

# DIRECTOR INDEPENDENCE POLICY

EQT Holdings Limited (ACN 607 797 615)

In performing its role, the Board of EQT Holdings Limited ("the Company") recognises the importance of transparency in its determination of a Director's independence and the clarity this brings for the benefit of its security holders. This policy applies to the Directors of the Company and those of its controlled entities (together "the Group").

The Company's approach to Director independence is designed to take into account corporate governance requirements, principally those published by the ASX Corporate Governance Council.

## TEST OF INDEPENDENCE

1. The Board's test to determine a Director's independence is whether the Director is free of any interest, position, association or relationship that might influence, or interfere with, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group as a whole rather than the interests of an individual security holder or other party.

## INDEPENDENCE CRITERIA

2. A Director will generally be considered to be independent if all of the following criteria are met:
  - a) the Director (or someone with whom the Director has close personal ties) is not, or has not been, employed in an executive capacity by a member of the Group, or if they were, there has been a period of at least three years between ceasing such employment and serving on the Board;
  - b) the Director does not receive performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Group;
  - c) the Director (or someone with whom the Director has close personal ties) is not, and has not within the last three years been in a material business relationship (including as a supplier, professional adviser, consultant or customer) with any member of the Group, or an officer (as defined in the Corporations Act 2001) of, or otherwise associated with, someone with such a relationship.
  - d) the Director (or someone with whom the Director has close personal ties) is not, nor represents, nor is or has been within the last three years, an officer or employee of, or professional adviser to, a substantial security holder<sup>1</sup> of the Company;
  - e) the Director has not served on the Board for such a period that their independence from management and substantial security holders may have been compromised.

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<sup>1</sup> A "substantial holding" as defined in section 9 of the *Corporations Act 2001 (Cth)*.



3. The Board will consider all facts and circumstances in determining the independence of a Director with reference to the above criteria. The Board will make a determination that the Director is not independent unless it is clear that the Director has passed the Board's test to determine a Director's independence per clause 1.
4. The Board will assess the independence of Directors:
  - a) prior to appointment as a Director;
  - b) annually, usually at or around the time the Remuneration, Human Resources and Nominations Committee considers candidates for election or re-election; and
  - c) when any new interests, positions, or relationships that could bear upon a Director's independence, are disclosed by a Director.
5. The test of whether a relationship or business is "material" will be based on the nature, circumstances and activities of the Director having regard to the criteria in clauses 2 and 3.

## DIRECTOR OBLIGATIONS

6. If a Director becomes aware of any information, facts or circumstances which will or may affect that Director's independence, the Director must immediately disclose all relevant details in writing to the Company Secretary and the Board Chair.
7. All Directors, regardless of their independence, are expected to bring an independent judgement to bear on Board decisions.

## DISCLOSURES

8. The Company will make the following disclosures to security holders:
  - a) this policy, on the Company's website;
  - b) the names of the Directors considered by the Board to be independent Directors;
  - c) the length of service of each Director; and
  - d) if a Director is not able to meet all the criteria set out in clause 2, but the Board is of the opinion that this does not compromise a Director's independence, an explanation of the nature of the interest, position or relationship in question will be given and why the Board is of that opinion.
9. Where a Director is standing for election or re-election, the materials given to security holders in support of their election will disclose details of any interest, position, or relationship that may bear on their independence.
10. If the Board determines that a Director's status as an independent Director changes, that determination will be disclosed and explained in a timely manner through an ASX announcement.

## REVIEW OF POLICY

11. This policy will be reviewed by the Board at least every three years.