



Corporate Governance Statement

For the period ended 30 June 2022

The Board of Directors of Advanced Braking Technology Limited ('ABT') aims to achieve appropriate standards of corporate governance and has established corporate governance policies and procedures, where practicable, consistent with the ASX Corporate Governance Council's '*Corporate Governance Principles and Recommendations – 4th Edition*' (*ASX Principles or Recommendation*), which became effective on 1 July 2020.

In ensuring appropriate standard of ethical behaviour and accountability, the Board has included in its corporate governance policies those matters contained in the ASX Recommendations where applicable. However, the Board also recognises that full adoption of the above ASX Recommendations may not be practical nor provide the optimal result given the particular circumstances and structure of the Company. The Board is, nevertheless, committed to ensuring that appropriate Corporate Governance practices are in place for the proper direction and management of the Company. This statement outlines the main Corporate Governance practices of the Company disclosed under the ASX Recommendations, including those that comply with best practice and which unless otherwise stated, were in place during the whole of the period to the date of this statement.

Details have been included in this statement setting out the ASX Best Practice Recommendations with which the Company has and has not complied in the reporting period. This Corporate Governance Statement has been approved by the Board on 30 August 2022.

Details of the Company's corporate governance practices in the relevant reporting period are set out below.

Corporate Governance Statement

RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board is governed by:</p> <ul style="list-style-type: none"> • the Corporations Act 2001 (Cth), • its formal constitution, and • by the ASX Listing Rules. <p>The Board’s primary role is to set policy regarding the affairs of the Company for the protection and enhancement of long-term shareholder value.</p> <p>The primary responsibilities of the Board are set out in a Board Charter and written policy and include:</p> <ul style="list-style-type: none"> • Providing leadership to the Company; • Overseeing the development and implementation of strategy; • Ensuring corporate accountability to shareholders primarily through adopting an effective shareholder/stakeholder communications policy; • Overseeing the control and accountability systems that ensure the company is progressing towards the goals set by the board and in line with the company’s purpose, the agreed corporate strategy, legislative requirement and community expectations; • Ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively; • Being responsible for the company’s Chief Executive Officer (CEO) and senior management and personnel including: <ul style="list-style-type: none"> ○ Directly managing the CEO, including appointment, removal, annual reviews of performance, overseeing the development of the CEO. ○ Ratifying the appointment, the terms and conditions of the appointment and, where appropriate, the removal of the company secretary and other senior managers. ○ Oversight of annual senior executive performance reviews. ○ Ensuring that an appropriate succession plan for the CEO, CFO, company secretary and other senior managers.

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		<ul style="list-style-type: none"> ○ Ensuring appropriate human resource systems (including WHS systems) are in place to ensure the well-being and effective contribution of all employees. ○ Promoting diversity within all levels of the company. ● Delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers; ● Making all decisions outside the scope of these delegated powers. <p>The Board evaluates this policy on an ongoing basis.</p> <p>The primary responsibilities of the Management are:</p> <ul style="list-style-type: none"> ● Operating the Company in accordance with the powers delegated by the Board to Management, as defined by the Company’s financial delegation policy; ● Implementing the strategic objectives of the Company; ● Operating within the risk appetite set by the Board; and ● Providing the Board with accurate, timely and clear information.
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board is primarily responsible for identifying potential new directors but has the option to use an external consulting firm to identify and approach possible new candidates for directorship. The directors may at any time appoint a person to be a director, but the total number of directors may not at any time exceed the maximum number specified in the Constitution of the Company (currently nine) and any director so appointed holds office only until the next following Annual General Meeting when they are eligible for re-election. The Board undertakes appropriate background checks and requires existing and potential directors to provide evidence of their qualifications, police clearances and solvency checks.</p> <p>The Chief Executive Officer will undertake the recruitment and selection process of senior executives that are proposed to the Board for appointment.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		<p>The Company provides security holders with all material information relevant to a decision on whether or not to elect or re-elect a director by disclosing details of a director's skills, experience and qualifications in the Annual General Meeting notice of meeting, dealing with director election or re-election. Further, the Company provides all material information in profiles of the Company's directors on the Company's website. Refer to www.advancedbraking.com/board-management</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p>	<p>The roles and responsibilities of Directors have been formalised in letters of appointment which each Director has entered into. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, and insurance and indemnity entitlements</p> <p>The Company appoints senior executives via the execution of an Executive Employment Contract. The contract terms of senior executives, who are Key Management Personnel, are summarised in the Remuneration Report of the Company's 2022 Annual Report.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p>	<p>The Company Secretary is accountable to the Board through the Chair on all matters relating to the proper functioning of the Board. All directors have access to the Company Secretary.</p> <p>The appointment or removal of the Company Secretary is a matter for the Board. Details of the Company Secretary's experience and qualifications are set in the Company's 2022 Annual Report.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION																													
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity’s progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or (B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act. <p>If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p>Partially</p>	<p>Diversity includes, but is not limited to, race, religion, gender, age and any other irrelevant point of difference. The Company is committed to diversity and recognises the benefits arising from employee and Board diversity and the importance of benefiting from all available talent. Accordingly, the Company has established a diversity policy which is provided to all staff with responsibility for recruitment.</p> <p>This diversity policy outlines requirements for the Board to develop measurable objectives for achieving diversity, and annually assess both the objectives and the progress in achieving those objectives. Accordingly, the Board has developed the following objectives regarding gender diversity and aims to achieve these objectives as positions become vacant and appropriately qualified candidates become available:</p> <table border="1" data-bbox="1227 683 1912 976" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">Actual</th> <th colspan="2">Objectives</th> </tr> <tr> <th colspan="2">2022</th> <th colspan="2">2023</th> </tr> <tr> <th></th> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Women on the Board</td> <td>1</td> <td>25</td> <td>1</td> <td>25</td> </tr> <tr> <td>Women in senior executive positions</td> <td>1</td> <td>25</td> <td>1</td> <td>25</td> </tr> <tr> <td>Women employees in the Company</td> <td>5</td> <td>29</td> <td>5</td> <td>25</td> </tr> </tbody> </table> <p>However, given the size of the Company, the scale of its operations and workforce, the Board is of the view that measurable objectives for achieving gender diversity are not required or practical at this time. As vacancies become available within the organisation the Company undertakes recruitment processes to ensure an appropriately diverse candidate pool is available to select successful applicants based on appropriate skills, experience and qualifications. As the Company has not established measurable objectives for achieving gender diversity, the Company has not reported on progress towards achieving them.</p>		Actual		Objectives		2022		2023			No.	%	No.	%	Women on the Board	1	25	1	25	Women in senior executive positions	1	25	1	25	Women employees in the Company	5	29	5	25
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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		The Company's diversity policy is available to be viewed on the Company's website. Refer to www.advancedbraking.com/corporate-governance .
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The performance of all Directors is assessed through review by the Board as a whole. A Director's attendance at and involvement in Board meetings and committee meetings, the Director's contribution and other matters identified by the Board or other Directors are taken into consideration. The Directors undertake a written and verbal evaluation, with specified criteria, of the Board and meeting as a standing agenda item at the Company's Board meetings. Significant issues are actioned by the Chair or as required, the full Board.</p> <p>The Company has conducted a performance evaluation of the Board, its committees and members of the Board during the reporting period to 30 June 2022, in accordance with the process described above.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	The Board has delegated the operation and administration of the group to the Chief Executive Officer and the senior executive team. Their performance is assessed formally by the Board on an annual basis both subjectively and by measuring performance against Key Performance Indicators. Performance evaluations were completed in 2022 in accordance with the policy.

RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
Principle 2: Structure the board to be effective and add value		
<p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Partially</p>	<p>The Company has a Remuneration and Nomination Committee ('Committee') that undertakes the role of the nomination committee. The Remuneration and Nomination Committee has an informal charter and is in the process of formalising the charter.</p> <p>The role of the Committee is to assist the Board in ensuring that the Board comprises directors with a range and mix of attributes appropriate for achieving its objective. The Committee assists the Board by:</p> <ul style="list-style-type: none"> • reviewing the skills and expertise of directors and identifying potential deficiencies; • identifying suitable candidates for the Board, with the assistance of independent recruiting agencies; • overseeing Board and Director reviews; and • establishing succession planning arrangements. <p>During the year ended 30 June 2022, the Remuneration and Nomination Committee consisted of all four Non-Executive Directors the majority of whom are independent directors, with Mr Mark Lindh as the Committee Chair who is an independent director.</p> <p>The Directors' qualifications and their attendance at meetings of the committee are included in the Directors' report of the Company's 2022 Annual Report.</p> <p>The Committee held six meetings during the year ended 30 June 2022 and no new directors were appointed during the period.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION																																																			
<p>Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The following table outlines the experience and skills of the Board.</p> <table border="1" data-bbox="1120 338 2029 1300"> <thead> <tr> <th data-bbox="1120 338 1659 448">Experience Skills and Attributes</th> <th data-bbox="1659 338 1794 448">Board</th> <th data-bbox="1794 338 2029 448">Audit, Governance and Remuneration</th> </tr> </thead> <tbody> <tr> <td data-bbox="1120 448 1659 483">Total non-executive directors</td> <td data-bbox="1659 448 1794 483" style="text-align: center;">4</td> <td data-bbox="1794 448 2029 483" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 518 1659 644">Experience Corporate Leadership – Successful experience in CEO and/or other corporate leadership roles</td> <td data-bbox="1659 518 1794 644" style="text-align: center;">3</td> <td data-bbox="1794 518 2029 644" style="text-align: center;">3</td> </tr> <tr> <td data-bbox="1120 644 1659 711">Industry Experience – Relevant industry experience</td> <td data-bbox="1659 644 1794 711" style="text-align: center;">4</td> <td data-bbox="1794 644 2029 711" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 711 1659 810">Other Board level experience – Membership of other listed entities (last 3 years)</td> <td data-bbox="1659 711 1794 810" style="text-align: center;">3</td> <td data-bbox="1794 711 2029 810" style="text-align: center;">3</td> </tr> <tr> <td data-bbox="1120 842 1659 877">Knowledge and skills</td> <td></td> <td></td> </tr> <tr> <td data-bbox="1120 877 1659 912">Strategy</td> <td data-bbox="1659 877 1794 912" style="text-align: center;">4</td> <td data-bbox="1794 877 2029 912" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 912 1659 948">Governance</td> <td data-bbox="1659 912 1794 948" style="text-align: center;">4</td> <td data-bbox="1794 912 2029 948" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 948 1659 983">Capital Raising</td> <td data-bbox="1659 948 1794 983" style="text-align: center;">4</td> <td data-bbox="1794 948 2029 983" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 983 1659 1018">Risk and Compliance</td> <td data-bbox="1659 983 1794 1018" style="text-align: center;">4</td> <td data-bbox="1794 983 2029 1018" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 1018 1659 1053">Mergers and Acquisitions</td> <td data-bbox="1659 1018 1794 1053" style="text-align: center;">4</td> <td data-bbox="1794 1018 2029 1053" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 1053 1659 1088">Tertiary qualifications</td> <td data-bbox="1659 1053 1794 1088" style="text-align: center;">4</td> <td data-bbox="1794 1053 2029 1088" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 1088 1659 1142">Economics, law, commerce and/or business</td> <td data-bbox="1659 1088 1794 1142" style="text-align: center;">4</td> <td data-bbox="1794 1088 2029 1142" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 1142 1659 1177">Accounting and Finance</td> <td data-bbox="1659 1142 1794 1177" style="text-align: center;">4</td> <td data-bbox="1794 1142 2029 1177" style="text-align: center;">4</td> </tr> <tr> <td data-bbox="1120 1209 1659 1244">Gender</td> <td></td> <td></td> </tr> <tr> <td data-bbox="1120 1244 1659 1279">Female</td> <td data-bbox="1659 1244 1794 1279" style="text-align: center;">1</td> <td data-bbox="1794 1244 2029 1279" style="text-align: center;">1</td> </tr> <tr> <td data-bbox="1120 1279 1659 1315">Male</td> <td data-bbox="1659 1279 1794 1315" style="text-align: center;">3</td> <td data-bbox="1794 1279 2029 1315" style="text-align: center;">3</td> </tr> </tbody> </table>	Experience Skills and Attributes	Board	Audit, Governance and Remuneration	Total non-executive directors	4	4	Experience Corporate Leadership – Successful experience in CEO and/or other corporate leadership roles	3	3	Industry Experience – Relevant industry experience	4	4	Other Board level experience – Membership of other listed entities (last 3 years)	3	3	Knowledge and skills			Strategy	4	4	Governance	4	4	Capital Raising	4	4	Risk and Compliance	4	4	Mergers and Acquisitions	4	4	Tertiary qualifications	4	4	Economics, law, commerce and/or business	4	4	Accounting and Finance	4	4	Gender			Female	1	1	Male	3	3
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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the Board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	<p>Yes</p>	<p>The Board of Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment. In the context of director independence, “materiality” is considered from both the Company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount.</p> <p>Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangement governing it and other factors that point to the actual ability of the director in question to shape the direction of the Company’s loyalty.</p> <p>The ASX Corporate Governance Council identifies factors relevant to assessing the independence of a director. These include:</p> <ul style="list-style-type: none"> • the length of service of each director; • employment in an executive capacity by the entity; • has a material business relationship or is a provider of material professional services to the entity; • is a substantial shareholder of the entity; • has a material contractual relationship with the entity; or • a close family tie with any person within any of the categories described above. <p>In accordance with the definition of the independence above, and the materiality threshold set, refer to below for the assessment of independence of each Director of Advanced Braking Technology Ltd:</p>

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		<table border="0"> <thead> <tr> <th>Name</th> <th>Position</th> <th>Appointment Date</th> <th>Independence</th> </tr> </thead> <tbody> <tr> <td>Ms Dagmar Parsons</td> <td>Non-Executive Director & Chair</td> <td>24 April 2018</td> <td>Independent</td> </tr> <tr> <td>Mr David Slack</td> <td>Non-Executive Director</td> <td>9 September 2009</td> <td>Not independent</td> </tr> <tr> <td>Mr Adam Levine</td> <td>Non-Executive Director</td> <td>9 April 2013</td> <td>Independent</td> </tr> <tr> <td>Mr Mark Lindh</td> <td>Non-Executive Director</td> <td>27 June 2017</td> <td>Independent</td> </tr> </tbody> </table> <p>Mr David Slack is not considered to be independent as he is a substantial shareholder of the Company with a 18% relevant interest in ordinary shares.</p> <p><i>Independent professional advice</i></p> <p>With the prior approval of the Chair, each Director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as Directors.</p>	Name	Position	Appointment Date	Independence	Ms Dagmar Parsons	Non-Executive Director & Chair	24 April 2018	Independent	Mr David Slack	Non-Executive Director	9 September 2009	Not independent	Mr Adam Levine	Non-Executive Director	9 April 2013	Independent	Mr Mark Lindh	Non-Executive Director	27 June 2017	Independent
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<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	As per the assessment of Director independence above, the majority of the Board are independent, Non-Executive Directors.																				
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	Yes	The Board requires that the Chair be an independent director and that the role of Chair of the Board is separate from that of the Chief Executive officer who is responsible for the day to day management of the Company. The role of the Chair has been fulfilled by Ms Dagmar Parsons, who is an independent Director. During the year, Mr John Annand resigned as Chief Executive Officer on 11 April 2022 and Mr Andrew Booth was nominated																				

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		as Acting Chief Executive Officer. Mr Andrew Booth later was appointed Chief Executive Officer on 15 March 2022.
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as a Director effectively.</p>	Yes	An induction process including appointment letters exists to promote early, active and relevant involvement of new members of the Board. All ABT directors are encouraged to further their knowledge through ongoing professional development through professional industry, governance and government bodies.
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values</p>	Yes	<p>The Company's Values are:</p> <ul style="list-style-type: none"> • Integrity • Respectful • Accountability • Teamwork <p>The Company determined its Values in a process with contributions from all ABT employees. A copy of the Company's Values is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance.</p> <p>"We believe in safety – it is central to everything we do. Through embracing "safety Principles" in everything we do, we aspire to create prosperity for everyone who is touched by our business.</p> <p>We aim to design, produce and sell innovative braking solution with the commitment to promoting sustainable business practices that protect people and their environment."</p>

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<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Yes	<p>The Company aims for an appropriate standard of corporate governance and ethical conduct by Directors and employees.</p> <p>The Company has a code of conduct for Directors, senior executives and employees. A copy of the code is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance</p> <p>The CEO will advise the Board of any material breaches of the Company's Code of Conduct, at least at the Company's next Board meeting or earlier depending on the circumstances.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Yes	<p>The Company has a Whistleblower Policy. A copy of the policy is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance</p> <p>The CEO will advise the Board of any material incidents reported under the Whistleblower Policy, at least at the Company's next Board meeting or earlier depending on the circumstances.</p>
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Yes	<p>The Company has an Anti-bribery and Corruption Policy. A copy of the policy is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance</p> <p>The CEO will advise the Board of any material breaches of the Company's Anti-bribery and Corruption Policy, at least at the Company's next Board meeting or earlier depending on the circumstances.</p>

RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
Principle 4: Safeguard the integrity of corporate reports		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, and disclose: 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and <p>in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(B) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Partially</p>	<p>The Audit Committee consists of all four Non-Executive Directors, the majority of whom are independent directors, with Mr David Slack as the Committee Chair, who is a non-independent director. The Audit Committee has a formal charter, which is available on the Company’s website. Refer to www.advancedbraking.com/corporate-governance</p> <p>Meetings are held as required between the Audit Committee, the Company’s Chief Executive Office, the Chief Financial Officer and the Auditors to discuss the Company’s ongoing activities and to discuss, where appropriate, any proposed changes prior to their implementation and to seek advice in relation thereto.</p> <p>The Board has no formal procedures for the selection, appointment or rotation of its external auditor but reviews this matter on an ongoing basis and implements changes as required.</p> <p>The Committee held five meetings during the year ended 30 June 2022. For the relevant qualifications and experience of members of the Audit Committee and their attendances at meetings refer to the Directors’ report, in the 2022 Annual Report.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Yes</p>	<p>The person who performs the Chief Executive Officer and Chief Financial Officer roles are required to provide written declarations under s295A of the Corporations Act that, in their opinion,</p> <ul style="list-style-type: none"> • the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true a fair view of the financial position and performance of the entity; and • that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		Both the Chief Executive Officer, Andrew Booth and the Chief Financial Officer, Angela Godbeer have provided their declarations to the Board in relation to the 2022 Annual Report.
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>A periodic corporate report includes an entity's annual directors' reports, quarterly activity reports, quarterly cash flow reports and, in some cases, integrated reports (if prepared as a separate annual report) and sustainability reports.</p> <p>The preparation of public corporate reports is a similar methodology to the preparation of reports that are audited or reviewed by an external auditor. At all times the Company strives to satisfy itself that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p> <p>The originator of the report ensures that all statements and financial information or calculations are supported by source documentation or factual evidence and have a reasonable basis. All assumptions within a document or financial model are disclosed and considered for appropriateness. Material accuracy, appropriate information and balanced reporting is achieved by layers of review undertaken within the organisation by senior managers, peer reviews, CEO review, Company Secretary review and final review and approval is undertaken by the Board. A majority of Directors' approval is required prior to the release of the document to the ASX.</p> <p>If there is any uncertainty regarding the materially accuracy of a corporate report, the Company will seek external advice or review of the document. Any errors or misleading information that may be published is corrected by the Company via a separate release as soon as the Company becomes aware of the error.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
Principle 5: Make timely and balanced disclosure		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rules 3.1.</p>	Yes	<p>The Company has in place a continuous disclosure policy, a copy of which is provided to all Company officers and employees who may from time to time be in the possession of undisclosed information that may be material to the price or value of the Company's securities.</p> <p>The continuous disclosure policy aims to ensure timely compliance with the Company's continuous disclosure obligations under the Corporations Act 2001 (Cth) and ASX Listing Rules and ensure officers and employees of the Company understand these obligations. The procedure adopted by the Company is essentially that any information which may need to be disclosed must be brought to the attention of the Chair, who in consultation with the Board (where practicable) and any other appropriate personnel, will consider the information and whether disclosure is required and prepare an appropriate announcement.</p> <p>The Board will review the Company's compliance with the Continuous Disclosure Policy regularly and update it from time to time, if necessary.</p> <p>A copy of the Continuous Disclosure policy is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>All Directors of the Company receive the ASX confirmation of the lodgement of an ASX Announcement by email from the ASX Market Announcements platform.</p>
<p>Recommendation 5.3</p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>	Yes	<p>In accordance with the Company's Continuous Disclosure policy, a copy of any presentation materials used by the Company must first be released on the ASX Market Announcements Platform ahead of the presentation, to ensure a fully informed market.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>The Company operates under the continuous disclosure requirements of the ASX Listing Rules and aims to ensure that all information which may be expected to affect the value of the Company's securities or influence investment decisions is released to the market in order that all investors have equal and timely access to material information concerning the Company. The information is made publicly available on the Company's website following release to the ASX.</p> <p>The Company website contains names, photographs and profiles of its directors and senior executives. Refer to www.advancedbraking.com/board-management</p> <p>The Company website also has a corporate governance page which provides access to the Company's constitution, Board and Committee charters, corporate governance policies and statements. Refer to www.advancedbraking.com/corporate-governance</p>
Recommendation 6.2 A listed entity should have an investor relations program that facilitate effective two-way communication with investors.	Yes	<p>ABT actively engages with investors at the Annual General Meeting and General Meetings, provides periodic operational updates to the market and responds to enquiries made from time to time. In addition, the Company engages external advisers to facilitate its investor relations program. Investor relations queries can be directed to info@advancedbraking.com and https://marketeye.com.au/.</p> <p>Information is communicated to Shareholders as follows:</p> <ul style="list-style-type: none"> • as the Company is a disclosing entity, regular announcements are made to the Australian Securities Exchange in accordance with the Company's continuous disclosure policy, including quarterly activity and cash flow reports, half-year audit reviewed accounts, year-end audited accounts and an Annual Report; • the Board ensures the Annual Report includes relevant information about the operations of the Company during the year, changes in the state of affairs and details of future developments; • any proposed major changes in the Company's affairs are submitted to a vote of Shareholders, as required by the Corporations Act 2001;

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		<ul style="list-style-type: none"> the Board encourages full participation of Shareholders at the Annual General Meeting to ensure a high level of accountability and identification of the Company's strategies and goals. All Shareholders who are unable to attend these meetings are encouraged to communicate or ask questions by writing to the Company; and the external auditor is requested to attend the annual general meetings to answer any questions concerning the audit and the content of the auditor's report. <p>The Board reviews this program and compliance with it on an ongoing basis.</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.</p>	Yes	<p>The Board encourages full participation of shareholders at the Annual General Meeting and general meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the Shareholders as single resolution and Shareholder discussion of the resolutions is encouraged.</p> <p>The shareholders are given the opportunity to put questions to the Company and Auditor, prior to and during the shareholders' meeting. Where appropriate, a response is provided during the shareholders' meeting.</p> <p>The Board aims to ensure that shareholders are given the opportunity to engage with the Company as conveniently as possible. Shareholders are able to receive communications from the Company electronically via the Company's share registry, Computershare Investor Services. Shareholders are also able to contact the Company via its public email address info@advancedbraking.com and the share registry via its online portal, Investor Centre – Australia. Refer to https://www-au.computershare.com/Investor/#Home.</p>
<p>Recommendation 6.4</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	Yes	<p>It is the responsibility of the person chairing a meeting of security holders (Chair) to ascertain the true will of the security holders attending and voting at the meeting, whether they attend in person, electronically or by proxy or other representative. This is achieved by ABT by the Chair noting the outcome of a resolution by the proxy results prior to the meeting. The meeting voting is conducted by a poll.</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Yes	<p>The Board aims to ensure that shareholders are given the opportunity to engage with the Company as conveniently as possible. Shareholders are able to receive communications from the Company electronically via the Company's share registry, Computershare Investor Services. Shareholders are also able to contact the Company via its public email address info@advancedbraking.com and the share registry via its online portal, Investor Centre – Australia. Refer to https://www-au.computershare.com/Investor/#Home.</p>
<p>Principle 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(B) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p>	Partially	<p>ABT is committed to the proactive management of risks and opportunities through the development of a strong culture and the implementation of practical risk management frameworks and processes across all structures, functions and operational activities.</p> <p>The Audit Committee deals with Board matters of Audit, Finance and Risk and consists of four Non-Executive Directors, the majority of whom are independent. On 30 August 2022, the membership of the Audit Committee consists of Mr David Slack (Chair), Ms Dagmar Parsons, Mr Adam Levine and Mr Mark Lindh.</p> <p>Meetings are held as required by the Audit Committee to discuss the Company's ongoing risk activities and to discuss, where appropriate, any proposed changes prior to the risk management framework and implementation and to seek advice in relation thereto. During the period the Audit Committee held five meetings. For the relevant qualifications and experience of members of the Audit Committee and their attendances at meetings refer to the Directors' report, in the 2022 Annual Report.</p> <p>The Audit Committee's charter is available on the Company's website. Refer to www.advancedbraking.com/corporate-governance</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Company maintains a risk management framework in accordance with its risk management policy. The Company's policies, registers and practices are designed to identify and manage significant business risks, including:</p> <ul style="list-style-type: none"> • regular budgeting and financial reporting; • procedures and controls to manage financial exposures and operational risks; • the Company's business plan; • corporate strategy guidelines and procedures to review and approve the Company's strategic plans; and • insurance and risk management programmes which are reviewed by the Board. <p>The Board reviews these systems and the effectiveness of their implementation annually and considers the management of risk at its meetings. The Company's management has reported to the Board on the effectiveness of the Company's management of its material business risks. The Company's risk profile is reviewed annually. The Board may consult with the Company's external Auditors on external risk matters or other appropriately qualified external consultants on risk generally, as required. A review of the risk management framework has not occurred during the period however is intended to be conducted before the end of the calendar year 2022.</p> <p>The Board receives regular reports (monthly) about the financial condition and operating results of the consolidated group. The Chief Executive Officer and the Chief Financial Officer annually provide a formal statement to the Board that in all material respects and to the best of their knowledge and belief:</p> <ul style="list-style-type: none"> • the Company's financial reports present a true and fair view of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and • the Company's risk management and internal control systems are sound, appropriate and operating efficiently and effectively.

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>No</p> <p>Yes</p>	<p>The Company does not have an internal audit function and does not believe that the size and nature of the Company warrants establishment of said function at this time.</p> <p>Procedures have been established at the Board and Management levels that are designed to safeguard the assets and interests of the Company, and to ensure the integrity of reporting. These include accounting, financial reporting and internal control policies and procedures. To achieve this, the Non-Executive Directors perform the following procedures:</p> <ul style="list-style-type: none"> • ensure appropriate follow-up of significant audit findings and risk areas identified; • review the scope of the external audit to align it with Board requirements; and • conduct a detailed review of published accounts.
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p>	<p>The Board recognises that there are inherent risks associated with the Company's operations. The Board endeavours to mitigate such risks by continually reviewing the activities of the Company in order to identify key business and operational risks and ensuring that they are appropriately assessed and managed. Reports in relation to the Company's management of its material business risks are presented to the Board in the CEO report. The Board and Management do not consider that the entity has any material exposure to environmental or social sustainability risks and has similar operating risks to any other business developing and producing braking systems.</p> <p>ABT seeks to address the environmental and health impacts that result from brake dust emissions by producing products that significantly reduce and contain brake dust emissions.</p> <p>ABT continues to review the COVID-19 operating environment and has adjusted its business operations to reflect the changing operating environment. The Company's primary customer base remains within the mining, civil construction, defence and waste management industries, which to-date have continued to operate during this challenging</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		<p>period. The Company has increased inventory levels as a result of coronavirus related impacts to supply chain management.</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Partially</p>	<p>The Company has a Remuneration and Nomination Committee ('Committee') that undertakes the role of the remuneration committee. The Remuneration and Nomination Committee has an informal charter and is in the process of formalising the charter. The role of the remuneration committee is to assist the Board in the general application of the remuneration policy. In doing so, the remuneration committee is responsible for:</p> <ul style="list-style-type: none"> • developing remuneration policies for Directors and Key Management Personnel, with the assistance, as necessary, of independent external consultants; • reviewing Key Management Personnel remuneration packages annually and, based on these reviews, making recommendations to the Board on remuneration levels for Key Management Personnel; and • assisting the Chair in reviewing KMP performance and reporting to the Board on Key Management Personnel performance. <p>During the year ended 30 June 2022, the Remuneration and Nomination Committee consisted of all four Non-Executive Directors the majority of whom are independent directors, with Mr Mark Lindh as the Committee Chair who is an independent director.</p> <p>The Directors' qualifications and their attendance at meetings of the committee are included in the Directors' report of the Company's 2022 Annual Report. The Committee held six meetings during the year ended 30 June 2022.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive Directors and other senior executives.</p>	<p>Yes</p>	<p>Details of the Company's remuneration policies are included in the Directors' Report of the 2022 Annual Report.</p> <p>Non-Executive Directors will be remunerated by cash, director's fees or share benefits alone and will not be provided with retirement benefits, other than statutory superannuation contributions. Executive Directors and Executives may be remunerated by both fixed remuneration and equity performance based remuneration plus statutory</p>

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RECOMMENDATIONS (4 TH EDITION)	COMPLIANT	EXPLANATION
		superannuation contributions but no termination payments will be agreed other than a reasonable period of notice of termination as detailed in the executive’s employment contract.
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Yes</p>	<p>The Company does have an equity-based remuneration scheme and Employee Share Option Plan was approved by shareholders in 2019 Annual General Meeting. The Company has a policy that participants are not permitted to enter into transactions which limit the economic risk of participating in the scheme.</p> <p>A copy of the Company’s Securities Trading Policy is available on the Company’s website. Refer to www.advancedbraking.com/corporate-governance.</p>