidiary of the Capella Capital Partnership (ABN 68 720 326 224), a partnership between Capella Capital Lendlease Pty Limited (ACN 127 727 566) and Capella Partners Pty Limited (ACN 138 800 923).

2. Our operations and supply chains

Stella MMTS is party to the following key agreements (**Key Agreements**), with parties who are primarily based in Australia, which are the main source of Stella MMTS' operations and supply chain:

- **Syndicated Facility Agreement** (as amended from time to time) with CYP, Original Financiers, Original Hedge Counterparties, Australia and New Zealand Banking Group Limited (as agent, account bank and security trustee) for the provision of debt borrowings to the Project;
- **International Swaps and Derivatives Association (ISDA) Agreements** with various Hedge Counterparties for fixed for floating interest rate swaps;
- **On Loan Agreement and ISDA** with CYP where Stella MMTS lends funds to CYP and enters into a swap agreement, largely back to back with the debt borrowings.
- **Receivables Purchase Deed** with the State and CYP where Stella MMTS agrees to purchase future licence fee receivables from the State.
- **Management Service Agreement** with CYP and CMS under which CMS provides services to Stella MMTS which include:
 - Management services to the Stella MMTS Board;
 - financial reporting including preparation of monthly reporting, annual financial reports and tax return preparation; and
 - company secretary functions.

3. Modern slavery risks in our operations and supply chains

Stella MMTS is a special purpose financing vehicle for CYP. Stella MMTS borrows debt from external Financiers and on loans to CYP. Stella MMTS enters into interest rate swap agreements with external Financiers and back to back swap agreements with CYP. Stella MMTS has no other operations and nil employees.

In this reporting period, Stella MMTS has undertaken a risk assessment of its Key Agreements and in doing so, has taken into consideration the following modern slavery risk considerations:

- The industry sector its supply chain operates in;
- The types of products and services provided; and
- The business models of its key counterparties.

The following diagram outlines the three key modern slavery risk areas for Stella MMTS:

- Supply of borrowings from Financiers;
- On loan of borrowings to CYP; and
- Management Services risk.

Modern Slavery Risks



3.1 Impact of COVID-19

There has not been any impact of COVID-19 on Stella MMTS' operations.

4. Actions taken to assess and address modern slavery risks, including remediation

Stella MMTS has assessed that its risk of modern slavery in its operations in **LOW** as its sole operations comprises the receipt and provision of debt borrowings and:

- Each Financer is likely to have its own Modern Slavery Statement covering their supply chains and operations;
- CYP has its own Modern Slavery Statement covering their supply chains and operations; and
- CMS has adopted Lendlease Group's Lendlease Group policies: Employee Code of Conduct, Health and Safety and Diversity and Inclusion policies. Further details may be found on the Lendlease website.

On an annual basis, Stella MMTS will assess the effectiveness of the actions taken to address modern slavery risk in Stella MMTS' operations and supply chain. Findings of the review will be presented to the Stella MMTS Board for their consideration, monitoring and corrective action.

5. Consultation

The Board of Stella MMTS is responsible for overseeing in the assessment and response to the entity' modern slavery risk. Each year, the Board will seek to formally confirm from its suppliers (i.e. external lenders) and CYP that they have read and understood Stella MMTS' Modern Slavery Statement. The Board will also request information from those stakeholders about their respective modern slavery risk mitigation responses and processes.

This Statement has been prepared and approved by the Board of Stella MMTS, in accordance with section 13 of the *Modern Slavery Act 2018* (Cth).

Signed:

A handwritten signature in black ink, appearing to read 'Malcolm McIntosh', written in a cursive style.

Malcolm McIntosh

Chair