

vividthree

Sustainability Report

Financial Year 2020

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About This Report

It is our pleasure to present the second Sustainability Report of Vividthree Holdings Ltd (the “Company”, and together with its subsidiaries, the “Group” or “Vividthree”). In this report, we examine the next phase of our sustainability journey by reviewing our sustainability strategies and initiatives. This report is prepared on a ‘comply or explain’ basis in accordance with Rules 711A and 711B and Practice Note 7F of Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and is in accordance with the Global Reporting Initiative (“GRI”) Standards – Core Option.

The report summarises the sustainability practices and performance focusing on environment, social and governance (“ESG”) activities of Vividthree from 1 April 2019 to 31 March 2020, which is in line with our financial year ended 31 March 2020 (“FY2020”). The data and information provided within this report has not been verified by an independent third party and we have relied on internal verification for accuracy.

GRI Reporting principles

We have incorporated the following principles to develop a comprehensive report:

Materiality

- Focusing on issues that impact our business and are important to stakeholders.

Stakeholder Inclusiveness

- Identification of Vividthree's key stakeholders and respond to their expectations and interests

Sustainability Context

- Presenting Vividthree's performance from sustainability viewpoint

Completeness

- Including all information that is of ESG impact to enable stakeholders to access the Group's performance

Feedback

In line with Vividthree’s efforts towards greater environmental conservation, paper copies of this sustainability report will not be printed. An electronic version of this report is made available on our corporate website, www.vividthreeholdings.com. A copy of this report is also made available on SGX-ST website, www.sgx.com/securities/company-announcements.

We seek to continuously enhance the accuracy, completeness and coverage of our reporting and sustainability practices. We welcome your views, comments or feedback, which may be sent to contact@vividthree.com

Board Statement

The Board of Directors (the “Board”) of Vividthree is committed to minimising our environmental impacts, growing sustainably, and inspiring others to take actions for the benefit of conserving and protecting the world we live in. We continue to strive to look beyond the ordinary and create the next generation of entertainment as well as maintaining an effective role in providing oversight to setting goals, reviewing and advising on overall strategies and directions. To accomplish this vision, we incorporate sustainability goals surrounding ESG factors as part of our strategic direction.

In FY2020, we embarked on a series of collaborations and initiatives such as collaborations with established content creator, Darkbox Studio (“Darkbox”) and well-known Korean webtoons pioneer Lezhin Comics to unveil the revolutionary Over-The-Top (“OTT”) comic video platform. With OTT, we will be able to attain a new audience base, targeting not only comic enthusiasts but also tech-savvy millennials. Furthermore, with the acquisition of intellectual property (“IP”) rights in Darkbox, attaining rights to Darkbox’s Silent Horror which has accumulated a total of 90 million views on one of the most popular webcomic portal, Tapas, we are well on our way to widening our geographical footprints. In addition, we have recently entered into a Memorandum of Understanding to establish a joint venture with Quebec Leisure International Pte Ltd, the events and entertainment arm of NTUC Club to produce thematic experiential contents and events. This is going to allow us to be able to tap into the vast resources of both companies and expand our capabilities and capacities.

Whilst we work on building our collaborative efforts, we are undoubtedly affected by the ongoing COVID-19 pandemic which has affected various sectors including the entertainment industry. With the closure of all physical entertainment venues including cinemas as part of a series of safe distancing measures, such as the introduction of various measures in Singapore, we expect COVID-19’s impact on our industry to continue into our next financial year. As a Group, we have initiated business continuity planning to protect our staff and mitigate the impact on the Group’s business operations, with film productions to continue with the necessary precautions in place. As the current COVID-19 situation continues to develop, we shall keep a close eye on our operations, and announce any material changes to our business performance to shareholders timely, as and when appropriate.

Amidst the growing pandemic, we remain steadfast to deliver vast and diversified experiences in virtual reality and computer imagery. We value the interests and expectation of our stakeholders through continuous engagement and collaborations to create an immersive experience to our community.

We look forward to sharing our achievements with you as we progress in our journey towards sustainability during these trying times.

Board of Directors
Vividthree Holdings Ltd.

About Vividthree Holdings Ltd.

Vividthree, founded in 2006, is a creative studio that produces content across different mediums and platforms with the principle for entertainment, learn and train. With a culmination of 14 years of work and listed on the SGX-ST Catalist board (SGX stock code: OMK) on 25 September 2018, headquartered in Singapore and together with a regional network in Malaysia and China as well as a team of digital specialists, we created content with storytelling, leveraged on cutting-edge technologies, including the genres of virtual reality (“VR”), augmented reality (“AR”), and mixed reality to develop bespoke multi-media experiences. Vividthree provides services for brands and trade that require quality content production, for a worldwide audience.

Vividthree’s transformation from a private to public company has led the Group from a company with six employees to more than 40 employees by the end of FY2020, to facilitate our strategy to deepen our expertise in VR and explore opportunities to market our VR capabilities. We will keep our continued momentum in actively seeking more evergreen intellectual property products and constantly aim to maximise shareholders’ interests in the longer term.

For more details, do visit us at <http://www.vividthreeholdings.com>.

Vividthree Values and Principles

Our mission is to incorporate creative inputs to create the next generation of entertainment. We integrate creative elements in all aspect of our business operations. This includes offering our creative inputs and technological expertise in the areas of virtual reality, visual effects and computer generated imagery.

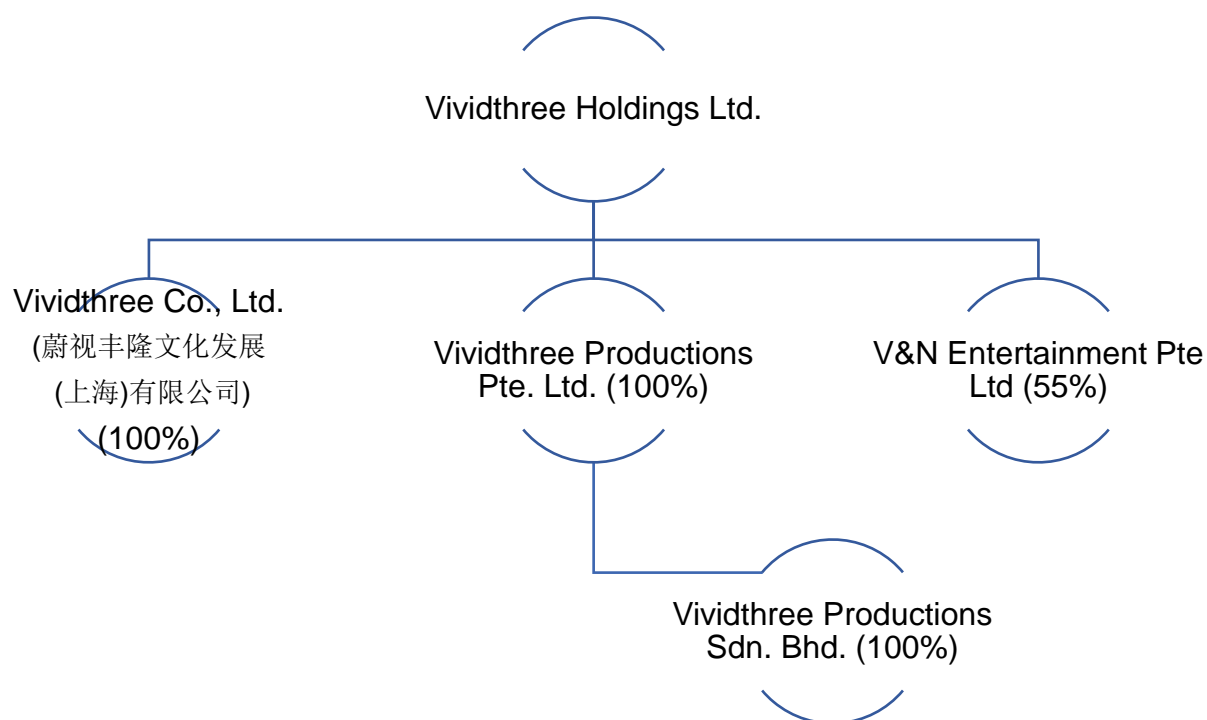
Our vision is to become Asia's best immersive digital content producer, creating immersive and interactive experiences for consumers. We have a team of talented, committed and experienced management and staff who will lead us to achieve our vision. To become Asia's best digital content producer, we will continue to source for new IP products which is vital for business expansion, as well as merger and acquisition opportunities while protecting the interests of our stakeholders.

Vividthree produces stimulating and engaging content production in diverse formats in both digital and physical spaces, providing both online and offline live experiences. ComicVid is an online OTT platform that features animated comic from the best talents represented by Vividthree. With the accessibility to a wide network of IP, we are also able to create live thematic experience that is flavoured with impressive multimedia treatment. Some examples of such creations are The Train to Busan Virtual Reality Thematic Experience, Escape Room and Horror House. While focusing on expanding our business, we adhere strictly to a sustainable business practice and also ensure our business partners to adhere to our requirements in relation to our projects and business conduct standards.

Connecting with Local Talents

Our management believes that local talents in post-production work are vital in developing the local film industry and focused on grooming the next generation of talents. We host industrial sharing sessions with the young generation to provide them with valuable insights and knowledge of the industry that is not within the coverage of their textbooks. In view of the COVID-19 pandemic, we have also moved our sharing sessions online to facilitate our local audiences.

Group Structure (as at 12 July 2020)



Information of Subsidiary Companies

Vividthree Productions Pte. Ltd.	<ul style="list-style-type: none"> • Motion picture, video and television programme post-production, and content production activities • Incorporated in Singapore
Vividthree Productions Sdn. Bhd.	<ul style="list-style-type: none"> • Motion picture, video and television programme post-production activities • Incorporated in Malaysia
Vividthree Co., Ltd. (蔚视丰隆文化发展 (上海)有限公司)	<ul style="list-style-type: none"> • Motion picture, video and television programme post-production activities • Incorporated in China
V&N Entertainment Pte Ltd	<ul style="list-style-type: none"> • Event management • Incorporated in Singapore

Governance and Sustainability Approach

Sustainability Governance Structure

The Board remains committed to building on the efforts in sustainability and progress made by the Group in the previous year. The Board continues to maintain an effective role in providing oversight to setting goals, reviewing and advising on overall strategies and directions. The Board oversees the management and monitoring of ESG factors highlighted in the Sustainability Report to ensure that the objectives are in line with the commitments to sustainable development.

Board committees consisting of Audit Committee, Nominating Committee, and Remuneration Committee were formed to support our Board in executing its responsibilities and ensuring good corporate governance.

THE BOARD

Our Board is collectively responsible for the long-term success and sustainability of the Group and ensuring effective integration of ESG initiatives into the Group's business operations.

BOARD COMMITTEES

Our Board Committees will implement sustainability initiatives and operate within the defined terms of reference while supporting our Board in ensuring good corporate governance within the Group.

BUSINESS UNITS

Business Units implement initiatives cascaded from our Board and ensure consistent approach across the Group.

Stakeholder Engagement

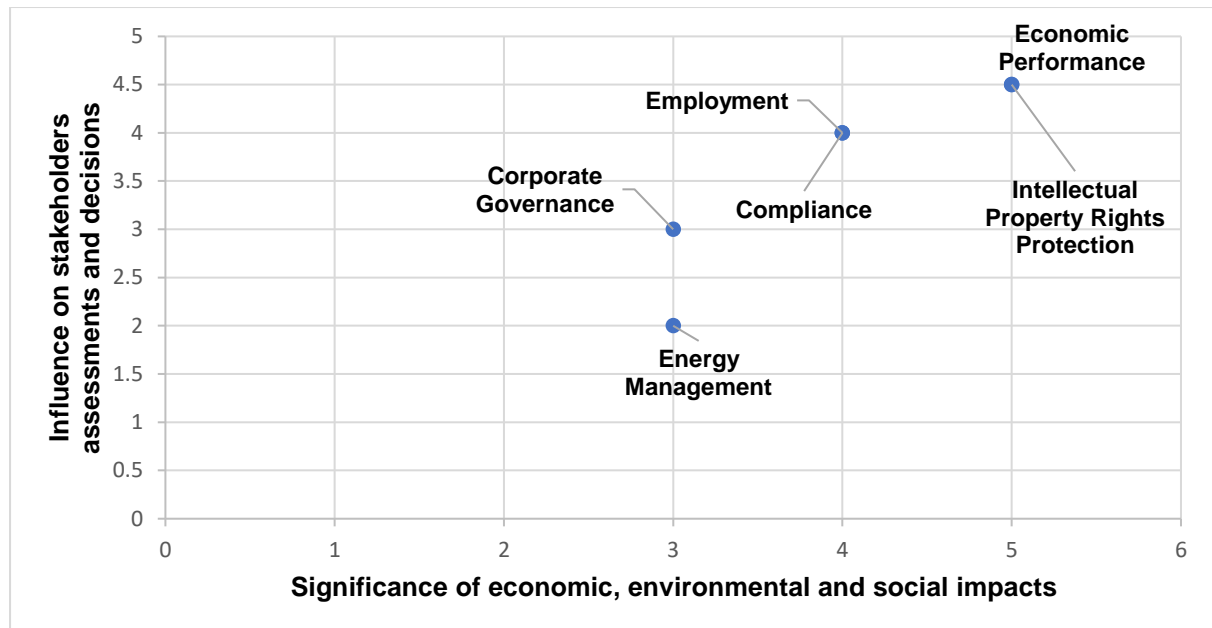
Vividthree recognises the need to continuously develop our responsible business approach in order to address growing stakeholder expectations. Hence, a two-way engagement with our six key stakeholder groups to understand their concerns and interests is of utmost importance to us. As such, we periodically engage with our stakeholders to assess the issues that are most relevant to them and Vividthree on an ongoing basis.

The table below outlines our approach on stakeholders' engagement.

Stakeholder Group	Mode of Engagement	Stakeholders' Expectations	Frequency
Investors	Annual meetings, periodic media release and circulars to shareholders, periodic SGX announcements	To ensure profitability, transparency, timely reporting and fair purchasing practices	Annual meeting, on regular basis as required
Customers	Online platform, enquiry and feedback channel, customer service hotlines, periodic business networking	To provide excellent promised products or services relating to visual and content production to the consumers	On-going, on regular basis as required
Employees	Orientation programme, performance and career development reviews	To provide staff welfare, competitive remuneration package, efficient software program and platform	Annual review and gathering
Business Partners	Face-to-face meetings, calls and email correspondences	To continuously seek collaborations and acquire IP rights for expansion of VR tour show	On-going, on ad hoc basis
Government and Regulators	Discussions with government agencies and regulators	To ensure compliance with regulations, timely reporting and resolution of issues	On-going, on regular basis as required
Local Community	Feedback channels and community development initiatives	To address community's needs by creating more virtual immersive experience	Once a year, as required

Materiality Assessment

Our sustainability approach is to determine if the factors assessed have a potential impact on the economy, environment and society and its influence on the stakeholders. Vividthree has identified material topics based on the GRI framework and the degree of significance on our stakeholders. After gaining insightful feedback from our stakeholders, we believe the below six factors are material and should be prioritised. These topics and their corresponding policy, performance, commitments and targets will continue to be reviewed periodically.

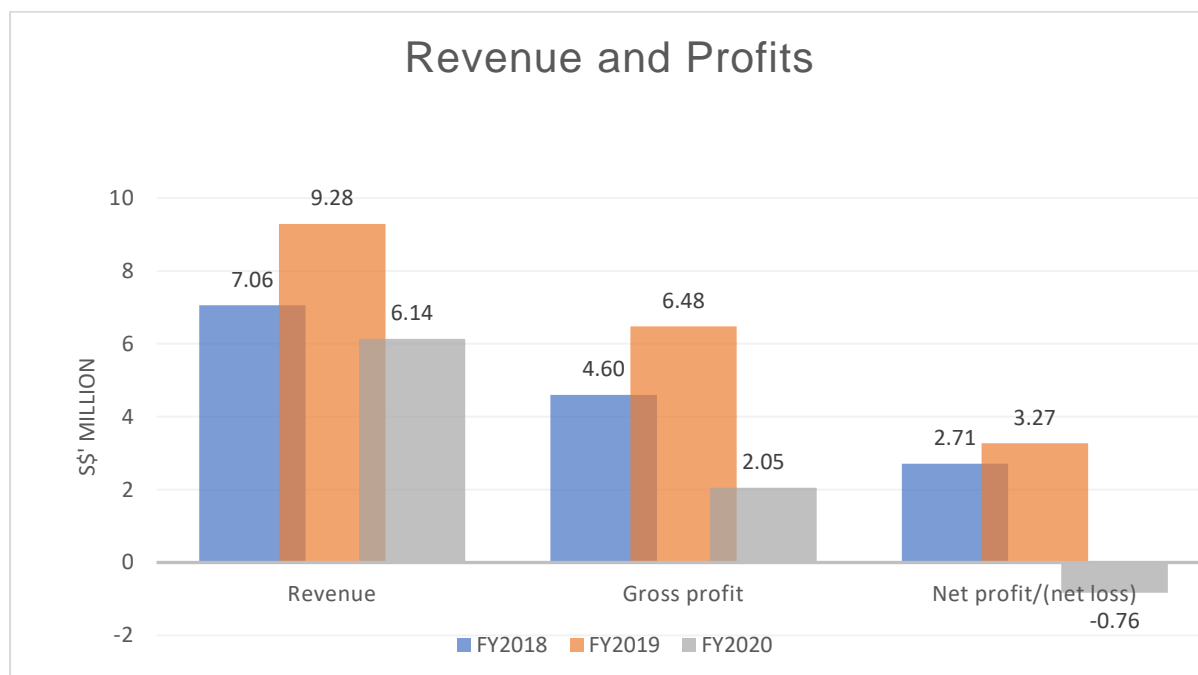


Key topics will be reviewed annually after taking into consideration business goals and feedback gathered from our stakeholders. The material topics selected are as follows:

1. **Economic Performance** - Our economic performance and value generated during the financial year.
2. **Energy Management** – Our effort to optimise consumption and management of energy for our business operation.
3. **Employment** – Our fair employment practices to attract, retain and develop our talents for all our business segments.
4. **Corporate Governance** - Our policies and practices in place to uphold good corporate governance, including conflict of interest and whistle-blowing policies in the Group.
5. **Compliance** – Our compliance to relevant and key laws and regulations.
6. **Intellectual Property Rights Protection** – Our policies and measures to manage intellectual property related matters for the Company and the Group.

Material Topics

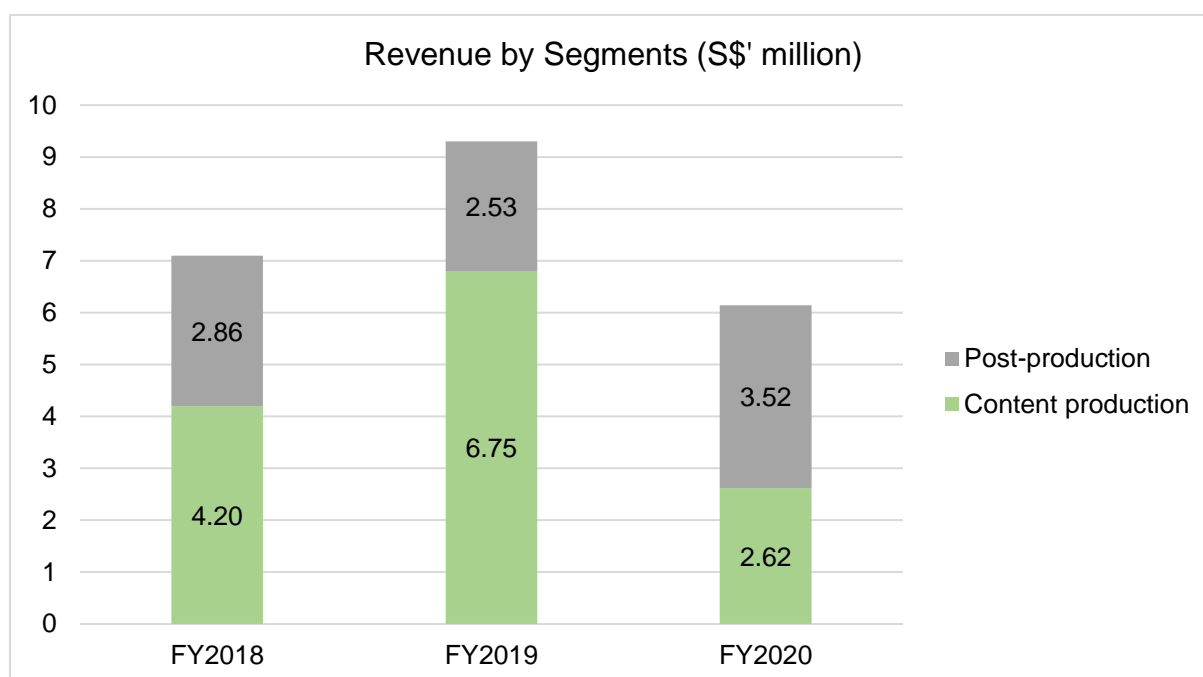
Economic Performance



In view of the recent COVID-19 pandemic, the Group faced a slowdown in its commercial activities due to the travel restrictions and control measures in place in the countries which the Company operates in with most of the projects in the Content Production segment being rescheduled. This had negatively affected our revenue for FY2020. The Singapore Government has implemented several support schemes for businesses amidst the COVID-19 pandemic. As these support schemes are related to the next reporting period, we will disclose the supports that the Group has received in the next report. In FY2020, the Group received approximately S\$59,000 from regular government grants which include wages credit scheme, temporary employment credit, special government credit and government-paid maternity/ paternity leave.

Considering the current situation, the Group remains cautiously optimistic and sees the importance of investing in new IPs and technologies when the opportunities arise to enhance and create new platforms such as the Group's OTT platform ComicVid. Digital technology is reshaping the world around us and Vividthree will leverage our strengths in digital media technology to enable the transformation. These technologies have also lessened the impact of COVID-19 pandemic on our business and placed us in an optimal position from the eventual recovery and reopening of the economy.

Economic Performance (Cont'd)



Post-production segment has seen a growth in revenue of approximately \$0.99 million, from \$2.53 million in FY2019, to \$3.52 million in FY2020. The increase was mainly due to completion of larger scale projects of which included a short animation series and a few post-production movie projects during second half of FY2020.

Notwithstanding the above, Content Production segment's activities have been greatly affected since the beginning of 4QFY2020 largely due to the COVID-19 pandemic in China and Southeast Asia with travel restrictions and safe social distancing measures across the region. As a result, revenue from Content Production segment declined by approximately \$4.13 million or 61.2%, from \$6.75 million in FY2019 to \$2.62 million in FY2020.

Noting all the challenges during the year, Vividthree has met our target set in previous report in relation to looking for merger and acquisition opportunities, as well as exploring new IP products to expand our Post-production and Content Production line of services. We have acquired three new titles in our IP portfolio in FY2020, including the popular supernatural horror webcomic IP. The Group has also entered into a Memorandum of Understanding ("MOU") with Animation International Ltd in August 2019 to collaborate and develop the Doraemon Experience Show.

Target for subsequent reporting:

Vividthree will continue to strengthen our twin pillar of Content Production segment and Post-production segment for future development and expansion. Going forward, the Group will continue expanding our technological capabilities in VR and AR with the aim to providing a more extensive service offerings to our clients and prospective clients, by incorporating elements of VR and AR to enhance the immersive experience to audience. As the world is reshaping with the help of digital technologies, we will

attempt to leverage on our advances in this area of technologies to improve on our future projects and collaborations.

Environmental Protection

As the world is becoming increasingly aware about the environment and informed about energy consumption and its negative impact on our environment, we keep a lookout on improvements where we could incorporate energy efficiency into our daily operations.



Energy Management



We consume energy as we carry out our daily operations, from post-production, graphic design and to the development and production of VR products, and our main energy consumed is purchased electricity. To minimise our footprint in carbon emissions, we have put in place energy saving initiatives in our corporate head office.

Switching to LED lighting

LED is a high energy efficient lighting technology and it uses significantly less electricity and can last longer. Therefore, one of such initiatives is the introduction of energy efficient LED lights to replace conventional lighting.

Maintaining air-conditioning temperature

Employees are encouraged to fix the air-conditioning temperature at 25-27°C to reduce the electricity consumption. Our air-conditioner units are also regularly maintained and that the filter is either replaced or cleaned for optimal efficiency, thus reducing consumption.

Performance

We have been constantly reviewing our goals set for the previous year and promoting the abovementioned energy saving initiatives and monitoring our electricity consumption. We recorded a notable drop of 16,446 kWh or approximately 10% in electricity consumption in FY2020 as compared to FY2019. This represents a decrease of 1,370 kWh in consumption of electricity per month and this is likely attributed to the energy saving initiatives that the Group has been promoting.

	FY2019	FY2020
Electricity consumption (kWh)	165,079	148,633

Target for subsequent reporting:

We strive to maintain current level of electricity consumption based on current scale of operations and continue to explore for different alternatives which may allow us to further reduce our consumption of electricity, bringing us cost savings as well as reducing our carbon footprint.

Employment

Vividthree is committed to developing our employees and we believe in building the capabilities of our employees which allows us to retain our competitive edge and enhance our branding. We have cultivated a learning culture where our employees will feel valued, motivated and confident thus enhance overall performance and productivity and improving employee retention.

We recognise the need for talent attraction and retention within our industry as dynamic and innovative individuals are important in propelling us to excellence.

Talent recruitment and retention

The success of our Group is highly dependent on the expertise and management of our employees as well as the creative skillsets requisite to content production and virtual reality technology.

We manage our human capital investment by attracting and nurturing talent, as well as consistently engaging our employees in training programs to keep them abreast with technology advancements.

We put in place workplace practices which include fair employment practices, open communication and encourage feedback to improve working experience amongst our employees.

Work-life balance

We strongly believe that work-life balance is an important aspect of a healthy work environment and that it helps our employees to reduce stress and prevent burnout at work. Before the COVID-19 pandemic, we offer flexible work and leave scheduling and have regular team dinners and activities during festive seasons and leisure activities which help promote team cohesiveness. Currently amidst the pandemic situation, we do have regular online team meetings for work purposes as well as interactions among the team members.

Equal opportunity

Vividthree practices fair employment and is aligned with Singapore Tripartite Alliance for Fair Employment guidelines. We encourage fair employment practices and principles and support diversity, equality and non-discrimination in our workforce. Talents are recruited regardless of gender, race, marital status or age as we believe all our employees should be treated fairly and be respected.

Additionally, we also ensure compliance with employment laws and regulations relating to non-discrimination for dismissals.

In line with above-mentioned principles, we strive to maintain gender diversity in the workplace.

The tables below show the statistics of the employees in the Group.

Employees by gender

	FY2019 ¹	FY2020
Male	30	33
Female	17	16

Employees by function

	FY2019 ¹	FY2020
Management	5	5
Production Staff	34	37
Operation Staff	8	7

Employees by age group

	FY2019 ¹	FY2020
Below 30 years old	23	25
31 to 40 years old	15	17
41 to 55 years old	9	7

Although there had been a larger difference between the genders in FY2020, our job postings are always open to all gender and selection of applicants are based on credentials, skillset equipped and interview performance of potential candidates, rather than gender.

As the COVID-19 pandemic situation remains uncertain, the Group has implemented strict measures in terms of operational discipline to ensure the safety of our staff. We have imposed a freeze on travel, safe distancing measures in office premises and the mandatory wearing of masks for all employees.

During FY2020, we are proud to highlight that there was zero incident of discrimination recorded by the Group.

Target for subsequent reporting:

We provide equal opportunities to all employees without discrimination. We believe that promoting a fair and fun workplace environment will build the employee's respect and loyalty towards the Company. We will continue to maintain our non-discrimination workplace culture and strive to maintain zero incident of discrimination in the upcoming year.

¹ Certain employee data in FY2019 has been reclassified/ restated for accuracy.

Corporate Governance

We are firmly committed to putting in place appropriate corporate governance policies to achieve the objective of financial integrity, organisational credibility and investor confidence. Vividthree is committed to good corporate governance, accountability and transparency in all our endeavours. We observe a high standard of corporate conduct and have established corporate policies and sound risk management and internal control systems as a safeguard.

The following policies have aided our employees to maintain a high standard of integrity in all business dealings.

Conflict of Interest Policy

The Group continues to maintain a culture of keeping out corruption and dishonest behaviour. We make sure that our conflict of interest policy is made available to all employees to facilitate the management of any potential conflict of interest. The Audit Committee is responsible for reviewing conflict of interests and to resolve or mitigate any potential conflicts of interest. In FY2020, all staff have completed the declaration of conflict of interest and there was no conflict of interest declared.

Whistleblowing Policy

The Group has zero tolerance towards dishonesty and corrupt practices and thus has formalised and implemented a whistle-blowing policy. Whistle-blowers can report in confidence through a whistle-blowing channel set up for any suspected misconduct. Information received pertaining to the whistle blowing will be treated with confidentiality and restricted to the designated personnel-in-charge of the investigation to protect the identity of the whistle-blowers.

In FY2020, there were no reported cases of whistleblowing and confirmed cases of corruption and actions taken against our management or employees.

Target for subsequent reporting:

Going forward, we will continue to monitor the compliance on law and regulations and to achieve zero reported incident of fraud.

Compliance

To maintain a fair, ethical and efficient business and working environment, the Group strictly observes the adherence to the local laws and regulations, especially regulations relating to censorship and classification and filming licenses and approvals.

Censorship and classification

As the scope of our services may include conceptualising and developing creative input, as well as script development and/or storyboarding, we are mindful of the local censorship and classification regulations and guidelines as well as our clients' desired classification rating for the movie or video. In Singapore, except for certain categories, all movies, videos and video games distributed and exhibited must be submitted for classification and certification under the Films Act (Chapter 107) of Singapore. In Malaysia, we observe relevant regulations such as film-producing and shooting licensing requirements imposed by the National Film Development Corporation Malaysia ("FINAS") for our services in relation to television commercial advertisements.

Filming licenses and approvals

We are required to apply for and obtain the necessary licences and approvals for filming in a location from the relevant government authorities or property owners on a per project basis, depending on the filming requirements of each project. Facilitation letters can be obtained from the local authority such as the Infocomm Media Development Authority in Singapore, to assist in obtaining location clearances.

Tapping on our experienced team with extensive relevant knowledge, we are aware of the relevant approvals and location clearances required for every filming and will obtain the necessary approvals and clearances before the commencement of each project.

In FY2020, there were no reported cases of non-compliance with the local laws and regulations.

Target for subsequent reporting:

Going forward, we will institute the importance of compliance with laws and regulations in our daily operations, continue to monitor the updates and compliance with laws and regulations, and to achieve zero incident of reported non-compliance.

Intellectual Property Rights Protection

As we are a virtual reality, visual effects and computer-generated imagery studio that develops and creates digital intellectual property assets, Vividthree rely on a combination of copyrights and trademarks, as well as contractual protection, to establish and protect our intellectual property rights. In addition, we have included confidentiality provisions in our employment agreements with our staff. Due to the importance of managing our Group's intellectual property rights, we have a dedicated corporate business development team to handle intellectual property related matters. Our Group has the right to use the following intellectual property:

***Copyrights* ©**

The Group owns the copyrights in the visual elements, character storylines and synopses that we create for our virtual reality products, depending on the licensing agreement.

***Trademarks* ®**

We have registered the "Vividthree Productions" trademark in Singapore, Malaysia, China, Thailand and Philippines.

Domain Name

We maintain a list of Domain Names owned by the Group. We conduct periodic review on the list to ensure Domain Names owned by the Group are completely recorded along with our Group's development. Due to the nature of the business, we are aware that we are highly exposed to risks of infringement of Intellectual Property Rights. There is also no assurance that we will not infringe any Intellectual Property Rights of third parties in the future. However, we believe that by registering our trademarks and copyrights, it will significantly help to reduce this risk.

In FY2020, there were no reported cases of infringement of Intellectual Property Rights made against the Group.

Target for subsequent reporting:

Going forward, we will continue to have our team of corporate business development to monitor our intellectual property rights, the registration of trademarks in the respective countries, and also to ensure that we do not commit to any infringement of third parties' rights.

GRI Content Index

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102-2	Activities, brands, products, and services	Pg. 4 & 5
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102-4	Location of operations	Pg. 5
102-5	Ownership and legal form	Annual Report 2020 - Statistic of Shareholdings
102-6	Markets served	Pg. 5
102-7	Scale of the organisation	Pg. 5, 7, 11 & 15
102-8	Information on employees and other workers	Pg. 14 & 15
102-9	Supply chain	Pg. 5
102-10	Significant changes to the organization and its supply chain	No changes
102-11	Precautionary Principle or approach	Not applicable
102-12	External initiatives	Singapore Code of Corporate Governance and Singapore Financial Reporting Standards (International)
102-13	Membership of associations	Not applicable
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102-51	Date of most recent report	30 March 2020
102-52	Reporting cycle	Annually

GRI Standard	Disclosure Title	Page Reference & Remarks
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