

# STRATEGY 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 Strategy Committee ("The Committee"), which is used to bring focus, independent judgement and transparency to Company's consideration of its strategic plans. The role of the Committee is to make recommendations to the board of the Company in support of its long-term strategy, through the identification and consideration of new business and growth opportunities.

## **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, other than by delegation from the Board by resolution, or directed in accordance with this Charter.
3. The Committee may only be dissolved by resolution of the Board.

## **ROLE AND RESPONSIBILITIES OF THE COMMITTEE**

4. The role and responsibilities of the Committee are:

### **Strategy Performance and Execution**

- a) To review and report to the Board on the Group's progress towards the Group's strategic targets.
- b) To review and report to the Board on the Group Business Units' progress their strategic plans.
- c) To review and report to the Board on Group progress against a 3-5 year horizon.

### **Strategy Issue Identification and Assessment**

- d) To oversee the identification and assessment of key strategic issues over a 3-5 year horizon.
- e) To report to the Board and/or its other committees in relation to material and emerging strategic issues.
- f) To oversee development of Management's plans to address material and emerging strategic issues in a 3-5 year horizon.

### **Strategy Setting**

- g) To oversee the preparation of the annual Board off-site strategy meeting.
- h) To review and make recommendations to the Board in relation to proposed updates to the Group's strategic targets.
- i) To refer to the Board matters where engagement of external advisors may be required in relation to strategic matters.

### **Governance**

- j) To oversee Management's promotion of a strategic perspective amongst the Executive Leadership Team.



5. In performing its role, the Committee aspires to excellence in governance standards.
6. In fulfilling its role, the Committee will focus beyond the short-term planning horizon of 12 – 18 months and instead address a longer term horizon of 3-5 years.

## **DELEGATION**

7. The Committee may delegate its responsibilities to a sub-committee comprised of one or more of the 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 comprises:
  - a. three independent non-executive Company directors;
  - b. the Managing Director; and
  - c. the Chief Financial Officer.
9. External members may be appointed to provide specialist insight into topics to be considered by the Committee. Compensation for external members will be at the discretion of the Board.
10. The Chair will be an independent director.
11. Member appointment and rotation will be at the discretion of the Board.
12. The composition of the Committee should reflect a breadth of experience and diversity of views to encourage unconstrained consideration of future strategic issues.

## **PERFORMANCE MONITORING**

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

## **OPERATION**

14. Two members of the Committee form a quorum.
15. Any Director who is a non-committee member may attend any meeting of the Committee.
16. The Committee will meet four times per year, with one of the meetings being the annual off-site strategy meeting of the Board and Management.
17. Meeting papers are provided to Committee members sufficiently in advance 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 will make its papers available to the Board.

## **CONFLICTS OF INTEREST**

20. At each meeting, Members are required to disclose any matters that may give rise to a potential or actual conflict of interest in relation to the Company's business.



## **POLICY ON INDEPENDENT PROFESSIONAL ADVICE**

21. The Committee may obtain information from Management and seek advice from external consultants or specialists. The Company will pay the reasonable expenses associated with obtaining such advice. Approval from the Board Chair is required prior to obtaining such advice.

## **REVIEW OF CHARTER**

22. This charter will be reviewed by the Board at least every three years.