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## **Whistleblower Policy**

**Policy No.** BAPCORP017  
**Effective date:** 26 November 2018  
**Last Review Date:** 16 August 2022  
**Recommended by:** Alison Laing – EGM Human Resources  
**Authorised by:** Bapcor Limited Board of Directors

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# Whistleblower Policy

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## 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.

### Australia

The Australian Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth) provide protection for certain individuals who make a qualifying disclosure (together the **Australian Whistleblower Laws**).

A qualifying disclosure is protected under Australian Whistleblower Laws where:

- the disclosure is made by a Whistleblower (defined at part 3 below);
- the disclosure is made directly to an Eligible Recipient (defined at part 3 below);
- the Whistleblower has reasonable grounds to suspect the information they disclose concerns misconduct or an improper state of affairs or circumstances in relation to Bapcor (examples provided at part 3 below); and
- there is a connection between the Whistleblower or the conduct reported and Australia.

A qualifying disclosure also includes:

- disclosures made to specific regulators (set out at part 4 below);
- disclosures made to a legal practitioner for the purpose of obtaining legal advice or legal representation about the operation of the Australian Whistleblower Laws (and do not have to relate to improper conduct); and
- an emergency or public interest disclosure (described at part 4 below).

### New Zealand

The New Zealand Protected Disclosures (Protection of Whistleblowers) Act 2022 (NZ) provides protection for certain individuals who disclose serious wrongdoing in or by an organisation (the **New Zealand Whistleblower Laws**).

In New Zealand, a disclosure is a "**Protected Disclosure**" (which qualifies for protection under the New Zealand Whistleblower Laws) if:

- the disclosure is made by a Discloser (defined at part 3 below);
- the Discloser believes on reasonable grounds that there is, or has been, Serious Wrongdoing (defined at part 3 below) in or by Bapcor;
- the Discloser discloses information about that matter in accordance with the New Zealand Whistleblower Laws; and
- the Discloser does not disclose it in bad faith.

A Protected Disclosure also includes disclosures made to an Appropriate Authority (defined at part 3 below) in accordance with the New Zealand Whistleblower Laws. Such disclosures can be made at any time.

This Policy takes a broad approach to encouraging the reporting of concerns regarding improper conduct in or by Bapcor, which may go beyond the reporting of "Protected Disclosures" as defined above. However, those wishing to make any disclosure relating to New Zealand should be aware that the specific legal protections available under the New Zealand Whistleblower Laws only apply to where the disclosure meets the requirements for a Protected Disclosure set out above.

### Scope of Policy

This Policy outlines how you can make a Disclosure to Bapcor, how you can be protected under the Australian and New Zealand Whistleblower Laws, how Bapcor will investigate and deal with Disclosures of improper conduct, and how Bapcor will support and protect you throughout this process.

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## 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.

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## 3 Definitions

<b>Appropriate Authority</b>	for the purposes of the New Zealand Whistleblower Laws, includes (but is not limited to) any officer of New Zealand Parliament, the membership body of a particular profession with the power to discipline its members, and the persons or bodies listed in the second column of Schedule 2 of the New Zealand Whistleblower Laws, which includes (but is not limited to) the Ombudsman, WorkSafe New Zealand, the New Zealand Police, and the Commerce Commission.
<b>Discloser</b>	for the purposes of the New Zealand Whistleblower Laws, means an individual who is or was formerly: a Bapcor employee, secondee or contractor; concerned in the management of Bapcor (such as a person who is or was a member of the board or governing body of Bapcor); or a volunteer working for Bapcor without reward or expectation of reward for that work.
<b>Disclosure</b>	when a concern is raised by a Whistleblower regarding actual or suspected Misconduct under this Policy.
<b>Disclosure Officer</b>	the nominated contacts at Bapcor for the externally managed, independent disclosure service managed by STOPline – this includes the Chair of the Board’s Audit & Risk Committee, Chief Executive Officer and Managing Director, Chief Financial Officer, and Executive General Manager - Human Resources. These Disclosure Officers are authorised Eligible Recipients for the purposes of the Australian Whistleblower Laws.
<b>Eligible Recipient</b>	a person authorised under the Australian Whistleblower Laws to receive disclosures that qualify for protection in relation to Bapcor. Eligible recipients include the Disclosure Officers, officers, senior managers, internal or external auditors or member of an audit team conducting an audit or an actuary at Bapcor. For tax-related matters eligible recipients include a person registered under Australian law as a tax agent or Business Activity Statement (BAS) agent in relation to Bapcor’s tax or BAS related affairs.
<b>Investigation</b>	process to look into a Disclosure made under this Policy.
<b>Misconduct</b>	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"><li>• A material breach of the Bapcor Code of Conduct or company policies;</li><li>• Conduct or proposed conduct that is against the law;</li><li>• Dishonest, fraudulent, corrupt or unlawful conduct or practices;</li><li>• Misleading or deceptive conduct, which may include improper or misleading accounting, financial or tax practices;</li><li>• Harassment, discrimination, bullying or coercion;</li><li>• Conduct endangering the health and safety of any person or persons which has been reported to management but not acted upon;</li><li>• Actions within the control of Bapcor which are a significant danger to the environment;</li></ul>

- Any action taken against or harm suffered by a person as a result of making a Disclosure under this Policy;
- Any other behaviour or actions which may cause loss to Bapcor or which may be detrimental to its interests; and
- for the purposes of New Zealand Whistleblower Laws, Serious Wrongdoing.

**Protected Disclosure** for the purposes of New Zealand Whistleblower Laws, has the meaning set out at part 1 above.

**Receiver** in relation to Disclosures made in relation to Bapcor in New Zealand, a person authorised under the New Zealand Whistleblowers Laws to receive Protected Disclosures. Receivers include Bapcor, the head or deputy head of Bapcor, and any Appropriate Authority.

**Serious Wrongdoing** for the purposes of New Zealand Whistleblower Laws, includes any act, omission, or course of conduct in (or by) Bapcor which is one or more of the following:

- An offence;
- A serious risk to public health, or public safety, or the health and safety of any individual, or the environment;
- A serious risk to the maintenance of law, including the prevention, investigation and detection of offences, or the right to a fair trial;
- An unlawful, a corrupt, or an irregular use of public funds or public resources;
- Oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by a person performing (or purporting to perform) a function or duty or exercising (or purporting to exercise) a power on behalf of a public sector organization or the (New Zealand) Government.

**Speak Up Committee** includes the Chair of the Board's Audit & Risk Committee, Chief Executive Officer and Managing Director, Chief Financial Officer, Executive General Manager – Human Resources, General Counsel and Company Secretary, and may also include other senior executives and Board Directors as appropriate.

**Whistleblower** means any current or past Bapcor officer, associate, employee or team member as well as current or past contractors and suppliers of Bapcor (and their employees) who disclose suspected or actual Misconduct in accordance with this Policy. Also included are relatives of any of these people.

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## 4 Procedure

### Which concerns should be raised under this Policy?

#### Misconduct or wrongdoing

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.

You may still qualify for protection under this Policy and the Australian or New Zealand Whistleblower Laws even if your Disclosure turns out to be incorrect.

#### Personal work-related grievances

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.

However, a personal work-related grievance will still qualify for protection under this Policy and

Australian Whistleblower Laws in the following circumstances:

- it includes information about Misconduct, or information about Misconduct includes or is accompanied by a personal work-related grievance (mixed Disclosure);
- Bapcor is alleged to have breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the Disclosure relates to information that suggests Misconduct beyond your personal circumstances;
- you suffer from or are threatened with detriment for making a Disclosure; or
- you seek legal advice or legal representation about the operation of the Australian Whistleblower Laws.

If you are a current or former New Zealand employee, and the matter said to give rise to any such personal work-related grievance may amount to Serious Wrongdoing, then the Policy and New Zealand Whistleblower Laws will still apply if the requirements for a Protected Disclosure are satisfied.

### **Who should concerns about Misconduct be made to?**

#### **Internal Reporting**

Under this Policy, Disclosures of actual or suspected Misconduct should be made (by phone, email or in person) to any of the following Disclosure Officers:

Chair of the Board's Audit & Risk Committee;

Chief Executive Officer and Managing Director;

Chief Financial Officer;

Executive General Manager – Human Resources; or

for the purpose of any New Zealand-specific Disclosures, any of the above persons, or Executive General Manager – New Zealand .

Contact details for the Disclosure Officers are available on Core (Bapcor's intranet site).

#### **External Reporting – Speak Up at Bapcor service**

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

#### **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	-	<a href="mailto:bapcor@stopline.com.au">bapcor@stopline.com.au</a>
Web	-	<a href="http://bapcor.stoplinereport.com">bapcor.stoplinereport.com</a>
Facsimile	-	+61 3 9882 4480
Mail	-	STOPline PO Box 403 Diamond Creek, Victoria 3089 Australia

#### **External reporting**

##### **General**

Nothing in this Policy is intended to prevent a person from making a Disclosure 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.

### Reporting to regulators

Disclosures of actual or suspected Misconduct may also be protected by Australian Whistleblower Laws if they are made to specific government or regulatory bodies such as the Australian Securities and Investments Commission; Australian Prudential Regulation Authority; (for tax-related matters) the Australian Commissioner of Taxation or any other body prescribed by regulation; or in New Zealand, team members and contractors (and any other Disclosers) may also make a Disclosure to an Appropriate Authority at any time.

### Emergency and public interest disclosures

In specific circumstances, a disclosure may be protected by the Australian Whistleblower Laws if it is made to a journalist or parliamentarian. It is important you understand the criteria for making an emergency or public interest disclosure and it is recommended you seek independent legal advice before doing so. The disclosure should have been previously made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. In the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure.

### Can Disclosures be made anonymously?

#### Australia

Yes, you can remain anonymous while making a Disclosure, over the course of any Investigation and after the Investigation is finalized and still be protected under this Policy and the Australian Whistleblower Laws. You can refuse to answer questions that you feel could reveal your identity at any time, including during follow-up conversations. If you wish to remain anonymous it is recommended you maintain ongoing two-way communication with Bapcor so that Bapcor can ask follow-up questions or provide feedback.

Disclosures of Misconduct, either internally or externally, may be made anonymously. However, providing as much information as possible will assist in the subsequent Investigation process. Bapcor will protect anonymity by not taking deliberate steps to identify anyone who has raised an anonymous Disclosure.

All Disclosures are confidential.

#### New Zealand

In relation to Disclosers in New Zealand, Bapcor will use its best endeavours to keep confidential all information that might identify you. However, this is subject to any exceptions under the New Zealand Whistleblower Laws (in relation to Protected Disclosures) and/or in this Policy below under "Protecting Whistleblowers' Confidentiality".

### 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, or where allowed under the applicable Whistleblower Laws.

Should a Disclosure relate to:

- the Chief Executive Officer and Managing Director, the Chair of the Board's Audit & Risk Committee will be notified as a Disclosure Officer;
- a member of Bapcor's Group Leadership Team, the Chair of the Board's Audit & Risk



Committee and the Chief Executive Officer and Managing Director will be notified as the Disclosure Officers.

### **How are concerns raised under this Whistleblower Policy investigated?**

A Disclosure raised under this 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. As a general rule, anyone involved in these actions should not be implicated in the Disclosure or otherwise conflicted.

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 and if able to be contacted, the Whistleblower will be provided regular updates and 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. Measures that Bapcor may undertake to ensure fair treatment include:

- as part of an Investigation determining whether there is enough evidence to substantiate or refute the matters reported; and
- advising a subject of a Disclosure about the subject matter of the Disclosure and as and when required by the principles of natural justice and procedural fairness.

### **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 Disclosure 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, as well as threatening to do any of the above.

If a person suffers detriment or unfavourable treatment as a result of making a Disclosure under this Policy, or because that person may make a Disclosure 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.

- Where the Australian Whistleblower Laws apply, anyone who is proven to have engaged in detrimental or unfavourable treatment may be guilty of an offence and may be liable for damages. 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 Disclosure under this Policy or because they may make a Disclosure under this Policy, and where Bapcor failed to take reasonable precautions and exercise due diligence to prevent the detrimental or unfavourable treatment.
- Where the New Zealand Whistleblower Laws apply and a person is treated less favourably, or experiences retaliation or victimisation, in relation to their Disclosure, they may be entitled to various protections under New Zealand law (including under the New Zealand Whistleblower Laws, Employment Relations Act 2000, Human Rights Act 1993, and/or Privacy Act 2020).

Other measures that Bapcor may take to protect you from detriment include:

- taking action to reduce the risk of detriment or unfavourable treatment—for example, allowing you to perform your duties from another location, reassigning you to another role at the same level, making other modifications to your workplace or the way you perform your work duties, or reassign or relocate other team members involved in the Disclosure; 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 you.

## Protecting Whistleblowers' confidentiality

### *Australia*

Bapcor will protect your identity and any information likely to lead to your identification and will not disclose these details without your consent, unless such a disclosure is made to a lawyer for the purposes of obtaining legal advice or representation in relation to Australian Whistleblower Laws or is made to ASIC, APRA, the Australian Federal Police or a person or body prescribed by regulation or (for tax-related matters) to the Commissioner of Taxation.

However, Bapcor may disclose information likely to lead to your identification where necessary to investigate a report of Misconduct without your consent. Where this is required, Bapcor will take all reasonable steps to reduce the risk that you will be identified.

If the Australian Whistleblower Laws apply, a person commits an offence if they obtain your identity or information likely to lead to your identification directly or indirectly because of your Disclosure and they disclose that information, unless one of the exceptions above applies.

### *New Zealand*

Where any report is a Protected Disclosure, Bapcor may decide not to keep your identity confidential in certain circumstances under the New Zealand Whistleblower Laws.

This includes where you consent, or where Bapcor has reasonable grounds to believe that releasing the identifying information is essential:

- for the effective investigation of the disclosure;
- to prevent a serious risk to public health, public safety, the health or safety of any individual or the environment; or
- to comply with the principles of natural justice.

Any disclosure of your identity in relation to a Protected Disclosure (or any other report of Misconduct) will be managed in accordance with Bapcor's obligations under New Zealand law.

### *In both Australia and New Zealand*

Other measures that Bapcor may take to protect your confidentiality are as follows:

- ensuring Disclosures are handled and investigated by appropriately qualified individuals;
- ensuring all paper and electronic documents and other materials relating to Disclosures will be stored securely;
- limiting access to information relating to a Disclosure to those directly involved in managing and investigating the Disclosure; and
- limiting the number of people who are directly involved in handling and investigating a Disclosure who will be made aware of your identity (subject to your consent) or information that is likely to lead to the identification of the discloser.

### *Other protections*

Other protections may also be available to Whistleblowers under local laws. For example, under Australian Whistleblower Laws, 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 in New Zealand, other protections may also include:

- immunity from civil and criminal proceedings (for any Discloser);
- protection against retaliation in the workplace (for team members who are employees); and



- protection against victimisation (for any Discloser).

Knowingly false claims are viewed as serious and may be regarded as a breach of the Code of Conduct and subject to disciplinary action. Under New Zealand Whistleblower Laws, if a Disclosure is made in bad faith, it will not amount to a Protected Disclosure and will therefore not qualify for statutory protection.

#### **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 monthly and annually.

#### **What is the role of the 'Speak Up' Committee?**

A quorum of at least three members of the 'Speak Up' Committee meets monthly to review the Disclosures and the related Investigations, actions and outcomes. The Speak Up Committee also considers themes and trends from Disclosures and recommends initiatives to the Bapcor Limited Board of Directors to address any issues if required.

#### **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.

#### **More information**

For more information about the matters raised in this Policy, please speak to a Disclosure Officer. For more information about legal protection you should obtain independent legal advice.

## **5 References**

Bapcor Code of Conduct

Bapcor Values

Bapcor Integrity Policy

Bapcor Privacy Policy

## 6 Version Control

<b>Version</b>	<b>Amendment/s</b>	<b>Date created</b>	<b>Author</b>
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 <sup>th</sup> Edition)	25 November 2019	Alison Laing
3.0	Amendments to reflect best practice recommendations set out in ASIC Regulatory Guide 270	1 December 2021	Alison Laing
4.0	Amendments to reflect the new provisions in the <i>Protected Disclosures (Protection of Whistleblowers) Act 2022 (NZ)</i>	16 August 2022	Alison Laing