

**EQT CORPORATION**  
**PUBLIC POLICY AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER**

This Charter governs the Public Policy and Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of EQT Corporation (the “Company”). This Charter was approved and adopted by the Board on December 7, 2011 and amended and restated through December 1, 2015. A copy of this Charter shall be posted on the Company’s website.

**PURPOSE AND PERFORMANCE OF THIS COMMITTEE**

This Committee shall review, and provide input and direction to management and the Board about the Company’s approach to, the Company’s activities regarding industry, legislative and regulatory activities that pertain to (a) environmental, health and safety matters, (b) governmental affairs, including participation in industry and other organizations that express views about legislative and regulatory affairs, and (c) other matters likely to influence the Company’s reputation. For the avoidance of doubt, this Committee is interested in local, state, federal and global matters with the potential to affect the Company.

Each member of the Public Policy and Corporate Responsibility Committee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by those persons and under those circumstances specified in the Pennsylvania Business Corporation Law.

**ORGANIZATION AND MEMBERSHIP OF THIS COMMITTEE**

The membership of this Committee shall consist of at least three (3) directors, each of whom shall be appointed annually by the Board.

A Director may be removed from this Committee by the Board, with or without cause. A Director may resign as a member of this Committee upon notice to the Corporate Secretary of the Company and the Chairperson of the Board. The Board may fill any vacancy on this Committee.

The Board shall appoint the Chairperson of this Committee at its first meeting after each annual meeting of the shareholders.

**RESPONSIBILITIES**

This Committee’s responsibilities shall be:

- (a) To periodically review and make recommendations to management and the Board regarding the Company’s compliance with laws, regulations, policies, programs and practices with regard to environmental, health and safety matters by, among other things:
  - (i) Receiving reports regarding and reviewing the scope and results of the Company’s audit program with respect to such matters;
  - (ii) Receiving reports regarding and reviewing significant violations with respect to such matters; and
  - (iii) Receiving reports regarding contractor performance and significant water contamination, remediation and disputes with adjacent land owners (pre-litigation); and
  - (iv) Receiving reports regarding and reviewing the Company’s initiatives to improve its performance with respect to such matters.
- (b) To periodically review and make recommendations to management and the Board regarding governmental and regulatory affairs by, among other things:

- (i) Receiving reports regarding and reviewing pending legislative and regulatory efforts likely to significantly impact the Company's business, including such efforts in the environmental, health and safety area;
  - (ii) Receiving reports regarding and reviewing the Company's participation in industry and other organizations that express views about legislative and regulatory affairs;
  - (iii) Receiving reports regarding the Company's political contributions, including all Company treasury and Company political activity committee expenditures for contributions to political parties, political committees, political candidates, ballot initiative committees or any entity exempt from federal income taxes under Section 527 of the Internal Revenue Code, and the portion of trade association dues that is non-deductible under §162(e) of the Internal Revenue Code; and
  - (iv) Receiving reports regarding the effect of U.S. energy policy on the Company's business and strategy.
- (c) To periodically receive reports and information regarding other matters likely to influence the Company's reputation and the Company's efforts to manage the same, including corporate responsibility and communications, community affairs, EQT Foundation activities, diversity initiatives and activities of others in the industry (both negative and positive).
  - (d) To periodically review and make recommendations regarding such of the Company's Tier 1 risks as may be delegated to the Committee by the Board.
  - (e) To perform an annual assessment of the Committee's performance.
  - (f) To review, and as appropriate make recommendations with respect to, shareholder proposals related to the purposes of this Committee.
  - (g) To regularly report Committee activities to the Board.
  - (h) To review this Charter, recommend to the Board any material changes to the Committee's responsibilities under this Charter, and to adopt any other revisions to this Charter.
  - (i) To perform such other responsibilities as may be delegated to it by the Board.

Except as described above, this Committee shall perform each of its goals and responsibilities at least annually, but more often if this Committee shall determine it to be necessary or appropriate.

## **COMMITTEE POWERS**

This Committee shall have the following powers:

- (a) To obtain advice and assistance from internal or external legal, accounting or other advisors and to have direct access to such advisors without the presence of any officer of the Company.
- (b) Subject to the Corporate Governance Guidelines, to interview and meet with any employee of the Company without the presence of any officer of the Company.
- (c) To form and delegate authority to subcommittees and to delegate authority to one or more of the members.
- (d) Such other powers as may be necessary or appropriate to fulfill its purposes.

## **MEETINGS**

This Committee shall meet at least four (4) times per year, or more frequently as circumstances dictate. Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Fifty percent of the members of this Committee at the time in office shall constitute a quorum at any meeting of this Committee for the transaction of business. This Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. This Committee may act without a meeting by unanimous written consent of all members. The agenda of each Committee meeting shall be established by the Chairperson with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. This Committee shall meet in executive session without any other participants at least annually.