



# Integrity Policy

## Our Values



We give a damn...



We are in it together...



We get it done...



We do the right thing...

## Our Code of Conduct

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| I. <b>Corporate Governance Statement</b>                        | IX. <b>Workplace Health and Safety Policy</b>                |
| II. <b>Disclosure Policy</b>                                    | X. <b>Human Rights Policy</b>                                |
| III. <b>Diversity Policy</b>                                    | XI. <b>Gifts, Gratuities and Entertainment Policy</b>        |
| IV. <b>Securities Trading Policy</b>                            | XII. <b>Delegations of Authority</b>                         |
| V. <b>Shareholder Communication Policy</b>                      | XIII. <b>Protection of Confidential Information</b>          |
| VI. <b>Risk Management Framework</b>                            | XIV. <b>Competition Compliance Policy</b>                    |
| VII. <b>Environmental, Social &amp; Governance (ESG) Policy</b> | XV. <b>Ethical Supply Chain / Procurement (ESC/P) Policy</b> |
| VIII. <b>Privacy and Personal Data Protection Policy</b>        | XVI. <b>Anti-Bribery Corruption &amp; Fraud Policy</b>       |
| XVII. <b>Whistleblower Policy</b>                               |  |



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## Integrity Policy

**Policy No.** BAPCORP025  
**Effective date:** 22 July 2020  
**Last review date:** 22 July 2020  
**Recommended by:** Darryl Abotomey – CEO & MD  
**Authorised by:** Bapcor Board of Directors

# Integrity Policy

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## 1 Introduction

This Integrity Policy provides a clear understanding of how Bapcor will conduct itself, to ensure we operate to the highest standards of professional conduct and comply with all relevant laws and regulations.

Bapcor's Code of Conduct (**Code**) sets out the standards by which Bapcor and its subsidiaries (collectively, **Bapcor**) conducts business. The Code aligns with Bapcor's values and is expected to guide the behaviour of all Bapcor employees (referred to as team members), by clearly stating Bapcor's firm commitment to behaving honestly and fairly, in accordance with the values by which Bapcor stands, and in strict compliance with all laws and regulations.

This Policy identifies the overarching policy and governance documents that Bapcor considers as key to upholding the integrity of the Code.

This Policy applies to all team members of Bapcor, including all consultants, agents, joint venture partners, sponsors, contractors, and any third-party representatives associated with Bapcor, or acting on Bapcor's behalf.

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## 2 Bapcor's Values, Policy and Governance Documents

The following policy and governance documents have been identified by Bapcor's management and Board of Directors as the foundation upon which the Bapcor's values of integrity and accountability rely.

Bapcor's Values capture the spirit of how Bapcor have always done things, and should be used to shape and guide decisions, behaviours and express what happens across the Bapcor group each and every day. Team members must place the following Bapcor's Values at the centre of everything they do.



### We give a damn...

We care about what we do and are proud of how we do it.  
We are passionate and make a difference.



### We are in it together...

We're all part of the Bapcor family.  
We support each other, include everyone and have fun along the way.



### We get it done...

We use our unique talents to find solutions and achieve common goals.  
We celebrate success and strive to win.



### We do the right thing...

We are open, honest and respectful.  
We do what we say and say what we do.



Bapcor team members must take specific note, and familiarise themselves with obligations and expectations arising from the following policy and governance documents, which Bapcor considers to be the fundamental integrity documents by which Bapcor engages with stakeholders:

**I. Corporate Governance Statement**

Identifies Bapcor's commitment to conducting business in an ethical manner and in accordance with the highest standards of corporate governance in full compliance with the ASX Corporate Governance Principles and Recommendations.

**II. Disclosure Policy**

Outlines continuous disclosure obligations of Bapcor with respect to materially price sensitive information to the Australian Securities Exchange (ASX).

**III. Diversity Policy**

Identifies the benefits of a diverse workplace and workforce, and that Bapcor's corporate culture at all levels supports diversity in the workplace whilst maintaining a commitment to a high-performance culture.

**IV. Securities Trading Policy**

Regulates dealings by directors and certain officers of Bapcor and other designated persons, in securities in Bapcor about which they acquire inside information through their position or dealings with Bapcor.

**V. Shareholder Communication Policy**

Promotes the effective communication with shareholders and other stakeholders, and to encourage and facilitate participation at Bapcor's general meetings and dealing promptly with the enquiries of shareholders and other stakeholders

**VI. Risk Management Framework**

The risk management framework characterises Bapcor's processes for managing risk, including policy, objectives, implementation, monitoring, reviewing and improvement of risk management.

**VII. Environmental, Social and Governance (ESG) Policy**

Seeks to take an integrated approach toward economic, environmental and social sustainability, aligning company values and strategic direction with positive outcomes for Bapcor's stakeholders, and the wider community in which we operate.

**VIII. Privacy and Personal Data Protection Policy**

Identifies Bapcor's expectations with regards to how personal data is collected, retained and used, and provides mechanisms for addressing instances of misuse and unauthorised disclosure.

**IX. Workplace Health and Safety Policy**

Outlines Bapcor's goal to keep each other safe and well, including team members, contractors, visitors and members of the public within our workplace, and defines expectations with regards to reducing hazards to health and safety so far as is practicable.

**X. Human Rights Policy**

Sets out Bapcor's commitment to respecting and promoting human rights, underpinned by



Bapcor's Values, Code of Conduct and Environmental, Social and Governance (ESG) strategy.

**XI. Gifts, Gratuities and Entertainment Policy**

Identifies Bapcor's procedures and requirements regarding acceptance of gifts, gratuities, entertainment, supplier/product-based promotions and any associated travel.

**XII. Delegations of Authority**

Identifies the necessary approvals required, and signatories that are authorised, to sign contractual documents based on nature and spend of the transaction.

**XIII. Protection of Confidential Information Policy**

Sets out the procedures and obligations relating to the protection of Bapcor's confidential information, proprietary information and intellectual property.

**XIV. Competition Compliance Policy**

Identifies the obligations of each Bapcor team member under the *Competition and Consumer Act 2010* (Cth) in relation to prohibited conduct, incident reporting and the consequences of non-compliance.

**XV. Ethical Supply Chain / Procurement (ESC/P) Policy**

Details the frameworks that have been established by Bapcor to guide decision making in relation to the planning, execution and ongoing management of supply chain and procurement operations, in a manner consistent with operation of an ethical supply chain.

**XVI. Anti-Bribery Corruption and Fraud Policy**

Identifies instances of bribery, corruption, and prohibited practices (such as facilitation payments, political donations, and gifts and entertainment), and obligations upon team members to refrain from engaging in such activity.

**XVII. Whistleblower Policy**

Encourages 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.

Bapcor's Governance Policies are publicly available on Bapcor's website, and specific Bapcor Group Policies are available on Bapcor's Intranet "Core", or upon request.

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### 3 Breaches of this Policy

Breaches of this Integrity Policy, or the policy and governance documents to which it relates, are viewed very seriously by Bapcor. Bapcor encourages any team members that have any concerns relating to actual or suspected breaches 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 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.

Team members that engage third-parties to act for or on behalf of Bapcor are to emphasise and explain these requirements as a condition of Bapcor's continued relationship with them.

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## 4 General

This Policy will be routinely reviewed, with updates and amendments to this Policy approved by the CEO of Bapcor Limited and the Bapcor Board of Directors.

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## 5 Version Control

Version	Amendment/s	Date created	Author
1.0	Establish policy	22 July 2020	Noel Meehan