

BOARD AUDIT COMMITTEE CHARTER

EQT Holdings Limited (ACN 607 797 615)

As part of EQT Holdings Limited's ("the Company") corporate governance framework, the Company's board has a separate Board Audit Committee ("the Committee") which is used as an efficient and effective mechanism to bring the transparency, focus and independent judgement needed to oversee the Company's and its subsidiaries' ("the Group") corporate reporting processes and internal control systems. The Board accepts ultimate responsibility for the Group's financial statements.

AUTHORITY AND DELEGATION

1. The Committee is subject to the overall authority of the Company's Board ("the Board").
2. The Committee makes recommendations to the Board and has no decision-making powers, unless specifically delegated by the Board, by resolution or directed in accordance with this Charter.
3. The Committee may only be dissolved by resolution of the Board.

ROLE OF THE COMMITTEE

4. The role of the Committee is to review, have oversight and make recommendations to the Board in relation to:
 - a) the adequacy of the Group's internal controls and corporate reporting processes;
 - b) the Group's financial statements and to consider whether they comply with applicable accounting standards, policies, statutory and regulatory accounting requirements to provide a true and fair view of the financial position and performance of the Group;
 - c) the appropriateness of the key accounting judgements, estimates and choices exercised by Management in preparing the Group's financial statements;
 - d) the payment of a dividend;
 - e) the appointment or removal of the external auditor;
 - f) the rotation of the audit engagement partner;
 - g) the scope and adequacy of the external audit;
 - h) the independence and performance of the external auditor;
 - i) any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor;
 - j) the appointment or removal of the Chief Audit Executive and the appointment or removal of any external company used to provide internal audit services;
 - k) the scope and adequacy of the internal audit work plan (in accordance with the Internal Audit Charter); and
 - l) the objectivity and performance of the internal audit function.
5. In performing its role, the Committee aspires to excellence in governance standards.



RESPONSIBILITIES

6. Financial Reporting

- a) Review and recommend to the Board the adoption of the Group's draft annual and half yearly financial statements, and the draft Annual Report, as it relates to the financial statements;
- b) Receive confirmation from Management that a robust system and financial controls are in place to safeguard the integrity of the financial reports;
- c) Consider internal controls including the Company's policies and procedures to assess, monitor and manage financial risks and other business risks;
- d) Review changes to the Accounting Standards, the appropriateness of the Company's accounting policies, including the use of alternative treatments, and any related changes;
- e) Review and endorse judgements made by Management that have a material impact on the financial statements, as they relate to changes and interpretations of accounting policy and standards;
- f) Prior to the Board approving the Company's financial statements, receive from the Managing Director and Chief Financial Officer a declaration that, in their opinion
 - i. the financial records of the Company have been properly maintained, and
 - ii. that the financial statements for the half year and full year reporting periods comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and
 - iii. that the opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively;
- g) To review and endorse the process utilised by the Group to approve fund financial statements, including superannuation funds, managed investment schemes, philanthropic trusts and maintain and encourage open lines of communication with subsidiary audit committees.

7. Audit

- a) Review and make recommendations to the Board on the appointment, termination and remuneration of the external and internal auditor;
- b) Review the scope and adequacy of the annual Group external audit plan, audit engagement letter, and key areas of focus of the statutory audit;
- c) Review the scope and adequacy of the internal audit work plan in relation to the Group's compliance obligations and risks;
- d) Review annually and approve the terms of engagement and fees to be paid to the external and internal auditors, including making an assessment of whether the external auditor meets the Audit Independence tests, and confirming the internal auditor's independence;
- e) Review and approve any non-audit work proposed to be undertaken by the external auditor in accordance with the Group's policy on the subject;
- f) Monitor progress of external and internal audits and the relationship with auditors;
- g) Regularly review the external and internal audit findings with management, and monitor that these matters are being managed and addressed in an appropriate and timely manner by management;
- h) Meet privately with the external auditors on a regular basis to confirm that information is readily accessible and that the information it is receiving is not subject to bias;
- i) Review internal audit reports where there are material or systemic findings of non-compliance or reports of potential or actual significant risk, which fall outside the Board's risk appetite, and to receive an annual report from the internal auditor on audits undertaken and completed during the period;
- j) Raise any material issues and risks with the Board.



8. Policy

- a) Consider and evaluate the effectiveness of the policies and procedures of the Company, which are used to assess and continuously improve internal controls;
- b) Review and adopt, or recommend policies to the Board for adoption, in accordance with the *Group's Policy Framework*.

DELEGATION

9. 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 will report directly to the Committee.

COMMITTEE SIZE AND COMPOSITION

10. The Committee comprises at least three members, all of whom are to be non-executive directors and a majority who are independent directors, taking into account the ASX Corporate Governance Guidelines. One member will also be the Chair (or Chair's delegate) of the Board Risk Committee to assist with the linkage between audit and internal control.
11. Member appointment, rotation and removal is at the discretion of the Board, having regard to the ASX Listing Rules, and the Company's Constitution.
12. The Committee's members between them are to have accounting and financial expertise and a sufficient understanding of the industry in which the Group operates to be able to discharge the Committee's mandate effectively. All members must be financially literate (that is, be able to read and understand financial statements). At least one member must have relevant qualifications and experience (that is, be a qualified accountant or other finance professional with experience of financial and accounting matters).
13. The Chair will be an independent director who is not the Chair of the Board.

PERFORMANCE MONITORING

14. The Committee will undertake a self-assessment of its performance at least annually and provide a summary of the assessment to the Board.

OPERATION

15. Two members of the Committee form a quorum.
16. The Committee will hold at least four regular meetings each year and any additional meetings that the Chair of the Committee considers are appropriate for the Committee to fulfil its responsibilities.
17. Meeting papers should be provided to members sufficiently far in advance of scheduled meetings to permit adequate preparation.
18. Minutes of all meetings of the Committee are to be kept and provided to each subsequent meeting of the Board.
19. The Committee Chair will report on the business of the Committee meetings to the Board and convey Committee recommendations.
20. The Committee will make its papers available to the Board.
21. The Committee members will have full and unfettered access to any responsible officers as they see fit, to execute their purpose including (but not limited to) the Managing Director, CRO, Internal and External Auditors.



CONFLICTS OF INTEREST

22. Members are expected to avoid any actual or perceived situation, action, position or interest that conflicts with an interest of the Group or conflicts with their duties as a member of the Committee.
23. 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 EQT Group Conflicts Management Framework.
24. 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

25. The Committee may 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 EQT Holdings Limited Board Chair is required prior to obtaining such advice. This advice will be made available to all Committee members.

DISCLOSURES

26. The Company will make the following disclosures to shareholders:
 - a) this Charter, on the Company's website;
 - b) if the Company has an internal audit function, disclose how the function is structured and what role it performs. If the Company does not have internal audit function, that fact and alternate processes in place;
 - c) the relevant qualifications, experience and independence of the Committee's members;
 - d) 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
 - e) any insights the Committee gained from the evaluation of its performance and any governance changes it has made as a result.

REVIEW OF CHARTER

27. This Charter will be reviewed by the Board at least every three years.