



Compliance Policy

Policy No. BAPCORP040
Effective date: 1 December 2021
Last review date: 1 December 2021
Recommended by: General Counsel and Company Secretary
Authorised by: Bapcor Board of Directors

Compliance Policy

1. Introduction

Bapcor is committed to maintaining a culture of integrity, compliance and ethical behaviour underpinned by the Bapcor values and the Code of Conduct. Building and upholding an effective compliance culture is critical to the achievement of Bapcor's strategic, operational and commercial objectives.

The purpose of this Compliance Policy (**Policy**) is to set out the key compliance principles Bapcor adheres to, and to articulate the responsibilities of all Bapcor team members in relation to compliance. Complying with laws and regulations can be so much more than just ticking a box. It can be the result of a deeply entrenched culture of integrity and good ethics, all of which aligns with one of Bapcor's values "we do the right thing" and ultimately is necessary for business success. This Policy sets out the minimum required practices related to the management of compliance across Bapcor.

2. Application

This Policy applies to all operations and team members of Bapcor Limited, its subsidiaries and related bodies corporate (together **Bapcor**). The Policy is supported by Bapcor's Compliance Management Framework.

3. Policy objectives

Compliance management is essential to maintaining good corporate governance, and is a fundamental element of good risk management. Bapcor's objectives in establishing a compliance management program are:

- Creation of a whole of business approach to compliance management, integrated with Bapcor's risk management framework;
 - Developing a strong compliance culture in the business that ensures clear accountabilities and responsibilities; and provision of adequate resources;
 - Ensuring compliance behaviours, controls and indicators are monitored and reviewed;
 - Identification of Bapcor's compliance obligations and the factors that could lead to non-compliance;
 - Communicating Bapcor's compliance obligations and ensuring there is awareness of how these are to be managed and reported; and
 - Enabling design and implementation of suitable and effective controls related to compliance obligations.
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4. Policy statement

Bapcor must operate in accordance with all applicable laws and regulations and Bapcor's policies and procedures.

Bapcor has adopted the guidelines described in the international standard on compliance management systems (ISO 37301) as the basis for its approach to compliance management. The manner in which this standard is applied within Bapcor is set out in the Compliance Management Framework and is summarised in the 'Responsibilities' section below.

In line with the commitment to the effective management of compliance, Bapcor commits to the allocation of necessary resources to those responsible for the management of compliance processes.

5. Responsibilities

Bapcor team members are responsible for ensuring effective compliance management. Key responsibilities include the following:

- All Bapcor team members must:
 1. Be familiar with this Policy and other policies relevant to their workplace activities;
 2. Adhere to all relevant laws, regulations and other sources of compliance obligations;
 3. Incorporate, where appropriate, compliance management activities into their workplace activities; and
 4. Report and escalate compliance concerns, issues and breaches when identified.
- Bapcor's Group Leadership Team (**GLT**) has overall day to day accountability for implementation and oversight of Bapcor's compliance management processes, including for ensuring that:
 1. Compliance management activities are integrated, consistent and systematically managed;
 2. Processes to support identification and management of compliance obligations are operating effectively; and
 3. A strong compliance culture is fostered.
- Business unit and functional management are responsible for supporting the GLT, including implementing systems and processes for identifying, assessing and managing compliance obligations, and ensuring these are operating effectively.
- Bapcor's Legal team is responsible the ongoing maintenance and improvement of the Compliance Management Framework, and for assisting the GLT and broader business with its implementation.
- The Board is ultimately responsible for implementation and oversight of Bapcor's compliance processes and systems. This includes satisfying itself annually, or more frequently as required, that management has developed and implemented an effective Compliance Management Framework.

6. Consequences for breach of this Policy

A breach of this Policy may result in disciplinary action, including dismissal and will be dealt with in accordance with Bapcor's disciplinary procedures.

7. References

This Policy should be read in conjunction with the following documents:

- Compliance Management Framework
- Code of Conduct

8. Review and approval

This Policy and Bapcor's Compliance Management Framework will be reviewed at least annually by the Board to review their effectiveness and to ensure their continued application and relevance.



9. Version control

| Version | Amendment/s | Date created | Author |
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| 1.0 | Establish policy | 1 December 2021 | General Counsel and Company Secretary |
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