

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Advanced Braking Technology Limited

ABN/ARBN

66 099 107 623

Financial year ended:

30 June 2020

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: www.advancedbraking.com/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 30 September 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 30 September 2020

Name of authorised officer
authorising lodgement:

Kaitlin Smith – Company Secretary

¹ “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council’s recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity’s corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes “OR” at the end of the selection and you delete the other options, you can also, if you wish, delete the “OR” at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: www.advancedbraking.com/corproate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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> <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><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: www.advancedbraking.com/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) at: 2020 Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: www.advancedbraking.com/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: www.advancedbraking.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<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>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: www.advancedbraking.com/corporate-governance</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: www.advancedbraking.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at:</p> <p>and the information referred to in paragraphs (4) and (5) at: Directors' Report of the 2020 Annual Report.</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at: N/A</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>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><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: 2020 Corporate Governance Statement www.advancedbraking.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation 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 (c) the length of service of each director. 	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: 2020 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: N/A and the length of service of each director at: The Directors' Report of the 2020 Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	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 directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) 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><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: www.advancedbraking.com/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: The Directors' report, of the 2020 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<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>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: 2020 Corporate Governance Statement www.advancedbraking.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: www.advancedbraking.com/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: The Directors' report, of the 2020 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: N/A</p> <p>.....</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 2020 Corporate Governance Statement</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	<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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: 2020 Corporate Governance Statement</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at: 2020 Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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> <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><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: The Directors' report, of the 2020 Annual Report</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: N/A</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: The Directors' report, of the 2020 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: Securities Trading Policy www.advancedbraking.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES – NOT APPLICABLE			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES – NOT APPLICABLE			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



Corporate Governance Statement

For the period ended 30 June 2020

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 – 3rd Edition'* (ASX Principles or Recommendation), which became effective on 1 July 2014. The Corporate Governance Council has published the 4th Edition which becomes effective for ABT 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 September 2020.

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

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, • 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 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. ○ 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.

Corporate Governance Statement

		<ul style="list-style-type: none"> 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> <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</p>

Corporate Governance Statement

		material information in profiles of the Company's directors on the Company's website. Refer to www.advancedbraking.com/board-management
<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>	Yes	<p>The roles and responsibilities of Directors have been formalised in letters of appointment which each Director has entered in to. 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 on Page 13 of the Company's 2020 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>	Yes	<p>The Company Secretary is accountable to the Board through the Chairman 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 out on page 10 of the Company's 2020 Annual Report.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p>	Partially	<p>Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. 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>

Corporate Governance Statement

<p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity’s progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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> <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>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 405 1912 699"> <thead> <tr> <th></th> <th colspan="2">Actual 2020</th> <th colspan="2">Objectives 2021</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>20</td> <td>1</td> <td>20</td> </tr> <tr> <td>Women employees in the Company</td> <td>4</td> <td>19</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> <p>The Company’s diversity policy is available to be viewed on the Company’s website. Refer to www.advancedbraking.com/corporate-governance</p>		Actual 2020		Objectives 2021			No.	%	No.	%	Women on the Board	1	25	1	25	Women in senior executive positions	1	20	1	20	Women employees in the Company	4	19	5	25
	Actual 2020		Objectives 2021																								
	No.	%	No.	%																							
Women on the Board	1	25	1	25																							
Women in senior executive positions	1	20	1	20																							
Women employees in the Company	4	19	5	25																							
<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>Yes</p>	<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</p>																									

Corporate Governance Statement

<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>		<p>Company's Board meetings. Significant issues are actioned by the Chairman 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 2020, 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>	<p>Yes</p>	<p>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 2020 in accordance with the policy.</p>
<p>Principle 2: Structure the board to be effective and add value</p>		
<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,</p>	<p>No</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.

Corporate Governance Statement

<p>knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>During the year ended 30 June 2020, 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 2020 Annual Report.</p> <p>The Committee held three meetings during the year ended 30 June 2020 and no new directors were appointed during the period.</p>																																							
<p>Recommendation 2.2</p> <p>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 667 2029 1329"> <thead> <tr> <th data-bbox="1120 667 1659 778">Experience Skills and Attributes</th> <th data-bbox="1659 667 1794 778">Board</th> <th data-bbox="1794 667 2029 778">Audit, Governance and Remuneration</th> </tr> </thead> <tbody> <tr> <td data-bbox="1120 778 1659 810">Total non-executive directors</td> <td data-bbox="1659 778 1794 810">4</td> <td data-bbox="1794 778 2029 810">4</td> </tr> <tr> <td data-bbox="1120 810 1659 842">Experience</td> <td data-bbox="1659 810 1794 842"></td> <td data-bbox="1794 810 2029 842"></td> </tr> <tr> <td data-bbox="1120 842 1659 938">Corporate Leadership – Successful experience in CEO and/or other corporate leadership roles</td> <td data-bbox="1659 842 1794 938">3</td> <td data-bbox="1794 842 2029 938">3</td> </tr> <tr> <td data-bbox="1120 938 1659 1002">Resource Industry Experience – Relevant industry (Engineering) experience</td> <td data-bbox="1659 938 1794 1002">3</td> <td data-bbox="1794 938 2029 1002">3</td> </tr> <tr> <td data-bbox="1120 1002 1659 1098">Other Board level experience – Membership of other listed entities (last 3 years)</td> <td data-bbox="1659 1002 1794 1098">2</td> <td data-bbox="1794 1002 2029 1098">2</td> </tr> <tr> <td data-bbox="1120 1098 1659 1129">Knowledge and skills</td> <td data-bbox="1659 1098 1794 1129"></td> <td data-bbox="1794 1098 2029 1129"></td> </tr> <tr> <td data-bbox="1120 1129 1659 1161">Strategy</td> <td data-bbox="1659 1129 1794 1161">4</td> <td data-bbox="1794 1129 2029 1161">4</td> </tr> <tr> <td data-bbox="1120 1161 1659 1193">Governance</td> <td data-bbox="1659 1161 1794 1193">4</td> <td data-bbox="1794 1161 2029 1193">4</td> </tr> <tr> <td data-bbox="1120 1193 1659 1225">Capital Raising</td> <td data-bbox="1659 1193 1794 1225">4</td> <td data-bbox="1794 1193 2029 1225">4</td> </tr> <tr> <td data-bbox="1120 1225 1659 1257">Risk and Compliance</td> <td data-bbox="1659 1225 1794 1257">4</td> <td data-bbox="1794 1225 2029 1257">4</td> </tr> <tr> <td data-bbox="1120 1257 1659 1289">Mergers and Acquisitions</td> <td data-bbox="1659 1257 1794 1289">4</td> <td data-bbox="1794 1257 2029 1289">4</td> </tr> <tr> <td data-bbox="1120 1289 1659 1329">Tertiary qualifications</td> <td data-bbox="1659 1289 1794 1329">4</td> <td data-bbox="1794 1289 2029 1329">4</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	Resource Industry Experience – Relevant industry (Engineering) experience	3	3	Other Board level experience – Membership of other listed entities (last 3 years)	2	2	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
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																																							
Resource Industry Experience – Relevant industry (Engineering) experience	3	3																																							
Other Board level experience – Membership of other listed entities (last 3 years)	2	2																																							
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																																							

Corporate Governance Statement

		Economics, law, commerce and/or business	4	4
		Public Accounting	1	1
		Gender		
		Female	1	1
		Male	3	3
<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. 		

Corporate Governance Statement

		<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> <table border="1" data-bbox="1120 331 2080 624"> <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 & Chairman</td> <td>22 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 Chairman, 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 & Chairman	22 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
Name	Position	Appointment Date	Independence																			
Ms Dagmar Parsons	Non-Executive Director & Chairman	22 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																			
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>Yes</p>	<p>As per the assessment of Director independence above, the majority of the Board are independent, Non-Executive Directors.</p>																				
<p>Recommendation 2.5</p>	<p>Yes</p>	<p>The Board requires that the Chairman be an independent director and that the role of Chairman 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 Chairman</p>																				

Corporate Governance Statement

<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>		<p>has been fulfilled by Ms Dagmar Parsons, who is an independent Director and the role of Chief Executive Officer has been fulfilled by Mr John Annand during the majority of the financial year ended 30 June 2020.</p>
<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>	<p>Yes</p>	<p>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.</p>
<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values</p>	<p>Yes</p>	<p>The Company's Values are:</p> <ul style="list-style-type: none"> • We are one Team • We act with integrity • We are respectful • We are accountable • We are proud <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>

Corporate Governance Statement

<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>	<p>Yes</p>	<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>	<p>Yes</p>	<p>The Company has a Whistleblower Policy. A copy of the code is available on the Company’s website. Refer to www.advancedbraking.com/corporate-governance</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>	<p>Yes</p>	<p>The Company has a Whistleblower Policy. 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 Anti-bribery and Corruption Policy at least at the Company’s next Board meeting or earlier depending on the circumstances.</p>

Corporate Governance Statement

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>Yes</p>	<p>The Audit Committee consists of all four Non-Executive Directors, the majority of whom are independent directors, with Mr Adam Levine as the Committee Chair, who is an 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 Financial Controller 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 2020. For the relevant qualifications and experience of members of the Audit Committee and their attendances at meetings refer to the Directors’ report, in the 2020 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. <p>Both the Chief Executive Officer, John Annand and the Financial Controller, Paige Exley have provided their declarations to the Board in relation to the 2020 Annual Report.</p>

Corporate Governance Statement

<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>	<p>Yes</p>	<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>
<p>Principle 5: Make timely and balanced disclosure</p>		
<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>	<p>Yes</p>	<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 Chairman, who in</p>

Corporate Governance Statement

		<p>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>At least once in every 12 month period, the Board will review the Company's compliance with this continuous disclosure policy 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	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>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	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>Principle 6: Respect the rights of security holders</p>		
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	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>

Corporate Governance Statement

		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</p> <p>A listed entity should have an investor relations program that facilitate effective two-way communication with investors.</p>	No	<p>The Company 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.</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 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; • 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 policy 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	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 resolutions and Shareholder discussion of the resolutions is encouraged.

Corporate Governance Statement

		<p>The shareholders are given the opportunity to put questions to the Company and Auditor, prior to and during the shareholders' meetings. 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 www-au.computershare.com/Investor</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>	No	<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 typically conducted by a show-of-hands, to the extent that the show-of-hands reflects the same results as the proxy results. In the event that the show-of-hands results in a different result, the Chair will call a poll to formally determine the voting result for the resolution.</p> <p>The Company does not consider it practical to conduct a poll for every resolution of the shareholders meeting, in the case that a show-of-hands voting process results in the same outcome as the proxy results and a poll. However, if a shareholder requests that a poll be taken, the Directors will seriously consider undertaking the poll.</p>
<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</p>

Corporate Governance Statement

		<p>online portal, Investor Centre – Australia. Refer to www.au.computershare.com/Investor</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, <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 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>	<p>Yes</p>	<p>Advanced Braking Technology 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 15 August 2020, the membership of the Audit Committee became; Mr Adam Levine - Chairman, Ms Dagmar Parsons - Member, Mr David Slack – Member, Mr Mark Lindh - Member.</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 four 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 2020 Annual Report.</p> <p>The Audit Committee’s charter is available on the Company’s website. Refer to www.advancedbraking.com/corporate-governance</p>
<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>	<p>Yes</p>	<p>The Company’s 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

Corporate Governance Statement

		<ul style="list-style-type: none"> 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 occurred during the period.</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. <p>The Board reviews the Company’s risk systems and the effectiveness of their implementation annually and considers the management of risk at its meetings. A review of the Company’s risk management framework has taken place during the reporting period.</p>
<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>No</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</p>

Corporate Governance Statement

<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>Yes</p>	<p>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>The Company has similar operating risks to any other business developing and producing braking system. 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>In FY20, the impact on ABT’s operations due to coronavirus (COVID-19) was not material. ABT continues to review the COVID-19 operating environment and has amended its business operations to reflect the changing operating environment. The Company’s primary customer base remains within the mining and civil construction industries, which to-date have continued to operate during this challenging period.</p>

Corporate Governance Statement

Principle 8: Remunerate fairly and responsibly		
<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>No</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 2020, 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 2020 Annual Report. The Committee held three meetings during the year ended 30 June 2020.</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 2020 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 superannuation contributions but no termination payments will be agreed other than a</p>

Corporate Governance Statement

		<p>reasonable period of notice of termination as detailed in the executive’s employment contract.</p>
<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 scheme re-adopted by shareholders in 2019. 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>