



Anti-Bribery, Corruption and Fraud Policy

Policy No. BAPCORP026
Effective date: 2 July 2020
Last review date: 6 December 2023
Recommended by: Chief Financial Officer
Authorised by: Bapcor Board of Directors

Anti-Bribery, Corruption and Fraud Policy

1 Introduction

1.1 Purpose and Scope

One of Bapcor's Core Values is '*we do the right thing*'. Central to this value is maintaining and encouraging a culture where team members act in an open and honest manner, and where instances of bribery, corruption and fraud in our business are not tolerated. This Policy addresses the identification of prohibited practices, and details responsibilities and obligations in response to instances of bribery, corruption and fraud.

This Policy applies to all team members of Bapcor Limited, its subsidiaries and related bodies corporate (together **Bapcor**) and is available on Core (Bapcor's intranet site).

Other policies referred to in this document can be accessed on Bapcor's Intranet – "Core"

2 Bapcor's Commitment and Objectives

2.1 Commitment Statement

Bapcor takes a zero-tolerance approach to bribery, corruption and fraud and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships.

As part of this commitment, Bapcor will not tolerate any form of bribery, corruption or fraud in our business or in businesses with who we engage. We expect all of our suppliers, service providers, distributors, consultants, agents, joint venture partners, sponsors, contractors, and any third-party representatives associated with Bapcor, or acting on Bapcor's behalf (**Business Partners**) to adopt a similar zero tolerance approach to bribery, corruption and fraud. Bapcor will uphold all laws relevant to countering these prohibited practices in all jurisdictions in which we operate and we expect our Business Partners to also uphold all applicable anti-bribery and corruption laws.

2.1 Bribery, Corruption and Fraud Policy Objectives

The Anti-Bribery, Corruption and Fraud Policy:

- provides a policy for preventing, detecting, and responding to bribery, corruption, and fraud; and
 - outlines the expectations of all employees in relation to preventing, detecting, and responding to instances of bribery, corruption, and fraud.
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3 Identifying Bribery, Corruption, Fraud and other prohibited practices

• Bribery

Bribery is defined as the offering, promising, giving, accepting or soliciting of an undue advantage of any value (which could be financial or non-financial), directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties.

Bapcor prohibits giving, offering or accepting bribes to persuade someone to act in Bapcor's favour,

their favour or for the benefit of a third party, including family or friends.

- **Corruption**

Corruption is defined as dishonest activity in which a person associated with an organisation (e.g. director, executive, manager, employee / team member or contractor) acts contrary to the interests of the organisation and abuses their position of trust in order to achieve personal advantage or advantage for another person or organisation. This can also involve corrupt conduct by the organisation, or a person purporting to act on behalf of and in the interests of the organisation, in order to secure some form of improper advantage for the organisation either directly or indirectly.

Bapcor expects team members to act in line with our company values, including doing the right thing.

- **Fraud**

Fraud is defined as dishonest activity causing actual or potential gain or loss to any person or organisation including theft of moneys or other property by persons internal and/or external to the organisation and/or where deception is used at the time, immediately before or immediately following the activity. Fraud includes forgery, money laundering, irregular payments or commissions, misuse of company or Bapcor information, theft or misappropriation of cash or stock, company credit card or asset misuse, and falsifying accounting records.

Team members are expected to operate with integrity and comply with policies and procedures addressing the handling of goods, financial accounts, payments and information with respect to record keeping.

- **Facilitation Payments**

Facilitation payments are payments to government or other officials designed to receive favourable treatment or speed up routine governmental actions.

Team members are permitted to utilise legitimate fast-track processes in order to expedite routine actions but must never make payments in cash or payments that are unofficial, improper or irregular directly or indirectly to government or public officials in order to secure preferential treatment from a government agency. Our Business Partners must also avoid any activity that might lead to a facilitation payment or kickback being made or accepted by or on behalf of Bapcor, or that might suggest that such a payment will be made or accepted.

- **Political Donations**

Political donations include gifts or payments made, directly or indirectly, to a political party, candidate, or elected official at federal, state or local government.

Bapcor does not make political donations.

- **Gifts and Entertainment**

The ***Bapcor Code of Conduct*** details expectations pertaining to gifts, gratuities and entertainment. The Code of Conduct provides that Bapcor does not tolerate giving or taking of gifts or entertainment in return for favourable treatment, or as an inducement for doing business.

Staff are discouraged from accepting supplier gifts and should not accept any supplier gifts in contravention of Bapcor's Code of Conduct or during the course of a supply negotiation. Where a gift or attendance at an event is accepted, this must be approved by a member of the Group Leadership Team, or for a member of the senior leadership team, the CEO of Bapcor Limited.

Refer to Bapcor's Gifts, Gratuities and Entertainment Policy – BAPCORP017 for details regarding acceptance of gifts and entertainment and reporting requirements.

4 Roles and responsibilities

While fraud and corruption control within Bapcor is the responsibility of every team member, the list below details specific responsibilities:

Audit and Risk Committee: on behalf of the Board, oversees the Fraud and Corruption Control Framework.

General Counsel: is responsible for the implementation of the Fraud and Corruption Control Framework within Bapcor.

Group Leadership Team (GLT): GLT are responsible for setting the 'tone from the top' through demonstrating their commitment to act with integrity in all aspects of their interactions. GLT members are owners of compliance obligations and are accountable for ensuring processes and controls designed to ensure compliance are identified and documented in the Compliance Risk Register.

Chief Financial Officer: The Chief Financial Officer is responsible for Anti-Bribery, Corruption and Fraud Policy within Bapcor.

Chief People and Culture Officer: The Chief People and Culture Officer is responsible for managing Whistleblower reports and is an authorised Disclosure Officer.

Line management: Managers are responsible for ensuring effective fraud and corruption risk management within their operational area, and for the communication of any identified risks and associated treatment strategies to their leadership teams.

Internal Audit: Internal Audit are responsible for conducting periodic audits to confirm employees of Bapcor comply with this framework and relevant control systems and procedures.

All team members: All Bapcor team members have responsibility for the execution of the Anti-Bribery, Corruption and Fraud Policy and to familiarise themselves with the Fraud and Corruption Control Framework.

Disclosure Officers: The following roles are designated disclosure officers and are authorised to receive disclosures and have received special training to handle disclosures; Chair of the Audit & Risk Committee, Chief Executive Officer and Managing Director, Chief Financial Officer and Chief People and Culture Officer.

5 Bapcor's approach to Bribery, Corruption and Fraud

Bapcor will not tolerate dishonest, fraudulent or corrupt behaviour and is committed to preventing this behaviour in the performance of its business operations.

As part of the Bapcor risk management framework, related governance processes and documented within the Fraud and Corruption Control Framework, Bapcor has established initiatives focused on the prevention, detection, investigation and reporting of suspected fraud against Bapcor, and of bribery and corruption in Bapcor's business dealings.

These initiatives include internal audits, fraud and corruption awareness training, risk assessments, robust internal controls, screening of suppliers and management reviews. Bapcor has also established an **Ethical Supply Chain Procurement Policy** and **Whistleblower Policy**, the latter of these which encourages the reporting of concerns regarding misconduct or wrongdoing and to ensure all team members and Business Partners have a mechanism to report concerns freely without fear of reprisal or intimidation.

Bapcor acknowledges that payments which would otherwise be a contravention of this Policy may be required in order to protect the safety of a Bapcor team member or Business Partner. If a Bapcor team member or Business Partner is forced to make a payment because of an immediate risk to their own, or a colleague's, physical safety, then such payment may be made, but steps must be immediately taken to

report the circumstances of the payment to the CEO of Bapcor Limited.

6 Reporting Bribery, Corruption and Fraud

6.1 Reporting Process

Bapcor encourages any team member or Business Partner that has any concerns relating to actual or suspected prohibited practices as identified in Item 3 of this Policy to raise such concerns as soon as possible to their manager, or directly to any of the following:

- Chief Executive Officer and Managing Director;
- Chief Financial Officer;
- Chief People and Culture Officer; or
- Any member of the Group Leadership Team (GLT).

If a team member or Business Partner does not feel able to use the above reporting channels due to the nature or seriousness of the inappropriate behaviour, then they may raise the matter directly with the **'Speak Up at Bapcor'** service as detailed in the Bapcor Whistleblower Policy.

The Bapcor Whistleblower Policy provides details of the process for reporting actual or suspected misconduct occurring within our business as well as documenting what can be the subject of a disclosure under Australian and New Zealand Whistleblower laws.

Bapcor encourages that any concerns relating to actual or suspected misconduct should be raised as a Disclosure. Ideally, a Disclosure should be raised promptly once any concerns arise, however Bapcor also encourages Disclosures even if the conduct occurred in the past or has been occurring for some time.

A Disclosure raised under the Whistleblower Policy, whether reported internally or externally to the 'Speak Up at Bapcor' service will be assessed to determine next steps. Where appropriate, the Disclosure will be investigated in a fair and objective manner as soon as possible after being reported. In undertaking an investigation, Bapcor will do so as confidentially and sensitively as possible treating all parties fairly and objectively, with a Speak Up Committee established to determine the appropriate investigation process and oversee the progress of the investigation.

Bapcor is committed to ensuring that anyone who makes a Disclosure does not suffer detrimental or unfavourable treatment from having made a Disclosure under the Whistleblower Policy. Measures that Bapcor may take to protect whistleblowers from detriment include taking action to reduce the risk of detriment, and ensuring that management are aware of their responsibilities to maintain the confidentiality of a Disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to whistleblowers.

7 Breaches of this Policy

All instances of bribery, corruption and fraud are viewed very seriously by Bapcor. Breaches of this Policy may expose us and our Business Partners to criminal penalties and/or civil action. Possible penalties may include substantial fines for companies, and, for individuals, imprisonment.

Depending on the nature of the breach of this Policy, Bapcor may decide to bring civil proceedings against those involved, refer the conduct for criminal prosecution or take disciplinary action (including termination of employment), or a combination of these actions. Where appropriate, Bapcor will vigorously pursue the recovery of money or property lost through fraud or corruption. Conscious disregard or deliberate ignorance will not avoid liability in relation to any of the matters set out in this Policy.

Team members dealing with Business Partners are to emphasise and explain these requirements as a condition of Bapcor's continued relationship with them.

8 General

This Policy will be reviewed at least once every two years as part of Bapcor's risk management framework, with updates and amendments to this Policy approved by the Board of Bapcor Limited.

9 Related Policies, Procedures and Resources

Bapcor Values

Bapcor Code of Conduct

Fraud and Corruption Control Framework

Ethical Supply Chain Procurement Policy BAPCORP020

Bapcor Whistleblower Policy BAPCORP017

Gifts, Gratuities & Entertainment Policy BAPCORP014

10 Version Control

| Version | Amendment/s | Date created | Author |
|---------|--------------------------------------|-----------------|--------|
| 1.0 | Establish policy | 2 July 2020 | |
| 2.0 | Fraud and corruption control updates | 5 December 2023 | CFO |