



Whistleblower Policy

Policy No. BAPCORP017
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Authorised by: Darryl Abotomey – CEO & MD
& Bapcor Board of Directors

Whistleblower Policy

1 Introduction

This Policy is in place to encourage the reporting of concerns regarding misconduct or wrongdoing and to ensure all whistleblowers have a mechanism to report concerns freely without fear of reprisal or intimidation. This Policy applies to Bapcor Limited, its subsidiaries and related bodies corporate (together Bapcor).

This Policy is available on Core (Bapcor's intranet site) and the Bapcor website.

2 Commitment of Bapcor

Bapcor is committed to creating and maintaining an open and inclusive culture in accordance with Our Values and Code of Conduct where all whistleblowers are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct without fear of reprisal. Bapcor recognises it is not always practical for concerns regarding misconduct or wrongdoing to be raised internally and that an externally managed, independent process and mechanism where concerns can be raised is also required.

3 Definitions

Disclosure	when a concern is raised by a whistleblower regarding actual or suspected misconduct under this Policy.
Disclosure Officer	the nominated contacts at Bapcor for the externally managed, independent disclosure service managed by STOPline – this includes the Chief Financial Officer, Executive General Manager - Human Resources and Chair of the Board's Audit & Risk Committee.
Investigation	process to look into the allegations of misconduct.
Misconduct	any unethical, unlawful or undesirable behaviour. This may be actual or suspected misconduct, an improper state of affairs or circumstances in relation to Bapcor including: <ul style="list-style-type: none">• A breach of the Bapcor Code of Conduct or company policies;• Conduct or proposed conducted that is against the law;• Dishonest, fraudulent, corrupt or unlawful conduct or practices;• Misleading or deceptive conduct, which may include improper or misleading accounting, financial or tax practices;• Harassment, discrimination, bullying or coercion;• Conduct endangering the health and safety of any person or persons which has been reported to management but not acted upon;• Actions within the control of Bapcor which are a significant danger to the environment;• Any action taken against or harm suffered by a person as a result of making a report under this Policy;• Any other behaviour or actions which may cause loss to Bapcor or which may be detrimental to its interests.
Speak Up Committee	includes the Chief Executive Officer, Chief Financial Officer and Executive General Manager – Human Resources - may also include other senior executives and Board Directors as appropriate.
Whistleblower	means any current or past Bapcor officer, associate or team member as well as current or past contractors and suppliers of Bapcor (and their employees) who report suspected or actual misconduct or wrongdoing in accordance with this Policy. Also included are relatives of any of these people.

4 Procedure

Which concerns should be raised under this Policy?

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

This Policy is not intended to cover 'day to day' personal work-related grievances. For example, rostering, overtime, conflicts between team members, decisions relating to the terms and conditions of employment or engagement and decisions to suspend or terminate employment or engagement. These, and other workplace issues which arise in the ordinary course, should be raised with line management or Human Resources.

Who should concerns about misconduct be made to?

Internal Reporting

Under this Policy, reports of actual or suspected misconduct may be made to the:

- Chief Executive and Managing Director;
- Chief Financial Officer;
- Executive General Manager – Human Resources; or
- Any member of the Group Leadership Team (GLT).

External Reporting

If it is not practical to raise concerns regarding actual or suspected misconduct internally, the 'Speak Up at Bapcor' service should be contacted.

Nothing in this Policy is intended to prevent a person from making a report of what they reasonably believe to be misconduct to an appropriate authority (including a concern about retaliation as a result of speaking up or being part of an investigation) in a person's local country or from seeking legal advice in relation to a person's rights about disclosing information.

What is the 'Speak Up at Bapcor' service?

The 'Speak Up at Bapcor' service is an independent, externally managed reporting service that enables whistleblowers to raise concerns regarding actual or suspected misconduct. The 'Speak Up at Bapcor' service is managed by STOPline.

How can the 'Speak Up at Bapcor' service be contacted?

The 'Speak Up at Bapcor' service can be contacted in a variety of ways:

Telephone in Australia	-	1300 304 550
Telephone in New Zealand	-	0800 425 008
Email	-	bapcor@stoline.com.au
Web	-	bapcor.stolinenreport.com
Facsimile	-	+61 3 9882 4480
Mail	-	STOPline Locked Bag 8 Hawthorn. Victoria. 3122 Australia

Other protections under the Acts;

Reports of actual or suspected misconduct may also be covered by the Whistleblower protections if they are made to specific government or regulatory bodies such as The Australian Securities and Investments Commission; Australian Prudential Regulation Authority; the Australian Commissioner of Taxation; or in New Zealand, team members and contractors may also make a report to a number of appropriate authorities including the Ombudsman.

Reports of actual or suspected misconduct may also be covered by Whistleblower protections if they are made to any member of the Board, the Company Secretary or an auditor of Bapcor, or to a lawyer for the purposes of obtaining legal advice or legal representation.

Can disclosures be made anonymously?

Yes. Reports of misconduct, either internally or externally, may be made anonymously however providing as much information as possible will assist in the subsequent investigation process.

All reports are confidential.

What information should be provided when raising a concern of misconduct?

As much information as possible regarding the misconduct should be provided. Information should at least include the nature of the misconduct, who is suspected to be involved and who is affected. The more information provided in raising a concern will assist with any subsequent investigation.

What happens after a disclosure is made to the external 'Speak Up at Bapcor' service?

STOpline will collate the information received and provide a formal report of the disclosure to a Bapcor Disclosure Officer. The identity of the whistleblower will only be provided to Bapcor if consent has been given to do this by the whistleblower.

How are concerns raised under this Whistleblower Policy investigated?

All concerns raised under this Policy, whether reported internally or externally to the 'Speak Up at Bapcor' service, will be investigated in a fair and objective manner as soon as possible after the matter has been reported.

Once a disclosure has been received, the Speak Up Committee will determine the appropriate investigation process and will also oversee the progress of the investigation.

In undertaking an investigation, Bapcor will do so as confidentially and sensitively as possible treating all parties, including the person/s who are the subject of the investigation, fairly and objectively.

Where appropriate, the whistleblower will be provided feedback from the investigation's progress and/or outcome; as a part of this consideration will be given to the fair treatment of the person/s who are the subject of the investigation.

What protections are provided to whistleblowers?

Protecting Whistleblowers from detrimental or unfavourable treatment

Bapcor is committed to ensuring that anyone who makes a disclosure does not suffer detrimental or unfavourable treatment from having made a report under this Policy. Detrimental or unfavourable treatment includes dismissing a team member, causing injury to a team member in his/ her employment, altering a team member's position or duties, discriminating against, harassing or intimidating a person, causing harm or injury to a person (including psychological harm), damaging a person's property, reputation or business or financial position and causing any other damage to a person.

If a person suffers detriment as a result of making a report under this Policy, or because that person may make a report under this Policy, this should be reported to any of the people listed above immediately.

Participating in detrimental or unfavourable treatment is a breach of this Policy and our Code of Conduct and may lead to disciplinary action. A person may also be entitled to compensation or other legal remedy if they suffer detrimental or unfavourable treatment as a result of making a report under this Policy or because they may make a report under this Policy.

Protecting Whistleblowers' confidentiality

Bapcor will protect the identity of a whistleblower and any information which may lead to the identification of the whistleblower and will not disclose any details without the whistleblower's consent, unless such disclosure is made to a lawyer for the purposes of receiving legal advice or is required to be made to a government authority.

However, Bapcor may disclose information which may lead to the identification of the whistleblower where necessary to investigate the misconduct or wrongdoing without the consent of the whistleblower. Where this is required, Bapcor will take all reasonable steps to reduce the risk that the whistleblower will be identified.

Other protections

Other protections may also be available to whistleblowers under local laws. For example, if the report is made in Australia, or the reported conduct has occurred in Australia, this may include:

- protection from civil, criminal or administrative legal action for raising a concern;

- protection from contractual or other remedies being sought against them on the basis that they raised a concern; and

- the information Whistleblowers provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information).

For whistleblowers who are team members and contractors in New Zealand, other protections may also include:

- immunity from civil and criminal proceedings;

- protection against retaliatory action or disadvantage in the workplace; and

- protection against victimisation.

Knowingly false claims are viewed as serious and may be regarded as a breach of the Code of Conduct and subject to disciplinary action.

What Group reporting procedures are in place?

The number and type of disclosures made under this Policy will be reported to the Bapcor Limited Board of Directors.

How will this Policy be reviewed and amended?

This Policy will be reviewed by the Speak Up Committee each year and any recommended changes will be approved by the Bapcor Limited Board.

Training on this Policy

Bapcor trains its people who may receive disclosures (as set out in section 4 above) and its team members on their rights and obligations under this Policy.

5 References

Bapcor Code of Conduct

Bapcor Values

6 Version Control

Version	Amendment/s	Date created	Author
1.0	Establish policy	23 November 2018	Alison Laing
2.0	Amendments to reflect new whistleblower provisions in the <i>Corporations Act 2001 (Cth)</i> and ASX Corporate Governance Principles (4 th Edition)	25 November 2019	Alison Laing