

# EQT - NOTICE OF ANNUAL GENERAL MEETING

**The 2022 Annual General Meeting of shareholders of EQT Holdings Limited (Company) is to be held at 11:00am (AEDT) on Thursday, 20 October 2022 at Level 1, 575 Bourke Street, Melbourne, Victoria.**

The health of the Company's shareholders, employees and other meeting attendees is of paramount importance. We ask that you do not attend the Annual General Meeting if you feel unwell or have been in contact with someone who may have been affected by COVID-19. For the health and safety of all attendees, we will be observing COVID-19 public health orders and restrictions, and any other government requirements that apply at the time.

If you are unable to attend the Annual General Meeting in person, we encourage you to appoint a proxy to vote on your behalf and submit any questions that you have in advance of the meeting.

Further details on how to participate in-person are located at paragraph 3, and will also be published on the Company's website.

Even if you plan to attend the Annual General Meeting, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot vote on the day. Shareholders can lodge their proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or complete and return a hard-copy proxy form by 11.00am (AEDT) on Tuesday, 18 October 2022. Proxy forms can be obtained by contacting Link Market Services at 1300 554 474.

Shareholders can also submit written questions before the meeting by logging on to your holding at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and selecting "Voting", by no later than 5.00pm (AEDT) Thursday, 13 October 2022.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (ASX).

Finally, Anne O'Donnell will retire from the Company's Board at the 2022 Annual General Meeting. Since her commencement, Anne has provided invaluable experience, knowledge and support, including as Chair of the Responsible Entity Compliance Committees. On behalf of all at EQT Holdings Limited, we thank Anne for her services to our Company.

We look forward to talking with you at the meeting.



**Ms Carol Schwartz AO**  
Chair of the Board  
EQT Holdings Limited



# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of EQT Holdings Limited (the Company) will be held at **Level 1, 575 Bourke Street, Melbourne, Victoria** on Thursday, 20 October 2022 at 11.00am (AEDT).

## AGENDA ITEMS

### 1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2022.

### 2. Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 2.1. "That Mr Glenn Sedgwick, being eligible, be re-elected as a Director of the Company."
- 2.2. "That Mr Tim Hammon, being eligible, be re-elected as a Director of the Company."

### 3. Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2022 be adopted."

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).*

### 4. Approval of granting of Long-Term Incentive Award for Managing Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That approval be given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant of rights as a Long-Term Incentive Award to the Managing Director, Mr Michael Joseph O'Brien, on the terms summarised in the Explanatory Memorandum."

*A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).*

**The notes relating to voting and the Explanatory Memorandum form part of this Notice of Annual General Meeting.**

**Samantha Einhart**  
Company Secretary  
EQT Holdings Limited



## NOTES RELATING TO VOTING

### 1. Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (AEDT) on Tuesday, 18 October 2022 will be entitled to participate at the Annual General Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to participate at the Annual General Meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

All items of business set out in the Notice of Meeting will be decided by way of a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

### 2. Voting exclusions

#### Resolution 3 – Adoption of Remuneration Report

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are included in the Company's Remuneration Report for the year ended 30 June 2022 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as proxy by a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on this resolution:

- in accordance with a direction in the proxy form; or
- by the Chair of the Annual General Meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

#### Resolution 4 – Approval of granting of Long-Term Incentive Award for Managing Director

The Company will disregard any votes cast on resolution 4:

- in favour of the resolution by or on behalf of the Managing Director, Mr Michael Joseph O'Brien and his associates, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast on resolution 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the Annual General Meeting as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise the proxy as the Chair of the Annual General Meeting decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and



- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. Participating in the Annual General Meeting

You must register to vote at the Annual General Meeting. The registration desk will be open from 10.00 a.m. (AEDT) and we ask that you arrive at least 30 minutes before the meeting commences to allow enough time to complete registration. To make the registration process quicker, please bring your proxy form to the meeting so we can scan the personalised barcode to register your attendance.

If you are unable to attend the Annual General Meeting in person, we encourage you to appoint a proxy to vote on your behalf and submit any questions that you have in advance of the meeting.

### 4. Proxies

- a. A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 7 of these notes relating to voting, and information on the proxy form).
- b. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.
- c. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the Annual General Meeting, in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.
- d. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- e. Unless the Chair of the Annual General Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolutions 3 and 4 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on resolutions 3 and 4.
- f. If you appoint the Chair of the Annual General Meeting as your proxy or the Chair of the Annual General Meeting becomes your proxy by default, you can direct the Chair of the Annual General Meeting how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolutions 3 and 4, then by signing and submitting the proxy form, you will be expressly authorising the Chair of the Annual General Meeting to vote as she sees fit in respect of resolutions 3 and 4 even though it is connected with the remuneration of the Company's KMP.
- g. All resolutions will be decided by poll. On a poll, if:
  - a shareholder has appointed a proxy (other than the Chair of the Annual General Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
  - that shareholder's proxy is either not recorded as attending the Annual General Meeting or does not vote on the resolution,the Chair of the Annual General Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.
- h. Please note that for proxies without voting instructions that are exercisable by the Chair of the Annual General Meeting, the Chair of the Annual General Meeting intends to vote all available proxies in favour of each resolution.



## 5. Proxy form

You can submit your proxy online or request a hard-copy proxy form Link Market Services at 1300 554 474. To be effective, your proxy form must be received no later than 11.00am (AEDT) on Tuesday 18 October 2022 in one of the following ways:

<b>Online</b>	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
<b>Mail</b>	<b>Link Market Services</b> EQT Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
<b>Facsimile</b>	(within Australia) 02 9287 0309 (outside Australia) +61 2 9287 0309
<b>By hand</b>	<b>Link Market Services Limited</b> Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150

## 6. Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Annual General Meeting (or bring it to the meeting venue), unless it has previously been given to the Company.

## 7. Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may, but need not, be a member of the Company.

An attorney may not vote at the Annual General Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

## 8. Questions for the Company

Shareholders may submit written questions to the Company before the Annual General Meeting. Any prior questions must be received by no later than 5.00pm (AEDT) Thursday, 13 October 2022. Please submit your written questions online by logging on to your holding at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and selecting "Voting".

Shareholders will also be able to ask questions in-person during the meeting.

The Chair of the Annual General Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Annual General Meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.



## 9. Questions for the auditor

Shareholders may submit written questions to the Company's auditor, Deloitte Touche Tohmatsu, regarding the content of the auditor's report for the year ended 30 June 2022 or the conduct of its audit of the annual financial report for the year ended 30 June 2022.

Written questions must be received by the Company by no later than 5:00pm (AEDT) on Thursday, 13 October 2022. Please send any written questions to:

Company Secretary  
EQT Holdings Limited  
Level 1, 575 Bourke Street, Melbourne, Victoria 3000  
Email: [CSecretary@eqt.com.au](mailto:CSecretary@eqt.com.au)

The Company will make available to shareholders participating in the Annual General Meeting copies of the list of questions directed to the auditor that were received in writing and are questions the auditor considers relevant to the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2022. If written answers are tabled at the Annual General Meeting, they will be made available to shareholders as soon as practicable after the meeting. The auditor is not required to provide individual responses to shareholders.



# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the 2022 Annual General Meeting.

## 1. FINANCIAL REPORT

The Corporations Act requires the Annual Financial Report of the Company for the year ended 30 June 2022 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' Report and the Auditor's Report to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2022 Annual Report on the Company's website at [www.eqt.com.au/investor-centre](http://www.eqt.com.au/investor-centre).

## 2. RE-ELECTION OF DIRECTORS

### 2.1. Re-Election of Mr Glenn Sedgwick

Pursuant to Rule 47 of the Company's Constitution, Mr Glenn Sedgwick, being an independent Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Sedgwick has been a Director since 2016 and is Chair of the Board Strategy Committee and member of the Board Audit Committee and Responsible Entity Compliance Committee.

Mr Sedgwick has over 35 years' commercial experience, including 20 years as a Partner in Accenture. Previously Managing Director of Accenture's Asia Pacific Insurance and Wealth Management business, he has advised Australian, Asian, and European enterprises across strategy and information technology. He brings an international perspective, having lived in China and the UK.

Mr Sedgwick is a Director of the Victorian Managed Insurance Authority, MSO Holdings Ltd and the Melbourne Symphony Orchestra. He is a Director of Queens College (University of Melbourne), and Chairs the Queens College Trust Corporation.

He is a former Chair of Australian Tourist Park Management Pty Ltd and Australian Life Insurance Group (ALI).

The Board, other than Mr Sedgwick, has reviewed Mr Sedgwick's performance and believes that he makes a valuable contribution to the Board, noting his skills, experience and expertise which enhance the Board's ability to oversee the Company's performance and governance.

### Recommendation

The Board (with Mr Sedgwick abstaining) recommends that shareholders vote in favour of this resolution.

### 2.2. Re-election of Mr Tim Hammon

Pursuant to Rule 47 of the Company's Constitution, Mr Hammon, being an independent Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director.



Mr Hammon has been a director since 2018 and is Chair of the Board Remuneration, Human Resources and Nominations Committee and a member of the Board Strategy Committee.

Mr Hammon was CEO of Mutual Trust Pty Ltd, from 2007 to 2017, building the business to become a leading Australian multi-family office servicing high net worth clients. Prior to that he was in leadership positions with Coles Myer Ltd for 11 years and Mallesons Stephen Jaques for 4 years. He began his career in law with Mallesons Stephen Jaques and was a partner at the firm for 12 years (1984 – 1996) after graduating in law and commerce from the University of Melbourne.

Mr Hammon has held Board positions with not-for-profit organisations, the Abbotsford Convent Foundation and St Catherine's School. Mr Hammon is currently a non-executive director of Vicinity Centres, an ASX listed Real Estate Investment Trust.

The Board, other than Mr Hammon, has reviewed Mr Hammon's performance and believes that he makes a valuable contribution to the Board, noting his skills, experience and expertise.

### **Recommendation**

The Board (with Mr Hammon abstaining) recommends that shareholders vote in favour of this resolution.

## **3. REMUNERATION REPORT**

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 50 - 62 of the Company's 2022 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2022.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Annual General Meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

### **Recommendation**

The Board recommends that shareholders vote in favour of this resolution.





## 4. APPROVAL OF ISSUE OF LONG-TERM INCENTIVE AWARD FOR MANAGING DIRECTOR

Under the EQT Executive Performance Share Plan (**Plan**) the Company grants eligible executives rights to acquire fully-paid ordinary shares in the Company (**Awards**) if vesting conditions are satisfied. The purpose of the Plan is to attract, retain and reward high performing executives.

ASX Listing Rule 10.14.1 requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme. Accordingly, the Company is seeking approval to grant 18,659 Awards under the Plan to the Managing Director, Mr Michael O'Brien, in accordance with the Plan, the key terms of which are outlined below. The Awards form Mr O'Brien's 2022/23 (Series 18) Long-Term Incentive (**LTI**).

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the Managing Director, including a cash-based incentive.

### Executive remuneration at EQT

The structure of executive remuneration at the Company is a combination of:

- fixed annual remuneration;
- a short-term incentive (STI) payable annually and normally in cash, based on the achievement of certain corporate and personal objectives relative to the Company's annual business plan and strategic goals; and
- a long-term incentive (LTI) awarded in rights to acquire shares subject to pre-agreed targets measured over a three-year performance period.

The intention is to structure executive compensation such that, depending on seniority, a significant proportion of total remuneration is 'at risk' and dependent on corporate and personal performance. The underlying principle is that executive rewards should be aligned to company performance, with executives experiencing higher levels of reward as and when commensurate rewards flow to shareholders.

Mr O'Brien's fixed annual remuneration is currently \$835,000 (Total Employment Cost or TEC).

The components of 'at risk' compensation for Mr O'Brien are as follows:

- STI – up to 60% of TEC, normally payable in cash; and
- LTI – up to 60% of TEC, granted in Awards under the Plan.

### Awards issued to Mr O'Brien

It is proposed that Mr O'Brien is granted 18,659 Awards, which has been determined by dividing Mr O'Brien's LTI opportunity (i.e. 60% of Mr O'Brien's TEC equalling \$501,000) by the volume weighted average price (VWAP) of EQT shares traded on the ASX over the 3 months up to and including 30 June 2022 (being \$26.85).

Each Award entitles Mr O'Brien to receive one fully-paid ordinary share in the Company upon vesting. As the Awards will form part of Mr O'Brien's remuneration, there is no price paid or payable on issue of Awards or allocation of shares. The value of the Awards at the time of vesting will depend on the number that vest and the Company's share price at the time of vesting. For example, if the share price at the time of vesting was the same as the VWAP above and all Awards vested the total value at that time would be \$501,000.

The Board retains discretion to make a cash equivalent payment in lieu of an allocation of shares.

Prior to vesting, the Awards do not entitle Mr O'Brien to any dividend or voting rights.



The Company grants the LTI in the form of Awards because they create share price alignment between Mr O'Brien and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless the Awards vest.

### **Performance condition applying to Awards**

The Award will be subject to an Earnings per Share (EPS) performance condition that will be measured over the three-year measurement period of 1 July 2022 – 30 June 2025.

The achievement of the EPS condition will be determined by reference to the compound annual growth in the Company's EPS, measuring the Company's EPS for the 2024/25 financial year relative to the Company's EPS for the 2021/22 financial year.

EPS is calculated for a financial year by taking the reported net profit after tax for that year and dividing that by the reported weighted average shares on issue during that year.

The percentage of Awards that vest will be determined by reference to the following vesting scale:

- If growth in EQT EPS is less than 4% p.a., then: no Awards vest
- If growth in EQT EPS is 4% p.a., then: 20% of Awards vest
- If growth in EQT EPS is 10% p.a. or higher, then: 100% of Awards vest
- If growth in EQT EPS is between 4% p.a. and 10% p.a., then: a pro-rata number of Awards vest

The vesting scale is the same as for the Awards granted in the previous year. The Board will determine whether, and the extent to which, the EPS growth measure is met. Any part of the Award that does not vest under the above vesting scale will lapse unless the Board determines otherwise, having regard to the underlying performance of the Company and all relevant circumstances.

The Board retains a broad discretion to adjust at-risk remuneration outcomes (upwards or downwards) so that Awards are appropriate, consistent with supporting sound and effective risk management, aligned with our remuneration principles and to shareholder interests.

The Board's decision as to whether, and the extent to which, Awards vest will be conclusive.

### **Vesting of Awards**

On vesting of any Awards, shares will be allocated to Mr O'Brien. Shares allocated may be subject to a disposal restriction of up to 12 years. Any disposal restriction period will only arise as a result of request by Mr O'Brien to apply such a restriction.

Any variation in the Company's share price over the three-year measurement period, as well as any disposal restriction period, is to the benefit/detriment of Mr O'Brien.

Mr O'Brien has voting and dividend rights in respect of shares received on vesting of his Awards (including any shares subject to a disposal restriction). Mr O'Brien will be free to deal with any shares allocated to him on vesting of his Award, subject to any disposal restriction Mr O'Brien chooses to apply and the requirements of the Group Securities Dealing Policy.

### **Cessation of employment**

Unless the Board determines otherwise, if Mr O'Brien ceases to be employed by the Group due to:

- Death or serious injury, disability or other serious illness which renders him incapable of continuing employment with the Group – the whole of the unvested Award will remain on foot and be subject to the original terms of the offer;
- Redundancy, retirement and agreed separation – unvested Awards shall be reduced in a pro-rata manner and remain on foot and be subject to the original terms of the offer;
- Cause (including unlawful or serious misconduct) – the unvested Award will lapse on cessation of employment; and



- Any other reason – unvested Awards will lapse entirely on the date of cessation of employment and vested Awards will remain subject to the original terms of the offer.

### Change of control

Where there is a change of control event, the Board has absolute discretion to determine that some or all of Mr O'Brien's unvested Awards vest and that dealing restrictions cease to apply to any shares allocated.

### Malus and clawback

The Board has broad "malus" and "clawback" powers to determine that Awards lapse, whether any Restricted Shares allocated on vesting be forfeited, and to clawback any shares delivered on vesting and any amounts paid, in circumstances where the Board has made a determination, having regard to any facts, matters and circumstances which the Board decides are relevant in its absolute discretion acting in good faith in the interests of the Company.

### Ban on Hedging

Except with the Board's prior approval, Mr O'Brien will not be able to enter into a hedging arrangement in respect of any Award or Share.

### Termination

The Board may at any time suspend the granting of any Awards under, or terminate the Plan, but without prejudice to any unexpired Awards or Restricted Shares under the Plan.

### Other information regarding Awards

- If the resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr O'Brien.
- The following Awards have been granted to Mr O'Brien under the Plan in prior years:
  - 2017: 24,235 (Series 13, of which 19,629 vested in 2020);
  - 2018: 21,940 (Series 14, of which 5,485 vested in 2021);
  - 2019: 16,562 (Series 15 of which nil vested in 2022);
  - 2020: 20,352 (Series 16); and
  - 2021: 18,750 (Series 17).
- These Awards were granted to Mr O'Brien as his LTI for no cost. Approval is currently not required in respect of any other participants under the Plan.
- If approved, Awards will be issued to Mr O'Brien within 12 months of the Annual General Meeting. There is no price paid or payable for issue of the Award.
- Details of any shares issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- No loan will be made by the Company in relation to the acquisition of Awards or shares under the Plan.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

### Recommendation

The Board (with Mr O'Brien abstaining) recommends that shareholders vote in favour of this resolution.



# Equity Trustees

EQT Holdings Limited

ABN 22 607 797 615

## LODGE YOUR VOTE



ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



BY MAIL

EQT Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of EQT Holdings Limited (the Company) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 20 October 2022 at Level 1, 575 Bourke Street, Melbourne, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 3 and 4:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

- 2.1 Re-election of Director – Mr Glenn Sedgwick
- 2.2 Re-election of Director – Mr Tim Hammon
- 3 Adoption of Remuneration Report
- 4 Approval of granting of Long-Term Incentive Award for Managing Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

EQT PRX2201C



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If you leave this section blank, or if your named proxy does not attend the Meeting, the Chair of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chair of the Meeting will become your proxy in respect of that resolution.

### DEFAULT TO CHAIR OF THE MEETING

On a poll, the Chair of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chair of the Meeting sees fit. If the Chair of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chair of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of a member of the Company's KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 18 October 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

EQT Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**