

ABTECH HOLDINGS, INC.

DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter (the “**Charter**”) has been adopted by the Board of Directors of Abtech Holdings, Inc. (the “**Company**”).

1. Purpose. It is the Company’s policy that all public disclosure made by the Company should be accurate and complete, fairly present in all material respects the Company’s financial condition and results of operations, and be made on a timely basis as required by applicable laws and securities exchange requirements. To effectuate this policy, the Board has approved the formation of the Disclosure Committee of the Board (the “**Committee**”) to oversee, and to assist the Chief Executive Officer and Chief Financial Officer (the “**Senior Officers**”) in overseeing the accuracy, completeness, and timeliness of the public disclosure made by the Company.

2. Responsibilities.

2.1 The Committee shall have responsibility for the following tasks:

(a) Establish and maintain controls and procedures (which may include controls and procedures currently used by the Company) that are designed to ensure that:

(i) information required to be disclosed by the Company to the Securities and Exchange Commission (the “**SEC**”) and other information that the Company publicly discloses is recorded, processed, summarized and reported completely, accurately and on a timely basis; and

(ii) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such disclosure (collectively, the “**Disclosure Controls and Procedures**”).

(b) Monitor the integrity and effectiveness of the Company’s Disclosure Controls and Procedures.

(c) Participate in discussions with and make recommendations to the Senior Officers regarding decisions related to the materiality of information and the determination of disclosure obligations with respect to Disclosure Statements (as defined below in Section 2.1(d)).

(d) Oversee the preparation of and review the Company’s:

(i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with or furnished to the SEC;

(ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's securityholders;

(iii) correspondence broadly disseminated to securityholders;

(iv) presentations to analysts, rating agencies and lenders;

(v) presentations of financial information or earnings guidance and other presentations to securityholders or the investment community; and

(vi) disclosure relating to the Company's results of operations and financial position or its securities posted to the Company's website (clauses (i) through (vi) collectively, the "**Disclosure Statements**").

(e) Evaluate the effectiveness of the Company's Disclosure Controls and Procedures as of the end of the fiscal period covered by each Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "**periodic reports**").

(f) Ensure all material contracts and developments regarding the performance of such contracts are disclosed to legal counsel on at least a quarterly basis so that the Company's prior disclosures remain accurate or can be revised as appropriate.

(g) Conduct periodic discussions with the Senior Officers regarding the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls and Procedures.

(h) Provide a certification to the Board and the Senior Officers prior to the filing of each periodic report as to:

(i) the Committee's conclusions regarding its evaluation of the effectiveness of the Company's Disclosure Controls and Procedures; and

(ii) any other matters that the Board or Senior Officers may request.

(i) Review and reassess this Charter annually and recommend any proposed changes to the Board for approval.

2.2 In connection with the adoption of this Charter, the Committee shall approve a set of Disclosure Controls and Procedures (which may include controls and procedures currently used by the Company), including the policies and procedures applicable to this Committee as well as policies and procedures to evaluate the effectiveness of the Disclosure Controls and Procedures.

2.3 In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel, including the Board, Audit Committee, internal auditors, independent public accountants, and outside counsel.

3. Organization and Powers.

3.1 The membership of the Committee shall be established by the Board and shall be composed of qualified non-executive directors of the Board, at least one of whom shall be knowledgeable about the applicable requirements with respect to disclosures and at least one of whom shall be knowledgeable about financial reporting, and such other members as may benefit the Committee in the discretion of the Board. Such members may be replaced, or new members added, at any time and from time to time by the Board.

3.2 The Committee shall meet at the request of any Committee member and as frequently as necessary to:

(a) Review, and ensure the accuracy and completeness of, the Disclosure Statements.

(b) Evaluate the Disclosure Controls and Procedures and determine whether any changes to the Disclosure Controls and Procedures are necessary or advisable in connection with the preparation of the Disclosure Statements, taking into account developments since the Committee's most recent meeting, including changes to the Company's organization and business lines, entry into or developments in connection with any material contract, and any change in economic, regulatory or industry conditions.

3.3 The Board shall appoint one member of the Committee to act as chairperson (the "**Chair**"). The Chair shall be responsible for scheduling and presiding over meetings and preparing agendas.

3.4 The Committee may solicit input from officers and employees throughout the Company as necessary to carry out its responsibilities as set forth in this Charter.

3.5 The Committee may consult with the Company's outside counsel or independent public accountants from time to time as deemed appropriate by the Committee in discharging its responsibilities. Representatives of such counsel or such accountants, and any other person or persons deemed appropriate by the Committee, may attend meetings of the Committee upon invitation by the Chair.

3.6 Any questions of interpretation of this Charter or questions regarding the Committee's procedures, responsibilities and powers shall be determined by the Chair or, in the absence of the Chair from any meeting, a majority of the members of the Committee.

4. Other Responsibilities. The Committee shall have such additional responsibilities as the Board may assign to it from time to time.

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