



SUSTAINABILITY REPORT

2018

(Incorporated in Republic of Singapore)

(Company Registration Number: 201334844E)

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This Sustainability Report has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “Sponsor”). This Sustainability Report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Sustainability Report, including the correctness of any of the statements or opinions made or reports contained in this Sustainability Report.

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

Board's Statement

Dear Stakeholders,

HealthBank Holdings Limited (f.k.a. SMJ International Holdings Ltd.) (the "Company" or "HealthBank Holdings", and together with its subsidiaries, the "Group") is pleased to present our 2018 Sustainability Report.

HealthBank Holdings' sustainability strategy is aligned with the Group's strategic shift in its business model. In 2018, the Group fortified and grew its core business by leveraging on its current network, experiences and continued seeking business opportunities in the hospitality business. In July 2018, the Group successfully acquired Beijing Shengyan Commercial Management Co., Ltd. (f.k.a. Beijing Libre Commercial Management Co., Ltd.) and its subsidiaries (collectively, "Libre Hospitality") which provides hospitality facilities management services.

The acquisition is a strategic transformation for the Group, bringing together a team of highly experienced professionals in the China tourism and hospitality industry. The management of hospitality facilities in the tourism and hospitality industry enables the Group to contribute directly to the resolution of environmental and social issues.

HealthBank Holdings will continue to work towards a sustainable society by conforming with the key principles of economic, environment, social and governance ("EESG") and by advancing collaborative creation with our clients and business partners.

Sincerely,

Board of Directors
HealthBank Holdings Limited

About This Report



INTERNATIONAL STANDARDS AND GUIDELINES

This report has been prepared in accordance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Rules – Sustainability Reporting Guide and with reference to the Global Reporting Initiative (“GRI”) Standards 2016: Core Option, which is a well-known and globally recognised sustainability reporting framework, and its reporting principles.

This report includes the management approach in integrating sustainability into its policies, structures, practices and future targets, which outlines the Group’s sustainability journey and provide insights to its strategies. The report has also highlighted the economic, environmental, social and governance aspects of the Group’s developments and operations, particularly in China.

REPORTING SCOPE AND PERIOD

Unless otherwise stated, this report covers the period from 1 January 2018 to 31 December 2018, which is in line with the Group’s financial year ended 31 December (“FY”) 2018. The Group has not sought any external assurance for this sustainability report.

Through this report, HealthBank Holdings hopes to share its commitment with its important stakeholders, including clients, employees, business partners, suppliers and contractors, the community and the governments.

FEEDBACK

Feedback from HealthBank Holdings’ stakeholders are welcome as it allows continual improvement in the Company’s sustainability policies, processes and performance. Please send any comments and suggestions to 80 Raffles Place, #11-20 UOB Plaza 2, Singapore 048624 or contact us at (65) 6532 3006.

About HealthBank Holdings

HealthBank Holdings was established in 1988 and admitted to the Catalist of the SGX-ST in 2014. Following the disposal of the carpet business, the Company continues to focus on the tourism and hospitality industry. HealthBank Holdings is headquartered in Singapore with its key subsidiaries operating in Beijing, People's Republic of China.

The Group's subsidiary, Beijing Zhuoyue Tiancheng Business Management Co., Ltd. ("ZYTC"), is in the business of providing consultancy services to hotels and resorts. Following the acquisition of Libre Hospitality, the Group has included the business of the Libre Hospitality and ZYTC under the hospitality division of the Group.

The principal business of Libre Hospitality is hospitality facilities management, including the management of hotels and resorts, provision of consultancy services on hotels and resorts management, investment, development, and branding. As part of its centralised operational support, Libre Hospitality manages the hotels and resorts through the appointment of key on-site managers while also helping in the training of their staff to ensure high standards of service as well as a consistent guest experience across all the hotels and resorts under the Group's brands. Additionally, Libre Hospitality develops its own brands catering to mid-to-high-end hotels and resorts targeted at the growing number of Chinese travellers. Libre Hospitality brands include Libre Resorts, F Hotels & Resorts, Libre Collection, Lodge & Hills, Reminisce Onsen, and Wild Hootz. As of 31 December 2018, Libre Hospitality has five hotels in China under long term management contracts and three of these hotels, located in Huangshan, Anhui Province, Lijiang, Yunnan Province, and Yangzhou, Jiangsu Province, have commenced operation. Libre Hospitality collects fees from the hotel owners or operators based on the revenue and operating performance of the hotels in accordance with the terms of the hotel management agreements.

Additionally, the Group has successfully integrated the existing project management consultancy business into Libre Hospitality to provide an extensive scope of pre-opening services across five different areas: Opening Operations, Sales and Marketing, Revenue Management, Platform Delivery, and Operations Delivery and Brand Activation. Libre Hospitality now offers an integrated suite of hospitality related services to property owners, managers and investors.

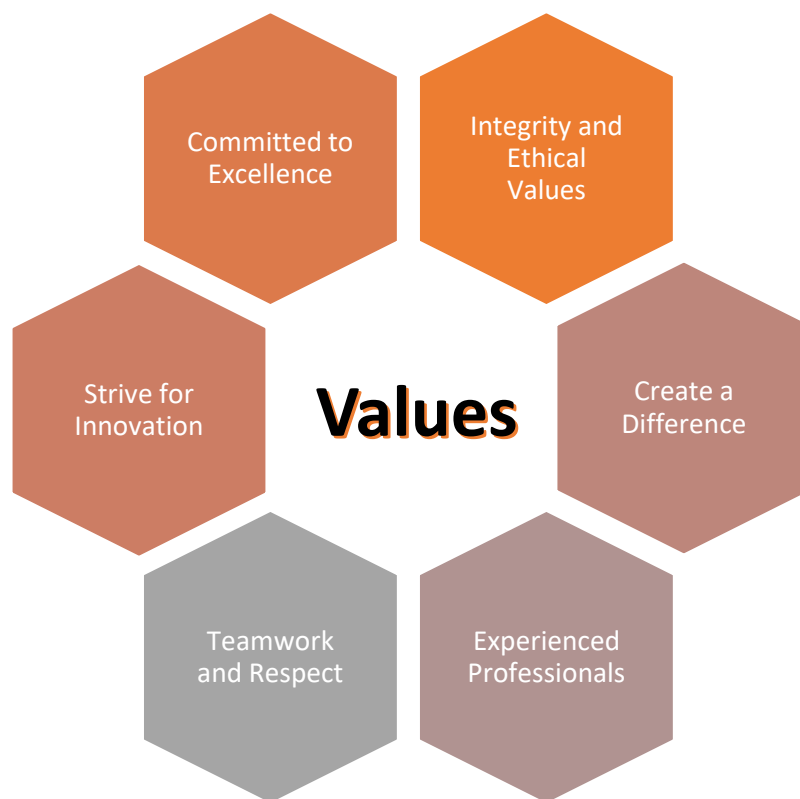
Our Vision

To be Asia's one-stop solution advisor by continually striving for success and adapting to global evolution.

Our Mission

To be a true partner to the hotel and resort owners and managers, providing objective and result-oriented analysis solutions to maximise the investment value of the properties.

Our Values



HealthBank Holdings Value Chain

HealthBank Holdings aspires to continuously promote and integrate sustainability in our business operations and taking stakeholders' interest in our considerations. EESG factors are integrated into our value and supply chain as our sustainability efforts progressively mature. Moreover, HealthBank Holdings pledges to sustainable business practices across its value chain, from our subsidiaries to suppliers. The Group trusts that sustainable supply chain management drives organisational excellence and delivers desirable business results to the stakeholders.

The Group aims to educate stakeholders across its value chain and sustainability beliefs. This includes sourcing for environmental-friendly supplies required for designing and construction of buildings and other infrastructure of resorts located in China. The Group also ensures that environmental pollution is reduced to a minimum. The Group also adopts appropriate and adequate risk controls and action plans to ensure the health and safety of its stakeholders.

HealthBank Holdings Governance Structure

HealthBank Holdings' robust sustainability structure is in place to identify and execute sustainability initiatives in the business, ensuring that it is systematic and seamless. The Group incorporates sustainability in its decision-making processes. At the top of this structure is the Board of Directors, who are responsible for reviewing and approving the sustainability matters of HealthBank Holdings. In implementation and execution, the structure empowers the Chief Executive Officer to cascade responsibilities to the relevant heads of function.

The Group embraces sustainability on strategic and operational levels. With advanced growth developments coming up for the Group, it is crucial to communicate the Group's sustainability efforts to its stakeholders in all areas of its business. HealthBank Holdings takes a strategic approach to sustainability by aligning its focus with its corporate values and strategies.

Local Community

As the Company carries out daily business operations, the Company is conscious about leaving a positive impact on the local communities by engaging with the underprivileged and handicapped. The Group believes in inspiring its employees to give back wholeheartedly where its charitable strategy is carried out in response to the evolving needs of the community with the aim of making a lasting impact to the less fortunate. This is primarily achieved through the Company's corporate social responsibility activities. For example, In FY2018, the Company participated and donated cash and in-kind to the charity activities at Lee Ah Mooi Old Age Home. The visit is part of the Company's outreach program to engage the less fortunate in the society.

Stakeholders' Engagement

As the Group embarks on its sustainability journey to enhance its continuous growth, the Group values feedbacks and expectations from its stakeholders to anticipate EESG challenges, bolstering its sustainability efforts. Please refer to **Table I** for details of our approach on stakeholders' engagement.

Table 1: The Group's approach on stakeholders' engagement

| Stakeholder Group | Mode of Engagement | Stakeholder Expectation |
|-----------------------------------|---|---|
| Clients | <ul style="list-style-type: none"> Proposals Meetings Operating Manuals Training Satisfaction survey | Timely guidance on quality products and services |
| Suppliers | <ul style="list-style-type: none"> Quotations Periodic discussions Supplier evaluation | Compliance with terms and conditions of purchasing policies and procedures, maintain ethical standards, fair and transparent business conduct, continued engagement |
| Employees | <ul style="list-style-type: none"> Briefings Staff appraisal Training Orientation program Annual colleague engagement survey | Staff rights and welfare, personal development, occupational health and safety |
| Investors | <ul style="list-style-type: none"> Annual general meetings Board meetings Circulars to shareholders | Profitability, transparency, timely updates on financial performance and business strategies and opportunities |
| Business Partners | <ul style="list-style-type: none"> Frequent discussions and meetings | Partnership for opportunities and growth |
| Governments and Regulators | <ul style="list-style-type: none"> Discussions with government agencies and regulators | Environmental-friendly business approach, compliance with laws and regulations, timely reporting and resolutions of issues |

Our Sustainability Approach

Identifying Material Topics

In developing the sustainability report, the Company had identified the EESG topics that are material to both the Group's internal and external stakeholders. The Company has structured its materiality assessment into three steps as illustrated below:

1. Identify material topics in relation to impacts of economic, environmental, social and governance, and the degree of influence they have on our stakeholders.
2. Take interest of different stakeholder groups into consideration, decide relevancy and determine the priority of material topics in considering the operational status of the Group during the reporting period.
3. Evaluate the material topics that have been prioritised and seek approval from senior management and the concurrence of the Board of Directors.

Five material EESG topics were identified and details are provided in **Table 2**. For future sustainability reporting, the Company will re-evaluate and review its material EESG topics to ensure its relevance to the Group and compliance with GRI.

Table 2: List of material EESG topics

| No. | Topics | Description | Reference | Commitments and Targets |
|-----|---|---|---|---|
| 1 | Business Performance | Economic performance, value generated and distributed to communities where the Group's business operates. | Sustainability Report 2018 - Page 9 Annual Report 2018 – Pages 43 to 105 Audited Financial Statements | To seek new growth areas and business opportunities for investments or acquisitions to enhance market position and overall performance. |
| 2 | Environment Conservation | Effort to optimise consumption and management of energy and water for new development in hospitality industry business. | Sustainability Report 2018 - Pages 9 to 10 | To establish guidelines on efficient usage of electricity and water, and to build a system to track the performance of electrical and water consumption across main hotel buildings. |
| 3 | Human Resource | As a service provider, the Group's employees are our greatest asset. The Group undertakes fair employment practices to achieve a diverse and inclusive environment for its employees. | Sustainability Report 2018 - Pages 11 to 12 | To ensure all employees are treated fairly with their entitled benefits, opportunity for trainings and career development, and to provide equal employment opportunities regardless of age and gender. |
| 4 | Sustainable Lifestyle | Development of new lifestyle commerce to cater to the social needs of the younger generations. | Sustainability Report 2018 - Pages 16 to 17 | To ensure continuous initiatives to promote the well-being of younger guests through providing quality food and consuming food that is produced organically and locally and also provide a creative, innovative and multicultural environment for learning and development. |
| 5 | Governance and Compliance with Laws and Regulations | Measures in place to uphold good corporate governance, and compliance with relevant environmental and socioeconomic regulations. | Sustainability Report 2018 - Pages 13 to 15 Annual Report 2018 - Corporate Governance Report | Continue to closely monitor existing and new laws or regulations on social and economic aspects and strive to maintain zero incidence of reported non-compliance with laws and regulations. |

Business Performance

HealthBank Holdings strategy is based on profitable and sustainable growth, which would be material to its long-term success in the hospitality industry. The Company believes that, by offering a positive value proposition to the Group's customers in the long run, it will drive customer satisfaction and boost business performance.

HealthBank Holdings hopes to create a shared value on its economic performance and maintain a sound financial capacity. The Company's preeminent strategy would be continuously seeking out development and venture opportunities globally to ensure continuous growth of the Group's operations.

The Company identifies and evaluates potential acquisitions and ventures globally. All projects will be evaluated by the Board based on the Group's own stringent criterion while also considering the long-term viability of the projects. The acquisition of Libre Hospitality is a transformational change for the Group. Through Libre Hospitality, the Group has acquired a team of highly experienced professionals with a wide range of capabilities from consultancy services to hotel management, targeting at the China tourism and hospitality industry. As such, the Group is well-positioned to capitalise on the positive macro trends in the tourism market of China, where the total tourism revenue is projected to reach RMB7 trillion by 2020 under the Chinese government's "Thirteenth Five-Year Plan".

The Group recorded a revenue of RMB10.2 million for FY2018, up 87% from RMB5.5 million in FY2017. The newly acquired Libre Hospitality contributed approximately RMB8.5 million for FY2018 from its hotel management activities and consultancy services. ZYTC recorded revenue of approximately RMB1.7 million in FY2018, down from RMB5.5 million in FY2017 due to lower revenue contribution from rendering consulting services.

For a full review of our financial performance in FY2018, please refer to HealthBank Holdings' Annual Report 2018 – Pages 3 to 7 on the Group's Operating and Financial Review and Page 12 on the Group's Financial Highlights.

Targets and future initiatives

The Group strives to enhance its market position and business performance by continuing to seek new growth areas and business opportunities for investments or acquisitions with the goal of expanding and enhancing the performance and net asset value of the Group. Additionally, the Group is working with the hotel operators/owners to establish key performance targets for the hotels and resorts under the management of the Group.

Environment Conservation

Energy Management

As a consultant on hotels and resorts development and management, the Group is concerned about energy consumption and energy intensity for the hotel and resort development projects located in China. The Group advocates the adoption of energy efficient practices so that our hotels and resorts can be eco-friendly establishments that would reduce maintenance system failures and enrich the comfort of our guests.

In a bid to care for the environment, the Group has adopted several on-going green initiatives to reduce its carbon footprint. The green initiatives include using energy-saving lights and incorporating district cooling technologies in the air-conditioning systems which help to reduce energy consumption. The Group also encourages its employees to switch off lights and electrical appliances in the hotels, resorts and office when not in use.

Water Management

The Group is committed to reducing water consumption as a way of mitigating adverse impacts on the environment. Hotels and resorts managed by the Group consumed water from different sources namely, city water and rainwater which are important to the local communities and indigenous people. The Group recognises that the hospitality industry generally has a high water consumption rate due to the guest rooms and leisure facilities such as swimming pools, showers and cleaning facilities which all demand a high usage of water.

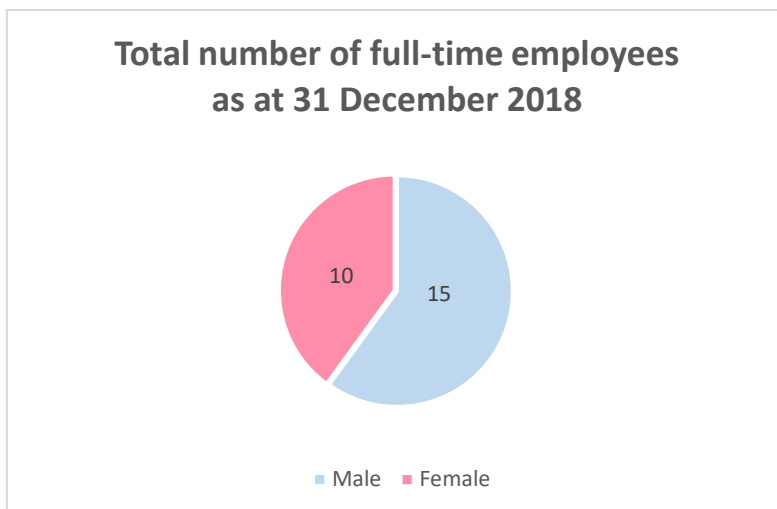
Libre Hospitality manages the hotels and resorts through the appointment of key on-site managers while also helping in the training of their staff to ensure effective management of both the consumption and quality of water discharged by the hotels and resorts.

Targets and future initiatives

The Group targets to establish guidelines on efficient usage of electricity and water and to build a system to track the performance of electricity and water consumption across its main hotel and resort buildings and facilities.



Human Resource

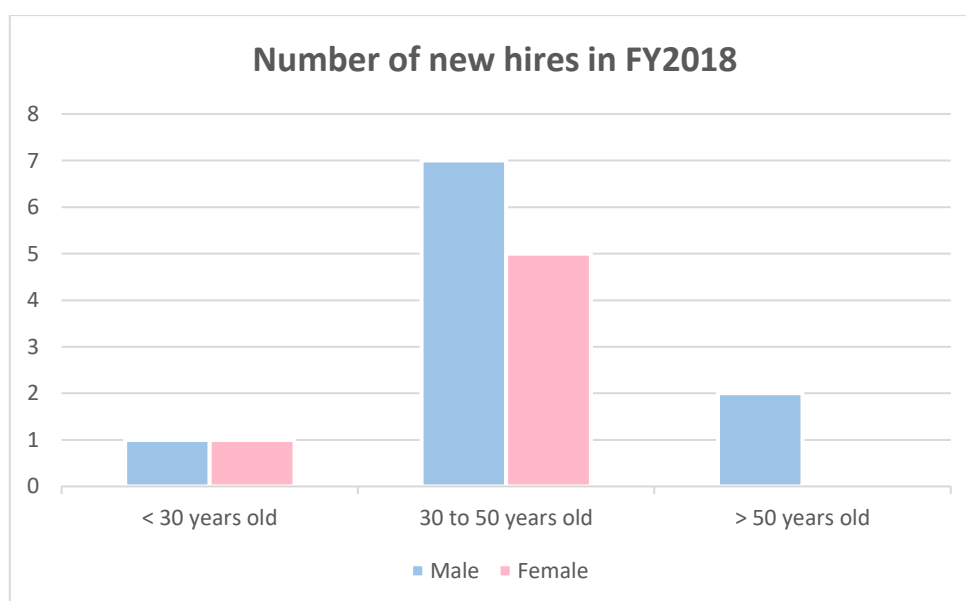


HealthBank Holdings considers people as the Group's greatest asset that serve as a vital point of contact between its customers and the management. Thus, it is the Group's top priority to equip its employees with the necessary skills they need to perform optimally. The Group hopes to continue improving its employees' skills required to meet the ever-changing demands of the industry.

Employment

It is important for HealthBank Holdings to attract and retain talent in order to build strength and for leadership succession planning. The Group has a comprehensive Human Resource Policy and Procedures in growing our human capital and enhancing employees' overall performance.

The Company believes in fair employment practice and provides equal employment opportunities to achieve a fair working environment regardless of age and gender. Human resource planning also ensures that only suitable candidates are hired for the jobs through our fair recruitments and selection process.



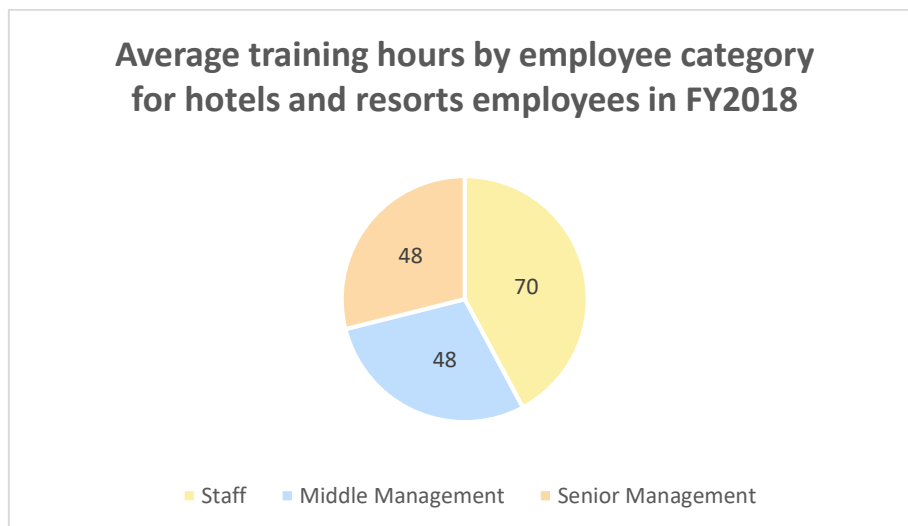
With regards to age diversity, matured workers are valued in the Group, for their experience, knowledge, and skills. In FY2018, 75.0% of the Group’s workforce were between 30 to 50 years old, while 12.5% of the Group’s workforce were over 50 years old.

The Group’s permanent employees are treated fairly and are granted certain employment benefits. The benefits include annual leave, travel allowance, medical benefits, and meal allowance in accordance with the recommendations of the local government authority. In terms of employee engagement, the Group has rolled out initiatives such as quarterly meetings to promote cohesiveness amongst employees and management.

Training and Education

Targeting at the China tourism and hospitality industry, a team of highly experienced professionals with a wide range of capabilities from consultancy services to hotel management has been acquired by the Group. Libre Hospitality manages the hotels and resorts through appointment of key on-site managers while also helping in the training of their staff to ensure high standards of service as well as a consistent guest experience across all the hotels and resorts under the Group’s brands. The Group’s employees undergo a series of training programs including customer service, hospitality business management and personal data protection.

In FY2018, employees of the hotels and resorts received an average of 48 or more training hours per employee. The Group uses an industry benchmark to review its training and competency programs for the hotels and resorts employees and this would be improved in the near future. All the Group’s employees have received their performance reviews in FY2018.



Targets and future initiatives

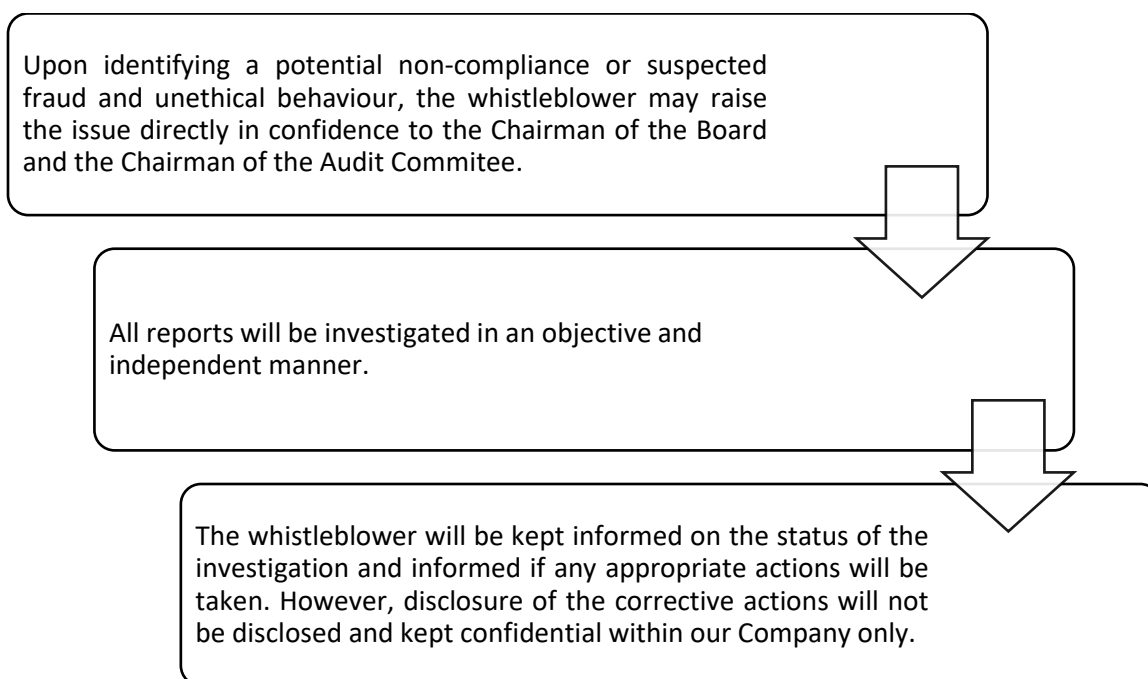
The Group strives to ensure that all employees are treated fairly and are rewarded with their entitled benefits and the opportunity for trainings and career development. The Group will also continue to provide equal employment opportunities regardless of age and gender.

Governance and Compliance with Laws and Regulations

Anti-corruption

In HealthBank Holdings, the Group has a zero-tolerance policy for fraud, bribery, and corruption. The Group has effective monitoring, policies and procedures in place to ensure the Group's business is conducted in an ethical manner and in compliance with the best practices set out in the Group's policies.

A whistleblowing channel has been established to allow employees to get direct access to the Chairman of the Board and the Chairman of the Audit Committee. By doing so, all stakeholders in the Group can be assured that all reports or suspicion of potential breaches of the Group's Employee Guidelines is well managed. In FY2018, HealthBank Holdings has zero confirmed incidents of corruption and zero incidents of material non-compliance with laws and regulations.



Targets and future initiatives

The Group will continue to keep these whistleblowing and other anti-corruption policies in place. In addition, the Group will provide continuous training for employees if there are any amendments in laws and regulations.

Customer Privacy

The Group collects a minimum amount of information absolutely needed in providing hotel management and consultancy services. The Group has established a personal information impact assessment to minimise compliance risks associated with laws and regulations with regards to managing customers' information. When collecting customers' information, the Group would inform its customers in advance on the type of information the Group is collecting, the purpose of collection, and obtain their consent. The management team has put in place measures to safeguard personal data collected, including access control. The Group strictly prohibits the use of personal information for unintended purposes. The Group did not have any case of customers' data leakage in FY2018.

Targets and future initiatives

The Group aims to continue to review the policies and measures in place and strives to maintain record of zero reported cases of customers' data leakage.



Compliance with Laws and Regulations



The Group ensures that all its business units comply with all the laws and regulations in the environmental, social and economic aspects, for instance, environmental related regulations, labour laws, personal data security regulations, employment regulations, and income tax laws. Any material breaches of laws or regulations could create a significant impact and result in irreversible reputational damage to the Group. In view of this, the Group adheres to high standards of corporate governance practices which ensure compliance to all applicable laws and regulations.

The Group manages the risk of non-compliance with relevant laws and regulations by having clear policies and procedures which state the responsibilities and obligations of all employees and senior management. In FY2018, there was no material breach of relevant local laws and regulations.

Targets and future initiatives

The Group will continue to closely monitor existing and new laws or regulations on environmental, social and economic aspects and strive to maintain a zero incident of reported non-compliance with laws and regulations.

Sustainable Lifestyle

Lifestyle Commerce and Wellness

The Group is committed to providing the guests in Libre resorts with a superior experience during their stay in the resorts. In line with the Group's brand essence of devotion to the well-being of its guests, the Group spearheaded several initiatives to provide its guests with a luxurious experience.



Reminisce Onsen & Spa

Health and wellness of guests are absolute paramount to the Group's lifestyle collection. The Group has constructed world-class onsen and spa facilities and conducted comprehensive training for all masseurs/masseuses to provide our guests with an unforgettable spa experience. Guests will be able to submerge into the Japanese style all-natural mineral hot spring and indulge themselves with thrilling views.

Libre Farm

The Group established Libre Farm at Libre Resorts in Huangshan to encourage its guests to consume food that is produced organically and locally. Sustainable farming gives a positive impact on the environment and the local community.



Wild Hootz

The Group provides its younger guests a creative, innovative and multicultural environment for learning and development. It provides children an opportunity to build confidence and interact with other children which will improve their social well-being.

Doggyland

The Group is committed to providing its guests with dogs the highest level of pet caring services and ready to cater to the pets' needs at any time. There are customised amenities, off-leash areas and "yappy" hours for the pets.



Master Mian

With a passion for thin noodles, the Group's chefs dedicate their time to master the art of handmade noodles and simmer the broth for 10 hours daily. The Group is committed to delivering good quality food and a remarkable dining experience for its guests.

Targets and future initiatives

The Group will continue to strengthen its partnerships with the respective local business partners, and also review its existing business strategy to drive greater social impacts while also enriching the experience of our guests.

GRI Content Index

| GRI Standard/Disclosure | Page Reference and Reasons for Omission, if applicable |
|---|---|
| 102-1 Name of the organisation | 1 |
| 102-2 Activities, brands, products, and services | 3 |
| 102-3 Location of headquarters | 3 |
| 102-4 Location of operations | 3 |
| 102-5 Ownership and legal form | 3 |
| 102-6 Markets served | 3 |
| 102-7 Scale of the organisation | 9 and 11 |
| 102-8 Information on employees and other workers | 11 and 12 |
| 102-9 Supply chain | 5 |
| 102-10 Significant changes to the organisation and its supply chain | Not applicable as there is no significant change from the Sustainability Report 2017. |
| 102-11 Precautionary principle or approach | 15 |
| 102-12 External initiatives | 6 |
| 102-13 Membership of associations | Not applicable as there is no major memberships of industry or other associations, and national or international advocacy organisations maintained at our Company level within the scope of this Sustainability Report. |
| 102-14 Statement from senior decision maker | 1 |
| 102-16 Values, principles, standards, and norms of behaviour | 4 |
| 102-18 Governance structure | 5 |
| 102-40 List of stakeholder groups | 6 |
| 102-41 Collective bargaining agreements | Not applicable as all employees within the scope of this Sustainability Report are not covered by collective bargaining agreements. |
| 102-42 Identifying and selecting stakeholders | 6 |
| 102-43 Approach to stakeholder engagement | 6 |
| 102-44 Key topics and concerns raised | 7 and 8 |
| 102-45 Entities included in the consolidated financial statements | Annual Report 2018: Pages 77 – 79 Investments in subsidiary corporations |
| 102-46 Defining report content and topic boundaries | 2 |
| 102-47 List of material topics | 7 and 8 |
| 102-48 Restatements of information | Not applicable as there is no restatement of information in FY2018. |
| 102-49 Changes in reporting | Not applicable as there is no change in reporting from the Sustainability Report 2017. |
| 102-50 Reporting period | 2 |
| 102-51 Date of most recent report | Sustainability Report 2017 published on 19 December 2018 |
| 102-52 Reporting cycle | On an annual basis. |
| 102-53 Contact point for questions regarding the report | 2 |
| 102-54 Claims of reporting in accordance with the GRI Standards | 2 |
| 102-55 GRI content index | 18 and 19 |
| 102-56 External assurance | 2 - The Group has not sought any external assurance for this sustainability report. |

| GRI Standard/Disclosure | Page Reference and Reasons for Omission, if applicable |
|--|--|
| 103-1 Explanation of the material topic and its boundaries | 7 to 17 |
| 103-2 The management approach and its components | 7 to 17 |
| 103-3 Evaluation of the management approach | 7 to 17 |
| 201-1 Direct economic value generated and distributed | 9 |
| 205-1 Operations assessed for risks related to corruption | 13 |
| 205-2 Communication and training about anti-corruption policies and procedures | 13 |
| 205-3 Confirmed incidents of corruption and actions taken | 13 |
| 307-1 Non-compliance with environmental laws and regulations | 15 |
| 401-1 New employee hires and employee turnover | 11 |
| 401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees | 12 |
| 404-1 Average hours of training per year per employee | 12 |
| 404-2 Programs for upgrading employee skills and transition assistance programs | 12 |
| 404-3 Percentage of employees receive regular performance and career development reviews | 12 |
| 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data | 14 |
| 419-1 Non-compliance with laws and regulations in the social and economic area | 15 |