



REMUNERATION, HUMAN RESOURCES AND NOMINATIONS COMMITTEE CHARTER

EQT Holdings Limited (ACN 607 797 615)
Equity Trustees Superannuation Limited (ACN 055 641 757)

As part of EQT Holdings Limited's ("the Company") corporate governance framework, the Company's board ("the Board") has 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 Board, and remuneration of the Board, the Company's executives, and the Group's employees.

The Equity Trustees Superannuation Limited ("ETSL") board utilises the Committee to support it in meeting its prudential obligations, except in relation to the nomination and appointment of non-executive ETSL Directors.

AUTHORITY AND DELEGATION

1. The Committee is subject to the overall authority of the Board and in matters related to the ETSL operations, to that board directly.
2. The Committee makes recommendations to the boards and has no decision making powers, unless specifically delegated.
3. The Committee may only be dissolved by resolution of the boards.

ROLE OF THE COMMITTEE

4. The role of the Committee is to review and make recommendations to the boards in relation to:

Remuneration

- a) the Group's remuneration framework;
- b) the remuneration packages of directors and executives;
- c) superannuation arrangements of all employees;
- d) equity-based remuneration plans;
- e) remuneration information disclosed publicly;
- f) remuneration related policies including the effectiveness of, and compliance with, the Remuneration Policy;

Human resources

- g) the Group's human resource strategy;
- h) health and safety matters;
- i) adequacy of the Group's training arrangements;
- j) incidents and breaches of the Group's Code of Conduct;
- k) policies including the Company's Diversity Policy and the Company's Policy on Assessing the Independence of Directors;



Nomination

- l) board and executive succession planning*;
 - m) the process for recruiting a new director*;
 - n) the appointment and re-election of directors*;
 - o) induction and continuing professional development programs for directors;
 - p) the development and implementation of a process for evaluating the performance of the board, its committees, directors and employees; and
 - q) nomination related policies including the Board Renewal Policy.
5. In performing its role, the Committee aspires to excellence in governance standards.
6. A separate ETSL Director Nominations Committee makes recommendations to the ETSL Board on the nomination and appointment of non-executive directors to the ETSL Board.

DELEGATION

7. 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

8. The Committee is comprised only of non-executive members. It has a minimum of three members, a majority of whom are independent, including a director of ETSL.
9. Member appointment and rotation is at the discretion of the Board.
10. The Chair will be an independent director of the Board.

PERFORMANCE MONITORING

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

OPERATION

12. Two members of the Committee form a quorum.
13. The Committee meets at least four times per year. Meeting papers are provided to Members sufficiently far in advance of scheduled meetings to permit adequate preparation.
14. Minutes of all meetings of the Committee are to be kept and provided to each subsequent meeting of the boards.
15. The Committee will make its papers available to the boards.
16. Members of the boards have unfettered access to the Committee, including a standing invitation to meetings. The Group's Managing Director and Executive General Manager of Human Resources are invitees to meetings of the Committee.
17. Members will make themselves available to meet with the Australian Prudential Regulation Authority on request.

CONFLICTS OF INTEREST

18. 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 his/her duties as a member of the Committee.



19. At each meeting, Members are required to disclose any matters that may give rise to a potential or actual conflict of interest or duty in relation to the business being considered by the Committee and any other conflict of interest or duty as required by the Group's *Conflicts of Interest Policy*.

POLICY ON INDEPENDENT PROFESSIONAL ADVICE

20. 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 Board Chair is required prior to obtaining such advice.

21. The Committee has free and unfettered access to 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.

DISCLOSURES

22. 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
- d) insights the Committee gained from the evaluation of its performance and any governance changes it has made as a result.

REVIEW OF CHARTER

23. This charter will be reviewed by the boards at least every three years.

¹ Executives are defined as managers who report directly to the Group's Managing Director

* Not applicable to ETSL