



Anti-Bribery, Corruption and Fraud Policy

Policy No. BAPCORP026
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Recommended by: Darryl Abotomey – CEO & MD
Authorised by: Bapcor Board of Directors

Anti-Bribery, Corruption and Fraud Policy

1 Introduction

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 is 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

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.

3 Identifying Bribery, Corruption, Fraud and other prohibited practices

- **Bribery & Corruption**

Bribery and corruption are serious offences and can include improper payments, benefits or gifts offered or given with the purpose of influencing a decision or outcome. The bribe or corrupt act may not always be of a large value.

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.

- **Fraud**

Fraud is dishonest activity that leads to obtaining a personal benefit through deception. It can be by an individual against Bapcor, our customers or other external parties. 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 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 (ref. Section 13. Of the Code of Conduct). 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 Prevention of 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 and related governance processes, 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, screen 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.

5 Reporting Bribery, Corruption and Fraud

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;
- Executive General Manager – Human Resources; 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.

6 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.

7 General

This Policy will be routinely reviewed as part of Bapcor’s risk management framework, with updates and amendments to this Policy approved by the CEO of Bapcor Limited.

8 References

Bapcor Values

Bapcor Code of Conduct

Ethical Supply Chain Procurement Policy BAPCORP020

Bapcor Whistleblower Policy BAPCORP017

Gifts, Gratuities & Entertainment Policy BAPCORP014

9 Version Control

Version	Amendment/s	Date created	Author
1.0	Establish policy	2 July 2020	Greg Fox

