

REMUNERATION, HUMAN RESOURCES AND NOMINATIONS COMMITTEE CHARTER

EQT Holdings Limited (ACN 607 797 615)

As part of EQT Holdings Limited's ("the Company" or 'EQTHL') corporate governance framework, the Company's board ("the EQTHL Board") has established a separate Remuneration, Human Resources and Nominations Committee ("the Committee") which is used as an efficient and effective mechanism to bring the transparency, focus and independent judgement needed on decisions regarding the composition of the EQTHL Board, and remuneration of the EQTHL Board, the Company's executives, and the EQTHL Group's employees.

The Equity Trustees Superannuation Limited ("ETSL") and HTFS Nominees Pty Ltd ("HTFS") (collectively the Registrable superannuation entity licensees (RSEL) Boards") Boards utilise the Committee to support them in meeting their prudential obligations, except in relation to the nomination and appointment of non-executive ETSL and HTFS Directors, which is governed by the Remuneration and Nominations Committee of each RSEL entity. The RSEL Boards will utilise this committee to provide the EQTHL remuneration framework and policy although the RSEL Boards will have final approval for all variable remuneration outcomes under APRA Prudential Standards legislation as it relates to the RSEL's.

AUTHORITY AND DELEGATION

1. The Committee is subject to the overall authority of the EQTHL Board.
2. The Committee makes recommendations to the EQTHL Board and the RSEL Boards although has no decision making powers, unless specifically delegated.
3. Under APRA Prudential Standard CPS 511 a Board of a RSEL must establish a Remuneration Committee with a written charter that sets out the roles, responsibilities and terms of operation.

ROLE OF THE COMMITTEE

4. The role of the Committee is to review and make recommendations to the EQTHL Board and the RSEL Boards (where relevant) in relation to:

Remuneration

- a) the EQTHL Group's remuneration framework, including the design, operation and monitoring of that framework;
- b) remuneration arrangements for Non-Executive Directors, within the aggregate amount approved by shareholders (if any);
- c) superannuation arrangements for all employees;
- d) equity-based remuneration plans;
- e) remuneration information to be disclosed publicly;
- f) remuneration related policies including the effectiveness of, and compliance with, the EQTHL Group's Remuneration Policy;
- g) the determination of the remuneration and conditions of employment, for the Managing Director and their direct reports including the Company Secretary and including any financial long or short term incentives with the exception of variable remuneration that is governed by APRA regulation applicable to the RSEL where the applicable RSELs Boards will approve the terms and conditions of variable remuneration;
- h) setting criteria for, and evaluating the performance of, the Managing Director;



- i) key performance indicators for the Managing Director's Direct Reports;
- j) the payment of any long-term incentive to the Managing Director and any eligible direct reports; and
- k) the EQTHL Group's short term incentive funding allocation.

Human resources

- l) the EQTHL Group's human resource strategy;
- m) health and safety matters;
- n) adequacy of the EQTHL Group's training arrangements;
- o) the appointment and removal of the Managing Director and his/her direct reports including the company secretary;
- p) executive performance;
- q) incidents and breaches of the EQTHL Group's Code of Conduct;
- r) policies including the Company's Diversity and Inclusion Policy and the Company's Director Independence Policy.

Nomination

- s) facilitating the effective ongoing review of EQTHL Board performance, EQTHL Board renewals and succession planning;
 - t) executive succession planning;
 - u) the process for recruiting a new director;
 - v) the appointment and re-election of directors;
 - w) induction and continuing professional development programs for directors;
 - x) the development and implementation of a process for evaluating the performance of the EQTHL Board, its committees, directors and employees; and
 - y) nomination related policies including the Board Renewal Policy.
5. In performing its role, the Committee aspires to excellence in governance standards.
6. Separate RSEL Remuneration and Nominations Committees make recommendations to the RSEL's Board's respectively on the nomination and appointment of non-executive directors to the RSEL's Boards.
7. This Committee will make recommendations to the EQTHL Board for the remuneration outcomes of all ELT members. The EQTHL Board will endorse the variable remuneration outcomes for specified roles under CPS 511 to the RSEL's Remuneration and Nominations Committee who will make a recommendation to the RSEL's Boards for final approval.

DELEGATION

8. The Committee may delegate its responsibilities to a sub-committee comprised of one or more members of the Committee for a specific purpose. Any such sub-committee shall report directly to the Committee.

COMMITTEE SIZE AND COMPOSITION

9. The Committee is to be comprised only of non-executive directors. It must have a minimum of three members, a majority of whom are independent.
10. Member appointment and rotation is at the discretion of the EQTHL Board.
11. The Chair will be an independent director of the EQTHL Board.

OPERATION

12. Two members of the Committee form a quorum.
13. The Committee meets at least four times per year or as often as the Committee deem necessary to discharge its role effectively. Meeting papers are provided to Committee members sufficiently far in advance of scheduled meetings to permit adequate preparation.



14. The Committee Chair will also provide a report to the EQTHL Board and if necessary, the RSEL Boards of material matters at the next EQTHL Board meeting and the next meetings of the RSEL Boards. The Committee will make its papers available to the EQTHL Board.
15. Members of the EQTHL Board have free and unfettered access to the Committee. The EQTHL Group's Managing Director and Executive General Manager of People, and an individual representing the risk function of the RSEL are potentially invitees to meetings of the Committee.
16. The Committee has free and unfettered access to all other Committees, risk and financial control personnel and other parties (internal and external) in carrying out its duties; and if choosing to engage third-party experts, has power to do so in a manner that ensures that the engagement, including any advice received, is independent.
17. Members will make themselves available to meet with the Australian Prudential Regulation Authority on request.
18. Comprehensive advice will be obtained by the Committee to allow it to determine whether the remuneration outcomes for individuals employed or contracted by the RSEL's align with paragraph 19 of APRA Prudential Standard CPS 511.

CONFLICTS OF INTEREST

19. Members are expected to manage any actual or perceived situation, action, position or interest that conflicts with an interest of the EQTHL Group or conflicts with his/her duties as a member of the Committee.
20. All meeting agendas include a standing item at the commencement of each meeting for consideration of actual, potential or perceived conflicts. This includes declaration of any new relevant interests or relevant duties (for example all new external directorships), even if there is no apparent conflict as per the EQTHL Group Conflicts Management Framework.
21. At each meeting, it is the responsibility of each Member to ensure that their interests and duties, including any actual, potential or perceived conflicts are appropriately declared.

POLICY ON INDEPENDENT PROFESSIONAL ADVICE

22. The Company will provide the Committee with sufficient resources to undertake its duties. The Committee may obtain information, interview management and internal and external auditors (with or without management present), and seek advice from external consultants or specialists where the Committee considers that necessary or appropriate. The Company will pay the reasonable expenses associated with obtaining such advice. Approval from the EQTHL Board Chair is required prior to obtaining such advice. This advice will be made available to all Committees members.

DISCLOSURES

23. The Company will make the following disclosures to its shareholders:
 - a) this charter, on the Company's website;
 - b) members of the Committee;
 - c) in relation to each reporting period, the number of times the Committee met throughout the period and the individual attendances of members at those meetings; and

REVIEW OF CHARTER

24. This charter will be reviewed by the Committee at least every three years.