

EQT GP HOLDINGS, LP
(EQT GP Services, LLC)
Audit Committee Charter

(Adopted by the Board of Directors on April 30, 2015 and amended and restated through December 8, 2016)

This Charter governs the Audit Committee (the Committee) of the Board of Directors (the Board) of EQT GP Services, LLC (the General Partner), the general partner of EQT GP Holdings, LP (the Partnership). The General Partner and the Partnership are referred to herein, collectively, as the Company. A copy of this Charter shall be posted on the Partnership's website at www.eqtmidstreampartners.com.

PURPOSE AND PERFORMANCE OF THIS COMMITTEE

The purpose of this Committee generally is to assist the Board in overseeing (i) the accounting and financial reporting processes of the Partnership, (ii) the audits of the financial statements of the Partnership, (iii) the integrity of the Partnership's financial statements, (iv) the qualifications, independence and performance of the Partnership's registered public accountants, (v) the qualifications and performance of the Partnership's internal audit function, and (vi) the compliance by the Partnership with legal and regulatory requirements, including the Partnership's Code of Business Conduct and Ethics.

This Committee performs an oversight function. It is not the duty of this Committee or its members to plan or conduct audits or to determine that the Partnership's financial statements are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. Management is responsible for preparing the Partnership's financial statements, for maintaining internal control over financial reporting, and assessing the effectiveness of internal control over financial reporting. The registered public accountants are responsible for expressing opinions on the conformity of the audited financial statements with generally accepted accounting principles (GAAP) and on the effectiveness of the Partnership's internal control over financial reporting. Management is also responsible for promoting compliance with all laws applicable to the Partnership. The specific responsibilities of this Committee in carrying out this oversight function are described below.

The Partnership shall provide for appropriate funding, as determined by this Committee, for payment of (i) compensation to the registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership, (ii) compensation to any advisors retained by this Committee and (iii) ordinary administrative expenses of this Committee that are necessary or appropriate in carrying out the duties of this Committee.

Each member of the Committee may rely upon the advice or opinion of legal counsel, accountants, appraisers, management consultants, investment bankers and other consultants and advisers selected by the Committee as to matters that the director reasonably believes to be within such person's professional or expert competence.

ORGANIZATION AND MEMBERSHIP OF THIS COMMITTEE

The membership of this Committee shall consist of at least three (3) directors, each of whom shall be independent and appointed annually by the Board. For purposes of this Charter, in order to be independent, (i) the Board must have determined that the director is independent pursuant to the Partnership's corporate governance guidelines, and (ii) the director must otherwise be independent as defined for audit committee purposes by the Securities Exchange Act of 1934, as amended (the Exchange

Act), and the rules of the Securities and Exchange Commission (the Commission) thereunder (which provide, generally, that an Audit Committee member may not (a) accept, directly or indirectly, any compensation from the Company or any of its subsidiaries except in the capacity as a director or committee member or (b) be an “affiliated person” of the Company or any of its subsidiaries (i.e., controlling, controlled by, or under common control with, the Company or any of its subsidiaries)). Each member of the Committee shall inform the Chairman of the Board if he believes he no longer meets the requirements for service on the Committee as set forth in the preceding sentence.

All Committee members shall be financially literate, or shall become financially literate within a reasonable period of time after appointment to this Committee. The Board has determined in the exercise of its business judgment that financial literacy means being able to read and understand fundamental financial statements. At least one member of this Committee shall have accounting or related financial management expertise as determined by the Board in the exercise of its business judgment. Factors to be considered in evaluating accounting or related financial management expertise may include but shall not be limited to (i) past employment experience in finance or accounting, (ii) requisite professional certification in accounting, or (iii) any other comparable experience or background which results in financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Company shall take reasonable steps to ensure that at least one member of this Committee is an “audit committee financial expert”, as defined by the rules of the Commission under the Exchange Act. The designation of any member of this Committee as an “audit committee financial expert” does not: (i) impose on such person any duties, obligations or liabilities that are greater than the duties, obligations and liabilities imposed on any member of the Committee not so designated; (ii) deem such person an “expert” for any purpose, including without limitation for purposes of the Securities Act of 1933, as amended; or (iii) affect the duties, obligations or liabilities of any other member of the Committee or the Board.

Committee members may serve on the audit committees of more than two other public companies only if the Board has determined that such simultaneous service would not impair the member’s ability to effectively serve on this Committee and such service is disclosed in the Partnership’s annual report on Form 10-K.

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

The Board shall appoint the Chairperson of this Committee from time to time.

MEETINGS OF THIS COMMITTEE

This Committee shall meet at least quarterly, 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. A majority of the members of this Committee at the time in office shall constitute a quorum at any meeting of the 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 written consent of a majority of the 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.

RESPONSIBILITIES OF THIS COMMITTEE

In the performance of its oversight functions, this Committee shall:

1. Oversight of Financial Statement and Disclosure Matters

- a. Meet with the registered public accountant to review the planning of the audit, including the scope, staffing, location, reliance on management and internal audit participation, and general audit approach.
- b. Review and discuss with management and the registered public accountant:
 - the Partnership's annual audited financial statements and disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Partnership's annual report on Form 10-K;
 - the Partnership's quarterly financial statements, disclosures made in management's discussion and analysis and the results of the registered public accountant's review of the quarterly financial statements;
 - major issues regarding accounting principles and financial statement presentation, including any significant changes in the Partnership's selection or application of accounting principles;
 - major issues regarding the adequacy of the Partnership's internal controls over financial reporting, disclosure controls and procedures, and any special audit steps adopted in light of material control deficiencies (including any significant deficiencies and material weaknesses as well as significant changes in internal control over financial reporting reported to the Committee by the registered public accountant or management);
 - any analysis prepared by management and/or the registered public accountant setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements including analyses of the effect of alternative GAAP methods on the financial statements;
 - the effect of regulatory and accounting initiatives as well as off-balance sheet structures with which the Partnership is involved;
 - the Partnership's earnings press releases, including the use of "non-GAAP financial measures," as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be conducted generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made) and need not be done in advance of each earnings release or statement of guidance; and
 - the Partnership's major risk exposures and the policies management has implemented to monitor and control such exposures, including the Partnership's financial risk exposures and risk management policies.

- c. Review and discuss with the registered public accountant:
- All critical accounting policies and practices to be used.
 - All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered public accountant. If appropriate address:
 - significant accounting adjustments noted or proposed by the registered public accountant but not adopted due to materiality or otherwise, and
 - communications between the audit team and its national office respecting audit or accounting issues presented by the engagement.
 - Other material written communications between the registered public accountant and management, such as any management or “internal control” letter or schedule of unadjusted differences issued or proposed to be issued by the registered public accountants.
- d. Receive and, as appropriate, discuss the report of the registered public accountant as required under Audit Standard No. 1301 or other auditing standards of the Public Company Accounting Oversight Board, including any difficulties encountered in the course of the audit work, any restrictions on the scope of the registered public accountant’s activities or access to requested information, and any significant disagreements with management.
- e. Receive and address disclosures made to this Committee by the General Partner’s Chief Executive Officer and its Chief Financial Officer during their certification process for the annual report on Form 10-K and quarterly report on Form 10-Q about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, involving management or other employees who have a significant role in the Partnership’s internal control over financial reporting.

2. Oversight of the Partnership’s Relationship with its Registered Public Accountant

- a. Have the sole authority to appoint and replace the registered public accountant.
- b. Be directly responsible for the compensation, evaluation and oversight of the work of the registered public accountant (including resolution of disagreements between management and the registered public accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership. The registered public accountant reports directly to this Committee.
- c. Pre-approve all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for the Partnership by its registered public accountant, subject to the *de minimis* exceptions for permitted non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by this Committee prior to the completion of the audit. This Committee may delegate authority to one or more members for the purpose of granting pre-approvals of audit and permitted non-audit services,

provided that delegated decisions to grant pre-approvals shall be presented to the Committee at its next scheduled meeting.

- d. Confirm that the registered public accountant is registered with the Public Company Accounting Oversight Board.
- e. Obtain and review a report from the registered public accountant at least annually regarding (i) the registered public accountant's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues, and (iv) all relationships and services that may impair the registered public accountant's objectivity and independence and affirming the registered public accountant's independence.
- f. Evaluate the qualifications, performance and independence of the registered public accountant, including evaluating the lead partner of the registered public accountant, confirming the compensation structure of the registered public accountant, taking into account the aforementioned report, considering whether the registered public accountant's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the registered public accountant's independence, and taking into account the opinions of management and internal auditors. Confirm that the lead audit partner having primary responsibility for the audit and the concurring audit partner responsible for reviewing the audit are rotated at least every five years or more frequently if required by law, and that other audit partners are rotated at least every seven years or more frequently if required by law. Consider whether, in order to assure continuing independence of the registered public accountant, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis. This Committee shall present its conclusions with respect to the registered public accountant to the Board.
- g. Establish policies for the Company's hiring of employees or former employees of the registered public accountant.

3. Oversight of the Internal Audit Function

- a. Oversee the internal audit function. The senior most internal audit executive (the Corporate Director, Internal Audit) shall be responsible for the internal audit function and shall report directly to the Committee with respect to internal audit matters. The Corporate Director, Internal Audit shall annually present to the Committee for review and approval a universal audit plan for the Partnership's internal audit function. Changes to the approved plan, if any, will be reviewed with the Committee.
- b. Discuss with the registered public accountant and management (including, for the avoidance of doubt, the Corporate Director, Internal Audit) the internal auditors' responsibilities, the quality of staffing and performance and any recommended changes in the planned scope of the internal audit.
- c. Review the significant reports to management prepared by the internal audit function and management's responses.

- d. Discuss with the Corporate Director, Internal Audit the adequacy of the Partnership's internal control function.

4. Compliance Oversight

- a. Obtain from the registered public accountant assurance that it is not required to make a report under Section 10A(b) of the Exchange Act (which requires the registered public accountant to inform this Committee if the registered public accountant detects or becomes aware of illegal acts and to provide a report to this Committee if it has reached specific conclusions with respect to such illegal acts).
- b. Receive reports from management, the Partnership's internal audit function and the Partnership's registered public accountant regarding the Partnership's compliance with applicable laws and regulations and the Partnership's Code of Business Conduct and Ethics. Advise the Board regarding the same. Subject to the Board's delegation of any particular matter to the Conflicts Committee or review of any matter under its Related Person Transaction Approval Policy, review and resolve any actual and potential conflicts of interest involving any director or executive officer.
- c. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Partnership regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- d. Discuss with management and the registered public accountant any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Partnership's financial statements or accounting policies.
- e. Discuss with an appropriate representative of EQT Corporation's Legal Department legal matters that may have a material impact on the Partnership's financial statements or compliance policies.
- f. Review any items brought directly to this Committee's attention by management, the EQT Corporation Legal Department, the registered public accountants or the internal audit function or such other related matters as this Committee, in its own discretion, determines to be appropriate in the circumstances.

5. Administrative Matters

- a. Annually perform a self-assessment of this Committee.
- b. Review this Charter, recommend to the Board any material changes to the Committee's responsibilities under this Charter, and adopt any other revisions to this Charter.
- c. Through its Chairperson, make regular reports to the Board.
- d. This Committee shall meet periodically in executive sessions with management, with appropriate representatives of EQT Corporation's Legal Department, including the General Counsel, with the Corporate Director, Internal Audit and with the registered public accountant, and in executive sessions without any other participants.

COMMITTEE POWERS

The Committee shall have the following powers:

1. To engage accounting or other advisors (including independent counsel) and to have direct access to all such advisors without the presence of any officer of the Company.
2. To interview and meet with any employee of the Company or its affiliates without the presence of any officer of the Company.
3. To investigate any matter brought to its attention within the scope of its duties.
4. Subject to the requirements of the New York Stock Exchange, to form and delegate authority to subcommittees and to delegate authority to one or more of the members.
5. Such other powers as may be necessary to fulfill its purposes.