

MODERN SLAVERY STATEMENT

Under the Modern Slavery Act 2018 (Cth)

For the 2020 Reporting Period

THIS REPORT OUTLINES

PART 1: BUSINESS OVERVIEW	1
PART 2: ADDRESSING MODERN SLAVERY	3
PART 3: STRUCTURE, OPERATIONS AND SUPPLY CHAINS	4
PART 4: RISKS OF MODERN SLAVERY PRACTICES	5
PART 5: ACTIONS TO ASSESS RISKS	8
PART 6: EFFECTIVENESS OF ACTIONS	10
PART 7: APPENDIX	11



PART 1: BUSINESS OVERVIEW

INTRODUCTION & EXECUTIVE SUMMARY

WPP AUNZ is Australia and New Zealand's leading creative transformation company and provides an integrated offer of advertising, marketing, media, public relations and communication services to its customers.

WPP AUNZ is a majority-owned (61.5%) subsidiary of WPP plc, and was formerly known as STW Communications Group Limited before it merged with the Australia and New Zealand assets of WPP plc in 2016.

WPP AUNZ is a reporting entity under the Modern Slavery Act 2018 (Cth) (the Act). WPP AUNZ's first mandatory reporting period concluded on the 31 December 2020.

This Statement was approved by the Board of WPP AUNZ Limited on 6 May 2021.



Chris Rollinson
Chief Financial Officer / Interim CEO and Director, WPP AUNZ
28 June 2021

WPP AUNZ BUSINESS OVERVIEW

WPP AUNZ is the region's largest advertising, marketing, media, public relations and communication services provider, which offers end-to-end solutions to drive creative and innovative customer interactions for its clients.

Ogilvy, VMLY&R, Wunderman Thompson, whiteGREY, Hogarth, BCW, Hill+Knowlton Strategies, Landor & Fitch and the media investment management brand, GroupM, comprising Mindshare, Mediacom, Wavemaker, Essence and Xaxis.

WPP AUNZ's portfolio consists of over 60 brands across Australia, New Zealand and Asia. It includes global brands such as AKQA,

The portfolio also comprises local and regional brands such as Aleph, Ikon Communications, Cannings, Buchanan, Phuel and The Brand Agency.

BRAND SOLUTION PILLARS

Each brand brings differentiated skills to deliver against four solutions pillars: Communications, Experience, Commerce and Technology.



COMMUNICATIONS

Advertising, branding and identity, content, media investment, public relations and public affairs, healthcare.



EXPERIENCE

UX, service design, websites, platform and applications, voice and augmented reality.



COMMERCE

Retail experience, direct-to-customer platform and marketplace.



TECHNOLOGY

Data management, marketing technology, consulting, systems and integration services.

OPERATIONS





















WPP AUNZ has a local and global client network that includes financial institutions, private corporations, publicly listed corporations, state entities, government departments and agencies and not-for-profits.

The operating structure and footprint are summarised below. WPP AUNZ has offices in most major cities in Australia, New Zealand and across South East Asia.

It has also developed campus models – an operating model and structure that encourages deep collaboration between various co-located brands – in New Zealand, Adelaide, Perth and Brisbane.

CAMPUSES AND OFFICES

The physical presence of WPP AUNZ's direct operations (campuses and offices) and associated approximate employee numbers are as follows:

Australia	 16	 2,747	New Zealand	 4	 323
Indonesia	 3	 194	Singapore	 2	 91
Malaysia	 2	 52	Vietnam	 1	 2
Philippines	 1	 1	Thailand	 1	 1
<hr/>					
Canada	 29		United Kingdom	 19	
Hong Kong	 7		Germany	 4	
USA	 3				

PART 2: ADDRESSING MODERN SLAVERY

ADDRESSING THE RISKS OF MODERN SLAVERY

WPP AUNZ accepts that, like all global businesses, the incidence of modern slavery deep within its supply chains is likely an unfortunate reality rather than a hypothetical concept. It is to be noted that the physical presence of WPP AUNZ in certain South East Asian jurisdictions warrants particular attention, namely, the assessment of direct slavery risks associated with those operations, including through the provision of service industries such as cleaning and catering.

STATEMENT SUMMARY

WPP AUNZ recognises that the efforts and measures described in this inaugural Statement are the early formal steps, since the introduction of the Act, in its targeted efforts to carry out uniform and evidence-based modern slavery remediation. What is contained in this Statement is not suggested to be the achievement of an end goal in itself but rather a roadmap to build upon the positive initial steps that have been taken.

In addition to meeting the specific legal reporting requirements under the Act, this Statement sets out WPP AUNZ's methodology, key findings and core future actions in relation to the issue of modern slavery risk identification and remediation.

WPP AUNZ considers that being proactive in its efforts to address modern slavery in its supply chain and operations is part of its longstanding commitment to the promotion of sustainability. Such an approach is also wholly consistent with WPP AUNZ's commitment to building fairer, safer communities.

OUR PHYSICAL PRESENCE

WPP AUNZ also recognises that its physical presence in certain countries within our region, which encompasses Australia, New Zealand and South East Asia, increases risks of modern slavery, including forced child labour, and is a further compelling factor to ensure that it is adopting industry best practice in the assessment and remediation of risks. The risks associated with the WPP AUNZ offices in high-risk countries is discussed throughout this Statement.

OUR COMMITMENT

WPP AUNZ is committed to a long-term effort to reduce and contribute to addressing modern slavery from its supply chains and operations at a global scale. To that end, it has engaged and been working closely with, subject matter experts on modern slavery over the course of 2019–2020. WPP AUNZ views this as an important component of its broader corporate social responsibility and human rights obligations.

DETAILED IN THIS STATEMENT

The preparation of this Statement has involved the completion of a number of key phases over a period of several months, which comprises WPP AUNZ's overall modern slavery risk assessment process during the mandatory reporting period.

THE KEY STAGES THAT HAVE BEEN UNDERTAKEN TO DATE AND ARE DETAILED IN THIS STATEMENT ARE:



Initial Risk Assessment



Desktop Supplier Audit



Supplier Self-Assessment Questionnaires



Policy & Supplier Contracts Update



Internal Education & Training



The Formation of a Modern Slavery Working Group and Consultation with Entities that WPP AUNZ Owns and Controls



Assessment of impact of COVID-19 Pandemic on Supply chains



Measuring Effectiveness Framework

BUILDING UPON THIS FOUNDATION, WPP AUNZ HAS IDENTIFIED THE FOLLOWING KEY AREAS ON WHICH IT INTENDS TO FOCUS ITS MODERN SLAVERY ASSESSMENT AND REMEDIATION EFFORTS IN THE SHORT TO MID-TERM FUTURE:



Detailed assessment of direct international presence



The identification and assessment of 'low visibility' areas of supply chain and operations with possible modern slavery risks



Post-survey supplier engagement

PART 3: STRUCTURE, OPERATIONS & SUPPLY CHAIN

REPORTING ENTITY

IDENTIFY THE REPORTING ENTITY

WPP AUNZ Limited | ACN 001 657 370

DESCRIBE THE REPORTING ENTITY'S STRUCTURE, OPERATIONS AND SUPPLY

Please see Part 1 for an overview of the business of WPP AUNZ and the Appendix for a complete list of WPP AUNZ Limited subsidiaries.



PART 4: RISKS OF MODERN SLAVERY PRACTICES

DESCRIBE THE RISKS OF MODERN SLAVERY PRACTICES IN THE OPERATIONS AND SUPPLY CHAINS OF THE REPORTING ENTITY AND ANY ENTITIES IT OWNS AND CONTROLS

WPP AUNZ's processes for the identification of modern slavery risks has involved:



Initial Risk Assessment



Desktop Supplier Audit



Supplier Self-Assessment Questionnaires



Detailed assessment of direct international presence



INITIAL RISK ASSESSMENT

METHODOLOGY SUMMARY

The key purpose of WPP AUNZ's initial risk assessment was to identify the areas of likely greatest modern slavery risk in WPP AUNZ's supply chain. This baseline exercise then formed the foundation for WPP AUNZ's subsequent focus in its ongoing due diligence and remediation activities.

Incorporating company spend data throughout global markets, WPP AUNZ has utilised the proprietary technology of external consultants to trace the economic inputs required to produce products and services

sourced from Tier 1 suppliers to Tier 2 suppliers, Tier 2 suppliers to Tier 3 suppliers, and so on, all the way to Tier 10 suppliers of the supply chain of WPP AUNZ's suppliers by spend.

Once the supply chain was mapped in that manner, raw trade data was compiled into Balanced Global Multi-Regional Input-Output (MRIO) tables to link the supply chain data from 190 countries and in relation to 15,909 industry sectors.

BALANCED GLOBAL MULTI-REGIONAL INPUT-OUTPUT (MRIO) IN RELATION TO INDUSTRY SECTORS:



The United Nations' (UN) System of National Accounts



UN COMTRADE databases



Eurostat



The Institute of Developing Economies, Japan External Trade Organisation (IDE/JETRO)



Numerous National Agencies including the Australian Bureau of Statistics

THE MRIO WAS THEN EXAMINED AGAINST THEM FOLLOWING INTERNATIONAL STANDARDS:

The UN Guiding Principles for Business and Human Rights

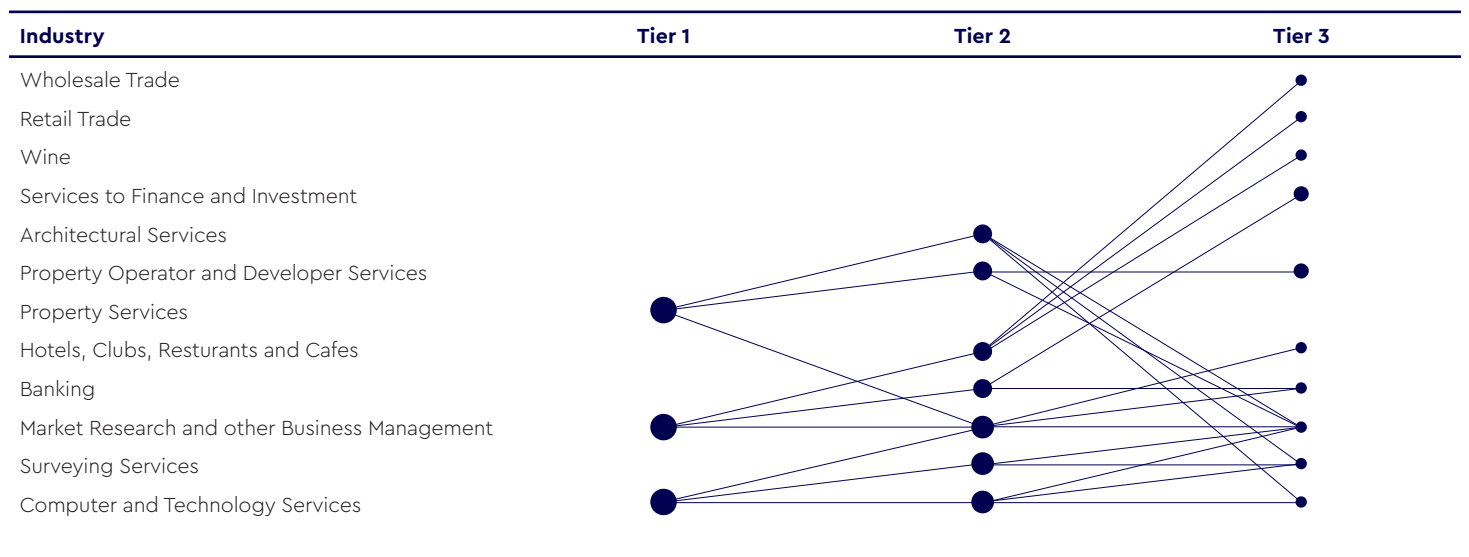
The Global Slavery Index

International Labour Organisation (ILO)
Global Estimates of Modern Slavery

The United States' Reports on International (IDE/JETRO); and Child Labour and Forced Labour

A proprietary algorithm was then applied to synthesise publicly available risk data against the exclusively licensed MRIO tables.

The result of this process was the creation of a modern slavery risk profile to Tier 10 for each supplier of WPP AUNZ. As a result of this process, WPP AUNZ identified that the highest risks of modern slavery in its operations and supply chains related to the following industries and countries:



DESKTOP SUPPLIER AUDIT

Following completion of the Initial Risk Assessment, a desktop audit of individual suppliers who returned the highest calculated risk profile was undertaken.

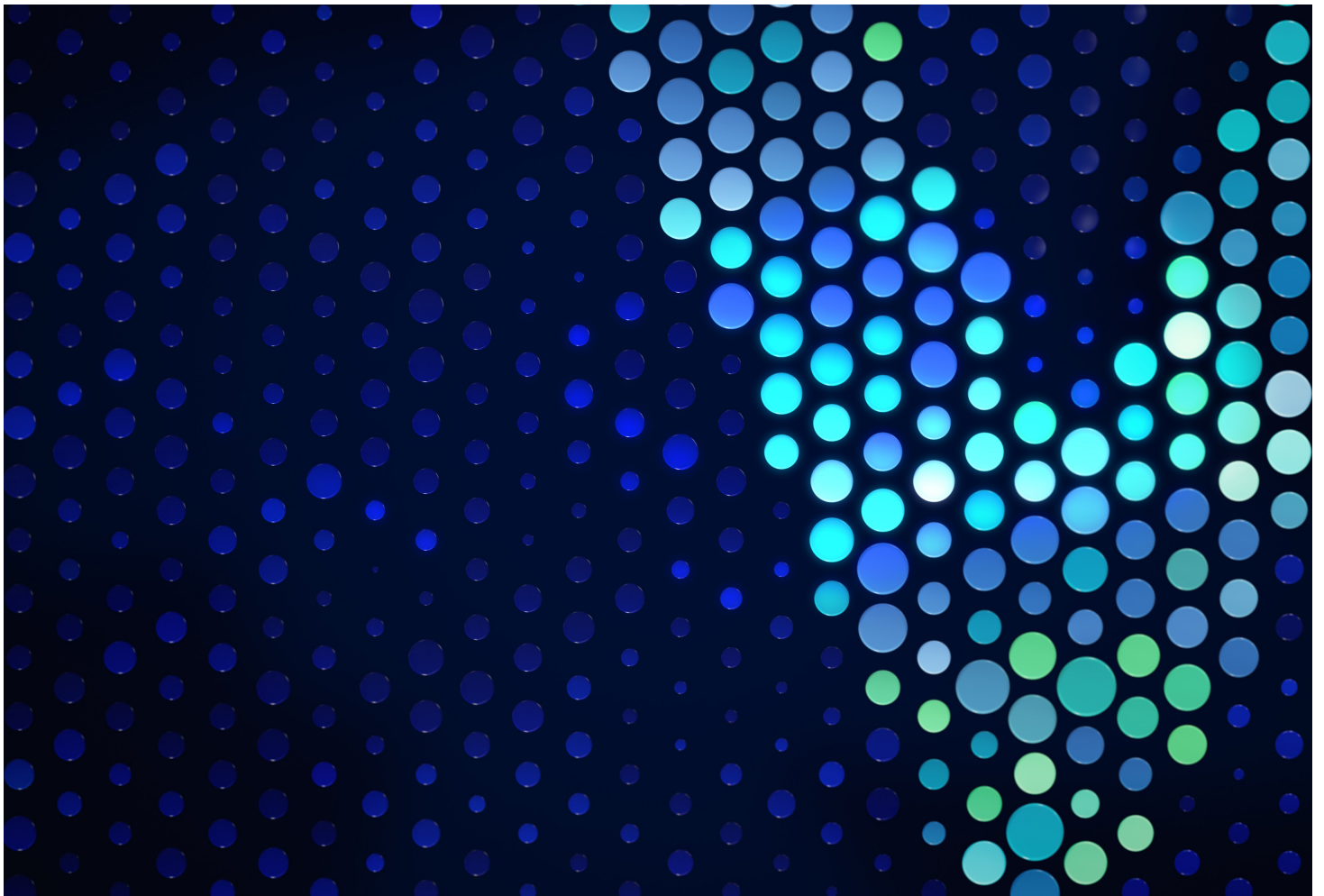
The primary purpose of the Desktop Supplier Audit was to shift the focus from the macro-level examination performed in the initial assessment phase (which is primarily based on industry classifications) to a specific examination of an individual supplier within an identified high-risk industry and/or locations, with the aim of determining whether that supplier actually fits within such a risk profile.

SUPPLIER SELF-ASSESSMENT QUESTIONNAIRE

Following completion of the Initial Risk Assessment and Desktop Supplier Audit, WPP AUNZ provided 50 of its direct suppliers with a Modern Slavery Risk Supplier Self-Assessment Questionnaire.

THE RESULTS OF THE QUESTIONNAIRE OBTAINED INFORMATION ABOUT SPECIFIC SUPPLIERS REGARDING THE FOLLOWING:

- Whether that supplier is actively addressing modern slavery risks in their operations and supply chains
- High level detail of the supplier's management systems and processes to detect, assess and remediate modern slavery risks
- The presence (or absence) within the participant supplier's own supply chains and operations of various recognised indicators of modern slavery, including (but not limited to) freedom of association, discrimination, health and safety procedures, freedom of movement, living conditions and the existence of grievance mechanisms.



PART 5: ACTIONS TO ASSESS RISKS

DESCRIBE THE ACTIONS TAKEN BY THE REPORTING ENTITY AND ANY ENTITIES IT OWNS OR CONTROLS TO ASSESS AND ADDRESS THESE RISKS, INCLUDING DUE DILIGENCE AND REMEDIATION PROCESSES

In addition to the processes listed immediately above, further key actions that WPP AUNZ has taken to assess and address the risks, include:



Policy and Code of Conduct – Supplier Version incorporating contract updates



Internal Education and Training



Formation of a Modern Slavery Working Group

The future plans that WPP AUNZ intends to implement (and report on in subsequent Modern Slavery Statements) include increasing the number of suppliers engaged for deep dive due diligence, increasing the number of suppliers that are subject to updated contract provisions, ensuring that all employees receive awareness training on Modern Slavery when they are inducted into WPP AUNZ and increasing employee attendance at education and training.

MODERN SLAVERY WORKING GROUP

WPP AUNZ formally created a Modern Slavery Working Group in 2019.

Since its inception, WPP AUNZ's Modern Slavery Working Group has consisted of internal subject matter experts in legal and procurement working alongside external subject matter experts in detecting and assessing modern slavery.

The Modern Slavery Working Group is committed to ensuring that the approach WPP AUNZ has taken to address modern slavery is operationalised at every level of the business.

The sponsor of the Modern Slavery Working Group is the General Counsel & Company Secretary of WPP AUNZ.

POLICY AND SUPPLIER CODE OF CONDUCT – SUPPLIER VERSION INCORPORATING CONTRACT UPDATES

INTERNAL GOVERNANCE AND POLICY FRAMEWORK UPDATE

Notwithstanding that the Act does not, by its terms, require any internal policy, document review, or implementation of any specific internal policy, WPP AUNZ has undertaken such an update as part of its overall modern slavery remediation strategy.

WPP AUNZ has done so to provide clarity and transparency in relation to its internal standards and framework governing how it is undertaking due diligence to identify, prevent, mitigate and account for how it addresses its modern slavery risks.

THERE ARE THREE MAIN CATEGORIES WITHIN THIS UPDATED INTERNAL POLICY FRAMEWORK, WITH THE KEY DOCUMENTS BEING GROUPED IN ONE MORE OF THOSE CATEGORIES AS FOLLOWS:

- Internal Governance: Human Rights Policy and Supplier Code of Conduct.
 - Third Party Impact: Code of Conduct – Supplier Version, which requires suppliers to commit to supplier contract provisions reflecting Modern Slavery commitments and the Company's Human Rights Policy.
 - Response and Rectification: Whistleblowing Policy, which sets out the process for addressing Human Rights grievances and concerns and Risk Management Framework Overview, which includes a Risk Mitigation Strategy.
-

INTERNAL EDUCATION AND TRAINING

WPP AUNZ acknowledges that increasing employee awareness about the prevalence and nature of modern slavery risks within its supply chains and operations is important both for risk reduction and remediation.

The primary mode of internal education and training has been via online learning modules and in-person training at the executive level.

In line with key themes and requirements under the Act, this training has included four specifically designed modules covering the following areas:

- Identifying modern slavery risks in operations and supply chains
- Due diligence: addressing modern slavery through supplier engagement
- Remediation
- Measuring effectiveness



PART 6: EFFECTIVENESS OF ACTIONS

DESCRIBE HOW THE REPORTING ENTITY ASSESSES THE EFFECTIVENESS OF THESE ACTIONS

WPP AUNZ has implemented an Effectiveness Assessment Framework that is specifically designed for modern slavery issues. The details of that Framework are set out below.

WPP AUNZ's Modern Slavery Working Group also regularly monitors the effectiveness of WPP AUNZ's modern slavery elimination efforts.

WPP AUNZ intends to continue its partnership with subject matter experts so that it remains informed of cutting-edge modern slavery risk assessment and remediation tools in this swiftly evolving field.

MEASURING EFFECTIVENESS FRAMEWORK

WPP AUNZ has implemented an Effectiveness Assessment Framework in relation to the following key stages of its modern slavery risk assessment process.

- Commitment
- Traceability and Risk Assessment
- Purchasing Practices
- Recruitment
- Worker Voices
- Monitoring & Evaluation
- Remedy

DESCRIBE THE PROCESS OF CONSULTATION WITH ANY ENTITIES THE REPORTING ENTITY OWNS OR CONTROLS

WPP AUNZ has provided education and training regarding modern slavery to the entities it owns and controls. Spend data from all of the entities that WPP AUNZ owns and controls was analysed for the purpose of identifying modern slavery risks. This involved communication with those entities throughout the entire process.

OTHER RELEVANT INFORMATION

Some of WPP AUNZ's offices are located in countries that have a high prevalence of modern slavery and whose most vulnerable workers have an increased risk to exploitation and modern slavery as a result of the global pandemic.

Throughout the pandemic WPP AUNZ ensured:

Each employee was made aware of safety precautions in line with the government restrictions applicable to their particular workplace.

COVID Safety plans were implemented for each workplace, which included specific precautions and parameters relevant to each workplace.

Leadership and management regularly communicated remote working policies and were trained on the unique aspects of managing teams remotely.

Our Well-being function offered regular workshops on mental health awareness and care, as well as aides to help prevent the impacts of social isolation.

Communication was made broadly and often regarding the status of government restrictions and regulations and WPP AUNZ's response to these restrictions and regulations.

PART 7: APPENDIX

LIST OF SUBSIDIARIES

	Ownership Interest	Country Of Incorporation/ Formation
	2020	
WPP AUNZ Analytics Pty Ltd*	100%	Australia
STW Media Services Pty Limited*	100%	Australia
Active Sites Alive Pty Limited*	100%	Australia
– Active Display Group (Asia) Limited	100%	Hong Kong
– Boxlink Pty Limited*	100%	Australia
AKQA Media Pty Ltd (formerly Switched On Media Pty Ltd)*	100%	Australia
Alpha Salmon Pty Limited (i)	—	Australia
Badjar Ogilvy Pty Limited*	100%	Australia
Blaze Advertising Pty Limited*	100%	Australia
Buchanan Advertising (Australia) Pty Limited*	100%	Australia
Burson Cohn & Wolfe Pty Limited (formerly Burson-Marsteller Pty Ltd)*	100%	Australia
Cannings Advisory Services Pty Limited*	100%	Australia
Cohn & Wolfe Australia Pty Ltd (i)	—	Australia
Cornwell Design Pty Limited*	100%	Australia
AKQA Pty Limited (formerly DT Digital Pty Limited)*	100%	Australia
– DT Millipede Pty Limited*	100%	Australia
Essence Global Australia Pty Limited	100%	Australia
Finance Plus Australia Pty Limited*	100%	Australia
Graffiti Group Pty Ltd (ii)	—	Australia
GroupM Communications Pty Ltd*	100%	Australia
GTB Australia Pty Limited (formerly Blue Hive Australia Pty Limited)*	100%	Australia
Hill and Knowlton Australia Pty. Limited*	100%	Australia
Human Communications Pty Limited*	100%	Australia
Ikon Communications Pty Limited*	100%	Australia
Ikon Communications (Melbourne) Pty Limited*	100%	Australia
I.M Advertising Pty Limited	70%	Australia
L'Atelier Media Pty Ltd (formerly Mediacompete Pty Ltd)*	100%	Australia
Landor Associates Pty Limited*	100%	Australia
Marketing Communications Holdings Australia Pty Limited and its controlled entities*	100%	Australia
– Mirum Pty Ltd (formerly Webling Pty Ltd)*	100%	Australia
Markitforce Pty Ltd*	100%	Australia
– Markitforce (Melbourne) Pty Ltd*	100%	Australia
Mayko Trading Pty Ltd	100%	Australia
– Wunderman Pty Limited	100%	Australia
Mediacom Australia Pty Limited*	100%	Australia

M Media Group Pty Ltd*	100%	Australia
- Motivator Media Pty Ltd*	100%	Australia
New Dialogue Pty Limited	100%	Australia
Ogilvy Health Pty Ltd (formerly Ogilvy Commonhealth Pty Ltd)*	100%	Australia
OPR Agency Pty Ltd (formerly Ogilvy Public Relations Worldwide Pty Limited)*	100%	Australia
- Howorth Communications Pty. Limited*	100%	Australia
- Pulse Communications Pty Limited*	100%	Australia
- Life Agency Pty Ltd*	100%	Australia
- O2 Agency Pty Ltd*	100%	Australia
- OPR Employee Experience Pty Ltd (formerly Impact Employee Communications Pty Limited)*	100%	Australia
- OPR Health Pty Limited (formerly Ogilvy PR Health Pty Ltd)*	100%	Australia
- Parker & Partners Pty Ltd*	100%	Australia
Origami Pty Ltd*	100%	Australia
Outrider Australia Pty Ltd*	100%	Australia
Oxygen Learning Pty Limited (trading as Phuel)*	100%	Australia
Picnic Software Pty Limited*	100%	Australia
Play Communications Pty Ltd	75%	Australia
Prism Team Australia Pty Ltd*	100%	Australia
Professional Public Relations Pty Ltd	100%	Australia
- Professional Public Relations NZ Holdings Limited	100%	New Zealand
Research International Australia Pty Ltd*	100%	Australia
Sibling Agency Pty Ltd (formerly Moon Communications Pty Limited)*	100%	Australia
- WPP AUNZ Solutions Pty Ltd*	100%	Australia
Singleton Ogilvy & Mather (Holdings) Pty Limited and its controlled entities*	100%	Australia
- Barton Deakin Pty Limited*	100%	Australia
- Hawker Britton Group Pty Limited*	100%	Australia
- WPP AUNZ GR Pty Ltd*	100%	Australia
- Hogarth Australia Pty Ltd*	100%	Australia
- Neo Media Australia Pty Limited*	100%	Australia
- Ogilvy Australia Pty Limited (formerly Ogilvy & Mather (Sydney) Pty Limited)*	100%	Australia
- Bullseye (Asia Pacific) Pty Limited	100%	Australia
- Bullseye Digital (New Zealand) Limited (i)	—	New Zealand
- Ethnic Communications Pty Limited*	100%	Australia
- PT Bullseye	100%	Indonesia
- Senior Minds Pty Limited*	100%	Australia
- OgilvyAction Pty Limited*	100%	Australia
- Red Tape Commercials Pty Limited*	100%	Australia
- Singleton Ogilvy & Mather (NZ) Limited (i)	—	New Zealand
STW Group Asia Holdings Pte Limited	100%	Singapore

- Aleph Pte Limited and its controlled entities	75%	Singapore
- Buchanan Group Holdings Pte Limited	100%	Singapore
- Buchanan Advertising (Canada) Inc.	100%	Canada
- Buchanan Advertising (Deutsche) GmbH	100%	Germany
- Buchanan Advertising (Malaysia) Sdn. Bhd	100%	Malaysia
- Buchanan Advertising (UK) Limited	100%	United Kingdom
- Buchanan Advertising (US) LLC	100%	USA
- Buchanan Licensing Singapore Pte Ltd	100%	Singapore
- PT STW Group	100%	Indonesia
STW Geometry Holdings Pty Limited (ii)	100%	Australia
- Ogilvy Action 2012 Pty Ltd	100%	Australia
- Evocatif Pty Ltd	100%	Australia
Sudler & Hennessey Australia Pty Ltd*	100%	Australia
The Brand Agency Pty Limited ATF Brand Agency Unit Trust (ii)	87%	Australia
- TBA Communications Ltd	100%	New Zealand
- The Brand Agency Ltd	100%	New Zealand
- The Brand Agency Limited (UK)	61%	United Kingdom
- Brand Communications Pty Ltd	100%	Australia
The Campaign Palace Pty Limited	100%	Australia
The Punch Agency Pty Limited*	100%	Australia
TheMissingLink Pty Limited (i)	—	Australia
The Origin Agency Pty Limited*	100%	Australia
The Store WPP AUNZ Pty Ltd*	100%	Australia
The WTA Group Pty Ltd (formerly Chameleon Digital Systems Pty. Ltd.)*	100%	Australia
Wavemaker Australia Pty Limited (formerly Mediaedge:CIA Pty. Limited)*	100%	Australia
Whitegrey Pty Ltd (formerly Jay Grey Pty Ltd)*	100%	Australia
WPPAUNZ Team Red Pty Ltd*	100%	Australia
WPPAUNZ Experiences Pty Ltd (formerly Maverick Marketing and Communications Pty Ltd)	80%	Australia
WPP Holdings (Australia) Pty Limited*	100%	Australia
WPP Holdings (New Zealand) Limited	100%	New Zealand
- Ogilvy International Limited (formerly Assignment Group New Zealand Limited)	100%	New Zealand
- Designworks (NZ) Limited	100%	New Zealand
- Commercial Creativity Limited (formerly Young & Rubicam Holdings Limited)	100%	New Zealand
- VMLY&R Limited (formerly Y&R Limited)	100%	New Zealand
- Chemistry Media Limited	100%	New Zealand
- Ikon Communications (NZ) Limited	100%	New Zealand
- GroupM New Zealand Limited	100%	New Zealand
- Professional Public Relations NZ Limited	100%	New Zealand

- Wunderman Thompson NZ Limited (formerly J. Walter Thompson International (NZ) Limited)	100%	New Zealand
- Financial & Media Services (NZ) Limited	100%	New Zealand
- Heyday Limited (i)	—	New Zealand
- Mindshare NZ Limited	100%	New Zealand
- STW Group (NZ) Limited (i)	—	New Zealand
- AKQA Limited (formerly Union Digital Limited)	100%	New Zealand
- Dominion Software Developers Limited (ii)	100%	New Zealand
- Wavemaker NZ Limited	100%	New Zealand
Wunderman Thompson Pty Ltd (formerly J. Walter Thompson Australia Pty. Limited)*	100%	Australia
Young & Rubicam Group Pty Limited*	100%	Australia
- ABKP Ideaworks Pty Ltd*	100%	Australia
- VML Digital Pty Limited*	100%	Australia
- VMLY&R Pty Limited (formerly George Patterson Y & R Pty Limited)*	100%	Australia
- George Patterson Partners Pty Limited*	100%	Australia
- Y&R Group Pty Limited*	100%	Australia

(i) The entity was deregistered during the year.

(ii) During the year, the Company purchased/disposed some or all of its interests in these entities.

* These subsidiaries have been granted relief from the necessity to prepare a financial report in accordance with ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 issued by the Australian Securities and Investments Commission.



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