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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement.
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- ☒ Definitive Proxy Statement.
- ☐ Definitive Additional Materials.
- ☐ Soliciting Material Pursuant to §240.14a-12.

**Rice Energy Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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On June 19, 2017, EQT Corporation ("EQT"), Eagle Merger Sub I, Inc., an indirect, wholly owned subsidiary of EQT ("Merger Sub"), and Rice Energy Inc. ("Rice") entered into an Agreement and Plan of Merger (the "merger agreement"), providing for the merger of Merger Sub with and into Rice, with Rice surviving the merger as an indirect, wholly owned subsidiary of EQT (the "merger"). Following the effective time of the merger, the surviving corporation will merge with and into an indirect, wholly owned limited liability company subsidiary of EQT, with the limited liability company subsidiary surviving the second merger as an indirect wholly owned subsidiary of EQT.

In connection with the transactions contemplated by the merger agreement, EQT will issue shares of common stock of EQT to stockholders of Rice (the "share issuance"). Under the rules of the New York Stock Exchange ("NYSE"), EQT is required to obtain shareholder approval of the share issuance. Accordingly, EQT will hold a special meeting of shareholders (the "EQT special meeting") to vote on the share issuance (the "share issuance proposal"). At the EQT special meeting, EQT will also propose that its shareholders approve proposals (i) to amend and restate EQT's Restated Articles of Incorporation to provide that the number of members of the board of directors of EQT (the "EQT board") be not less than five nor more than thirteen (the "charter amendment proposal") and (ii) to approve the adjournment of the EQT special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (the "EQT adjournment proposal"). Approval of each of these proposals requires the affirmative vote of a majority of the votes cast on each such proposal by holders of EQT's common stock. The EQT special meeting will be held on November 9, 2017 at EQT Plaza, 625 Liberty Avenue, Pittsburgh, PA 15222, at 8:00 a.m. local time. **The EQT board unanimously recommends that EQT shareholders vote "FOR" the share issuance proposal, "FOR" the charter amendment proposal and "FOR" the EQT adjournment proposal.**

In addition, Rice will hold a special meeting of stockholders (the "Rice special meeting") to vote on a proposal to adopt the merger agreement (the "merger agreement proposal") and approve related matters as described in the attached joint proxy statement/prospectus. Under the laws of the State of Delaware, the approval of Rice's stockholders must be obtained before the merger can be completed. Approval of the merger agreement proposal requires the affirmative vote of holders of a majority in voting power of the outstanding shares of Rice stock, in person or by proxy, entitled to vote on the merger agreement proposal. At the Rice special meeting, Rice will also propose that its stockholders approve proposals (i) to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger (the "advisory compensation proposal") and (ii) to approve the adjournment of the Rice special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement (the "Rice adjournment proposal"). Approval of each of the advisory compensation proposal and the Rice adjournment proposal requires the affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the proposals. The Rice special meeting will be held on November 9, 2017 at Rice's executive offices at 2200 Rice Drive, Canonsburg, PA 15317, at 8:00 a.m. local time. **Rice's board of directors unanimously recommends that Rice stockholders vote "FOR" the adoption of the merger agreement, "FOR" the advisory compensation proposal and "FOR" the Rice adjournment proposal.**

If the merger is completed, each outstanding share of Rice common stock (with certain exceptions described in the accompanying joint proxy statement/prospectus) will convert into the right to receive 0.37 of a share of EQT common stock and \$5.30 in cash, without interest and subject to applicable withholding taxes. Although the number of shares of EQT common stock that Rice stockholders will receive is fixed, the market value of the merger consideration will fluctuate with the market price of EQT common stock and will not be known at the time that Rice stockholders vote to adopt the merger agreement or at the time EQT shareholders vote to approve the share issuance. Based on the closing price of EQT's common stock on the NYSE on June 16, 2017, the last trading day before the public announcement of the merger, the 0.37 exchange ratio together with the \$5.30 in cash represented approximately \$27.04 in value for each share of Rice common stock. Based on EQT's closing price on October 11, 2017 of \$63.10, the 0.37 exchange ratio together with the \$5.30 in cash represented approximately \$28.65 in value for each share of Rice common stock. Based upon the estimated number of shares of capital stock as well as the outstanding equity of the parties that will be outstanding immediately prior to the consummation of the merger, we estimate that, upon consummation of the transaction, existing EQT shareholders will hold approximately 65% and former Rice stockholders will hold approximately 35% of the outstanding common stock of EQT. **We urge you to obtain current market quotations for EQT (trading symbol "EQT") and Rice (trading symbol "RICE").**

The obligations of EQT and Rice to complete the merger are subject to the satisfaction or waiver of a number of conditions set forth in the merger agreement, a copy of which is included as Annex A to the attached joint proxy statement/prospectus. The attached joint proxy statement/prospectus describes the EQT special meeting, the Rice special meeting, the merger, the documents and agreements related to the merger, the share issuance and other related matters. It also contains or references information about EQT and Rice and certain related agreements and matters. **Please carefully read this entire joint proxy statement/prospectus, including "Risk Factors," beginning on page 34, for a discussion of the risks relating to the proposed merger.** You also can obtain information about EQT and Rice from documents that each has filed with the Securities and Exchange Commission.

Sincerely,



Steven T. Schlotterbeck  
*President, Chief Executive Officer and Director*  
EQT Corporation



Daniel J. Rice IV  
*Chief Executive Officer and Director*  
Rice Energy Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger described in this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This document is dated October 12, 2017 and is first being mailed to shareholders of record of EQT and stockholders of record of Rice on or about October 12, 2017.

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625 Liberty Avenue, Suite 1700  
Pittsburgh, Pennsylvania 15222

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 9, 2017**

This is a notice that a special meeting of shareholders (the "EQT special meeting") of EQT Corporation ("EQT") will be held on November 9, 2017 at EQT Plaza, 625 Liberty Avenue, Pittsburgh, PA 15222, at 8:00 a.m. local time. This special meeting will be held for the following purposes:

1. to approve the issuance of shares of common stock of EQT, no par value, to shareholders of Rice Energy Inc. ("Rice") in connection with the Agreement and Plan of Merger, dated as of June 19, 2017 (as it may be amended from time to time, the "merger agreement"), by and among EQT, Eagle Merger Sub I, Inc., an indirect wholly owned subsidiary of EQT, and Rice (the "share issuance proposal");
2. to approve an amendment and restatement of EQT's Restated Articles of Incorporation in the form attached to this joint proxy statement/prospectus as Annex B to provide that the number of members of the board of directors of EQT (the "EQT board") be not less than five nor more than thirteen (the "charter amendment proposal"); and
3. to approve the adjournment of the EQT special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (the "EQT adjournment proposal").

**This joint proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the attached document, including the merger agreement and all other annexes and any documents incorporated by reference, for further information with respect to the business to be transacted at the EQT special meeting. You are encouraged to read the entire document carefully before voting. In particular, see the section titled "The Merger" beginning on page 56 for a description of the transactions contemplated by the merger agreement, including the share issuance contemplated by the share issuance proposal, and the section titled "Risk Factors" beginning on page 34 for an explanation of the risks associated with the merger and the other transactions contemplated by the merger agreement, including the share issuance.**

**The EQT board unanimously (i) determined the merger agreement and the other agreements and transactions contemplated thereby, including, without limitation, the merger and the share issuance, are fair to and in the best interests of EQT and its shareholders, (ii) approved and declared advisable the merger agreement and the transactions contemplated thereby, including the share issuance and the charter amendment and (iii) approved the execution, delivery and performance of the merger agreement. The EQT board recommends that EQT shareholders vote "FOR" the share issuance proposal, "FOR" the charter amendment proposal and "FOR" the EQT adjournment proposal.**

The EQT board has fixed September 25, 2017 as the record date for determination of EQT shareholders entitled to receive notice of, and to vote at, the EQT special meeting or any adjournments or postponements thereof. Only holders of record of EQT common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the EQT special meeting.

**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.** The merger between EQT and Rice cannot be completed without the approval of the share issuance proposal by the affirmative vote of a majority of the votes cast on the proposal by holders of EQT's common stock.

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Whether or not you expect to attend the EQT special meeting in person, we urge you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to vote online; (2) dialing the toll-free number shown on your proxy card and following the instructions to vote by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the EQT special meeting. Even if you plan to attend the EQT special meeting in person, we request that you complete, sign, date and return the enclosed proxy card and thus ensure that your shares of EQT common stock will be represented at the EQT special meeting if you are unable to attend.

If your shares are held in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction form furnished by such broker, bank, trustee or other nominee, as appropriate. If your shares are held through EQT's Employee Savings Plan or EQT's 2014 Long-Term Incentive Plan, you will receive a separate voting direction card. If you have any questions concerning the share issuance proposal or the other transactions contemplated by the merger agreement or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of EQT common stock, please contact EQT's proxy solicitor:



**Innisfree M&A Incorporated**  
**501 Madison Avenue, 20th floor**  
**New York, New York 10022**

**Shareholders May Call Toll-Free: (877) 717-3930**

**Banks & Brokers May Call Collect: (212) 750-5833**

By order of the Board of Directors

A handwritten signature in black ink that reads "Nicole H. King Yohe".

Nicole King Yohe  
*Corporate Secretary*

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**2200 Rice Drive  
Canonsburg, PA 15317  
(724) 271-7200**

**NOTICE OF 2017 SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 9, 2017**

This is a notice that a special meeting of stockholders (the "Rice special meeting") of Rice Energy Inc. ("Rice") will be held on November 9, 2017, at 8:00 a.m., local time, at Rice's executive offices at 2200 Rice Drive, Canonsburg, PA 15317. This special meeting will be held for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of June 19, 2017 (as it may be amended from time to time, the "merger agreement"), a copy of which is attached as Annex A to the joint proxy statement/prospectus of which this notice is a part, among Rice, EQT Corporation ("EQT"), and Eagle Merger Sub I, Inc. ("Merger Sub"), an indirect wholly owned subsidiary of EQT, pursuant to which Merger Sub will merge with and into Rice (the "merger"), and immediately thereafter Rice will merge with and into another wholly owned indirect subsidiary of EQT with such indirect subsidiary surviving as a wholly owned subsidiary of EQT, and each outstanding share of Rice common stock (with certain exceptions described in the accompanying joint proxy statement/prospectus) will be converted into the right to receive 0.37 of a share of common stock, no par value, of EQT, and \$5.30 in cash, without interest and subject to applicable withholding taxes, pursuant to the merger agreement;
2. to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger; and
3. to approve the adjournment of the Rice special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**This joint proxy statement/prospectus describes the proposals listed above in more detail, as well as other matters contemplated in connection with the proposed merger. Please refer to the attached document, including the merger agreement and all other annexes and including any documents incorporated by reference, for further information with respect to the business to be transacted at the Rice special meeting. You are encouraged to read the entire document carefully before voting.**

**Rice's board of directors (the "Rice board") unanimously determined that it is advisable and in the best interests of Rice's stockholders to enter into the merger agreement, and unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and resolved to recommend adoption of the merger agreement by Rice's stockholders and that the adoption of the merger agreement be submitted to a vote at a meeting of Rice's stockholders. The Rice board recommends that Rice stockholders vote "FOR" the adoption of the merger agreement, "FOR" the approval on an advisory (non-binding) basis of the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger and "FOR" the adjournment of the Rice special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

September 21, 2017 has been fixed as the record date for determination of Rice stockholders entitled to receive notice of, and to vote at, the Rice special meeting or any adjournments or postponements thereof. Only holders of record of Rice common stock and Rice Class A Preferred

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Stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Rice special meeting.

A complete list of registered Rice stockholders entitled to vote at the Rice special meeting will be available for inspection at the principal place of business of Rice at 2200 Rice Drive, Canonsburg, Pennsylvania 15317, during regular business hours for a period of no less than 10 days before the Rice special meeting and at the place of the Rice special meeting during the meeting.

**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.** The merger between Rice and EQT cannot be completed without the adoption of the merger agreement by the affirmative vote, in person or by proxy, of holders of a majority in voting power of the outstanding shares of Rice stock entitled to vote on the merger agreement proposal as of the record date for the Rice special meeting.

**Whether or not you expect to attend the Rice special meeting in person, we urge you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to vote online; (2) dialing the toll-free number shown on your proxy card and following the instructions to vote by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Rice special meeting. If your shares are held in a Rice plan or in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction form furnished by the plan trustee or administrator, or such broker, bank or other nominee, as appropriate.**

If you have any questions concerning the merger agreement or the merger contemplated by the merger agreement or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Rice common stock, please contact Rice's proxy solicitor:



105 Madison Avenue  
New York, New York 10016  
**RICE@mackenziepartners.com**  
Call Collect: (212) 929-5500  
or  
Toll-Free: (800) 322-2885

By order of the Board of Directors

A handwritten signature in dark ink, appearing to read "William E. Jordan".

William E. Jordan  
*Senior Vice President, General Counsel and  
Corporate Secretary*



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Both EQT and Rice file annual, quarterly and current reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that either EQT or Rice files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 for further information on the Public Reference Room. In addition, EQT and Rice file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You can also obtain these documents, free of charge, from EQT at <http://ir.eqt.com> or from Rice at <http://investors.riceenergy.com>. The information contained on, or that may be accessed through, EQT's and Rice's websites is not incorporated by reference into, and is not a part of, this joint proxy statement/prospectus.

EQT has filed a registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part with respect to the shares of EQT common stock to be issued in the merger. This joint proxy statement/prospectus constitutes the prospectus of EQT filed as part of the registration statement. As permitted by SEC rules, this joint proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits in the SEC's reading room at the address set forth above or at the SEC's website mentioned above. Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable agreement or other document filed as an exhibit to the registration statement. **This joint proxy statement/prospectus incorporates important business and financial information about EQT and Rice from documents that are not attached to this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company or its proxy solicitor at the following addresses and telephone numbers:**

**For EQT shareholders:**

**EQT Corporation  
625 Liberty Avenue, Suite 1700  
Pittsburgh, Pennsylvania 15222  
(412) 553-5700  
Attention: Corporate Secretary**

**Innisfree M&A Incorporated  
501 Madison Avenue, 20th floor  
New York, New York 10022  
Shareholders May Call Toll-Free: (877) 717-3930  
Banks & Brokers May Call Collect: (212) 750-5833**

**For Rice stockholders:**

**Rice Energy Inc.  
2200 Rice Drive  
Canonsburg, Pennsylvania 15317  
(832) 708-3437  
Attention: Investor Relations**

**MacKenzie Partners, Inc.  
105 Madison Avenue  
New York, New York 10016  
[RICE@mackenziepartners.com](mailto:RICE@mackenziepartners.com)  
Call Collect: (212) 929-5500  
or  
Toll-Free: (800) 322-2885**

**If you would like to request any documents, please do so by November 7, 2017 in order to receive them before the EQT special meeting or the Rice special meeting, as applicable.**

For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 202.

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## ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 (Registration No. 333-219508) filed with the SEC by EQT, constitutes a prospectus of EQT under the Securities Act of 1933, as amended, with respect to the shares of EQT common stock to be issued to Rice stockholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Rice and EQT under the Securities Exchange Act of 1934, as amended. It also constitutes a notice of meeting with respect to the special meeting of EQT shareholders and a notice of meeting with respect to the special meeting of Rice stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated October 12, 2017, and you should assume that the information contained in this joint proxy statement/prospectus is accurate only as of such date. You should also assume that the information incorporated by reference into this joint proxy statement/prospectus is only accurate as of the date of such information.

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding EQT has been provided by EQT and information contained in this joint proxy statement/prospectus regarding Rice has been provided by Rice.**

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## QUESTIONS AND ANSWERS

*The following are some questions that you, as a shareholder of EQT Corporation ("EQT") or a stockholder of Rice Energy Inc. ("Rice"), may have regarding the merger, the issuance of shares of EQT common stock to Rice stockholders in connection with the merger and other matters being considered at the special meetings of EQT's shareholders and Rice's stockholders (the "EQT special meeting" and the "Rice special meeting," respectively) and the answers to those questions. EQT and Rice urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger, the issuance of shares of EQT common stock in connection with the merger and the other matters being considered at the EQT special meeting and the Rice special meeting. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.*

**Q: Why am I receiving this document?**

A: EQT, Rice and Eagle Merger Sub I, Inc., an indirect, wholly owned subsidiary of EQT ("Merger Sub"), have entered into an Agreement and Plan of Merger, dated as of June 19, 2017 (as it may be amended from time to time, the "merger agreement"), providing for the merger of Merger Sub with and into Rice, with Rice surviving the merger as an indirect wholly owned subsidiary of EQT (the "merger"). Following the effective time of the merger (the "effective time," and the date of the effective time the "closing date"), the surviving corporation in the merger will merge with and into an indirect wholly owned limited liability company subsidiary of EQT, with the limited liability company subsidiary surviving the second merger as an indirect wholly owned subsidiary of EQT (the "post-closing merger" and together with the merger, the "mergers").

In order to complete the merger, EQT shareholders must approve the proposal to issue EQT common stock, no par value (the "EQT common stock"), to the Rice stockholders pursuant to the merger agreement (the "share issuance proposal") and Rice stockholders must approve the proposal to adopt the merger agreement (the "merger agreement proposal"), and all other conditions to the merger must be satisfied or waived.

EQT and Rice will hold separate special meetings to obtain these approvals and other related matters, including, in the case of EQT, a vote to amend and restate EQT's Restated Articles of Incorporation (the "EQT articles") in the form attached to this joint proxy statement/prospectus as Annex B to provide that the number of members of EQT's board of directors (the "EQT board") be not less than five nor more than thirteen (the "charter amendment proposal") and, in the case of Rice, a vote to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger (the "compensation proposal").

This joint proxy statement/prospectus, which you should read carefully, contains important information about the merger, the share issuance and other matters being considered at the EQT special meeting and the Rice special meeting.

**Q: What will Rice stockholders receive for their shares of Rice common stock in the merger?**

Q: At the effective time, each share of Rice common stock, par value \$0.01 per share (the "Rice common stock") issued and outstanding immediately prior to the effective time (other than shares of Rice common stock (1) (a) held in treasury by Rice or (b) owned by EQT, Merger Sub or EQT Investments Holdings, LLC, the intermediate subsidiary of EQT that holds all of Merger Sub's outstanding capital stock, which will automatically be canceled and cease to exist, (2) held by any wholly owned subsidiary of EQT (other than Merger Sub or EQT Investments Holdings, LLC) or any wholly owned subsidiary of Rice, which will automatically be converted into a number of shares of EQT common stock equal to the sum of (x) the stock consideration and (y) the quotient

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of the cash consideration and the last reported sale price of EQT common stock on the New York Stock Exchange (the "NYSE") (as reported in The Wall Street Journal) on the closing date, or (3) held by any holder of record who is entitled to demand and properly demands appraisal of such shares pursuant to and in compliance with the Delaware General Corporate Law (the "DGCL") (the shares of Rice common stock described in clauses (1) through (3) together, "excluded shares")), will be cancelled and converted automatically into the right to receive (i) 0.37 shares of EQT common stock (the "exchange ratio") in book-entry form (the "stock consideration") (with cash in lieu of fractional shares, if any) and (ii) \$5.30 in cash, without interest and subject to applicable withholding taxes (the "cash consideration" and, together with the stock consideration, the "merger consideration").

In addition, Rice will take all actions as may be necessary so that at the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will be treated as described in "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger."

For additional information regarding the consideration to be received in the merger, see the section entitled "The Merger—Effects of the Merger."

**Q: If I am a Rice stockholder, how will I receive the merger consideration to which I am entitled?**

A: As soon as practicable after the effective time (but no later than the second business day after the closing date), an exchange agent will mail to each holder of record of Rice common stock (whose shares were converted into the right to receive the merger consideration pursuant to the merger agreement) a letter of transmittal and instructions for use in effecting the surrender of certificates of Rice common stock ("Rice stock certificates") and book-entry shares representing the shares of Rice common stock ("Rice book-entry shares") in exchange for the merger consideration. Upon receipt by the exchange agent of (i) either Rice stock certificates or Rice book-entry shares and (ii) a signed letter of transmittal and such other documents as may be required pursuant to such instructions, the holder of such shares will be entitled to receive the merger consideration in exchange therefor.

**Q: Who will own EQT immediately following the transactions?**

A: EQT and Rice estimate that, upon completion of the merger, EQT shareholders as of immediately prior to the merger will hold approximately 65% and Rice stockholders will hold approximately 35% of the outstanding common stock of EQT.

**Q: How important is my vote?**

A: Your vote "**FOR**" each proposal presented at the EQT special meeting and/or the Rice special meeting is very important, and you are encouraged to submit a proxy as soon as possible.

Approval of the share issuance proposal requires the affirmative vote of a majority of the votes cast on the proposal by holders of EQT's common stock. Any abstention by an EQT shareholder will have the same effect as a vote against the share issuance proposal. The failure of any EQT shareholder to submit a vote will not be counted in determining the votes cast in connection with this proposal and therefore will have no effect on the outcome of the share issuance proposal. Approval of the charter amendment proposal requires the affirmative vote of a majority of the votes cast on the proposal by holders of EQT's common stock. Failure to vote and abstentions will not be counted as votes cast "for" or "against" the charter amendment proposal and will have no effect on the outcome of the charter amendment proposal. Approval of the proposal to adjourn the EQT special meeting, if necessary or appropriate, to solicit additional proxies in favor of the share issuance proposal if there are not sufficient votes at the time of such adjournment to



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approve the share issuance (the "EQT adjournment proposal") requires the affirmative vote of a majority of the votes cast on the proposal by holders of EQT's common stock. Failure to vote and abstentions will not be counted as votes cast "for" or "against" the EQT adjournment proposal and will have no effect on the outcome of the charter amendment proposal.

Approval of the merger agreement proposal requires the affirmative vote of holders of a majority in voting power of the outstanding shares of Rice stock, in person or by proxy, entitled to vote on the merger agreement proposal. Any abstention by a Rice stockholder and the failure of any Rice stockholder to submit a vote will have the same effect as voting against the merger agreement proposal. Adoption of the compensation proposal requires the affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the compensation proposal. Abstentions are considered shares present and entitled to vote and will have the same effect as votes "against" the compensation proposal. Since the compensation proposal is non-binding, if the merger agreement is approved by Rice stockholders and the merger is completed, the compensation that is the subject of the compensation proposal, which includes amounts EQT or Rice are contractually obligated to pay, would still be paid regardless of the outcome of the non-binding advisory vote. Approval of the proposal to adjourn the Rice special meeting, if necessary or appropriate, to solicit additional proxies in favor of the merger agreement proposal if there are not sufficient votes at the time of such adjournment to adopt the merger agreement (the "Rice adjournment proposal") requires the affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the Rice adjournment proposal. Abstentions are considered shares present and entitled to vote and will have the same effect as votes "against" the Rice adjournment proposal.

**Q: How do the EQT board and the Rice board recommend that I vote?**

A: The EQT board unanimously (i) determined the merger agreement and the other agreements and transactions contemplated thereby, including, without limitation, the merger and the share issuance, are fair to and in the best interests of EQT and its shareholders, (ii) approved and declared advisable the merger agreement and the transactions contemplated thereby, including the share issuance and the charter amendment and (iii) approved the execution, delivery and performance of the merger agreement. For a detailed description of the various factors considered by the EQT board, see the section titled "The Merger—Recommendation of the EQT Board and Reasons for the Merger."

Accordingly, the EQT board unanimously recommends that EQT shareholders vote "**FOR**" the share issuance proposal, "**FOR**" the charter amendment proposal and "**FOR**" the EQT adjournment proposal.

Rice's board of directors (the "Rice board"), after considering the various factors described under "The Merger—Recommendation of the Rice Board and Reasons for the Merger," the comprehensive process conducted by the Rice board and the alternatives to the merger (including remaining as a stand-alone company), has unanimously determined that it is advisable and in the best interests of Rice's stockholders to enter into the merger agreement, and unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and resolved to recommend the adoption of the merger agreement by Rice's stockholders and that the adoption of the merger agreement be submitted to a vote at a meeting of Rice's stockholders.

Accordingly, the Rice board recommends that you vote "**FOR**" the merger agreement proposal, "**FOR**" the compensation proposal and "**FOR**" the Rice adjournment proposal.

[Table of Contents](#)**Q: Will the EQT common stock received at the time of completion of the merger be traded on an exchange?**

A: Yes. It is a condition to the consummation of the merger that the shares of EQT common stock to be issued to Rice stockholders in connection with the merger be authorized for listing on the NYSE, subject to official notice of issuance.

**Q: How will EQT shareholders be affected by the merger?**

A: Upon completion of the merger, each EQT shareholder will hold the same number of shares of EQT common stock that such shareholder held immediately prior to completion of the merger. As a result of the merger, EQT shareholders will own shares in a larger company with more assets. However, because in connection with the merger, EQT will be issuing additional shares of EQT common stock to Rice stockholders in exchange for their shares of Rice common stock, each outstanding share of EQT common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of EQT common stock outstanding after the merger.

**Q: What are the U.S. federal income tax consequences of the merger?**

A: It is intended that the merger and the post-closing merger, taken together, qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). It is a condition to each of EQT's and Rice's obligation to complete the mergers that it receive a written opinion from its counsel, Wachtell, Lipton, Rosen & Katz and Vinson & Elkins LLP, respectively, to the effect that the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. Accordingly, assuming the receipt and accuracy of such opinions, a U.S. holder (as defined under "The Merger—Material U.S. Federal Income Tax Consequences") of shares of Rice common stock that receives shares of EQT common stock and cash in exchange for shares of Rice common stock pursuant to the merger generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the EQT common stock and cash received by the U.S. holder exceeds such U.S. holder's adjusted tax basis in its shares of Rice common stock surrendered and (ii) the amount of cash received by such U.S. holder. Holders of Rice common stock that are not U.S. holders and that receive shares of EQT common stock and cash pursuant to the merger may be subject to U.S. withholding tax with respect to cash received.

**Holders of Rice common stock should read the section entitled "The Merger—Material U.S. Federal Income Tax Consequences" for a more complete discussion of the U.S. federal income tax consequences of the mergers. Tax matters can be complicated, and the tax consequences to a particular holder will depend on such holder's particular facts and circumstances. Rice stockholders should consult their own tax advisors to determine the specific consequences to them of receiving EQT common stock and cash pursuant to the merger.**

**Q: When do EQT and Rice expect to complete the merger?**

A: EQT and Rice currently expect to complete the merger in the fourth quarter of fiscal year 2017. However, neither EQT nor Rice can predict the actual date on which the merger will be completed, nor can the parties assure that the merger will be completed, because completion is subject to conditions beyond either company's control. See the sections entitled "The Merger—Regulatory Approvals" and "The Merger Agreement—Conditions to Completion of the Merger."

**Q: What happens if the merger is not completed?**

A: If the merger agreement is not adopted by Rice's stockholders, the share issuance is not approved by EQT's shareholders or the merger is not completed for any other reason, Rice's stockholders

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will not receive any payment for shares of Rice common stock they own. Instead, Rice will remain an independent public company, Rice common stock will continue to be listed and traded on the NYSE and registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rice will continue to file periodic reports with the SEC on account of Rice's common stock.

Under specified circumstances, Rice and/or EQT may be required to reimburse the other party's expenses or pay a termination fee upon termination of the merger agreement, as described under "The Merger Agreement—Expenses and Termination Fees Relating to the Termination of the Merger Agreement."

**Q: When and where is the EQT special meeting?**

A: The EQT special meeting will be held on November 9, 2017, at 8:00 a.m., local time, at EQT Plaza, 625 Liberty Avenue, Pittsburgh, PA 15222.

**Q: When and where is the Rice special meeting?**

A: The Rice special meeting will be held on November 9, 2017, at 8:00 a.m., local time, at Rice's executive offices at 2200 Rice Drive, Canonsburg, PA 15317.

**Q: How many votes may I cast?**

A: Each share of EQT common stock entitles its holder of record to one vote on each matter considered at the EQT special meeting. Only EQT shareholders who held shares of EQT common stock at the close of business on September 25, 2017 are entitled to vote at the EQT special meeting and any adjournment or postponement of the EQT special meeting, so long as such shares remain outstanding on the date of the EQT special meeting.

Each outstanding share of Rice common stock entitles its holder of record to one vote on each matter considered at the Rice special meeting; each 1/1000th of an outstanding share of Rice Class A Preferred Stock, par value \$0.01 per share (the "Rice preferred stock" and together with the Rice common stock, "Rice stock") entitles its holder of record to one vote on each matter considered at the Rice special meeting. Only Rice stockholders who held shares of record at the close of business on September 21, 2017 are entitled to vote at the Rice special meeting and any adjournment or postponement of the Rice special meeting, so long as such shares remain outstanding on the date of the Rice special meeting.

**Q: Who can vote at each of the EQT special meeting and the Rice special meeting?**

A: All holders of shares of EQT common stock who hold such shares of record at the close of business on September 25, 2017, the record date for the EQT special meeting, are entitled to receive notice of and to vote at the EQT special meeting.

All holders of shares of Rice common stock and Rice preferred stock who hold such shares of record at the close of business on September 21, 2017, the record date for the Rice special meeting, are entitled to receive notice of and to vote at the Rice special meeting.

**Q: What are the record dates in connection with each of the EQT special meeting and the Rice special meeting?**

A: The record date for the determination of shareholders entitled to notice of and to vote at the EQT special meeting is September 25, 2017. The record date for the determination of stockholders entitled to notice of and to vote at the Rice special meeting is September 21, 2017.

[Table of Contents](#)**Q: What constitutes a quorum at each of the EQT special meeting and the Rice special meeting?**

A: In order for business to be conducted at the EQT and Rice special meetings, a quorum must be present. A quorum at the EQT special meeting requires the presence, in person or by proxy, of holders of a majority of the issued and outstanding shares of EQT common stock entitled to vote at the EQT special meeting. A quorum at the Rice special meeting requires the presence, in person or by proxy, of holders of a majority in voting power of the outstanding shares of Rice stock entitled to vote at the Rice special meeting.

**Q: What do I need to do now?**

A: After you have carefully read and considered the information contained or incorporated by reference into this joint proxy statement/prospectus, please submit your proxy via the Internet or by telephone in accordance with the instructions set forth on the enclosed proxy card, or complete, sign, date and return the enclosed proxy card in the postage-prepaid envelope provided as soon as possible so that your shares will be represented and voted at the EQT special meeting or the Rice special meeting, as applicable.

Additional information on voting procedures can be found under the section titled "EQT Special Meeting" and under the section titled "Rice Special Meeting."

**Q: How will my proxy be voted?**

A: If you submit your proxy via the Internet, by telephone or by completing, signing, dating and returning the enclosed proxy card, your proxy will be voted in accordance with your instructions.

Additional information on voting procedures can be found under the section titled "EQT Special Meeting" and under the section titled "Rice Special Meeting."

**Q: Who will count the votes?**

A: The votes at the EQT special meeting will be counted by three independent judges of election appointed by the EQT board. The votes at the Rice special meeting will be counted by an independent inspector of election appointed by the Rice board.

**Q: May I vote in person?**

A: Yes. If you are a shareholder of record of EQT at the close of business on September 25, 2017 or a stockholder of record of Rice at the close of business on September 21, 2017, you may attend your special meeting and vote your shares in person, in lieu of submitting your proxy by Internet, telephone or by completing, signing, dating and returning the enclosed proxy card.

If you are a beneficial holder of EQT common stock or Rice common stock, you are also invited to attend the EQT special meeting or the Rice special meeting, as applicable. However, because you are not the shareholder or stockholder of record, you may not vote your shares in person at the EQT special meeting or the Rice special meeting, as applicable, unless you request and obtain a valid "legal proxy" from your bank, broker or nominee.

**Q: What must I bring to attend my special meeting?**

A: Only EQT's shareholders of record, or Rice's stockholders of record, as of the close of business on the applicable record date, beneficial owners of EQT common stock or Rice common stock as of the applicable record date, holders of valid proxies for the EQT special meeting or Rice special meeting, and invited guests of EQT or Rice may attend the applicable special meeting. All attendees should be prepared to present government-issued photo identification (such as a driver's

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license or passport) for admittance. The additional items, if any, that attendees must bring depend on whether they are shareholders or stockholders of record, beneficial owners or proxy holders.

Additionally, EQT shareholders planning to attend the EQT special meeting will need an admission ticket. Holders of shares in registered name or through EQT's Employee Savings Plan or EQT's 2014 Long-Term Incentive Plan (the "EQT 2014 LTIP") can obtain an admission ticket by checking the appropriate box on their proxy card or direction card, or by writing to EQT's Corporate Secretary at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attn: Corporate Secretary. Beneficial owners holding through a broker, bank or other holder of record, must write to EQT's Corporate Secretary at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attn: Corporate Secretary AND must include proof of your ownership of EQT common stock as of the record date, such as a copy of your brokerage account statement or an omnibus proxy, which you can obtain from your broker, bank or other holder of record, and EQT will send you an admission ticket for the special meeting.

Additional information on attending the EQT special meeting and the Rice special meeting can be found under the section titled "EQT Special Meeting" and under the section titled "Rice Special Meeting."

**Q: What should I do if I receive more than one set of voting materials for the EQT special meeting or the Rice special meeting?**

A: You may receive more than one set of voting materials for the EQT special meeting or the Rice special meeting or both, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction forms. For example, if you hold your EQT common stock or Rice common stock in more than one brokerage account, you will receive a separate voting instruction form for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please submit each separate proxy or voting instruction form that you receive by following the instructions set forth in each separate proxy or voting instruction form.

**Q: What's the difference between holding shares as a shareholder or stockholder of record and holding shares as a beneficial owner?**

A: If your shares of EQT common stock or Rice common stock are registered directly in your name with EQT's transfer agent, Computershare, or Rice's transfer agent, American Stock Transfer & Trust Company, LLC, you are considered, with respect to those shares, to be the shareholder of record, in the case of EQT, or the stockholder of record, in the case of Rice. If you are a shareholder or stockholder of record, then this joint proxy statement and your proxy card have been sent directly to you by EQT or Rice, as applicable.

If your shares of EQT common stock or Rice common stock are held through a bank, broker or other nominee, you are considered the beneficial owner of the shares of EQT common stock or Rice common stock held in "street name." In that case, this proxy statement has been forwarded to you by your bank, broker or other nominee who is considered, with respect to those shares, to be the shareholder of record. As the beneficial owner, you have the right to direct your bank, broker or other nominee how to vote your shares by following their instructions for voting, and you are also invited to attend the EQT special meeting or the Rice special meeting, as applicable. However, because you are not the shareholder or stockholder of record, you may not vote your shares in person at the EQT special meeting or the Rice special meeting, as applicable, unless you request and obtain a valid "legal proxy" from your bank, broker or nominee.

[Table of Contents](#)**Q: If my shares are held in "street name" by my broker, bank or other nominee, will my broker, bank or other nominee automatically vote my shares for me?**

A: No. If your shares are held in the name of a broker, bank or other nominee, you will receive separate instructions from your broker, bank or other nominee describing how to vote your shares. The availability of Internet or telephonic voting will depend on the nominee's voting process. Please check with your broker, bank or other nominee and follow the voting procedures provided by your broker, bank or other nominee on your voting instruction form.

You should instruct your broker, bank or other nominee how to vote your shares. Under the rules applicable to broker-dealers, your broker, bank or other nominee does not have discretionary authority to vote your shares on any of the proposals scheduled to be voted on at the EQT special meeting or the Rice special meeting. A so-called "broker non-vote" results when banks, brokers and other nominees return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter and have not received specific voting instructions from the beneficial owner of such shares. EQT and Rice do not expect any broker non-votes at the EQT special meeting or Rice special meeting because the rules applicable to banks, brokers and other nominees only provide brokers with discretionary authority to vote on proposals that are considered routine, whereas each of the proposals to be presented at the EQT special meeting and Rice special meeting are considered non-routine. As a result, no broker will be permitted to vote your shares at the EQT special meeting or Rice special meeting without receiving instructions. Failure to instruct your broker on how to vote your shares will have no effect on the outcome of the share issuance proposal or the charter amendment proposal, but will have the same effect as a vote "against" the adoption of the merger agreement proposal.

Additional information on voting procedures can be found under the section titled "EQT Special Meeting" and under the section titled "Rice Special Meeting."

**Q: How do I vote shares of EQT common stock held through EQT's Employee Savings Plan?**

A: If you hold shares through EQT's Employee Savings Plan, you will receive a separate voting direction card. The trustee of the EQT Employee Savings Plan will vote your shares in accordance with the instructions on your returned direction card.

If you do not return a direction card or if you return a direction card with no instructions, the trustee will vote your shares in proportion to the way other plan participants voted their shares. Please note that the direction cards have an earlier return date than the proxy cards. Please review your direction card for the date by which your instructions must be received in order for your shares to be voted.

In the case of Internet or telephone voting, you should have your direction card in hand and retain the card until you have completed the voting process. If you vote by Internet or telephone, you do not need to return the direction card by mail.

**Q: How do I vote restricted shares of EQT common stock held through EQT's 2014 Long-Term Incentive Plan?**

A: Employees of EQT holding restricted shares through the EQT 2014 LTIP will receive a separate voting direction card. The administrator of the EQT 2014 LTIP (or its designee) will vote your restricted shares in accordance with the instructions on your returned direction card.

If you return a direction card with no instructions, the administrator or its designee will vote your shares as recommended by the EQT board. If you do not return a direction card, your shares will not be voted. Please note that the direction cards have an earlier return date than the proxy cards.

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Please review your direction card for the date by which your instructions must be received in order for your shares to be voted.

In the case of Internet or telephone voting, you should have your direction card in hand and retain the card until you have completed the voting process. If you vote by Internet or telephone, you do not need to return the direction card by mail.

**Q: What do I do if I am an EQT shareholder and I want to revoke my proxy?**

A: Shareholders of record may revoke their proxies at any time before their shares are voted at the EQT special meeting in any of the following ways:

- sending a written notice of revocation to EQT at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attention: Corporate Secretary, which must be received before their shares are voted at the EQT special meeting;
- properly submitting a later-dated, new proxy card, which must be received before their shares are voted at the EQT special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);
- submitting a proxy via the Internet or by telephone at a later date, which must be received by 11:59 p.m. Eastern Time on November 8, 2017 (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or
- attending the EQT special meeting and voting in person. Attendance at the EQT special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

Beneficial owners of EQT common stock may change their voting instruction by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record or by requesting a "legal proxy" from such broker, bank or other nominee and voting in person at the EQT special meeting.

Additional information can be found under the section titled "EQT Special Meeting."

**Q: What do I do if I am a Rice stockholder and I want to revoke my proxy?**

A: Stockholders of record may revoke their proxies at any time before their shares are voted at the Rice special meeting in any of the following ways:

- sending a written notice of revocation to Rice at 2200 Rice Drive, Canonsburg, Pennsylvania 15317, Attention: Investor Relations, which must be received before their shares are voted at the Rice special meeting;
- properly submitting a later-dated, new proxy card, which must be received before their shares are voted at the Rice special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);
- submitting a proxy via the Internet or by telephone at a later date, which must be received by 11:59 p.m. Eastern Time on November 8, 2017 (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or
- attending the Rice special meeting and voting in person. Attendance at the Rice special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

Beneficial owners of Rice common stock may change their voting instruction by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record or by requesting a "legal proxy" from such broker, bank or other nominee and voting in person at the EQT special meeting.

Additional information can be found under the section entitled "Rice Special Meeting."



[Table of Contents](#)**Q: What happens if I sell or otherwise transfer my shares of EQT common stock before the EQT special meeting?**

A: The record date for shareholders entitled to vote at the EQT special meeting is September 25, 2017, which is earlier than the date of the EQT special meeting. If you sell or otherwise transfer your shares after the record date but before the EQT special meeting, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you transfer your shares and each of you notifies us in writing of such special arrangements, you will retain your right to vote such shares at the EQT special meeting but will otherwise transfer ownership of your shares of EQT common stock.

**Q: What happens if I sell or otherwise transfer my shares of Rice common stock before the Rice special meeting?**

A: The record date for stockholders entitled to vote at the Rice special meeting is September 21, 2017, which is earlier than the date of the Rice special meeting. If you sell or otherwise transfer your shares after the record date but before the Rice special meeting, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you transfer your shares and each of you notifies us in writing of such special arrangements, you will retain your right to vote such shares at the Rice special meeting but will otherwise transfer ownership of your shares of Rice common stock.

**Q: What happens if I sell or otherwise transfer my shares of Rice common stock before the completion of the merger?**

A: Only holders of shares of Rice common stock at the effective time will become entitled to receive the merger consideration. If you sell your shares of Rice common stock prior to the completion of the merger, you will not become entitled to receive the merger consideration by virtue of the merger.

**Q: Do any of the officers or directors of Rice have interests in the merger that may differ from or be in addition to my interests as a Rice stockholder?**

A: In considering the recommendation of the Rice board that Rice stockholders vote to adopt the merger agreement proposal, to approve the compensation proposal and to approve the Rice adjournment proposal, Rice stockholders should be aware that some of Rice's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of Rice stockholders generally. The Rice board was aware of and considered these potential interests, among other matters, in evaluating and negotiating the merger agreement and the transactions contemplated therein, in approving the merger and in recommending the adoption of the merger and the approval of the compensation proposal and the Rice adjournment proposal.

For more information and quantification of these interests, please see "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger."

**Q: Where can I find voting results of the EQT special meeting and the Rice special meeting?**

A: Rice and EQT intend to announce their respective preliminary voting results at each of the Rice and EQT special meetings and publish the final results in Current Reports on Form 8-K that will be filed with the SEC following the Rice special meeting and the EQT special meeting, respectively. All reports that Rice and EQT file with the SEC are publicly available when filed. See the section titled "Where You Can Find More Information."



[Table of Contents](#)**Q: Do EQT shareholders and Rice stockholders have dissenters' rights or appraisal rights, as applicable?**

A: EQT shareholders are not entitled to dissenters' rights in connection with the merger. Rice stockholders are entitled to appraisal rights in connection with the merger under Section 262 of the DGCL, provided they satisfy the special criteria and conditions set forth in Section 262 of the DGCL. Rice common stock held by stockholders that do not vote for approval of the merger and make a demand for appraisal in accordance with Delaware law will not be converted into EQT common stock, but will be converted into the right to receive from the combined company consideration determined in accordance with Delaware law. For further information relating to appraisal rights and dissenters' rights see the sections in this joint proxy statement/prospectus titled "The Merger—Appraisal Rights and Dissenters' Rights" and "Appraisal Rights and Dissenters' Rights."

**Q: How can I find more information about EQT and Rice?**

A: You can find more information about EQT and Rice from various sources described in the section titled "Where You Can Find More Information."

**Q: Who can answer any questions I may have about the EQT special meeting, the Rice special meeting, the merger, or the transactions contemplated by the merger agreement, including the share issuance?**

A: If you have any questions about the EQT special meeting, the Rice special meeting, the merger, the share issuance, or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or documents incorporated by reference herein, the enclosed proxy card or voting instructions, you should contact:

**For EQT shareholders:**

**EQT Corporation**  
**625 Liberty Avenue, Suite 1700**  
**Pittsburgh, Pennsylvania 15222**  
**(412) 553-5700**  
**Attention: Corporate Secretary**

**Innisfree M&A Incorporated**  
**501 Madison Avenue, 20th floor**  
**New York, New York 10022**  
**Shareholders May Call Toll-Free: (877) 717-3930**  
**Shareholders May Call Collect: (212) 750-5833**

**For Rice stockholders:**

**Rice Energy Inc.**  
**2200 Rice Drive**  
**Canonsburg, Pennsylvania 15317**  
**(832) 708-3437**  
**Attention: Investor Relations**

**MacKenzie Partners, Inc.**  
**105 Madison Avenue**  
**New York, New York 10016**  
**RICE@mackenziepartners.com**  
**Call Collect: (212) 929-5500**  
**or**  
**Toll-Free: (800) 322-2885**

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## SUMMARY

*The following summary highlights selected information described in more detail elsewhere in this joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus and may not contain all the information that may be important to you. To understand the merger and the matters being voted on by Rice stockholders and EQT shareholders at their respective special meetings more fully, and to obtain a more complete description of the legal terms of the merger agreement and the agreements related thereto, you should carefully read this entire document, including the annexes, and the documents to which EQT and Rice refer you. Each item in this summary includes a page reference directing you to a more complete description of that topic. See "Where You Can Find More Information."*

### **The Parties (see pages 41 and 42)**

#### ***EQT Corporation***

EQT Corporation conducts its business through three business segments: EQT Production, EQT Gathering and EQT Transmission. EQT Production is the largest natural gas producer in the Appalachian Basin, based on average daily sales volumes, with 13.5 Tcfe of proved natural gas, natural gas liquids ("NGLs") and crude oil reserves across approximately 3.6 million gross acres, including approximately 790,000 gross acres in the Marcellus play, as of December 31, 2016. EQT Gathering and EQT Transmission provide gathering, transmission and storage services for EQT's produced gas, as well as for independent third parties across the Appalachian Basin, through EQT's ownership and control of EQT Midstream Partners, LP ("EQM") (NYSE: EQM), a publicly traded limited partnership formed by EQT to own, operate, acquire and develop midstream assets in the Appalachian Basin.

In 2015, EQT formed EQT GP Holdings, LP ("EQGP") (NYSE: EQGP), a Delaware limited partnership, to own EQT's partnership interests, including the incentive distribution rights ("IDRs"), in EQM. As of June 30, 2017, EQT owned the entire non-economic general partner interest and 239,715,000 common units, which represented a 90.1% limited partner interest, in EQGP. As of June 30, 2017, EQGP's only cash-generating assets were the following EQM partnership interests: 21,811,643 EQM common units, representing a 26.6% limited partner interest in EQM; 1,443,015 EQM general partner units, representing a 1.8% general partner interest in EQM; and all of EQM's IDRs, which entitle EQGP to receive 48.0% of all incremental cash distributed in a quarter after \$0.5250 has been distributed in respect of each common unit and general partner unit of EQM for that quarter. EQT is the ultimate parent company of EQGP and EQM.

#### ***Eagle Merger Sub I, Inc.***

Merger Sub is an indirect, wholly owned subsidiary of EQT. Merger Sub was formed by EQT solely in contemplation of the merger, has not conducted any business and has no assets, liabilities or other obligations of any nature other than as set forth in the merger agreement. Its principal executive offices are located at c/o EQT Corporation, 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222 and its telephone number is (412) 553-5700.

#### ***Rice Energy Inc.***

Rice Energy Inc. is an independent natural gas and oil company focused on the acquisition, exploration and development of natural gas, oil and NGL properties in the Appalachian Basin. Rice operates in three business segments, which are managed separately due to their distinct operational differences. The Exploration and Production segment is engaged in the acquisition, exploration and development of natural gas, oil and NGLs. The Rice Midstream Holdings segment is engaged in the gathering and compression of natural gas production in Belmont and Monroe Counties, Ohio. The Rice Midstream Partners segment is engaged in the gathering and compression of natural gas production in Washington and Greene Counties, Pennsylvania, and in the provision of water services to

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support the well completion services of Rice and third parties in Washington and Greene Counties, Pennsylvania and in Belmont County, Ohio.

**EQT Special Meeting (see page 43)**

**Date, Time and Place.** The EQT special meeting will be held on November 9, 2017 at EQT Plaza, 625 Liberty Avenue, Pittsburgh, PA 15222, at 8:00 a.m. local time.

**Purpose.** The EQT special meeting is being held to consider and vote on the following proposals:

- **Proposal 1.** To approve the issuance of shares of EQT common stock to Rice stockholders in connection with the merger agreement (referred to previously in this joint proxy statement/prospectus as the share issuance proposal).
- **Proposal 2.** To approve an amendment and restatement of the EQT articles in the form attached to this joint proxy statement/prospectus as Annex B to provide that the number of members of the EQT board be not less than five nor more than thirteen (referred to previously in this joint proxy statement/prospectus as the charter amendment proposal).
- **Proposal 3.** To approve the adjournment of the EQT special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (referred to previously in this joint proxy statement/prospectus as the EQT adjournment proposal).

**Record Date; Voting Rights.** The record date for the determination of shareholders entitled to notice of and to vote at the EQT special meeting is September 25, 2017. Only EQT shareholders who held shares of EQT common stock of record at the close of business on September 25, 2017 are entitled to vote at the EQT special meeting and any adjournment or postponement of the EQT special meeting. Each share of EQT common stock entitles its holder of record to one vote at the EQT special meeting.

**Quorum.** In order for business to be conducted at the EQT special meeting, a quorum must be present. A quorum requires the presence, in person or by proxy, of holders of a majority of the issued and outstanding shares of EQT common stock entitled to vote at the EQT special meeting. For purposes of determining whether there is a quorum, all shares that are present, including abstentions will count towards the quorum.

**Vote Required.** The affirmative vote of a majority of the votes cast on the respective proposal by holders of EQT's common stock is required to approve each of the share issuance proposal, the charter amendment proposal and the EQT adjournment proposal.

As of the record date, there were approximately 173,832,392 shares of EQT common stock outstanding, held by 2,211 holders of record. As of the record date, EQT directors and executive officers, as a group, owned and were entitled to vote approximately 943,125 shares of EQT common stock, or approximately 0.54% of the outstanding shares of EQT common stock as of the record date.

**Rice Special Meeting (see page 49)**

**Date, Time and Place.** The Rice special meeting will be held on November 9, 2017, at Rice's executive offices at 2200 Rice Drive, Canonsburg, PA 15317, at 8:00 a.m. local time.

**Purpose.** The Rice special meeting is being held to consider and vote on the following proposals:

- **Proposal 1.** To adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, pursuant to which each outstanding share of Rice common stock (other than excluded shares) will be converted into the right to receive 0.37 of a share of EQT common stock and \$5.30 in cash, without interest and subject to applicable withholding



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taxes (referred to previously in this joint proxy statement/prospectus as the merger agreement proposal).

- **Proposal 2.** To approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger (referred to previously in this joint proxy statement/prospectus as the compensation proposal), discussed under the heading "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger."
- **Proposal 3.** To approve the adjournment of the Rice special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement (referred to previously in this joint proxy statement/prospectus as the Rice adjournment proposal).

**Record Date; Voting Rights.** The record date for the determination of stockholders entitled to notice of and to vote at the Rice special meeting is September 21, 2017. Only Rice stockholders who held shares of record at the close of business on September 21, 2017 are entitled to vote at the Rice special meeting and any adjournment or postponement of the Rice special meeting, so long as such shares remain outstanding on the date of the Rice special meeting. Each share of Rice common stock entitles its holder of record to one vote at the Rice special meeting on each matter considered at the Rice special meeting. Each outstanding share of Rice common stock entitles its holder of record to one vote on each matter considered at the Rice special meeting and each 1/1000th of an outstanding share of Rice preferred stock will be entitled to one vote on each matter considered at the Rice special meeting.

**Quorum.** In order for business to be conducted at the Rice special meeting, a quorum must be present. A quorum requires the presence, in person or by proxy, of holders of a majority in voting power of the outstanding shares of Rice stock entitled to vote at the Rice special meeting. For purposes of determining whether there is a quorum, all shares that are present and entitled to vote will count towards the quorum, including abstentions.

**Vote Required.** The votes required for each proposal are as follows:

- **Proposal 1—the merger agreement proposal.** The affirmative vote of holders of a majority in voting power of the outstanding shares of Rice stock, in person or by proxy, entitled to vote on the merger agreement proposal is required to adopt the merger agreement proposal.
- **Proposal 2—the compensation proposal.** The affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the compensation proposal, is required to approve the compensation proposal. Since the votes for the merger-related compensation proposal are non-binding, if the merger agreement is approved by Rice's stockholders and the merger is completed, the compensation that is the subject of the compensation proposal, which includes amounts Rice or EQT are contractually obligated to pay, would still be paid regardless of the outcome of the non-binding advisory vote on the compensation proposal.
- **Proposal 3—the Rice adjournment proposal.** The affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the Rice adjournment proposal, is required to approve the Rice adjournment proposal.

As of the close of business on the record date, there were 227,957,481 shares of Rice common stock outstanding, held by 23 holders of record and 15,217 shares of Rice preferred stock outstanding held by six holders of record. As of the record date, directors and executive officers of Rice, as a group, owned and were entitled to vote 3,492,019 shares of Rice common stock and no shares of Rice preferred stock, or approximately 1.44% of the voting power of outstanding shares of Rice.

[Table of Contents](#)**The Merger (see page 56)**

Upon satisfaction or waiver of the conditions to closing in the merger agreement, on the closing date, Merger Sub, an indirect wholly owned subsidiary of EQT formed for the purpose of effecting the merger, will merge with and into Rice. Rice will be the surviving company in the merger. At the effective time, each share of Rice common stock issued and outstanding immediately prior to the effective time (other than excluded shares) will be converted into the right to receive 0.37 of a share of EQT common stock, with cash paid in lieu of the issuance of fractional shares of EQT common stock, and \$5.30 in cash, without interest and subject to applicable withholding taxes. In addition, Rice will take all actions as may be necessary so that at the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will be treated as described in "The Merger—Treatment of Rice Equity Awards."

**Recommendation of the EQT Board and Reasons for the Merger (see page 68)**

**The EQT board recommends that EQT shareholders vote "FOR" the share issuance proposal, "FOR" the charter amendment proposal and "FOR" the EQT adjournment proposal.**

In the course of reaching its decision to approve the merger agreement and the transactions contemplated by the merger agreement, including the share issuance and the charter amendment, the EQT board considered a number of factors in its deliberations. For a more complete discussion of these factors, see "The Merger—Recommendation of the EQT Board and Reasons for the Merger."

**Recommendation of the Rice Board and Reasons for the Merger (see page 73)**

**The Rice board recommends that Rice stockholders vote "FOR" the merger agreement proposal, "FOR" the compensation proposal and "FOR" the Rice adjournment proposal.**

In the course of reaching its decision to approve the merger agreement and the merger contemplated by the merger agreement, the Rice board considered a number of factors in its deliberations. For a more complete discussion of these factors, see "The Merger—Recommendation of the Rice Board and Reasons for the Merger."

**Opinion of EQT's Financial Advisor (see page 86)**

In connection with the mergers, EQT's financial advisor, Citigroup Global Markets Inc. ("Citi"), delivered a written opinion, dated June 19, 2017, to the EQT board as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be paid by EQT pursuant to the merger agreement. The full text of Citi's written opinion, dated June 19, 2017, which describes the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, is attached as Annex C to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference. The description of Citi's opinion set forth below is qualified in its entirety by reference to the full text of Citi's opinion. **Citi's opinion was provided for the information of the EQT board (in its capacity as such) in connection with its evaluation of the merger consideration from a financial point of view and did not address any other terms, aspects or implications of the mergers or related transactions. Citi expressed no view as to, and its opinion did not address, the underlying business decision of EQT to effect or enter into the mergers or any related transactions, the relative merits of the mergers or any related transactions as compared to any alternative business strategies that might exist for EQT or the effect of any other transaction in which EQT might engage or consider. Citi's opinion is not intended to be and does not constitute a recommendation to any securityholder as to how such securityholder should vote or act on any matters relating to the proposed mergers, any related transactions or otherwise.**

For further information, see the section of this joint proxy statement/prospectus entitled "The Merger—Opinion of EQT's Financial Advisor" and Annex C.

[Table of Contents](#)**Opinion of Rice's Financial Advisor (see page 106)**

In connection with the merger, on June 18, 2017, Rice's financial advisor, Barclays Capital Inc., ("Barclays") rendered its oral opinion (which opinion was subsequently confirmed in writing) to the Rice board that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be offered to Rice stockholders (other than holders of shares of Rice common stock (a) that are subject to perfected appraisal rights, (b) held in treasury by Rice or owned by EQT, Merger Sub or EQT Investments Holdings, LLC, which will automatically be canceled and cease to exist or (c) held by any other wholly owned subsidiary of EQT or Rice (collectively, the "excluded shares") is fair, from a financial point of view, to such stockholders. The full text of Barclays' written opinion, dated June 19, 2017, which describes the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Barclays in rendering its opinion, is attached as Annex D to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference. The summary of Barclays' opinion set forth below is qualified in its entirety by reference to the full text of Barclays' opinion.

**Barclays' opinion is addressed to the Rice board, addresses only the fairness, from a financial point of view, to Rice stockholders (other than holders of excluded shares) of the merger consideration to be offered to such stockholders and does not constitute a recommendation to any Rice stockholder as to how such stockholder should vote with respect to the merger or any other matter. The terms of the merger were determined through arm's-length negotiations between Rice and EQT and were unanimously approved by the Rice board. Barclays did not recommend any specific form of consideration to Rice or that any specific form of consideration constituted the only appropriate consideration for the merger. Barclays was not requested to opine as to, and its opinion does not in any manner address, Rice's underlying business decision to proceed with or effect the merger or the likelihood of consummation of the merger. In addition, Barclays expressed no opinion on, and its opinion does not in any manner address, the fairness of the amount or the nature of any compensation to any officers, directors or employees of any parties to the merger or any class of such persons, relative to the consideration to be offered to Rice stockholders in connection with the merger. Barclays' opinion does not address the relative merits of the merger as compared to any other transaction or business strategy in which Rice might engage.**

For further information, see the section of this joint proxy statement/prospectus entitled "The Merger—Opinion of Rice's Financial Advisor" and Annex D.

**Financing of the Transactions (see page 128)**

Excluding any funds required to refinance and/or pay off any indebtedness of Rice and its subsidiaries on the closing date and cash severance costs, EQT anticipates that the total amount of funds necessary to finance the transactions and to pay transaction fees and expenses will be approximately \$1.8 billion. This amount is expected to be funded through a combination of available cash on hand, borrowings under EQT's existing revolving credit facility and proceeds from the issuance and sale by EQT of senior unsecured notes. In connection with the transactions, EQT received debt financing commitments in the amount of \$1.4 billion. On October 4, 2017 EQT terminated its \$1.4 billion debt financing commitments and closed an offering of \$3.0 billion of its fixed and floating rate senior notes. The merger, however, is not conditioned upon receipt of this or any other financing by EQT. For a more complete discussion of the financing of the transactions, see "The Merger—Financing of the Transactions."

**Interests of Certain Rice Directors and Executive Officers in the Merger (see page 128)**

Rice's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of the Rice stockholders generally. The members of the Rice board were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that Rice stockholders adopt the merger agreement.



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These interests include, among others:

- Rice's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.
- If the effective time occurs before the time that Rice's 2017 bonuses would be paid in the ordinary course of business, each Rice executive officer will receive a bonus payment equal to 200% of the executive's target bonus opportunity in respect of any 2017 bonus to which they would otherwise be entitled.
- Each Rice executive officer is a party to an employment agreement with Rice that would provide that executive with certain compensation and benefits in the event that the executive experiences a qualifying termination in connection with the merger.
- Rice performance stock units held by the executive officers will be converted into time-based restricted stock units of EQT, and the performance conditions applicable to such Rice performance stock units will be deemed to have been met at the maximum level at the effective time.

Rice's directors and executive officers hold equity compensation plan awards under Rice's Amended and Restated 2014 Long-Term Incentive Plan (the "Rice LTIP"), the vesting of which will be accelerated if the executive experiences a qualifying termination. See the section of this joint proxy statement/prospectus titled "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger" for a more detailed description of the interests of Rice's executive officers and directors.

#### **Board of Directors and Management of EQT Following Completion of the Merger (see page 135)**

In the merger agreement, EQT has agreed, subject to the approval of the charter amendment proposal by EQT's shareholders, to increase the size of the EQT board to thirteen directors and cause Daniel J. Rice IV and Robert F. Vagt (each, a "Rice designee") to become members of the EQT board upon the effective time. If EQT's shareholders do not approve the charter amendment proposal at the EQT special meeting, EQT has agreed to increase the size of the EQT board to twelve directors and appoint either Mr. Rice or Mr. Vagt, at Rice's election, upon the effective time and to seek shareholder approval to increase the maximum size of the EQT board specified in the EQT articles to thirteen directors at its next annual meeting of shareholders and appoint the Rice designee not appointed upon the effective time.

Upon completion of the merger, the current directors and executive officers of EQT are expected to continue in their current positions, other than as may be publicly announced by EQT in the normal course.

#### **Material U.S. Federal Income Tax Consequences (see page 135)**

It is intended that the merger and the post-closing merger, taken together, qualify as a "reorganization" within the meaning of Section 368(a) of the Code. It is a condition to each of EQT's and Rice's obligation to complete the mergers that it receive a written opinion from its counsel, Wachtell, Lipton, Rosen & Katz and Vinson & Elkins LLP, respectively, to the effect that the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. Accordingly, assuming the receipt and accuracy of such opinions, a U.S. holder (as defined under "The Merger—Material U.S. Federal Income Tax Consequences") of shares of Rice common stock that receives shares of EQT common stock and cash in exchange for shares of Rice common stock pursuant to the merger generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the EQT common stock and cash received by the U.S. holder exceeds such U.S. holder's adjusted tax basis in its shares of Rice common stock surrendered and (ii) the amount of cash received by such U.S. holder. Holders of Rice common stock that are not U.S. holders and that receive shares of EQT common stock and cash pursuant to the merger may be subject to U.S. withholding tax with respect to cash received.



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**Holders of Rice common stock should read the section entitled "The Merger—Material U.S. Federal Income Tax Consequences" for a more complete discussion of the U.S. federal income tax consequences of the mergers. Tax matters can be complicated, and the tax consequences to a particular holder will depend on such holder's particular facts and circumstances. Rice stockholders should consult their own tax advisors to determine the specific consequences to them of receiving EQT stock and cash pursuant to the merger.**

**Accounting Treatment (see page 138)**

EQT prepares its financial statements in accordance with generally accepted accounting principles in the United States ("GAAP"). The merger will be accounted for using the acquisition method of accounting with EQT being considered the acquirer of Rice for accounting purposes. This means that EQT will allocate the purchase price to the fair value of Rice's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price (if any) being recorded as goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

**Regulatory Approvals Required to Complete the Merger (see page 139)**

The completion of the merger is subject to antitrust review in the United States. Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), and the rules promulgated thereunder, the merger cannot be completed until the parties to the merger agreement have given notification and furnished information to the Federal Trade Commission (the "FTC") and the United States Department of Justice (the "DOJ"), and until the applicable waiting period has expired or has been terminated.

On June 30, 2017, EQT and Rice each filed a premerger notification and report form under the HSR Act and on July 18, 2017, the FTC granted early termination under the HSR Act.

Additionally, in connection with the share issuance proposal, EQT must file a registration statement with the SEC under the Exchange Act that is declared effective by the SEC.

**Treatment of Rice Equity Awards (see page 139)**

At the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock that is held by an employee or other service provider of Rice (including Rice directors) who will be continuing with EQT following the effective time will be converted into a restricted stock unit award, with substantially the same terms and conditions as were applicable to the pre-conversion award, in respect of a number of shares of EQT common stock equal to the product (rounded to the nearest whole share) of (i) the number of shares of Rice common stock subject to the pre-conversion award multiplied by (ii) the sum of (a) the exchange ratio plus (b) the quotient of the cash consideration divided by the average closing price of EQT common stock for the five consecutive trading days ending on the last complete trading day prior to the effective time (the "stock award exchange ratio"). Performance conditions that are applicable to any such Rice performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time, and the converted awards will be subject solely to time-based vesting.

For Rice employees identified by EQT prior to the effective time as not continuing to be employed following the effective time, at the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will vest and be settled within seven business days following the closing date for the merger consideration with respect to each share of Rice common stock subject to such awards. Performance conditions that are applicable to such Rice performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time.

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See the section of this joint proxy statement/prospectus entitled "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger" for a detailed description of the treatment of Rice equity awards.

**Agreement with Certain Rice Stockholders (see page 140)**

Concurrently with the execution of the merger agreement, EQT entered into a voting and support agreement, a copy of which is attached to this joint proxy statement/prospectus as Annex F (the "voting agreement"), with Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice (collectively, the "named Rice stockholders"), pursuant to which each of the named Rice stockholders has agreed, among other matters and upon the terms and subject to the conditions set forth in the voting agreement, to vote all of their shares of Rice common stock in favor of the merger agreement proposal and the other actions contemplated by the merger agreement and against any proposal that would reasonably be expected to result in any condition to the consummation of the merger set forth in the merger agreement not being fulfilled. As of the record date for the Rice special meeting, the named Rice stockholders held approximately 36,832,830 shares of Rice common stock in the aggregate, or approximately 15.1% of the voting power of Rice as of the record date.

**Agreements with Certain Executive Officers and Directors of Rice (see page 132)**

In connection with the execution of the merger agreement and effective immediately following the closing of the merger, Rice entered into (i) an amendment to the employment agreements with each of the executive officers and (ii) a confidentiality, non-solicitation and non-competition agreement with Daniel J. Rice III (the "Daniel J. Rice, III Agreement"), each as described in the "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger." The amendments amend terms of the executive officers' existing obligations under their respective employment agreements to refrain from competing with the business of Rice. The employment agreement amendments provide, among other terms, that the executive officers may not engage in certain competitive activities with Rice during the time of their employment and for a period of three years after the end of such employment in any location within the Appalachian Basin, as defined by the United States Energy Information Administration (the "Appalachian Basin"). The Daniel J. Rice, III Agreement imposes confidentiality and noncompetition covenants on Mr. Rice III that are comparable to those applicable to the executive officers under their amended employment agreements, with the noncompetition period running for three years from the closing of the merger.

**Listing of EQT Common Stock; Delisting of Rice Common Stock (see page 140)**

It is a condition to the consummation of the merger that the shares of EQT common stock to be issued to Rice stockholders in the merger be authorized for listing on the NYSE, subject to official notice of issuance. As a result of the merger, shares of Rice common stock currently listed on the NYSE will cease to be listed on the NYSE.

**Appraisal Rights and Dissenters' Rights (see page 141)**

Rice stockholders are entitled to appraisal rights under Section 262 of the DGCL, provided they satisfy the special criteria and conditions set forth in Section 262 of the DGCL. Rice common stock held by stockholders that do not vote for approval of the merger and make a demand for appraisal in accordance with Delaware law will not be converted into EQT common stock, but will be converted into the right to receive from the combined company consideration determined in accordance with Delaware law.

Under the Pennsylvania Business Corporation Law ("PBCL"), as well as the governing documents of EQT, EQT shareholders are not entitled to dissenters' rights in connection with the merger or the transactions contemplated by the merger.

[Table of Contents](#)**Litigation Relating to the Merger (see page 144)**

On August 2, 2017, a class action lawsuit related to the merger was filed against Rice and its directors. On August 3, 2017, a second class action lawsuit was filed against Rice and its directors, also naming EQT and Merger Sub as defendants. On August 11, 2017, two additional class action lawsuits were filed against Rice and its directors, one of which also named EQT and Merger Sub as defendants. On August 15, 2017, a fifth class action lawsuit was filed against Rice and its directors. Also on August 15, 2017, a derivative lawsuit was filed against members of the EQT board, with EQT as a nominal defendant; the parties have entered into a memorandum of understanding providing for the resolution of this matter. EQT and Rice believe the claims in each complaint are without merit. See the section entitled "Litigation Relating to the Merger."

**No Solicitation of Alternative Proposals (see page 155)**

Pursuant to the merger agreement, each of EQT and Rice have agreed that they will not, and will cause their respective subsidiaries and will use reasonable best efforts to cause their respective representatives not to, directly or indirectly, (i) initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a competing proposal (as defined in "The Merger Agreement—No Solicitation of Alternative Proposals"), (ii) engage in any discussions or negotiations with respect to a competing proposal or (iii) furnish any non-public information, or access to its properties, assets or employees, to any person in connection with or in response to a competing proposal or enter into any letter of intent or agreement in principle, or other agreement providing for a competing proposal.

The parties are permitted, prior to obtaining the applicable shareholder or stockholder approval of the transactions contemplated by the merger agreement, to engage in the activities described above solely with and to any person who has made a written, bona fide competing proposal that did not result from a breach of the applicable party's non-solicitation obligations; provided, that (A) no non-public information may be furnished until the party receives an executed confidentiality agreement containing limitations on the use and disclosure of non-public information no less favorable to that party in the aggregate than the terms of the confidentiality agreement between EQT and Rice; and (B) prior to taking any such actions, the party's board determines in good faith, after consultation with its financial advisors and outside legal counsel, that such competing proposal is, or would reasonably be expected to lead to, a superior proposal (as defined in "The Merger Agreement—No Solicitation of Alternative Proposals"), and, after consultation with its outside legal counsel, that the failure to engage in such activities would be inconsistent with the board's duties under applicable law.

**Conditions to Completion of the Merger (see page 161)**

The obligations of Rice and EQT to consummate the merger are subject to the satisfaction or waiver (to the extent permissible under applicable laws) of the following mutual conditions:

- adoption of the merger agreement proposal by Rice stockholders and approval of the share issuance proposal by EQT shareholders;
- any waiting period applicable to the merger under the HSR Act shall have been terminated or expired;
- absence of any order, decree, ruling, injunction or other action that is in effect (whether temporary, preliminary or permanent) restraining, enjoining or otherwise prohibiting the consummation of the merger, and no law shall have been adopted that makes consummation of the merger illegal or otherwise prohibited;
- the registration statement on Form S-4 filed by EQT in connection with the share issuance having been declared effective by the SEC and no stop order suspending the effectiveness of such Form S-4 having been issued by the SEC and no proceedings for that purpose having been sought by the SEC; and

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- EQT common stock issued in the merger having been approved for listing on the NYSE, upon official notice of issuance.

The obligation of Rice to effect the merger is also subject to the satisfaction or waiver by Rice of the following additional conditions:

- the accuracy of the representations and warranties of EQT and Merger Sub set forth in the merger agreement, subject to the materiality standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only), and Rice's receipt of an officer's certificate from EQT to such effect;
- performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by EQT at or prior to the effective time (and Rice's receipt of an officer's certificate from EQT to such effect);
- the absence, since the date of the merger agreement, of any event, change, effect or development that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect with respect to EQT; and
- the receipt by Rice of a written tax opinion from Vinson & Elkins LLP, in form and substance reasonably satisfactory to Rice and dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

The obligations of EQT and Merger Sub to effect the merger are also subject to the satisfaction or waiver by EQT of the following additional conditions:

- the accuracy of the representations and warranties of Rice set forth in the merger agreement, subject to the materiality standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only), and EQT's receipt of an officer's certificate from Rice to such effect;
- performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by Rice at or prior to the effective time (and EQT's receipt of an officer's certificate from Rice to such effect);
- the absence, since the date of the merger agreement, of any event, change, effect or development that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect with respect to Rice; and
- the receipt by EQT of a written tax opinion from Wachtell, Lipton, Rosen & Katz, in form and substance reasonably satisfactory to EQT and dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

As further discussed under the section titled "Risk Factors," neither EQT nor Rice can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

None of EQT, Rice or Merger Sub may rely, either as a basis for not consummating the merger or for terminating the merger agreement (as described below), on the failure of any condition set forth above, as the case may be, to be satisfied if such failure was caused by such party's breach in any material respect of any provision of the merger agreement.

[Table of Contents](#)**Termination of the Merger Agreement (see page 162)**

Rice and EQT may mutually agree to terminate the merger agreement before consummating the merger, even after adoption of the merger agreement proposal by Rice stockholders and approval of the share issuance proposal by EQT shareholders.

In addition, either EQT or Rice may terminate the merger agreement if:

- any governmental authority having jurisdiction over any party shall have issued any order, decree, ruling or injunction or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger and injunction shall have become final and nonappealable, or if there shall be adopted any law that permanently makes consummation of the merger illegal or otherwise permanently prohibited (provided that this right to terminate the merger agreement shall not be available to any party whose failure to fulfill any material covenant or agreement under the merger agreement has been the cause of or resulted in such injunction or law);
- subject to certain exceptions, the merger is not consummated by February 19, 2018, subject to one three-month extension to May 19, 2018, at the election of EQT or Rice, if the only conditions not satisfied at such time relate to an antitrust law (such date, as may be extended, the "end date") (provided that this right to terminate the merger agreement shall not be available to any party whose failure to fulfill any material covenant or agreement under the merger agreement has been the cause of or resulted in the failure of the merger to occur on or before the end date);
- subject to certain exceptions, there has been a breach of the merger agreement by the other party or there has been a failure to perform any of its representations, warranties, covenants or agreements contained in the merger agreement, which breach or failure to perform (i) if it was continuing to occur on the closing date, would result in a failure of a condition to close by such breaching party and (2) is incapable of being cured during the time period set forth in the merger agreement or, if curable, is not cured during the applicable cure period (provided the party seeking to terminate the merger agreement pursuant to this provision is not then in terminable breach);
- if the Rice special meeting has concluded without adoption of the merger agreement proposal by Rice stockholders or if the EQT special meeting has concluded without approval of EQT shareholders of the share issuance proposal; or
- prior to the adoption of the merger agreement by Rice stockholders or approval of the share issuance by EQT shareholders, as applicable, the other party (i) makes an adverse recommendation change or (ii) is in material violation of its non-solicitation obligations.

Rice may also terminate the merger agreement in order to enter into a definitive agreement with respect to a Rice superior proposal (provided that contemporaneous with such termination Rice tenders a termination fee payment to EQT).

**Expenses and Termination Fees Relating to the Termination of the Merger Agreement (see page 163)**

Rice or EQT, as applicable, will be obligated to pay the other party a termination fee of \$255 million in the following circumstances:

- if such party effects an adverse recommendation change or such party commits a material breach of its non-solicitation obligations; or
- (i) a competing proposal has been announced, disclosed or otherwise communicated to the Rice board or the EQT board, as applicable, and not withdrawn by a date that is at least three business days prior to the Rice special meeting or EQT special meeting, as applicable, or at least three business days prior to the termination of the merger agreement due to occurrence of the

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end date or a terminable breach by Rice or EQT, as applicable, (ii) thereafter, the merger agreement is terminated because the other party's shareholders fail to adopt the merger agreement or approve the share issuance, as applicable, or because of the occurrence of the end date or a terminable breach by the other party and (iii) within twelve months of the termination of the merger agreement, the other party enters into a definitive agreement with a third party with respect to or consummates a transaction that is a competing proposal with a third party.

Rice will also be required to pay a termination fee of \$255 million if Rice terminates the merger agreement in order to enter into a superior proposal.

In addition, unless otherwise entitled to the \$255 million termination fee, EQT or Rice will be obligated to pay the other party an expense reimbursement fee of \$67 million if such party's shareholders fail to adopt the merger agreement or approve the share issuance, as applicable.

In no event shall either party be entitled to receive more than one termination fee and one expense reimbursement fee. If a party receives a termination fee, then such party will not be entitled to also receive an expense reimbursement fee, and any payment of the expense reimbursement fee shall be fully creditable against any subsequent payment of the termination fee.

**Specific Performance (see page 164)**

In addition to any other remedy that may be available to each party, including monetary damages, each of the parties will be entitled to an injunction or injunctions, or any other appropriate form of specific performance or equitable relief, to prevent breaches of the merger agreement and to enforce specifically its terms and provisions.

**Expected Timing of the Merger (see page 148)**

The merger is expected to be completed in the fourth quarter of fiscal year 2017. However, neither EQT nor Rice can predict the actual date on which the merger will be completed, nor can the parties assure that the merger will be completed, because completion is subject to conditions beyond each party's control.

**Comparison of Rights of Common Shareholders of EQT and Common Stockholders of Rice (see page 186)**

Rice stockholders receiving shares of EQT common stock in connection with the merger will have different rights once they become shareholders of EQT due to differences between laws of the Commonwealth of Pennsylvania and the State of Delaware and the governing corporate documents of EQT and Rice. These differences are described in more detail under "Comparison of Rights of Common Shareholders of EQT and Common Stockholders of Rice."

**Risk Factors (see page 34)**

Before voting at the Rice special meeting or the EQT special meeting, you should carefully consider all of the information contained in or incorporated by reference into this joint proxy statement/prospectus, as well as the specific factors under the heading "Risk Factors."

[Table of Contents](#)**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF EQT**

The following table sets forth EQT's selected consolidated historical financial information that has been derived from (1) EQT's consolidated financial statements as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012, and (2) EQT's unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2017 and 2016. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of EQT nor does it include the effects of the merger. You should read this financial information together with EQT's consolidated financial statements, the related notes and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its Annual Report on Form 10-K as of and for the year ended December 31, 2016 filed on February 9, 2017, and Quarterly Report on Form 10-Q as of and for the quarter ended June 30, 2017 filed on July 27, 2017, each of which is incorporated into this joint proxy statement/prospectus by reference. In EQT's view, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim financial information. The selected balance sheet data as of June 30, 2016 has been derived from EQT's unaudited condensed consolidated financial statements as of June 30, 2016, which have not been incorporated into this joint proxy statement/prospectus by reference. For more information, see the section titled "Where You Can Find More Information."

	As of and for the Year Ended December 31,					Six Months Ended	
	2016	2015	2014	2013	2012	2017	2016
	(Thousands, except per share amounts)					(unaudited)	
Total							
operating							
revenues	\$ 1,608,348	\$ 2,339,762	\$ 2,469,710	\$ 1,862,011	\$ 1,377,222	\$ 1,588,416	\$ 672,600
Amounts							
attributable							
to EQT							
Corporation:							
(Loss)							
income							
from							
continuing							
operations	\$ (452,983)	\$ 85,171	\$ 385,594	\$ 298,729	\$ 135,902	\$ 205,118	\$ (253,009)
Net (loss)							
income	\$ (452,983)	\$ 85,171	\$ 386,965	\$ 390,572	\$ 183,395	\$ 205,118	\$ (253,009)
Earnings per							
share of							
common							
stock							
attributable							
to EQT							
Corporation:							
Basic:							
(Loss)							
income							
from							
continuing							
operations	\$ (2.71)	\$ 0.56	\$ 2.54	\$ 1.98	\$ 0.91	\$ 1.18	\$ (1.56)
Net (loss)							
income	\$ (2.71)	\$ 0.56	\$ 2.55	\$ 2.59	\$ 1.23	\$ 1.18	\$ (1.56)
Diluted:							
(Loss)	\$ (2.71)	\$ 0.56	\$ 2.53	\$ 1.97	\$ 0.90	\$ 1.18	\$ (1.56)
income							
from							

continuing operations								
Net (loss) income	\$ (2.71)	\$ 0.56	\$ 2.54	\$ 2.57	\$ 1.22	\$ 1.18	\$ (1.56)	
Total assets	\$ 15,472,922	\$ 13,976,172	\$ 12,035,353	\$ 9,765,907	\$ 8,819,750	\$ 15,724,011	\$ 14,783,186	
Long-term debt	\$ 3,289,459	\$ 2,793,343	\$ 2,959,353	\$ 2,475,370	\$ 2,496,061	\$ 3,292,162	\$ 2,795,620	
Cash dividends declared per share of common stock	\$ 0.12	\$ 0.12	\$ 0.12	\$ 0.12	\$ 0.88	\$ 0.06	\$ 0.06	

EQT adopted Accounting Standards Update (ASU) No. 2015-03, *Interest—Imputation of Interest* and ASU No. 2015-15, *Interest—Imputation of Interest* as of December 31, 2015, which requires an entity to present the debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. All periods prior to December 31, 2016 presented above were recast to reflect the change in accounting principle retrospectively applied as of December 31, 2015.



[Table of Contents](#)**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF RICE**

The following table sets forth Rice's selected consolidated historical financial information that has been derived from (1) Rice's consolidated financial statements as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012, and (2) Rice's unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2017 and 2016. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Rice nor does it include the effects of the merger. You should read this financial information together with Rice's consolidated financial statements, the related notes and the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its Annual Report on Form 10-K as of and for the year ended December 31, 2016 filed on March 1, 2017, and Quarterly Report on Form 10-Q as of and for the quarter ended June 30, 2017 filed on August 3, 2017, each of which is incorporated into this joint proxy statement/prospectus by reference. In Rice's view, the unaudited condensed consolidated financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim financial information. The selected statement of operations data and cash flow data for the years ended December 31, 2013 and 2012, and selected balance sheet data as of December 31, 2014, 2013 and 2012 have been derived from Rice's audited consolidated financial statements for such years, which have not been incorporated into this joint proxy statement/prospectus by reference. The selected balance sheet data as of June 30, 2016 has been derived from Rice's unaudited condensed consolidated financial statements as of June 30, 2016, which have not been incorporated into this joint proxy statement/prospectus by reference. For more information, see the section titled "Where You Can Find More Information."

(in thousands, except share data)	As of and for the Year Ended December 31,					Six Months Ended June 30,	
	2016	2015	2014	2013	2012	2017 (unaudited)	2016
<b>Statement of operations data:</b>							
Total operating revenues	\$ 778,906	\$ 502,141	\$ 390,942	\$ 88,687	\$ 27,200	\$ 792,113	\$ 295,940
Total operating expenses	843,936	940,308	401,364	116,567	36,100	636,457	377,109
Operating (loss) income	(65,030)	(438,167)	(10,422)	(27,880)	(8,900)	155,656	(81,169)
Net (loss) income	(248,820)	(267,999)	219,035	(35,776)	(19,344)	135,760	(135,404)
Net (loss) income attributable to Rice Energy Inc.	(269,751)	(291,336)	218,454	(35,776)	(19,344)	57,227	(174,274)
Net (loss) income attributable to Rice Energy Inc. common stockholders	(298,201)	(291,336)	218,454	(35,776)	(19,344)	28,239	(185,676)
(Loss) earnings per share—basic	(1.84)	(2.14)	1.70	(0.44)	(0.33)	0.14	(1.28)
(Loss) earnings per share—diluted	(1.84)	(2.14)	1.70	(0.44)	(0.33)	0.14	(1.28)
<b>Balance sheet data (at period end):</b>							
Cash	\$ 470,043	\$ 151,901	\$ 256,130	\$ 31,612	\$ 8,547	\$ 161,540	\$ 565,514

Total property, plant and equipment, net	6,117,912	3,243,131	2,461,331	734,331	273,640	6,446,251	3,514,759
Total assets	7,817,522	3,949,098	3,527,949	879,810	344,971	7,995,050	4,406,879
Total debt	1,522,481	1,435,790	900,680	426,942	149,321	1,599,779	1,302,684
Total equity before noncontrolling interest	2,908,202	1,279,897	1,522,710	298,647	138,191	3,124,869	1,449,579
<b>Net cash provided by (used in):</b>							
Operating activities	\$ 485,885	\$ 412,987	\$ 85,075	\$ 33,672	\$ (3,014)	\$ 326,451	\$ 202,894
Investing activities	(1,917,560)	(1,217,019)	(1,481,465)	(458,595)	(119,973)	(666,030)	(492,273)
Financing activities	1,749,817	699,803	1,620,908	444,988	127,145	31,076	702,992
<b>Other financial data (unaudited):</b>							
Adjusted EBITDAX	\$ 575,547	\$ 431,510	\$ 246,610	\$ 52,258	\$ 11,768	\$ 473,726	\$ 240,124

[Table of Contents](#)**Non-GAAP Financial Measures**

Adjusted EBITDAX is a supplemental non-GAAP financial measure that is used by Rice's management and external users of Rice's consolidated financial statements, such as industry analysts, investors, lenders and rating agencies.

Rice defines Adjusted EBITDAX as net (loss) income before noncontrolling interest; interest expense; depreciation, depletion and amortization; amortization of deferred financing costs; amortization of intangible assets; equity in loss (income) of their joint ventures; derivative fair value loss (gain), excluding net cash receipts (payments) on settled derivative instruments; gain on purchase of Marcellus joint venture; acquisition expense; non-cash stock compensation expense; non-cash incentive unit expense; restricted unit expense; income tax (benefit) expense; loss on extinguishment of debt; write-off of deferred financing costs; (gain) loss from sale of interest in gas properties; exploration expenses; and other non-recurring items. Adjusted EBITDAX is not a measure of net income as determined by United States generally accepted accounting principles, or GAAP.

Rice's management believes Adjusted EBITDAX is a useful measure to the users of Rice's financial statements because it allows them to more effectively evaluate Rice's operating performance and compare the results of Rice's operations from period to period and against Rice's peers without regard to Rice's financing methods or capital structure. Rice excludes the items listed above from net income in arriving at Adjusted EBITDAX because these amounts can vary substantially from company to company within Rice's industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. Adjusted EBITDAX should not be considered as an alternative to, or more meaningful than, net income as determined in accordance with GAAP. Certain items excluded from Adjusted EBITDAX are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure, as well as the historic costs of depreciable assets, none of which are components of Adjusted EBITDAX. Rice's computations of Adjusted EBITDAX may not be comparable to other similarly titled measures of other companies. Rice believes that Adjusted EBITDAX is a widely followed measure of operating performance also used by investors.

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The following table presents a reconciliation of the non-GAAP financial measure of Adjusted EBITDAX to the GAAP financial measure of net income (loss).

(in thousands)	Year Ended December 31,					Six Months Ended June 30,	
	2016	2015	2014	2013	2012	2017	2016
<b>Adjusted EBITDAX reconciliation to net (loss) income:</b>							
Net (loss) income	\$ (248,820)	\$ (267,999)	\$ 219,035	\$ (35,776)	\$ (19,344)	\$ 135,760	\$ (135,404)
Interest expense	99,627	87,446	50,191	17,915	3,487	54,292	49,323
Depreciation, depletion and amortization	368,455	322,784	156,270	32,815	14,149	282,782	163,937
Impairment of gas properties	20,853	18,250	—	—	—	92,355	—
Impairment of goodwill	—	294,908	—	—	—	—	—
Impairment of fixed assets	23,057	—	—	—	—	—	2,595
Amortization of deferred financing costs	7,545	5,124	2,495	5,230	7,220	6,078	3,169
Amortization of intangible assets	1,634	1,632	1,156	—	—	808	811
Equity in loss (income) of joint ventures	—	—	2,656	(19,420)	(1,532)	—	—
Write-off of abandoned leases	—	—	—	—	2,253	—	—
Derivative fair value loss (gain)(1)	220,236	(273,748)	(186,477)	(6,891)	1,381	(88,779)	131,376
Net cash receipts (payments) on settled derivative instruments(1)	201,071	193,908	(18,784)	676	879	(29,753)	131,455
Gain on purchase of Marcellus joint venture(2)	—	—	(203,579)	—	—	—	—
Embedded derivative liability	—	—	—	—	—	15,417	—
Acquisition expense	6,109	1,235	2,339	—	—	2,615	556
Acquisition break fee	(1,939)	—	—	—	—	—	(1,939)
Non-cash stock compensation expense	21,915	16,528	5,553	—	—	11,701	11,042
Non-cash	51,761	36,097	105,961	—	—	7,683	38,982

incentive unit expense							
Restricted unit expense	—	—	—	32,906	—	—	—
Income tax (benefit) expense	(142,212)	12,118	91,600	—	—	33,341	(126,871)
Loss on extinguishment of debt	—	—	7,654	10,622	—	—	—
Write-off of deferred financing costs	—	—	6,896	—	—	—	—
(Gain) loss from sale of interest in gas properties		(953)	—	4,230	—	—	—
Exploration expense	15,159	3,137	4,018	9,951	3,275	11,118	6,538
Other expense	6,511	4,380	207	—	—	—	3,424
Net income attributable to noncontrolling interest in midstream entities	(75,415)	(23,337)	(581)	—	—	(61,692)	(38,870)
Adjusted EBITDAX(3)	<u>\$ 575,547</u>	<u>\$ 431,510</u>	<u>\$ 246,610</u>	<u>\$ 52,258</u>	<u>\$ 11,768</u>	<u>\$ 473,726</u>	<u>\$ 240,124</u>

- (1) The adjustments for the derivative fair value (gains) losses and net cash receipts on settled commodity derivative instruments have the effect of adjusting net income (loss) for changes in the fair value of derivative instruments, which are recognized at the end of each accounting period because Rice does not designate commodity derivative instruments as accounting hedges. This results in reflecting commodity derivative gains and losses within Adjusted EBITDAX on a cash basis during the period the derivatives settled.
- (2) Represents gain recognized on the purchase of the remaining 50% interest in Rice's Marcellus joint venture.
- (3) The above Adjusted EBITDAX reconciliation deducts the impact of noncontrolling interest attributable to midstream entities and excludes the elimination of intercompany water revenues between Rice's subsidiaries and Rice Midstream Partners LP. Included in the above reconciliation is the non-controlling interest attributable to Rice Energy Operating, LLC, as Rice views their business on a fully diluted basis.

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## SUMMARY SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION OF EQT

The following selected unaudited pro forma condensed combined balance sheet data gives effect to the proposed merger as if it had occurred on June 30, 2017 while the unaudited pro forma combined statement of operations data for the six months ended June 30, 2017 and the year ended December 31, 2016 is presented as if the pro forma events had occurred on January 1, 2016.

The following selected unaudited pro forma condensed combined financial information has been prepared for illustrative purposes only and is not necessarily indicative of what the combined company's financial position or results of operations actually would have been had the pro forma events occurred as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. Future results may vary significantly from the results reflected because of various factors, including those discussed in the section entitled "Risk Factors." The following selected unaudited pro forma condensed combined financial information should be read in conjunction with the section titled "Unaudited Pro Forma Condensed Combined Financial Statements" and related notes included in this joint proxy statement/prospectus.

	<u>Six Months Ended</u> <u>June 30, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>
	<u>(in millions, except per share amounts)</u>	
<b>Unaudited Pro Forma Statements of Combined Operations Data</b>		
Sale of Natural gas, Oil and NGLs	\$ 1,955.9	\$ 2,391.7
Net Income (Loss) attributable to EQT corporation	260.0	(896.1)
Earnings (Loss) per Share, Basic	0.98	(3.46)
Earnings (Loss) per Share, Diluted	0.98	(3.46)
 <b>Unaudited Pro Forma Condensed Combined Balance Sheet Data</b>		
	<u>As of June 30, 2017</u> <u>(in millions)</u>	
Cash	\$	447.3
Total Assets		28,817.8
Long-Term Debt		6,472.4
Total Shareholders' Equity		16,919.3

[Table of Contents](#)**UNAUDITED COMPARATIVE PER SHARE INFORMATION**

The following table shows per share data regarding earnings (losses) from continuing operations, book value per share and cash dividends for EQT and Rice on a historical and pro forma combined basis after giving effect to the merger. The pro forma earnings (losses) from continuing operations information was compared as if the merger had been completed on January 1, 2016. The pro forma book value per share information was computed as if the merger had been completed on June 30, 2017.

The following comparative per share data is derived from the historical consolidated financial statements of each of EQT and Rice. The information below should be read in conjunction with the "Unaudited Pro Forma Condensed Combined Financial Statements" beginning on page 164.

	<b>Six Months Ended June 30, 2017 (Unaudited)</b>	<b>Year Ended December 31, 2016</b>
<b>Historical-EQT</b>		
Earnings (Loss) Per Share, Basic	\$ 1.18	\$ (2.71)
Earnings (Loss) Per Share, Diluted	\$ 1.18	\$ (2.71)
Book Value Per Share	\$ 34.98	\$ 33.91
Cash Dividends	\$ 0.06	\$ 0.12
<b>Historical-Rice</b>		
Earnings (Loss) Per Share, Basic	\$ 0.14	\$ (1.84)
Earnings (Loss) Per Share, Diluted	\$ 0.14	\$ (1.84)
Book Value Per Share	\$ 14.76	\$ 14.35
Cash Dividends	\$ —	\$ —
<b>Pro Forma Combined (Unaudited)</b>		
Earnings (Loss) Per Share, Basic	\$ 0.98	\$ (3.46)
Earnings (Loss) Per Share, Diluted	\$ 0.98	\$ (3.46)
Pro Forma Book Value Per Share	\$ 45.16	\$ —
Equivalent Pro Forma	\$ 16.71	\$ —

[Table of Contents](#)**COMPARATIVE STOCK PRICE DATA AND DIVIDENDS****Stock Prices**

EQT's common stock is listed on the NYSE under the symbol "EQT." Rice's common stock is listed on the NYSE under the symbol "RICE." The following table sets forth the closing sales prices per share of EQT common stock and Rice common stock, on an actual and equivalent per share basis, on the NYSE on the following dates:

- June 16, 2017, the last full trading day before the public announcement of the merger, and
- October 11, 2017, the last trading day for which this information could be calculated before the date of this joint proxy statement/prospectus.

	<u>EQT Common Stock</u>	<u>Rice Common Stock</u>	<u>EQT Equivalent Per Share(1)</u>
June 16, 2017	\$ 58.77	\$ 19.69	\$ 27.04
October 11, 2017	\$ 63.10	\$ 27.45	\$ 28.65

- (1) The equivalent per share data for EQT common stock has been determined by multiplying the market price of one share of EQT common stock on each of the dates by the exchange ratio of 0.37 and adding the \$5.30 cash consideration.

The following table sets forth, for the periods indicated, the high and low sales prices per share of EQT common stock and Rice common stock as reported on the NYSE, and cash dividends declared for the same periods.

**EQT Common Stock**

	<u>EQT Price Range</u>		
	<u>High</u>	<u>Low</u>	<u>Cash Dividends</u>
<b>Fiscal Year Ending December 31, 2017</b>			
Fourth Quarter (through October 11, 2017)	\$ 65.70	\$ 62.51	\$ 0.03
Third Quarter	\$ 67.84	\$ 57.49	\$ 0.03
Second Quarter	\$ 64.45	\$ 49.63	\$ 0.03
First Quarter	\$ 66.41	\$ 56.33	\$ 0.03
<b>Fiscal Year Ended December 31, 2016</b>			
Fourth Quarter	\$ 75.74	\$ 63.11	\$ 0.03
Third Quarter	\$ 79.64	\$ 67.69	\$ 0.03
Second Quarter	\$ 80.61	\$ 63.48	\$ 0.03
First Quarter	\$ 68.26	\$ 48.30	\$ 0.03
<b>Fiscal Year Ended December 31, 2015</b>			
Fourth Quarter	\$ 77.58	\$ 47.10	\$ 0.03
Third Quarter	\$ 81.67	\$ 63.09	\$ 0.03
Second Quarter	\$ 92.79	\$ 80.86	\$ 0.03
First Quarter	\$ 83.46	\$ 71.33	\$ 0.03



[Table of Contents](#)**Rice Common Stock**

	Rice Price Range		
	High	Low	Cash Dividends
<b>Fiscal Year Ending December 31, 2017</b>			
Fourth Quarter (through October 11, 2017)	\$ 29.12	\$ 27.19	\$ —
Third Quarter	\$ 29.55	\$ 24.65	—
Second Quarter	\$ 24.31	\$ 19.19	—
First Quarter	\$ 23.92	\$ 18.30	—
<b>Fiscal Year Ended December 31, 2016</b>			
Fourth Quarter	\$ 27.88	\$ 20.38	—
Third Quarter	\$ 29.36	\$ 20.45	—
Second Quarter	\$ 23.57	\$ 13.42	—
First Quarter	\$ 14.16	\$ 7.92	—
<b>Fiscal Year Ended December 31, 2015</b>			
Fourth Quarter	\$ 18.70	\$ 8.01	—
Third Quarter	\$ 21.11	\$ 15.57	—
Second Quarter	\$ 25.33	\$ 20.16	—
First Quarter	\$ 22.13	\$ 16.04	—

As of the close of business on September 25, 2017, the record date for the EQT special meeting, there were approximately 173,832,392 shares of EQT common stock outstanding and approximately 2,211 holders of record of EQT common stock. As of the close of business on September 21, 2017, the record date, for the Rice special meeting, there were 227,957,481 shares of Rice common stock outstanding, held by 23 holders of record.

Because the exchange ratio will not be adjusted for changes in the market price of either EQT common stock or Rice common stock, the market value of the shares of EQT common stock that holders of Rice common stock will have the right to receive on the date the merger is completed may vary significantly from the market value of the shares of EQT common stock that holders of Rice common stock would receive if the merger were completed on the date of this joint proxy statement/prospectus. As a result, you should obtain recent market prices of EQT common stock and Rice common stock prior to voting your shares. See "Risk Factors—Risks Relating to the Merger."

**Dividends**

EQT has paid a quarterly dividend of \$0.03 per share in respect of its common stock for the past several years. Any future decisions to pay dividends on EQT common stock will be at the discretion of the EQT board and will depend on the financial condition, results of operations, capital requirements, and other factors that the EQT board may deem relevant. Subject to limited exceptions, including for EQT's ordinary course quarterly dividends of \$0.03 per share, the merger agreement prohibits EQT (unless consented to in advance by Rice, which consent may not be unreasonably withheld, delayed or conditioned) from paying dividends to holders of EQT common stock until the earlier of the effective time and the termination of the merger agreement in accordance with its terms.

Since its initial public offering, Rice has not declared any dividends and does not anticipate declaring or providing any cash dividends to holders of Rice common stock in the foreseeable future. Subject to limited exceptions, the merger agreement prohibits Rice (unless consented to in advance by EQT, which consent may not be unreasonably withheld, delayed or conditioned) from paying dividends to holders of Rice common stock until the earlier of the effective time and the termination of the merger agreement in accordance with its terms.

[Table of Contents](#)**CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts but reflect EQT's and Rice's current beliefs, expectations or intentions regarding future events. Words such as "anticipate," "believe," "plan," "continue," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "plan," "possible," "potential," "predict," "project," "pursue," "will," "should," "target," and other similar words, phrases or expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the ability of EQT to complete the contemplated financing transactions in connection with the transaction; EQT's plans, objectives, expectations and intentions with respect to future operations and services; required approvals of the merger by Rice's stockholders and the share issuance by EQT's shareholders, and by governmental regulatory authorities; the stock price of EQT following the consummation of the transactions; the stock price of EQT prior to the consummation of the transactions; the satisfaction of the closing conditions to the proposed merger; and the timing of the completion of the merger. All forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, many of which are generally outside the control of EQT and Rice and difficult to predict. These risks and uncertainties also include those set forth under the section titled "Risk Factors" as well as, among others, risks and uncertainties relating to:

- the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement or the failure to satisfy the closing conditions;
- the possibility that the consummation of the proposed merger is delayed or does not occur, including due to the failure to obtain the required approvals of the EQT shareholders and Rice stockholders, which may have adverse effects on the business and the stock price of EQT and Rice;
- the ability to obtain the regulatory approvals required to complete the merger as contemplated by the merger agreement, and the timing and conditions for such approvals;
- the possibility that the stock price of EQT falls prior to the consummation of the proposed merger;
- the taking of governmental action (including the passage of legislation) to block the merger or otherwise adversely affecting EQT and Rice;
- the outcome of any legal proceedings that have been or may be instituted against EQT, Rice or others following announcement of the merger contemplated by the merger agreement;
- the disruption from the merger making it more difficult for Rice and EQT to maintain relationships with their respective customers, employees or suppliers;
- the inability of Rice to retain key personnel;
- the ability to successfully integrate the operations of EQT and Rice;
- the effects of the combination of EQT's and Rice's businesses, including the combined company's future financial condition, results of operations, strategy and plans;
- the expected benefits of the merger and the ability of EQT to realize those benefits;
- unexpected costs or unexpected liabilities that may arise from the merger, whether or not consummated;

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- liabilities from operations for which EQT or Rice, as applicable, do not have insurance and/or do not receive full indemnification;
- equipment specialization and new technologies;
- difficulty in building and deploying new equipment;
- operating hazards attendant to the natural gas and oil business;
- shortages, delays in delivery and interruptions in supply of equipment, supplies and materials;
- the ability to realize backlog;
- operating costs;
- failure by customers to pay or satisfy their contractual obligations (particularly with respect to fixed term contracts);
- the ability to repay indebtedness when due;
- interest rate volatility;
- weather, environmental risks and ability to satisfy future environmental costs; and
- the impact of global economic conditions, fluctuations in exchange rates, labor relations, competitive actions taken by competitors, terrorist attacks or natural disasters.

EQT and Rice caution that the foregoing list of factors is not exhaustive. Additional information concerning these and other risk factors is contained in EQT's and Rice's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings, as such filings may be amended from time to time. All subsequent written and oral forward-looking statements concerning EQT, Rice, the merger or other matters attributable to EQT or Rice or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Neither EQT nor Rice undertakes any obligation to update publicly any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

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## RISK FACTORS

*In addition to the other information included and incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section titled "Cautionary Statements Regarding Forward-Looking Statements," you should carefully consider the following risk factors before deciding whether to vote for the merger agreement proposal, in the case of Rice stockholders, or for the share issuance proposal, in the case of EQT shareholders. In addition, you should read and consider the risks associated with each of the businesses of Rice and EQT because these risks will relate to the combined company following the completion of the merger. Descriptions of some of these risks can be found in the Annual Reports of EQT and Rice on Form 10-K for the fiscal year ended December 31, 2016, and any amendments thereto for each of EQT and Rice, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also consider the other information in this document and the other documents incorporated by reference into this document. See the section titled "Where You Can Find More Information."*

### Risks Relating to the Merger

***Because the exchange ratio is fixed and the market prices of EQT common stock and Rice common stock may fluctuate, Rice stockholders cannot be sure of the value of the EQT common stock they will receive on the closing date.***

At the effective time, each share of Rice common stock (other than excluded shares) will be converted into the right to receive 0.37 of a share of EQT common stock and \$5.30 in cash, without interest and subject to applicable withholding taxes. If applicable, the exchange ratio will be adjusted appropriately to fully reflect the effect of any stock dividend, subdivision, stock split, reclassification, reorganization or other similar change with respect to the shares of either EQT common stock or Rice common stock prior to the completion of the merger. The exchange ratio will not, however, be adjusted for changes in the market price of either EQT common stock or Rice common stock between the date of signing the merger agreement and the effective time. Accordingly, at the time of the EQT special meeting and at the time of the Rice special meeting, neither EQT shareholders nor Rice stockholders will know, or be able to determine, the value of EQT common stock to be issued in connection with the merger. For that reason, the market price of EQT common stock on the date of the EQT special meeting and the Rice special meeting may not be indicative of the value of EQT common stock that Rice stockholders will receive upon completion of the merger.

The market prices of EQT common stock and Rice common stock are subject to general price fluctuations in the market for publicly traded equity securities and have experienced volatility in the past. Neither EQT nor Rice is permitted to terminate the merger agreement or re-solicit the vote of EQT shareholders or Rice stockholders, as applicable, solely because of changes in the market prices of either company's common stock. Stock price changes may result from a variety of factors, including general market and economic conditions and changes in the respective businesses, operations and prospects, and regulatory considerations of EQT and Rice. Market assessments of the benefits of the proposed merger and the likelihood that the transactions will be completed, as well as general and industry-specific market and economic conditions, may also affect market prices of EQT common stock and Rice common stock. Many of these factors are beyond EQT's and Rice's control. Rice stockholders should obtain current market quotations for shares of EQT common stock and for shares of Rice common stock.

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***The market value of EQT common stock could be negatively affected by risks and conditions that apply to EQT, which may be different from the risks and conditions applicable to Rice, and EQT shareholders will have different rights than Rice stockholders.***

Following the merger, EQT shareholders and former Rice stockholders will own interests in a combined company operating an expanded business with more assets and a different mix of liabilities. The business of EQT and its subsidiaries and other companies it may acquire in the future are different from those of Rice. There is a risk that various factors, conditions and developments that would not affect the price of Rice common stock could negatively affect the price of EQT common stock. Current EQT shareholders and Rice stockholders may not wish to continue to invest in the combined company, or may wish to reduce their investment in the combined company, including in order to comply with institutional investing guidelines, to increase diversification, to track any rebalancing of stock indices in which EQT common stock is included, to respond to the risk profile of the combined company or to realize a gain. In addition, if, following the merger, large amounts of EQT common stock are sold, the price of EQT common stock could decline.

Holders of shares of EQT common stock will have rights as EQT shareholders that differ from the rights they had as Rice stockholders before the merger. For a detailed comparison of the rights of EQT shareholders to the rights of Rice stockholders, see "Comparison of Rights of Common Shareholders of EQT and Common Stockholders of Rice."

***The transactions contemplated by the merger agreement are subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all. Failure to complete the transactions contemplated by the merger agreement, including the merger, could have material and adverse effects on EQT and Rice.***

Completion of the merger is subject to a number of conditions, including the approval by EQT shareholders of the share issuance proposal and approval by Rice stockholders of the merger agreement proposal, which make the completion and timing of the completion of the transactions uncertain. See the section titled "The Merger Agreement—Conditions to Completion of the Merger" for a more detailed discussion. Also, either EQT or Rice may terminate the merger agreement if the merger has not been consummated by February 19, 2018 or, at either party's discretion—if the only conditions to closing that have not been satisfied or waived by that date are those related to the termination or expiration of any waiting period under the HSR Act or the issuance of an order, decree, ruling, injunction or other action that is in effect and is restraining, enjoining or otherwise prohibiting the consummation of the merger—May 19, 2018, except that this right to terminate the merger agreement will not be available to any party whose material breach of a representation, warranty, covenant or other agreement of such party under the merger agreement resulted in the failure of the transactions to be consummated on or before that date.

If the transactions contemplated by the merger agreement are not completed, EQT's and Rice's respective ongoing businesses may be adversely affected and, without realizing any of the benefits of having completed the transactions, EQT and Rice will be subject to a number of risks, including the following:

- EQT and Rice will be required to pay their respective costs relating to the transactions, such as legal, accounting, financial advisory and printing fees, whether or not the transactions are completed;
- time and resources committed by EQT's and Rice's management to matters relating to the transactions could otherwise have been devoted to pursuing other beneficial opportunities;
- the market price of EQT common stock or Rice common stock could decline to the extent that the current market price reflects a market assumption that the transactions will be completed;

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- if the merger agreement is terminated and the Rice board seeks another business combination, Rice stockholders cannot be certain that Rice will be able to find a party willing to enter into a transaction agreement on terms equivalent to or more attractive than the terms agreed to in the merger agreement; and
- if the merger agreement is terminated and the EQT board seeks another acquisition, EQT shareholders cannot be certain that EQT will be able to find a party willing to enter into a transaction as attractive to EQT as the acquisition of Rice.

***The merger agreement contains provisions that limit Rice's and EQT's ability to pursue alternatives to the transactions, could discourage a potential competing acquiror of Rice or EQT from making a favorable alternative transaction proposal and, in specified circumstances, could require Rice or EQT to pay the other party a termination fee of \$255 million.***

The merger agreement contains certain provisions that restrict Rice's and EQT's ability to initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a competing proposal, engage in any discussions or negotiations with respect to a competing proposal or furnish any non-public information to any person in connection with a competing proposal. Further, even if the Rice board or the EQT board changes, withholds, modifies, withdraws or qualifies its recommendation with respect to the merger agreement proposal or the share issuance proposal, as applicable, unless the merger agreement has been terminated in accordance with its terms, both parties will still be required to submit the merger agreement proposal and the share issuance proposal, as applicable, to a vote at the its special meeting. In addition, the other party generally has an opportunity to offer to modify the terms of the transactions contemplated by the merger agreement in response to any third-party alternative transaction proposal before a party's board of directors may change, withhold, modify, withdraw or qualify its recommendation with respect to the merger agreement proposal or the share issuance proposal, as applicable. In some circumstances, upon termination of the merger agreement, Rice or EQT will be required to pay a termination fee of \$255 million to the other party. See the sections entitled "The Merger Agreement—No Solicitation of Alternative Proposals," "The Merger Agreement—Termination of the Merger Agreement" and "The Merger Agreement—Expenses and Termination Fees Relating to the Termination of the Merger Agreement."

These provisions could discourage a potential third-party acquirer or merger partner that might have an interest in acquiring all or a significant portion of Rice or EQT or pursuing an alternative transaction with either from considering or proposing such a transaction, even if, in the case of an acquisition of Rice, it were prepared to pay consideration with a higher per share price than the per share price proposed to be received in the merger or might result in a potential third-party acquiror or merger partner proposing to pay a lower price to the stockholders of Rice or the shareholders of EQT than it might otherwise have proposed to pay because of the added expense of the \$255 million termination fee that may become payable in certain circumstances.

***Rice's executive officers and directors have interests in the transactions that may be different from, or in addition to, the interests of Rice stockholders generally.***

When considering the recommendation of the Rice board with respect to the merger, you should be aware that Rice's executive officers and directors may have interests in the merger that are different from, or in addition to, those of Rice's stockholders more generally. The Rice board was aware of these interests during its deliberations on the merits of the merger and in deciding to recommend that Rice stockholders vote for the adoption of the merger agreement at the Rice special meeting.

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Upon completion of the merger, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will be treated as described in "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger."

See the section of this joint proxy statement/prospectus entitled "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger" for a more detailed description of the interests of Rice's executive officers and directors.

***Rice and EQT will be subject to business uncertainties while the merger is pending, which could adversely affect their business.***

In connection with the pendency of the transactions, it is possible that certain persons with whom Rice and EQT have a business relationship may delay or defer certain business decisions or might decide to seek to terminate, change or renegotiate their relationships with Rice or EQT, as the case may be, as a result of the transactions, which could negatively affect Rice's or EQT's revenues, earnings and cash flows, as well as the market price of Rice's or EQT's respective common stock, regardless of whether the merger is completed.

Under the terms of the merger agreement, each of Rice and EQT are subject to certain restrictions on the conduct of its business prior to the effective time, which may adversely affect its ability to execute certain of its business strategies, including the ability in certain cases to enter into contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures, as applicable. Such limitations could negatively affect Rice's and EQT's businesses and operations prior to the completion of the transactions.

***The merger is subject to the receipt of approvals, consents or clearances from regulatory authorities that may impose conditions that could have an adverse effect on EQT or Rice or, if not obtained, could prevent completion of the transactions.***

Completion of the merger is conditioned upon the receipt of certain governmental approvals. Although each party has agreed to use their respective reasonable best efforts to obtain the requisite governmental approvals, there can be no assurance that these approvals will be obtained and that the other conditions to completing the merger will be satisfied. In addition, the governmental authorities from which the regulatory approvals are required may impose conditions on the completion of the merger or require changes to the terms of the merger or other agreements to be entered into in connection with the merger agreement. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying or impeding consummation of the transaction or of imposing additional costs or limitations on EQT or Rice following completion of the merger, any of which might have an adverse effect on EQT or Rice following completion of the merger. For additional information about the regulatory approvals process, see "The Merger—Regulatory Approvals."

***The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and may not be reflective of the operating results and financial condition of EQT following completion of the pro forma events.***

The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what EQT's actual financial position or results of operations would have been had the pro forma events been completed on the dates indicated. Further, EQT's actual results and financial position after the pro forma events may differ materially and adversely from the unaudited pro forma condensed combined financial data that is included in this joint proxy statement/prospectus. The unaudited pro forma condensed combined financial information has been prepared with the assumption that EQT will be



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identified as the acquirer under GAAP and reflects adjustments based upon preliminary estimates of the fair value of assets to be acquired and liabilities to be assumed.

***Completion of the merger may trigger change in control or other provisions in certain agreements to which Rice is a party.***

The completion of the transactions may trigger change in control or other provisions in certain agreements to which Rice is a party. If EQT and Rice are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements, potentially terminating the agreements or seeking monetary damages. Even if EQT and Rice are able to negotiate waivers, the counterparties may require a fee for such waivers or seek to renegotiate the agreements on terms less favorable to Rice.

**Risks Relating to EQT After Completion of the Merger**

***Following the merger, the market price of EQT common stock may be volatile, and holders of EQT's common stock could lose a significant portion of their investment due to drops in the market price of EQT's common stock following completion of the transactions.***

The market price of EQT's common stock may be volatile, and following completion of the merger, shareholders may not be able to resell their shares of EQT common stock at or above the price at which they acquired the common stock pursuant to the merger agreement or otherwise due to fluctuations in its market price, including changes in price caused by factors unrelated to EQT's performance or prospects.

Specific factors that may have a significant effect on the market price for EQT's common stock include, among others, the following:

- changes in stock market analyst recommendations or earnings estimates regarding EQT's common stock or other comparable companies;
- actual or anticipated fluctuations in EQT's revenue stream or future prospects;
- reaction to public announcements by EQT following the merger;
- strategic actions taken by EQT or its competitors, such as acquisitions;
- failure of EQT to achieve the perceived benefits of the merger, including financial results, as rapidly as or to the extent anticipated by financial or industry analysts;
- new laws or regulations or new interpretations of existing laws or regulations applicable to EQT's business and operations or the natural gas industry;
- changes in tax or accounting standards, policies, guidance, interpretations or principles;
- adverse conditions in the financial markets or general U.S. or international economic conditions, including those resulting from war, incidents of terrorism and responses to such events; and
- sales of EQT common stock by members of EQT's management team or significant shareholders.

***If the merger is completed, EQT may not achieve the intended benefits and the transaction may disrupt its current plans or operations.***

There can be no assurance that EQT will be able to successfully integrate Rice's assets or otherwise realize the expected benefits of the transaction. EQT also may not be able to finance the transaction on attractive terms, which could result in increased costs, dilution to its shareholders and/or have an adverse effect on its financial condition, results of operations or cash flows. In addition, EQT's



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business may be negatively impacted following the transaction if it is unable to effectively manage its expanded operations. The integration will require significant time and focus from EQT's management following the transaction. Additionally, consummating the merger could disrupt current plans and operations, which could delay the achievement of EQT's strategic objectives.

***EQT has a material amount of indebtedness that involves debt service obligations, could expose EQT to interest rate fluctuations and exposes EQT to the risk of default under its debt obligations and EQT expects to incur more indebtedness in connection with the transactions contemplated by the merger agreement.***

EQT has a material amount of indebtedness and debt service requirements. As of June 30, 2017, EQT had approximately \$3.3 billion in long-term indebtedness in the form of outstanding senior unsecured notes. On October 4, 2017, EQT closed an offering of \$3.0 billion of its fixed and floating rate senior notes.

In addition, EQT expects to incur more indebtedness in connection with the transactions. EQT's material indebtedness could have important consequences to you, including the following:

- it may limit EQT's ability to obtain additional debt or equity financing for working capital, capital expenditures, acquisitions, debt service requirements and general corporate or other purposes;
- a material portion of EQT's cash flows will be dedicated to the payment of principal and interest on EQT's indebtedness, including indebtedness it may incur in the future, and will not be available for other purposes, including to pay dividends and make acquisitions;
- it could limit EQT's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates and place EQT at a competitive disadvantage compared to its competitors that have less debt or are less leveraged;
- it could make EQT more vulnerable to downturns in general economic or industry conditions or in EQT's business, or prevent EQT from carrying out activities that are important to its growth;
- it could increase EQT's interest expense if interest rates in general increase because any indebtedness under EQT's senior unsecured credit facility and floating rate notes will bear interest at floating rates;
- it could limit EQT's ability to take advantage of strategic business opportunities; and
- it could make it more difficult for EQT to satisfy its obligations with respect to its indebtedness, including under the notes, and any failure to comply with the obligations of any of EQT's debt instruments, including any financial and other restrictive covenants, could result in an event of default under the indentures governing the notes or under the agreements governing EQT's other indebtedness which, if not cured or waived, could result in the acceleration of EQT's indebtedness under the senior unsecured credit facility and/or the notes.

EQT cannot assure you that its business will generate sufficient cash flow from operations, or that future borrowings will be available to EQT under its senior unsecured credit facility or from other debt financing, in an amount sufficient to enable EQT to pay its indebtedness, including the notes, or to fund its other liquidity needs. If EQT does not generate sufficient cash flow from operations to satisfy its debt service obligations, including payments on the notes, EQT may have to undertake alternative financing plans, such as refinancing or restructuring its indebtedness, selling assets or seeking to raise additional capital, including by issuing equity securities or securities convertible into equity securities. EQT's ability to restructure or refinance its indebtedness will depend on the capital markets and its financial condition at such time. Any refinancing of EQT's indebtedness could be at higher interest rates and may require EQT to comply with more onerous covenants, which could further restrict its business operations. EQT's inability to generate sufficient cash flow to satisfy its debt service

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requirements, including the inability to service the notes, or to refinance its obligations on commercially reasonable terms, would have an adverse effect, which could be material, on its business, financial position and results of operations, as well as on EQT's ability to satisfy its obligations in respect of the notes. To the extent that EQT will incur additional indebtedness or such other obligations, the risks associated with EQT's leverage, including its possible inability to service its debt, would increase.

***Adverse changes in EQT's credit rating may affect EQT's borrowing capacity and borrowing terms.***

EQT's outstanding debt is periodically rated by nationally recognized credit rating agencies. The credit ratings are based upon EQT's operating performance, liquidity and leverage ratios, overall financial position, and other factors viewed by the credit rating agencies as relevant to both EQT's industry and the economic outlook. EQT's credit rating may affect the amount of capital EQT can access, as well as the terms of any financing EQT obtains. Because EQT relies in part on debt financing to fund growth, adverse changes in EQT's credit rating may have a negative effect on EQT's future growth.

***After the merger is completed, Rice stockholders will become shareholders of a Pennsylvania corporation and have their rights as shareholders governed by EQT's organizational documents and Pennsylvania law.***

Upon consummation of the merger, Rice stockholders will receive EQT common stock that will be governed by EQT's organizational documents and the PBCL. For a detailed discussion of the differences between rights as a stockholders of Rice and rights as a shareholder of EQT, see "Comparison of Rights of Common Shareholders of EQT and Common Stockholders of Rice."

***EQT is expected to incur substantial expenses related to the completion of the transactions.***

The combined company is expected to incur substantial expenses in connection with the completion of the merger and the transactions contemplated by the merger agreement. While EQT and Rice have assumed that a certain level of expenses would be incurred, there are many factors beyond their control that could affect the total amount or the timing of the expenses.

**Other Risk Factors of EQT and Rice**

EQT's and Rice's businesses are and will be subject to the risks described above. In addition, EQT and Rice are, and will continue to be subject to the risks described in EQT's and Rice's Annual Reports on Form 10-K for the fiscal year ended December 31, 2016, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. The risks described above and in those filings represent all known material risks with respect to EQT's and Rice's businesses. See "Where You Can Find More Information" for the location of information incorporated by reference into this joint proxy statement/prospectus.

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## INFORMATION ABOUT EQT

### **EQT Corporation**

EQT Corporation conducts its business through three business segments: EQT Production, EQT Gathering and EQT Transmission. EQT Production is the largest natural gas producer in the Appalachian Basin, based on average daily sales volumes, with 13.5 Tcfe of proved natural gas, NGLs and crude oil reserves across approximately 3.6 million gross acres, including approximately 790,000 gross acres in the Marcellus play, as of December 31, 2016. EQT Gathering and EQT Transmission provide gathering, transmission and storage services for EQT's produced gas, as well as for independent third parties across the Appalachian Basin, through EQT's ownership and control of EQM.

In 2015, EQT formed EQGP to own EQT's partnership interests, including the IDRs, in EQM. As of June 30, 2017, EQT owned the entire non-economic general partner interest and 239,715,000 common units, which represented a 90.1% limited partner interest, in EQGP. As of June 30, 2017, EQGP's only cash-generating assets were the following EQM partnership interests: 21,811,643 EQM common units, representing a 26.6% limited partner interest in EQM; 1,443,015 EQM general partner units, representing a 1.8% general partner interest in EQM; and all of EQM's IDRs, which entitle EQGP to receive 48.0% of all incremental cash distributed in a quarter after \$0.5250 has been distributed in respect of each common unit and general partner unit of EQM for that quarter. EQT is the ultimate parent company of EQGP and EQM.

Shares of EQT common stock are traded on the NYSE under the symbol "EQT."

The principal executive offices of EQT are located at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222 and its telephone number is (412) 553-5700. Additional information about EQT and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

### **Eagle Merger Sub I, Inc.**

Eagle Merger Sub I, Inc. is an indirect, wholly owned subsidiary of EQT. Merger Sub was formed by EQT solely in contemplation of the transactions, has not conducted any business and has no assets, liabilities or other obligations of any nature other than as set forth in the merger agreement. Its principal executive offices are located at c/o EQT Corporation, 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222 and its telephone number is (412) 553-5700.

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## INFORMATION ABOUT RICE

Rice Energy Inc. is an independent natural gas and oil company focused on the acquisition, exploration and development of natural gas, oil and NGL properties in the Appalachian Basin. Rice operates in three business segments, which are managed separately due to their distinct operational differences. The Exploration and Production segment is engaged in the acquisition, exploration and development of natural gas, oil and NGLs. The Rice Midstream Holdings segment is engaged in the gathering and compression of natural gas production in Belmont and Monroe Counties, Ohio. The Rice Midstream Partners segment is engaged in the gathering and compression of natural gas production in Washington and Greene Counties, Pennsylvania, and in the provision of water services to support the well completion services of Rice and third parties in Washington and Greene Counties, Pennsylvania and in Belmont County, Ohio.

Shares of Rice common stock are traded on the NYSE under the symbol "RICE."

The principal executive offices of Rice are located at 2200 Rice Drive, Canonsburg, Pennsylvania 15317 and its telephone number is (724) 271-7200. Additional information about Rice and its subsidiaries is included in documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

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## EQT SPECIAL MEETING

### General

This joint proxy statement/prospectus is being provided to EQT shareholders as part of a solicitation of proxies by the EQT board for use at the EQT special meeting and at any adjournments or postponements of such special meeting. This joint proxy statement/prospectus provides EQT shareholders with important information about the EQT special meeting and should be read carefully in its entirety.

### Date, Time and Place of the EQT Special Meeting

The EQT special meeting will be held on November 9, 2017 at EQT Plaza, 625 Liberty Avenue, Pittsburgh, PA 15222, at 8:00 a.m. local time.

### Purposes of the EQT Special Meeting

The EQT special meeting is being held to consider and vote upon the following proposals:

- **Proposal 1:** to approve the issuance of shares of EQT common stock to Rice stockholders in connection with the merger, referred to previously as the share issuance proposal;
- **Proposal 2:** to approve an amendment and restatement of the EQT articles in the form attached to this joint proxy statement/prospectus as Annex B to provide that the number of members of the EQT board be not less than five nor more than thirteen, referred to previously as the charter amendment proposal; and
- **Proposal 3:** to approve the adjournment of the EQT special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal, referred to previously as the EQT adjournment proposal.

### Recommendation of the EQT Board

The EQT board unanimously recommends that the EQT shareholders vote:

- **Proposal 1: "FOR" the approval of the share issuance proposal;**
- **Proposal 2: "FOR" the charter amendment proposal; and**
- **Proposal 3: "FOR" the EQT adjournment proposal.**

**The EQT board unanimously (i) determined the merger agreement and the other agreements and transactions contemplated thereby, including, without limitation, the merger and the share issuance, are fair to and in the best interests of EQT and its shareholders, (ii) approved and declared advisable the merger agreement and the transactions contemplated thereby, including the share issuance and the charter amendment and (iii) approved the execution, delivery and performance of the merger agreement.**

This joint proxy statement/prospectus contains important information regarding these proposals and factors that EQT shareholders should consider when deciding how to cast their votes. EQT shareholders are encouraged to read the entire document carefully, including the annexes to and documents incorporated by reference into this document, for more detailed information regarding the merger agreement and the transactions contemplated by the merger agreement, including the share issuance proposal and the charter amendment proposal.

[Table of Contents](#)**Attendance at the EQT Special Meeting**

Only EQT shareholders of record as of the close of business on the record date, beneficial owners as of the close of business on the record date, holders of valid proxies for the EQT special meeting and invited guests of EQT may attend the EQT special meeting.

Seating is limited and will be offered on a "first come, first served" basis. If you plan to attend the EQT special meeting, you will need an admission ticket. If your shares are held in registered name or through EQT's Employee Savings Plan or the EQT 2014 LTIP, you can obtain an admission ticket by checking the appropriate box on your proxy card or direction card or by writing to EQT's Corporate Secretary at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attn: Corporate Secretary. If you are a beneficial owner holding through a broker, bank or other holder of record, you must write to EQT's Corporate Secretary at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attn: Corporate Secretary AND include proof of your ownership of EQT stock as of September 25, 2017, the record date, for the EQT special meeting, such as a copy of your brokerage account statement or a "legal proxy," which you can obtain from your broker, bank or other holder of record, and EQT will send you an admission ticket.

Shareholders must present a form of photo identification, such as a driver's license, in order to be admitted to the EQT special meeting. No cameras, laptops, recording equipment or other similar electronic devices, signs, placards, briefcases, backpacks, large bags or packages will be permitted in the EQT special meeting. EQT reserves the right to deny admittance to any EQT shareholder who attempts to bring any such item into the EQT special meeting. Small purses are permissible, but they and any bags or packages permitted in the EQT special meeting room will be subject to inspection. The use of mobile phones or other communication devices, tablets and similar electronic devices during the EQT special meeting is prohibited, and such devices must be turned off and put away before entering the meeting room. All security procedures and instructions require strict adherence. By attending the EQT special meeting, EQT shareholders agree to abide by the agenda and procedures for the EQT special meeting, copies of which will be distributed to attendees at the EQT special meeting.

**Record Date**

The record date for the determination of shareholders entitled to notice of and to vote at the EQT special meeting is September 25, 2017. Only EQT shareholders who held shares of record at the close of business on September 25, 2017 are entitled to vote at the EQT special meeting and any adjournment or postponement of the EQT special meeting, so long as such shares remain outstanding on the date of the EQT special meeting.

**Outstanding Shares as of Record Date**

As of the close of business on the record date, there were approximately 173,832,392 shares of EQT common stock outstanding, held by 2,211 holders of record, and no shares of EQT preferred stock outstanding. Each share of EQT common stock entitles its holder of record to one vote at the EQT special meeting. EQT common stock is the only class of stock entitled to vote at the EQT special meeting, and holders of EQT common stock are entitled to vote on each proposal presented.

A complete list of registered EQT shareholders entitled to vote at the EQT special meeting will be available for inspection at the place of the EQT special meeting during the meeting.

**Quorum**

In order for business to be conducted at the EQT special meeting, a quorum must be present. A quorum requires the presence, in person or by proxy, of holders of a majority of the issued and

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outstanding shares of EQT common stock entitled to vote at the EQT special meeting. For purposes of determining whether there is a quorum, all shares that are present, including abstentions, will count towards the quorum.

## Vote Required

The votes required for each proposal are as follows:

***Proposal 1—the share issuance proposal.*** The affirmative vote of a majority of the votes cast on the share issuance proposal by holders of EQT's common stock is required to approve the share issuance proposal. Any abstention by an EQT shareholder will have the same effect as a vote against the share issuance proposal. The failure of any EQT shareholder to submit a vote (*e.g.*, by not submitting a proxy or not voting in person) will not be counted in determining the votes cast in connection with the share issuance proposal. Because the share issuance proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the share issuance proposal and will not be able to vote on the share issuance proposal absent instructions from the beneficial owner. The failure of a beneficial owner to provide voting instructions to its broker, bank or other nominee will result in the applicable shares not being counted in determining the votes cast in connection with the share issuance proposal, and will therefore have no effect on the outcome of the share issuance proposal.

***Proposal 2—the charter amendment proposal.*** The affirmative vote of a majority of the votes cast on the charter amendment proposal by holders of EQT's common stock is required to approve the charter amendment proposal. Abstentions will not be treated as votes cast and, as a result, any abstention by an EQT shareholder will have no effect on the outcome of the charter amendment proposal. The failure of any EQT shareholder to submit a vote (*e.g.*, by not submitting a proxy or not voting in person) will not be counted in determining the votes cast in connection with the charter amendment proposal. Because the charter amendment proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the charter amendment proposal and will not be able to vote on the charter amendment proposal absent instructions from the beneficial owner. The failure of a beneficial owner to provide voting instructions to its broker, bank or other nominee will result in the applicable shares not being counted in determining the votes cast in connection with the charter amendment proposal, and will therefore have no effect on the outcome of the charter amendment proposal.

***Proposal 3—the EQT adjournment proposal.*** The affirmative vote of a majority of the votes cast on the EQT adjournment proposal by holders of EQT's common stock is required to approve the EQT adjournment proposal. Abstentions will not be treated as votes cast and, as a result, any abstention will have no effect on the outcome of the EQT adjournment proposal. The failure of any EQT shareholder to submit a vote (*e.g.*, not submitting a proxy or not voting in person) will not be counted in determining the votes cast in connection with the EQT adjournment proposal. Because the EQT adjournment proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the EQT adjournment proposal and will not be able to vote on the EQT adjournment proposal absent instructions from the beneficial owner. The failure of a beneficial owner to provide voting instructions to its broker, bank or other nominee will result in the applicable shares not being counted in determining the votes cast in connection with the EQT adjournment proposal, and will therefore have no effect on the outcome of the EQT adjournment proposal.

If shares are held in the name of a broker, bank or other nominee, the beneficial owner of such shares will receive separate instructions from his or her broker, bank or other nominee describing how to vote such shares.

A so-called "broker non-vote" results when banks, brokers and other nominees return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter and have not received specific voting instructions from the beneficial owner of such

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shares. EQT and Rice do not expect any broker-non votes at the EQT special meeting or Rice special meeting because the rules applicable to banks, brokers and other nominees only provide brokers with discretionary authority to vote on proposals that are considered routine, whereas each of the proposals to be presented at the EQT special meeting and Rice special meeting are considered non-routine. As a result, no broker will be permitted to vote shares at the EQT special meeting or Rice special meeting without receiving instructions from the beneficial owner of such shares.

## How to Vote

EQT shareholders of record as of the close of business on the record date may have their shares voted by submitting a proxy or may vote in person at the EQT special meeting by following the instructions provided on the enclosed proxy card. EQT recommends that EQT shareholders entitled to vote submit a proxy even if they plan to attend the EQT special meeting.

EQT shareholders who hold their shares beneficially in "street name" and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their shares of record as to how to vote their shares with respect to Proposals 1, 2 and 3. EQT shareholders who hold their shares beneficially and wish to vote in person at the EQT special meeting must obtain proxies issued in their own names (known as a "legal proxy").

EQT shareholders of record may submit a proxy in one of three ways or vote in person at the EQT special meeting:

- **Internet:** EQT shareholders may submit their proxy over the Internet at the web address shown on their proxy card. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern Time, on November 8, 2017. Shareholders will be given an opportunity to confirm that their voting instructions have been properly recorded. EQT shareholders who submit a proxy this way need not send in their proxy card.
- **Telephone:** EQT shareholders may submit their proxy by calling the toll-free telephone number shown on their proxy card. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern Time, on November 8, 2017. Easy-to-follow voice prompts will guide shareholders through the voting and allow them to confirm that their instructions have been properly recorded. EQT shareholders who submit a proxy this way need not send in their proxy card.
- **Mail:** EQT shareholders may submit their proxy by properly completing, signing, dating and mailing their proxy card in the postage-paid envelope (if mailed in the United States) included with this joint proxy statement/prospectus. EQT shareholders who vote this way should mail the proxy card early enough so that it is received before the date of the EQT special meeting.
- **In Person:** EQT shareholders may vote in person at the EQT special meeting or by sending a representative with an acceptable proxy that has been signed and dated. Attendance at the EQT special meeting will not, however, in and of itself constitute a vote or a revocation of a prior proxy.

EQT shareholders are encouraged to submit a proxy promptly. Each valid proxy received in time will be voted at the EQT special meeting according to the choice specified, if any. Executed but uninstructed proxies (*i.e.*, proxies that are properly signed, dated and returned but are not marked to tell the proxies how to vote) will be voted in accordance with the recommendations of the EQT board.

EQT shareholders who hold shares through EQT's Employee Savings Plan will receive a separate voting direction card. The trustee of the EQT Employee Savings Plan will vote such EQT shareholders' shares in accordance with the instructions on such shareholders' returned direction cards. If EQT shareholders who hold shares through EQT's Employee Savings Plan do not return a direction card or if they return a direction card with no instructions, the trustee will vote such EQT shareholders' shares



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in proportion to the way other plan participants voted their shares. Please note that the direction cards have an earlier return date than the proxy cards.

EQT shareholders who hold shares through EQT's Employee Savings Plan should review their direction card for the date by which their instructions must be received in order for their shares to be voted.

In the case of Internet or telephone voting, EQT shareholders who hold shares through EQT's Employee Savings Plan should have their direction card in hand and retain the card until they have completed the voting process. If EQT shareholders who hold shares through EQT's Employee Savings Plan vote by Internet or telephone, they do not need to return the direction card by mail.

Employees of EQT holding restricted shares through the EQT 2014 LTIP will receive a separate voting direction card. The administrator of the EQT 2014 LTIP (or its designee) will vote his or her restricted shares in accordance with the instructions on their returned direction cards.

If employees of EQT holding restricted shares through the EQT 2014 LTIP return a direction card with no instructions, the administrator or its designee will vote their shares as recommended by the EQT Board. If any such person does not return a direction card, his/her shares will not be voted. Please note that the direction cards have an earlier return date than the proxy cards. Employees of EQT holding restricted shares through the EQT 2014 LTIP should review their direction card for the date by which their instructions must be received in order for their shares to be voted.

In the case of Internet or telephone voting, employees of EQT holding restricted shares through the EQT 2014 LTIP should have their direction card in hand and retain the card until they have completed the voting process. If such persons vote by Internet or telephone, they do not need to return the direction card by mail.

### **Proxies and Revocation**

EQT shareholders of record may revoke their proxies at any time before their shares are voted at the EQT special meeting in any of the following ways:

- sending a written notice of revocation to EQT at 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attention: Corporate Secretary, which must be received before their shares are voted at the EQT special meeting;
- properly submitting a new, later-dated proxy card, which must be received before their shares are voted at the EQT special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);
- submitting a proxy via the Internet or by telephone at a later date, which must be received by 11:59 p.m. Eastern Time on November 8, 2017 (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or
- attending the EQT special meeting and voting in person. Attendance at the EQT special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

EQT beneficial owners may change their voting instruction only by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record.

### **Judges of Election**

The EQT board will select three independent persons to act as judges of election at the EQT special meeting.

[Table of Contents](#)**Solicitation of Proxies**

EQT will pay for the proxy solicitation costs related to the EQT special meeting. In addition to sending and making available these materials, some of EQT's directors, officers and other employees may solicit proxies by contacting EQT shareholders by telephone, by mail, by e-mail or in person. EQT shareholders may also be solicited by press releases issued by EQT and/or Rice, postings on EQT's or Rice's websites and advertisements in periodicals. None of EQT's directors, officers or employees will receive any extra compensation for their solicitation services. EQT has also retained Innisfree M&A Incorporated to assist in the solicitation of proxies for a fee currently estimated to be approximately \$25,000, plus reasonable out-of-pocket expenses. EQT will also reimburse brokers, banks and other nominees for their expenses in sending proxy solicitation materials to the beneficial owners of EQT common stock and obtaining their proxies.

**Adjournments**

The EQT special meeting may be adjourned in the absence of a quorum by the affirmative vote of a majority of the votes cast on the proposal by holders of EQT's common stock.

Even if a quorum is present, the EQT special meeting could be adjourned in order to provide more time to solicit additional proxies in favor of approval of the share issuance proposal if a majority of votes are cast in favor of the EQT adjournment proposal. If after the adjournment a new record date is set for the adjourned meeting, a notice of the adjourned meeting must be given to each shareholder of record entitled to vote at the EQT special meeting.

**No Dissenters' Rights**

Under the PBCL, as well as the governing documents of EQT, the EQT shareholders are not entitled to dissenters' rights in connection with the merger or the transactions contemplated by the merger.

**Other Matters**

At this time, EQT knows of no other matters to be submitted at the EQT special meeting.

**Householding of Special Meeting Materials**

Unless EQT has received contrary instructions, EQT may send a single copy of this joint proxy statement/prospectus and notice to any household at which two or more shareholders reside if EQT believes the shareholders are members of the same family. Each shareholder in the household will continue to receive a separate proxy card. This process, known as "householding," reduces the volume of duplicate information received at your household and helps to reduce EQT's expenses.

**Questions and Additional Information**

EQT shareholders may contact EQT's proxy solicitor, Innisfree M&A Incorporated, with any questions about the proposals or how to vote or to request additional copies of any materials at:



**Innisfree M&A Incorporated  
501 Madison Avenue, 20th floor  
New York, New York 10022**

**Shareholders May Call Toll-Free: (877) 717-3930**

**Shareholders May Call Collect: (212) 750-5833**

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## RICE SPECIAL MEETING

### General

This joint proxy statement/prospectus is being provided to Rice stockholders as part of a solicitation of proxies by the Rice board for use at the Rice special meeting and at any adjournments or postponements of such special meeting. This joint proxy statement/prospectus provides Rice stockholders with information about the Rice special meeting and should be read carefully in its entirety.

### Date, Time and Place of the Rice Special Meeting

The Rice special meeting will be held on November 9, 2017, at 8:00 a.m., local time, at Rice's executive offices at 2200 Rice Drive, Canonsburg, PA 15317.

### Purposes of the Rice Special Meeting

The Rice special meeting is being held to consider and vote upon the following proposals:

- **Proposal 1:** to adopt the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus, pursuant to which each outstanding share of Rice common stock (other than excluded shares) will be converted into the right to receive 0.37 of a share of EQT common stock and \$5.30 in cash, without interest and subject to applicable withholding taxes, referred to previously as the merger agreement proposal;
- **Proposal 2:** to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger, referred to previously as the compensation proposal; and
- **Proposal 3:** to vote to adjourn the Rice special meeting, if necessary or appropriate, to solicit additional proxies in favor of the merger agreement proposal if there are not sufficient votes at the time of such adjournment to adopt the merger agreement, referred to previously as the Rice adjournment proposal.

### Recommendation of the Rice Board

The Rice board unanimously recommends that the Rice stockholders vote:

- **Proposal 1: "FOR" the merger agreement proposal;**
- **Proposal 2: "FOR" the compensation proposal; and**
- **Proposal 3: "FOR" the Rice adjournment proposal.**

**The Rice board unanimously determined that it is advisable and in the best interests of Rice's stockholders to enter into the merger agreement, and unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and resolved to recommend adoption of the merger agreement by Rice's stockholders and that the adoption of the merger agreement be submitted to a vote at a meeting of Rice's stockholders.**

This joint proxy statement/prospectus contains important information regarding these proposals and factors that Rice stockholders should consider when deciding how to cast their votes. Rice stockholders are encouraged to read the entire document carefully, including the annexes to and documents incorporated by reference into this document, for more detailed information regarding the merger agreement and the merger and other transactions contemplated by the merger agreement.

[Table of Contents](#)**The Compensation Proposal and Interests of Directors**

In considering the recommendations of the Rice board, Rice stockholders should be aware that some of Rice's directors and executive officers may have interests that are different from, or in addition to, the interests of Rice stockholders more generally. For more information see the section titled "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger."

Section 14A of the Exchange Act, which was enacted as part of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, requires that Rice provide its stockholders with the opportunity to vote to approve, on an advisory, (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger, as disclosed in this joint proxy statement/prospectus, including the compensation table and the related narrative named executive officer compensation disclosures set forth in "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger." This vote is commonly referred to as a "golden parachute say on pay" vote. Accordingly, Rice's stockholders are being provided with the opportunity to cast an advisory vote on those change of control payments.

Accordingly, Rice is seeking approval of the following resolution at the Rice special meeting:

"RESOLVED, that Rice's stockholders approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the Merger, as disclosed pursuant to Item 402(t) of Regulation S-K under the heading "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger" (which disclosure includes the compensation table and related narrative named executive officer compensation disclosures required pursuant to Item 402(t) of Regulation S-K)."

Rice stockholders should note that the compensation proposal is merely an advisory vote which will not be binding on Rice, EQT or their respective boards of directors. Further, the underlying plans and arrangements are contractual in nature and not, by their terms, subject to stockholder approval. Accordingly, regardless of the outcome of the advisory vote, if the merger is consummated, the eligibility of the Rice named executive officers for such payments and benefits will not be affected by the outcome of the advisory vote.

The proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger is a vote separate and apart from the vote on the proposal to adopt the merger agreement. Accordingly, a Rice stockholder may vote to approve one proposal and not the other. Because the vote on the proposal to approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to Rice's named executive officers in connection with the merger is advisory in nature only, it will not be binding on Rice or EQT, and the approval of that proposal is not a condition to the completion of the merger.

**Attendance at the Rice Special Meeting**

Only Rice stockholders of record as of the close of business on the record date, beneficial owners as of the close of business on record date, holders of valid proxies for the Rice special meeting and invited guests of Rice may attend the Rice special meeting.

All attendees should be prepared to present government-issued photo identification (such as a driver's license or passport) for admittance. The additional items, if any, that attendees must bring depend on whether they are stockholders of record, beneficial owners or proxy holders.

- A Rice stockholder who holds shares directly registered in such stockholder's name with Rice's transfer agent, American Stock Transfer and Trust Company, LLC (a "stockholder of record"),

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who wishes to attend the Rice special meeting in person should bring government-issued photo identification.

- A beneficial owner of Rice common stock who wishes to attend the Rice special meeting in person should bring:
  - government-issued photo identification; and
  - proof of beneficial ownership as of the record date (e.g., a letter from the broker, bank, trustee or other nominee that is the record owner of such beneficial owner's shares, a brokerage account statement or the voting instruction form provided by the broker).
- A proxy holder who wishes to attend the Rice special meeting in person should bring:
  - government-issued photo identification;
  - the validly executed proxy naming such person as the proxy holder, signed by the Rice stockholder; and
  - proof of the signing stockholder's record ownership as of the record date.

No cameras, recording equipment or other electronic devices will be allowed in the meeting room. Failure to provide the requested documents at the door or failure to comply with the procedures for the Rice special meeting may prevent stockholders from being admitted to the Rice special meeting.

Rice is able to provide reasonable assistance to help persons with disabilities participate in the Rice special meeting if Rice is notified in writing in advance of requested accommodations. Please write to Rice's principal executive offices at 2200 Rice Drive, Canonsburg, Pennsylvania 15317, Attention: Corporate Secretary.

### **Record Date**

The record date for the determination of stockholders entitled to notice of and to vote at the Rice special meeting is September 21, 2017. Only Rice stockholders who held shares of record at the close of business on September 21, 2017 are entitled to vote at the Rice special meeting and any adjournment or postponement of the Rice special meeting, so long as such shares remain outstanding on the date of the Rice special meeting.

### **Outstanding Shares as of Record Date**

As of the close of business on the record date for the Rice special meeting, there were 227,957,481 shares of Rice common stock outstanding, held by 23 holders of record and 15,217 shares of Rice preferred stock outstanding held by six holders of record.

A complete list of registered Rice stockholders entitled to vote at the Rice special meeting will be available for inspection at the principal place of business of Rice at 2200 Rice Drive, Canonsburg, Pennsylvania 15317, during regular business hours for a period of no less than 10 days before the Rice special meeting and at the place of the Rice special meeting during the meeting.

### **Quorum**

In order for business to be conducted at the Rice special meeting, a quorum must be present. A quorum requires the presence, in person or by proxy, of holders of a majority in voting power of the outstanding shares of Rice stock entitled to vote at the Rice special meeting. For purposes of determining whether there is a quorum, all shares that are present and entitled to vote will count towards the quorum, including abstentions.

[Table of Contents](#)**Voting Rights of Holders of Rice Common Stock and Rice Preferred Stock**

Each outstanding share of Rice common stock will be entitled to one vote on each matter considered at the Rice special meeting; each 1/1000th of an outstanding share of Rice preferred stock will be entitled to one vote on each matter considered at the Rice special meeting.

**Vote Required**

The votes required for each proposal are as follows:

- ***Proposal 1—the merger agreement proposal.*** The affirmative vote of holders of a majority in voting power of the outstanding shares of Rice stock, in person or by proxy, entitled to vote on the merger agreement proposal is required to adopt the merger agreement proposal. The failure of any Rice stockholder to submit a vote (e.g., by not submitting a proxy or not voting in person) and any abstention by a Rice stockholder will have the same effect as a vote "against" the merger agreement proposal. Because the merger agreement proposal is non-routine, brokers, banks and other nominees do not have discretionary authority to vote on the merger agreement proposal, and will not be able to vote on the merger agreement proposal absent instructions from the beneficial owner.
- ***Proposal 2—the compensation proposal.*** The affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the compensation proposal, is required to approve the compensation proposal. Abstentions will be considered shares present and entitled to vote and will have the same effect as votes "against" the compensation proposal. Brokers, banks and other nominees do not have discretionary authority to vote on the compensation proposal and will not be able to vote on the compensation proposal. While the Rice board intends to consider the vote resulting from this proposal, the vote is advisory only and therefore not binding on Rice or EQT, and, if the proposed merger with EQT is approved by Rice stockholders and consummated, the compensation will be payable even if the compensation proposal is not approved.
- ***Proposal 3—the Rice adjournment proposal.*** The affirmative vote of the holders of a majority in voting power of the shares of Rice stock, present in person or represented by proxy at the Rice special meeting and entitled to vote on the Rice adjournment proposal, is required to approve the Rice adjournment proposal. Abstentions will be considered shares present and entitled to vote and will have the same effect as a votes "against" the Rice adjournment proposal. Brokers, banks and other nominees do not have discretionary authority to vote on the Rice adjournment proposal and will not be able to vote on the Rice adjournment proposal absent instructions from the beneficial owner.

If shares are held in the name of a broker, bank or other nominee, the beneficial owner of such shares will receive separate instructions from his or her broker, bank or other nominee describing how to vote such shares.

A so-called "broker non-vote" results when banks, brokers and other nominees return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter and have not received specific voting instructions from the beneficial owner of such shares. EQT and Rice do not expect any broker non-votes at the EQT special meeting or Rice special meeting because the rules applicable to banks, brokers and other nominees only provide brokers with discretionary authority to vote on proposals that are considered routine, whereas each of the proposals to be presented at the EQT special meeting and Rice special meeting are considered non-routine. As a result, no broker will be permitted to vote shares at the EQT special meeting or Rice special meeting without receiving instructions from the beneficial owner of such shares.

[Table of Contents](#)**How to Vote**

Rice stockholders of record as of the close of business on the record date may have their shares voted by submitting a proxy or may vote in person at the Rice special meeting by following the instructions provided on the enclosed proxy card. Rice recommends that Rice stockholders entitled to vote submit a proxy even if they plan to attend the Rice special meeting.

Rice stockholders who hold their shares beneficially in "street name" and wish to submit a proxy must provide instructions to the broker, bank, trustee or other nominee that holds their shares of record as to how to vote their shares with respect to Proposals 1, 2 and 3. Rice stockholders who hold their shares beneficially and wish to vote in person at the Rice special meeting must obtain a "legal proxy."

Rice stockholders of record may submit a proxy in one of three ways or vote in person at the Rice special meeting:

- *Internet:* Rice stockholders may submit their proxy over the Internet at the web address shown on their proxy card. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m. Eastern Time, on November 8, 2017. Stockholders will be given an opportunity to confirm that their voting instructions have been properly recorded. Rice stockholders who submit a proxy this way should NOT send in their proxy card.
- *Telephone:* Rice stockholders may submit their proxy by calling the toll-free telephone number shown on their proxy card. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m. Eastern Time, on November 8, 2017. Rice stockholders who submit a proxy this way should NOT send in their proxy card.
- *Mail:* Rice stockholders may submit their proxy by properly completing, signing, dating and mailing their proxy card in the postage-paid envelope (if mailed in the United States) included with this joint proxy statement/prospectus. Rice stockholders who vote this way should mail the proxy card early enough so that it is received before the date of the Rice special meeting.
- *In Person:* Rice stockholders may vote in person at the Rice special meeting or by sending a representative with an acceptable proxy that has been signed and dated. Attendance at the Rice special meeting will not, however, in and of itself constitute a vote or a revocation of a prior proxy.

Rice stockholders are encouraged to submit a proxy promptly. Each valid proxy received in time will be voted at the Rice special meeting according to the choice specified, if any. Executed but uninstructed proxies (i.e., proxies that are properly signed, dated and returned but are not marked to tell the proxies how to vote) will be voted in accordance with the recommendations of the Rice board.

**Proxies and Revocation**

Rice stockholders of record may revoke their proxies at any time before their shares are voted at the Rice special meeting in any of the following ways:

- sending a written notice of revocation to Rice at 2200 Rice Drive, Canonsburg, Pennsylvania 15317, Attention: Corporate Secretary, which must be received before their shares are voted at the Rice special meeting;
- properly submitting a new, later-dated proxy card, which must be received before their shares are voted at the Rice special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked);



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- submitting a proxy via the Internet or by telephone at a later date, which must be received by 11:59 p.m. Eastern Time on November 8, 2017 (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or
- attending the Rice special meeting and voting in person. Attendance at the Rice special meeting will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

Rice beneficial owners may change their voting instruction by submitting new voting instructions to the brokers, banks or other nominees that hold their shares of record or by requesting a "legal proxy" from such broker, bank or other nominee and voting in person at the Rice special meeting.

### **Inspector of Election**

The Rice board has appointed a representative of Corporate Election Services to act as the inspector of election at the Rice special meeting.

### **Solicitation of Proxies**

Rice will pay for the proxy solicitation costs related to the Rice special meeting. In addition to sending and making available these materials, some of Rice's directors, officers and other employees may solicit proxies by contacting Rice stockholders by telephone, by mail, by e-mail or in person. Rice stockholders may also be solicited by press releases issued by Rice and/or EQT, postings on Rice's or EQT's websites and advertisements in periodicals. None of Rice's directors, officers or employees will receive any extra compensation for their solicitation services. Rice has also retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for a fee expected not to exceed \$75,000, plus reasonable out-of-pocket expenses. Rice will also reimburse brokers, banks and other nominees for their expenses in sending proxy solicitation materials to the beneficial owners of Rice common stock and obtaining their proxies.

### **Adjournments**

The Rice special meeting may be adjourned by the chairman of the Rice special meeting or by the affirmative vote of the holders of a majority in voting power of Rice stock represented at the Rice special meeting in person or by proxy, regardless of whether there is a quorum, without further notice other than by an announcement made at the Rice special meeting. In the case that a quorum is not present at the Rice special meeting, or in the case that a quorum is present at the Rice special meeting but there are not sufficient votes at the time of the Rice special meeting to adopt the merger agreement, then the chairman of the Rice special meeting has the power to adjourn the Rice special meeting, or, alternatively, Rice stockholders may be asked to vote on a proposal to adjourn the Rice special meeting in order to permit the further solicitation of proxies.

If the adjournment is for more than 30 days or if after the adjournment a new record date is set for the adjourned meeting, a notice of the adjourned meeting must be given to each Rice stockholder of record entitled to vote at the Rice special meeting.

### **Appraisal Rights**

Rice stockholders are entitled to appraisal rights under Section 262 of the DGCL, provided they satisfy the special criteria and conditions set forth in Section 262 of the DGCL. Rice common stock held by stockholders that do not vote for approval of the merger and make a demand for appraisal in accordance with Delaware law will not be converted into EQT common stock, but will be converted into the right to receive from the combined company consideration determined in accordance with Delaware law.



[Table of Contents](#)**Other Matters**

At this time, Rice knows of no other matters to be submitted at the Rice special meeting.

**Householding of Special Meeting Materials**

Unless Rice has received contrary instructions, Rice may send a single copy of this joint proxy statement/prospectus and notice to any household at which two or more stockholders reside if Rice believes the stockholders are members of the same family. Each stockholder in the household will continue to receive a separate proxy card. This process, known as "householding," reduces the volume of duplicate information received at your household and helps to reduce Rice's expenses.

**Questions and Additional Information**

Rice stockholders may contact Rice's proxy solicitor, MacKenzie Partners, Inc., with any questions about the proposals or how to vote or to request additional copies of any materials at:



105 Madison Avenue  
New York, New York 10016  
**RICE@mackenziepartners.com**  
Call Collect: (212) 929-5500  
or  
Toll-Free: (800) 322-2885

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## THE MERGER

*This section of the joint proxy statement/prospectus describes the material aspects of the proposed merger. This section may not contain all of the information that is important to you. You should carefully read this entire proxy statement/prospectus and the documents incorporated by reference into this joint proxy statement/prospectus, including the full text of the merger agreement, a copy of which is attached to this joint proxy statement/prospectus as Annex A, for a more complete understanding of the proposed merger and the transactions related thereto. In addition, important business and financial information about each of EQT and Rice is included in or incorporated by reference into this joint proxy statement/prospectus and is included in the annexes hereto. See the section titled "Where You Can Find More Information."*

### Effects of the Merger

Upon satisfaction or waiver of the conditions to closing, on the closing date, Merger Sub, an indirect wholly owned subsidiary of EQT formed for the purpose of effecting the merger, will merge with and into Rice. Rice will be the surviving company in the merger. At the effective time, each share of Rice common stock issued and outstanding immediately prior to the effective time (other than excluded shares) will be converted into the right to receive 0.37 of a share of EQT common stock, with cash paid in lieu of the issuance of fractional shares of EQT common stock, and \$5.30 in cash, without interest and subject to applicable withholding taxes. In addition, Rice will take all actions as may be necessary so that at the effective time, each Rice outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will be treated as described in "The Merger—Interests of Certain Rice Directors and Executive Officers in the Merger." Following the effective time, EQT and Rice expect that Rice will merge with and into a wholly owned limited liability company subsidiary of EQT, with the limited liability company subsidiary surviving the second merger as an indirect wholly owned subsidiary of EQT.

### Background of the Merger

The industries in which EQT and Rice operate are dynamic and evolving technologically and structurally. Therefore, the boards of directors and senior management teams of EQT and Rice regularly review their respective company's performance, future growth prospects and overall strategic direction and consider potential opportunities to strengthen their respective businesses and enhance shareholder value. For each company, these reviews have included consideration of investments, diversification into new basins, purchases and sales of assets and businesses, joint ventures, spin-offs, initial public offerings of subsidiaries, and potential strategic business combinations and other transactions with third parties that would further their respective strategic objectives and ability to create shareholder value.

In actively managing EQT's portfolio of assets, the EQT board and management team have taken decisive steps to unlock shareholder value with respect to both EQT's upstream and midstream assets. Actions relating to EQT's midstream assets taken to increase shareholder value include:

- July 2012: EQT completed the initial public offering of EQM. EQT received \$302 million of gross proceeds from the offering. EQM was formed to impart a higher level of transparency in the value of EQT's midstream business, as well as to provide EQT with access to a source of low-cost capital, while at the same time maintaining detailed control of when, where, and how to build and operate required midstream infrastructure. EQM also provided a platform to pursue and execute third-party midstream projects.
- July 2013: EQT sold its Sunrise Pipeline to EQM for \$650 million.
- December 2013: EQT sold its natural gas utility business, Equitable Gas Company, LLC, for \$740 million in cash and \$174 million in other assets.
- May 2014: EQT sold its Jupiter Gathering System business to EQM for \$1.2 billion
- March 2015: EQT sold its Northern West Virginia Marcellus Gathering System business to EQM for \$926 million.

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- May 2015: EQT completed the initial public offering of EQGP. EQT received \$714 million of gross proceeds from the offering. EQGP owns the general partner interest, incentive distribution rights, and 21.8 million limited partner units of EQM. EQGP was formed to provide greater transparency in the value of EQT's interests, primarily the incentive distribution rights, in EQM. EQT's 90% ownership interest in EQGP is a substantial and rapidly growing source of cash flow.
- October—December 2016: EQT sold its remaining midstream assets to EQM and a third-party for \$350 million.

These transactions have illuminated and allowed EQT to realize significant value. However, the success of these transactions has highlighted at times an apparent disparity in value between EQT on a consolidated basis and the valuation implied by EQT's midstream subsidiaries. EQT regularly reviews this sum-of-the-parts discount and is committed to developing a plan to address it by the end of 2018. In addition, when evaluating strategic transactions, EQT seeks to ensure that a potential transaction does not impair its ability to address the sum-of-the-parts discount, and considers the relative valuation of counterparties to determine if the proposed transaction is accretive to EQT's net asset value.

In the exploration and production business, a key component of EQT's success in recent years has been the strategic decision to focus its activities on its core Marcellus play, reflected in EQT's January 2012 announcement that it would suspend development of its Huron assets in favor of investing in its higher return Marcellus assets, which followed a similar decision made in December 2010 to suspend development of EQT's CBM assets in Virginia. Since that time, EQT has pursued a consolidation strategy of seeking acquisitions of assets in the Marcellus play that complement EQT's existing portfolio geographically, geologically and operationally. Recent examples of this consolidation strategy include EQT's acquisition of approximately 60,000 Marcellus acres in two simultaneous transactions announced on October 25, 2016 for a total purchase price of \$697 million (collectively, the "Marcellus Acreage Acquisition") and EQT's \$523 million cash acquisition of 53,400 core net Marcellus acres from Stone Energy announced on February 9, 2017 (the "Stone Energy Transaction"). EQT's consolidation strategy, combined with continued improvements in operational efficiency, has enabled EQT to deliver enhanced development and productivity in its high-return Marcellus play while achieving a 26% compounded annual sales volume growth from 2013 through 2016.

As part of its upstream consolidation strategy, EQT closely monitors and evaluates the activities of other industry participants in the southwestern Appalachian Basin, including strategic transactions undertaken by such participants. In this regard, EQT has noted an accelerating trend of industry-wide consolidation in the Appalachian Basin, including the acquisition by Vantage Energy ("Vantage") in May 2016 of certain Marcellus and Utica assets of Alpha Natural Resources for \$339.5 million (the "Alpha Acquisition") and Rice's acquisition of Vantage announced in September 2016 for \$2.7 billion (the "Vantage Acquisition"). Prior to the transactions, EQT had viewed Vantage, Rice and Alpha's Marcellus and Utica assets as key potential acquisition targets.

Following the Alpha Acquisition and the Vantage Acquisition, EQT's view was that the number of remaining consolidation opportunities in EQT's core areas had narrowed considerably, with Rice having materially expanded its footprint in EQT's core operating area, thereby becoming a uniquely attractive and complementary potential business combination for EQT. Among other potential synergies, EQT noted the opportunity such a combination could create for a significant increase in the average lateral lengths of future Marcellus wells, more efficient development given the companies' significant contiguity, and a variety of cost savings in both the upstream and midstream businesses. EQT also reached the conclusion that, in light of the scarcity of remaining potential consolidation opportunities and the unique synergy opportunities presented by a potential combination with Rice, a combination of Rice with a third party would materially limit the remaining scope of strategic consolidation opportunities available for EQT to pursue in its core areas, which in turn could cause EQT's cost structure to become less competitive relative to other industry participants with more consolidated positions. These and other factors considered by the EQT board in its decision to approve

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and recommend the merger are described in more detail in "—Recommendation of the EQT Board and Reasons for the Merger."

In June of 2015, representatives of EQT contacted Wachtell, Lipton, Rosen & Katz ("Wachtell Lipton") to assist EQT in considering a potential transaction with Rice. Among other things, Wachtell Lipton over the next several weeks worked with representatives of EQT to evaluate potential transaction structures and provided EQT with a preliminary due diligence memorandum based on publicly available information regarding Rice.

In July of 2015, after the parties had executed a mutual confidentiality agreement, Daniel J. Rice IV, Chief Executive Officer of Rice, and Robert F. Vagt, the Chairman of the Rice board, along with other members of the Rice management team met with David L. Porges, the Chairman and then-Chief Executive Officer of EQT and certain other members of the EQT management team, to discuss general industry matters. During this meeting, the parties informally discussed the potential benefits of a strategic business combination between Rice and EQT, but the matter was not pursued further by either party as neither party believed it to be likely that mutually acceptable transaction terms would be agreed at that time.

On April 6, 2016, Mr. Rice met with the chief executive officer of a publicly traded independent exploration and production company ("Company A") and Company A's financial advisor, at the request of Company A. The chief executive officer of Company A inquired as to whether Rice would be interested in considering a combination of Rice and Company A. Mr. Rice replied that Rice would be open to hearing what Company A or its financial advisor might propose. Mr. Rice promptly advised members of the Rice board of his discussions with Company A.

On April 18, 2016, Mr. Rice met with the chief executive officer of another publicly traded independent exploration and production company ("Company B"), at the request of Company B. The chief executive officer of Company B also inquired about whether Rice would be interested in considering a combination of Rice and Company B. Mr. Rice similarly replied that Rice would be open to hearing what Company B might propose. Mr. Rice promptly advised members of the Rice board of his discussions with Company B.

On May 10, 2016, at the request of EQT, Mr. Rice met with Mr. Porges to discuss general industry matters. During the course of the conversation, Mr. Porges suggested that the two companies should more substantively revisit the conversation from the previous year concerning a strategic business combination. Mr. Rice indicated that Rice would be open to hearing what EQT might propose. Mr. Rice promptly advised members of the Rice board of his discussions with Mr. Porges.

On May 12, 2016, Mr. Rice met again with the chief executive officer of Company B, as well as the chief operating officer and chief financial officer of Company B, to further discuss generally a combination of Rice and Company B. Shortly thereafter, Company B entered into a significant alternative transaction and discussions between Rice and Company B ceased.

On May 13, 2016, representatives of EQT contacted Citi to serve as EQT's financial advisor in connection with the potential acquisition of Rice.

On May 19, 2016, Rice entered into a confidentiality agreement with EQT and thereafter Rice and EQT engaged in reciprocal due diligence.

Also on May 19, 2016, representatives of EQT instructed Wachtell Lipton to begin refreshing its due diligence and transaction structure review with respect to Rice.

On May 20, 2016, members of Rice management contacted Barclays and Vinson & Elkins, LLP ("Vinson & Elkins") to assist Rice in considering the potential combinations with EQT and Company A, as well as other alternative counterparties.

On May 24, 2016, members of Rice management met with representatives of Barclays to discuss the preferred manner for evaluating the interest of EQT, Company A and other parties in potential combination transactions.

On June 9, 2016, Mr. Rice met with Mr. Porges and Robert J. McNally, Senior Vice President and Chief Financial Officer of EQT, to further discuss generally a combination of Rice and EQT.

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On June 14, 2016, the Rice board held a telephonic meeting. Mr. Rice updated the Rice board regarding discussions that he had had with potential counterparties to a combination transaction, including the expression of interest by EQT, Company A and Company B. Mr. Rice indicated that, while Rice is not for sale, given the interest expressed by third parties, it was the recommendation of management to establish a targeted process for a potential transaction as opposed to continuing only one-on-one discussions with companies that had affirmatively expressed interest. Members of the Rice board asked questions pertaining to management's view of the current and expected long-term valuation of Rice and whether pursuing a potential transaction was appropriate at this time. Mr. Rice provided insight into Rice's valuation, speaking to, among other things, Rice's net asset value and discounted cash flow valuation, as well as the near-term discounts to projected cash flows reflected in the current trading price of Rice common stock. Mr. Rice also explained the current stage of maturity of the Appalachian Basin and the potential efficiencies and financial benefits that could result from consolidation in that region. The Rice Board engaged Mr. Rice and management on these matters and discussed the benefits of participating in a consolidating environment at a time of financial and operational strength as opposed to being forced into consolidation at a time of weakness. The Rice board discussed the benefits of pursuing a targeted process as opposed to a more expansive process, including confidentiality, likelihood of consummation and workload on management. Mr. Rice recommended pursuing a process with six counterparties developed by management and Barclays following an evaluation of 20 potential counterparties. Thereafter, the Rice board discussed the manner in which potential counterparties would be contacted, recommending Mr. Rice continue engagement with EQT and Company A directly.

On June 15, 2016, Mr. Rice contacted the chief executive officer of Company A to assess Company A's continued interest in a strategic combination of Rice and Company A. Mr. Rice advised that Rice expected to discuss alternative transactions with other publicly traded exploration and production companies and had engaged Barclays to assist Rice with the process. The chief executive officer of Company A indicated that Company A remained interested in exploring a potential business combination with Rice. Mr. Rice advised that Barclays would deliver a form of confidentiality agreement for Company A's consideration.

Over the next several days, representatives of Barclays contacted four other potential publicly traded exploration and production counterparties to gauge their interest in a business combination with Rice. Two of the potential counterparties declined the opportunity and a third requested more time while it completed its own portfolio assessment but ultimately never reengaged. The fourth ("Company C") indicated to Barclays that it was interested in considering the opportunity. Barclays provided Company C with a form of confidentiality agreement for Company C's consideration.

On June 23, 2016, Rice entered into a confidentiality agreement with Company A and thereafter engaged in reciprocal due diligence with Company A.

On June 28, 2016, Rice entered into a confidentiality agreement with Company C and thereafter engaged in reciprocal due diligence with Company C.

On July 5, 2016, Mr. Rice, together with Grayson T. Lisenby, the Senior Vice President and Chief Financial Officer of Rice, met with Messrs. Porges and McNally, as well as Steven T. Schlotterbeck, then President of EQT, and Randall L. Crawford, then Senior Vice President of EQT. During this meeting, Mr. Porges advised that EQT management was prepared to recommend to the EQT board an all-stock business combination transaction at an exchange ratio of 0.33 of a share of EQT common stock for each share of Rice common stock, which implied a value of \$26.18 per share of Rice common stock at EQT's most recent closing stock price. Mr. Porges indicated that EQT was open to Rice having representation on the EQT board after closing. Mr. Porges advised that EQT's next board meeting was July 13, 2016 and requested a response prior to that meeting. Mr. Porges further advised that EQT wanted to move quickly towards executing a definitive merger agreement. Mr. Rice advised that for Rice to evaluate EQT's proposal, Rice needed certain due diligence information from EQT, and Mr. Porges agreed to provide that information.

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On July 6, 2016, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. Mr. Rice updated the Rice board about the review of potential strategic transactions, noting that Barclays and Rice management had contacted five potential counterparties in addition to EQT, that EQT, Company A and Company C had each entered into confidentiality agreements with Rice and that diligence was ongoing with all three potential counterparties. Mr. Rice then summarized his meeting with EQT from the previous day, including EQT's indication of interest in an all-stock business combination transaction at an exchange ratio of 0.33 of a share of EQT common stock for each share of Rice common stock and EQT's desire to move quickly. Mr. Rice advised the Rice board that EQT's indication of interest was roughly a 18% premium to Rice's stock price and was of interest, but that additional diligence on EQT's business was required and was ongoing. Representatives of Vinson & Elkins then reviewed with the Rice board its fiduciary duties with respect to EQT's proposal and the consideration of alternative transactions. Representatives of Barclays provided the Rice board with information on EQT and a preliminary financial overview of the EQT proposal, cautioning that additional due diligence materials were required from EQT before Barclays would be able to make any recommendations to the Rice board. Barclays then discussed the other potential counterparties that had been contacted and advised that those counterparties were expected to provide indications of interest by the end of the following week. Extensive discussion by the Rice board then ensued. Following this discussion, the Rice board authorized management to continue to work with Barclays on evaluating the EQT proposal and to provide the other potential counterparties with information to enable them to provide an indication of interest by the end of the following week.

Following the Rice board meeting and continuing through July 12, 2016, members of Rice management and representatives of Barclays reviewed due diligence information provided by EQT.

On July 12, 2016, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. Mr. Rice updated the Rice board on the progress made with the due diligence materials provided by EQT. Mr. Rice further advised that he expected some indication as to Company A's interest later in the week. Representatives of Barclays then updated the Rice board on the process to date, including the potential counterparties that had been contacted and their responses, a list of other potential counterparties that had not been contacted and the rationale for not doing so. Barclays advised that Company C had been provided with diligence materials but had not actively engaged in discussions with either Barclays or Rice management. Representatives of Barclays provided the Rice board with a preliminary financial overview of the EQT proposal and a range of potential counterproposals. Extensive discussion by the Rice board then ensued. Following this discussion, the Rice board authorized management to make a counterproposal to EQT of an exchange ratio of 0.37 of a share of EQT common stock for each share of Rice common stock, which implied a value of \$28.47 per share of Rice common stock at EQT's then-trading stock price and a premium of approximately 26% to Rice's stock price. Later that afternoon, Mr. Rice contacted Mr. McNally and delivered the counterproposal.

On July 13, 2016, the EQT board held a regularly scheduled meeting at which representatives of EQT management were also present. At this meeting, members of EQT management provided the EQT board with a detailed review of Rice and the strategic and financial considerations with respect to a potential business combination with Rice, as well as the current status of discussions with respect thereto. Following discussion, the EQT board authorized and instructed EQT management to continue discussions with Rice with respect to the potential transaction on the terms that EQT management had described to the EQT board.

On July 14, 2016, Mr. McNally contacted Mr. Rice and advised that the EQT board had met the previous day and was supportive of the transaction, but EQT was not comfortable at an exchange ratio that exceeded its initial proposal of 0.33 of a share of EQT common stock for each share of Rice common stock.



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On July 15, 2016, Company A delivered to Rice a written indication of interest proposing an all-stock transaction at a 10% to 15% premium to Rice's stock price. Rice management promptly delivered Company A's indication of interest to the members of the Rice board.

On July 17, 2016, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. Mr. Rice updated the Rice board on Company A's indication of interest. In response to questions from the Rice board, representatives of Barclays and management noted that Company A was much smaller than EQT, unlike EQT was not investment grade and, at the high end of the proposed premium range, Rice stockholders would own more of the combined company than Company A's stockholders. Mr. Rice noted that a variety of governance-related matters would have to be worked out between the parties. Representatives of Barclays also noted that additional diligence of Company A would be necessary to assess value. After discussion, the Rice board authorized management to request due diligence materials from Company A and to continue to evaluate Company A's proposal. Mr. Rice next updated the Rice board on the status of discussions with EQT, including the reaffirmation of its proposal of 0.33 of a share of EQT common stock for each share of Rice common stock. After discussion, the Rice board authorized management to make a new proposal to EQT of 0.35 of a share of EQT common stock for each share of Rice common stock, which implied a value of \$26.45 per share of Rice common stock at EQT's then-trading stock price.

On July 19, 2016, Mr. Rice met with Mr. McNally and put forth Rice's counterproposal of 0.35 of a share of EQT common stock for each share of Rice common stock. The following morning, Mr. McNally called Mr. Rice and advised that EQT would not respond to the Rice counterproposal until after EQT's earnings announcement on July 28, 2016.

Between July 20, 2016 and August 9, 2016, EQT's stock price declined from \$75.08 per share to \$68.86 per share, while Rice's stock price increased from \$21.28 per share to \$24.58 per share. The trading price of Company A's stock traded similarly to EQT's stock during this period. During this period, Rice continued to engage in due diligence reviews with both EQT and Company A. In late July, Company C confirmed to Barclays that it was not in a position to make a proposal to Rice.

On August 1, 2016, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. Representatives of Barclays updated the Rice board on the status of discussions with EQT and Company A and noted that Company C had declined to continue its evaluation of a transaction with Rice.

Mr. Rice spoke with Mr. McNally on August 5, 2016 and communicated by email with Mr. Porges on August 9, 2016, with the respective managements noting that a transaction involving a meaningful premium for Rice stockholders was becoming increasingly difficult.

On August 24, 2016, members of Rice management met with members of EQT management to discuss Rice's operations.

Given the trading prices of Rice's stock relative to EQT's stock (which eliminated the implied premium in EQT's prior proposal) and Company A's stock (which resulted in Rice being the larger company), discussions between Rice, EQT and Company A ceased in late August 2016.

On September 26, 2016, Rice announced the Vantage Acquisition.

On October 25, 2016, EQT announced the Marcellus Acreage Acquisition.

On October 27, 2016, EQT announced that Mr. Schlotterbeck would replace Mr. Porges as Chief Executive Officer of EQT, following the filing of EQT's annual report on Form 10-K for the year ended December 31, 2016. Mr. Porges would remain the Chairman of the EQT board.

On February 9, 2017, EQT announced the Stone Energy Transaction.

On February 21, 2017, Mr. McNally sent an email to Mr. Rice congratulating him on Rice's Vantage acquisition and on March 8, 2017, Mr. Rice and Mr. McNally met. Mr. McNally advised Mr. Rice that EQT continued to believe in the industrial logic of consolidation in the Marcellus and Utica and inquired whether Rice would be interested in reevaluating a potential business combination with EQT. Mr. Rice acknowledged the benefits of consolidation, including driving operational

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efficiencies, improved well results and cost savings, and promised to consider Mr. McNally's invitation to reengage in discussions. Mr. Rice informed Mr. McNally that Rice was in the process of evaluating, and quickly preparing for, a potential initial public offering of its limited partner interests and incentive distribution rights in Rice Midstream Partners LP ("RMP"), and that Rice would not wish to delay this process. Mr. Rice promptly advised members of the Rice board of his discussions with Mr. McNally and discussed with Mr. Vagt whether to reengage with EQT.

On March 22, 2017, Mr. Rice called Mr. McNally to indicate that Rice would reengage in discussions.

On April 13, 2017, Rice confidentially submitted to the SEC a draft registration statement on Form S-1 for a contemplated initial public offering of Rice Midstream GP LP ("RMGP"), the owner of all of Rice's limited partner interests and incentive distribution rights in RMP.

At a meeting of the EQT board held on April 19, 2017 at which representatives of EQT management and Wachtell Lipton were present, the EQT board and EQT management discussed, among other things, strategic acquisition opportunities that might be available for EQT to pursue, including the potential acquisition of Rice. Members of the EQT board and management noted that Rice represented a uniquely compelling acquisition opportunity given the synergies that would likely result from the contiguous and complementary nature of Rice's asset base with EQT's. Following this discussion, the EQT board authorized and instructed EQT management to further explore whether an opportunity existed to reach agreement with Rice with respect to a business combination transaction on mutually acceptable terms. Messrs. Schlotterbeck and McNally indicated that they would keep the EQT board apprised of all material developments with respect to the transaction; in that regard, Mr. Schlotterbeck regularly provided updates to and solicited input from other members of the EQT board throughout the negotiating process that followed.

In the several weeks following April 19, 2017, representatives of EQT began a detailed due diligence review of Rice based on both public and nonpublic information regarding Rice and began a detailed evaluation of potential transaction structures.

On April 24, 2017, Mr. Rice met with Messrs. Schlotterbeck and McNally to discuss next steps. Messrs. Schlotterbeck and McNally indicated that they would make a formal proposal within two weeks. Later that day, EQT and Rice executed an updated confidentiality letter agreement that replaced the confidentiality letter agreement of May 19, 2016 covering the same subject.

On May 4, 2017, Mr. McNally met with Mr. Rice and advised that EQT was willing to propose an all-stock transaction at an exchange ratio of 0.43 of a share of EQT common stock for each share of Rice common stock, which implied a value of \$25.02 per share of Rice common stock at EQT's then-trading stock price of \$58.19 per share, reflecting a premium of approximately 16% to Rice's then-trading stock price of \$21.61 and an enterprise value multiple of approximately 6.9x Rice's estimated 2018E EBITDAX as adjusted by EQT management (as defined in "—Certain EQT Unaudited Prospective Financial and Operating Information"). Mr. Rice requested that EQT submit a formal, written proposal to the Rice board.

On May 8, 2017, EQT delivered a letter containing non-binding indication of interest to the Rice board, indicating a willingness to acquire Rice in an all-stock transaction at a fixed exchange ratio of 0.43 of a share of EQT common stock for each share of Rice common stock, which implied a value of \$25.03 per share of Rice common stock at EQT's then-trading stock price of \$58.22 per share, reflecting a premium of approximately 15% to Rice's then-trading stock price of \$21.84 and an enterprise value multiple of approximately 6.9x Rice's estimated 2018E EBITDAX as adjusted by EQT management. Mr. Rice promptly communicated EQT's indication of interest to members of the Rice board and delivered EQT's letter to each member of the Rice board.

On May 10, 2017, Mr. Rice called Mr. McNally to advise him that Rice had engaged Barclays and Vinson & Elkins to evaluate EQT's proposal. Mr. Rice noted that as part of the transaction, Rice would request three or four seats on the combined company board. Mr. Rice further advised that it was important that Rice establish a retention program to ensure that its employees would remain with



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the company through closing. Mr. McNally responded that he would take these requests to the EQT board.

On May 21, 2017, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. The Rice board discussed the recent conversation between Messrs. Rice and McNally. Representatives of Vinson & Elkins reviewed with the Rice board its fiduciary duties with respect to EQT's proposal. Representatives of Barclays provided the Rice board with information on EQT and preliminary financial perspectives regarding EQT's proposal and potential counterproposal ranges. Representatives of Barclays also provided the Rice board with financial analyses of five additional potential acquirers, including Company A, Company B and Company C. Specifically, with respect to Company A, representatives of Barclays noted that the combination of Rice's acquisition of Vantage and the relative stock performance of Rice and Company A had resulted in Rice having grown to be 150% larger than Company A on a market capitalization basis, which would mean that an alternative transaction with Company A would involve Rice stockholders having a majority of the shares of the combined company. In 2016, Company A had proposed to acquire Rice at a 10 to 15% premium to Rice's stock price. In contrast, the Rice board concluded that at best, a transaction with Company A in May or June 2017 would have been at no premium to Rice's stock price and likely at a premium to the Company A stock price (and thus, at a discount to Rice's stock price). As such, a strategic transaction with Company A was not appealing to the Rice board. With respect to Company B, representatives of Barclays noted that Company B had completed a major acquisition less than one year ago and the Rice board concluded that Company B was unlikely to entertain another significant strategic transaction at this time. Moreover, even if Company B was interested, an all-stock transaction at premiums equal to or higher than the current EQT proposal would likewise result in Rice stockholders owning a majority of the combined company, and the Rice board concluded that such a transaction was highly unlikely to be achieved. And with Company C, representatives of Barclays noted that a transaction at the same or higher premium than the premium implied in the EQT proposal would be meaningfully dilutive to Company C's 2018 estimated cash flow per share, based upon FactSet consensus estimates. Moreover, the Rice board considered the fact that Company C declined to make a proposal in 2016 after weeks of evaluation. Based on these analyses and Rice's prior experience, the representatives of Barclays advised that, in their judgment, it was unlikely that any counterparty could make a proposal that would be superior to EQT's proposal in light of the uniquely attractive synergies and industrial logic inherent in a combination with EQT, which made the EQT shares a highly attractive acquisition currency. Extensive discussion by the Rice board then ensued, with the Rice board considering (i) their interaction with the potential counterparties less than a year prior, (ii) the judgment of Barclays and the board members themselves that contacting other counterparties was unlikely to yield a proposal more attractive than EQT's proposal, particularly if Rice was able to negotiate additional value, (iii) the fact that Rice was not for sale and that the EQT transaction represented a strategic opportunity and (iv) the need to maintain confidentiality. Based on these considerations, the Rice board determined to proceed with negotiations with EQT and not contact the other potential counterparties identified. Following this discussion, the Rice board authorized management to make a counterproposal to EQT for a business combination in which Rice stockholders would receive the equivalent of between 0.51 and 0.52 of a share of EQT common stock for each share of Rice common stock, which implied a value of between \$28.77 and \$29.34 per share of Rice common stock at EQT's then-trading stock price of \$56.42, reflecting a premium of approximately 34% - 36% to Rice's then-trading stock price of \$21.52 and an enterprise value multiple of approximately 7.7x - 7.8x Rice's estimated 2018E EBITDAX as adjusted by EQT management.

On May 22, 2017, Mr. Rice and Toby Z. Rice, the President and Chief Operating Officer of Rice met with Messrs. Schlotterbeck and McNally and proposed a combination in which Rice stockholders would receive 0.43 of a share of EQT common stock and \$5.00 in cash for each share of Rice common stock (roughly equivalent to 0.52 of a share of EQT common stock for each share of Rice common stock and an implied value of \$29.30 per share of Rice common stock, reflecting a premium of approximately 37% to Rice's then-trading stock price of \$21.42 and an enterprise value multiple of

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approximately 7.8x Rice's estimated 2018E EBITDAX as adjusted by EQT management). Messrs. Schlotterbeck and McNally stated that they believed the proposed price was too high and the parties' value expectations appeared to be far enough apart that it did not make sense for transaction negotiations to continue on that basis or for the parties to proceed with management presentations which previously had been scheduled for the following day. Later that evening, Mr. Rice telephoned Mr. McNally to suggest that the parties continue to negotiate, encouraging EQT to submit a counterproposal as the basis for such continued negotiations.

On May 23, 2017, Mr. McNally contacted Mr. Rice and proposed a combination in which Rice stockholders would receive 0.36 of a share of EQT common stock and \$5.00 in cash for each share of Rice common stock (roughly equivalent to 0.45 of a share of EQT common stock for each share of Rice common stock and an implied value of \$25.34 per share of Rice common stock, reflecting a premium of approximately 18% to Rice's then-trading stock price of \$21.42 and an enterprise value multiple of approximately 7.0x Rice's 2018E EBITDAX as adjusted by EQT management). That evening, the Rice board held a telephonic meeting at which members of Rice management and representatives of Barclays were present. Mr. Rice updated the Rice board on EQT's counterproposal. Representatives of Barclays provided the Rice board with preliminary financial perspectives regarding EQT's counterproposal and various alternatives of stock and cash above EQT's counterproposal. Following discussion, the Rice board authorized Mr. Rice to make a counteroffer to EQT based on an implied exchange ratio of no less than 0.48 of a share of EQT common stock for each share of Rice common stock.

Later that evening, Mr. Rice contacted Mr. McNally and proposed a combination in which Rice stockholders would receive 0.40 of a share of EQT common stock and \$5.00 in cash for each share of Rice common stock (roughly equivalent to 0.49 of a share of EQT common stock for each share of Rice common stock and an implied value of \$27.88 per share of Rice common stock, reflecting a premium of approximately 32% to Rice's then-trading stock price of \$21.20 and an enterprise value multiple of approximately 7.5x Rice's estimated 2018E EBITDAX as adjusted by EQT management).

On May 24 and 25, 2017, Mr. Rice and Mr. McNally held a series of discussions concerning the appropriate exchange ratio. Ultimately, each agreed to take a proposal to their respective boards for a combination in which Rice stockholders would receive 0.37 of a share of EQT common stock and \$5.30 in cash for each share of Rice common stock (roughly equivalent to 0.465 of a share of EQT common stock for each share of Rice common stock and an implied value of \$26.47 per share of Rice common stock based on EQT's May 23, 2017 closing stock price, reflecting a premium of approximately 25% to Rice's closing stock price on such date and an enterprise value multiple of approximately 7.2x Rice's estimated 2018E EBITDAX as adjusted by EQT management). Mr. McNally advised Mr. Rice that this amount was EQT's firm and final offer.

On May 26, 2017, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins, Rice's outside legal counsel, and Barclays were also present at the meeting. The Rice board discussed the recent conversation between Messrs. Rice and McNally. Mr. Rice noted that he believed that the proposal was as far as EQT would go on value and recommended to the Rice board that they accept this latest proposal. Representatives of Barclays provided the Rice board with updated preliminary financial perspectives regarding the revised proposal and, following a request for confirmation by a member of the Rice board, again advised that, in their judgment, it was unlikely that any realistic counterparty could make an offer that would be superior to EQT's proposal. Representatives of Vinson & Elkins reviewed with the Rice board a summary of the merger agreement that had been prepared to be sent to EQT. Following discussion by its members, the Rice board authorized management to accept the exchange ratio of 0.37 of a share of EQT common stock and \$5.30 in cash for each share of Rice common stock, subject to negotiation of a definitive merger agreement and completion of due diligence.

That afternoon, Vinson & Elkins delivered a draft of the merger agreement to Wachtell Lipton. Also on that afternoon, Rice confidentially submitted to the SEC a first amendment to the draft registration statement on Form S-1 for RMGP.

On May 30, 2017, Wachtell Lipton delivered a revised draft of the merger agreement as well as an initial draft of the voting agreement to be executed by members of the Rice family and their affiliates, to Vinson & Elkins.

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On May 31, 2017, the EQT board met, together with members of management and Wachtell Lipton and Citi, to discuss and review management's progress to date with respect to the potential transaction with Rice. At this meeting, management updated the EQT board regarding recent discussions with representatives of Rice, including with respect to the parties' preliminary, non-binding understanding regarding purchase price. Also at this meeting, EQT management and Citi reviewed with the EQT board certain preliminary financial and strategic considerations relating to the potential transaction, and representatives of Wachtell Lipton reviewed with the EQT board legal matters including terms of the draft merger agreement. The EQT board authorized the representatives of management, with the assistance of Wachtell Lipton and Citi, to proceed with the transaction negotiations and continue to apprise the EQT board of material developments.

Later on May 31, 2017, representatives of Vinson & Elkins and Wachtell Lipton held a teleconference to discuss a number of open points reflected in the agreement drafts traded between the parties, including (i) the number of existing Rice directors that would be appointed to the EQT board at closing, (ii) the treatment of Rice equity awards, (iii) the scope of the interim operating covenants, (iv) whether the Rice board would be permitted to terminate the merger agreement for a superior proposal, (v) the size of the termination fees and whether the terminations fees would be reciprocal or proportional based on the parties' respective equity values, (vi) matters related to employee retention amounts and post-closing treatment of employees, (vii) non-competition obligations of Daniel J. Rice III, a member of the Rice board, and certain Rice executives, and (viii) covenants related to antitrust and financing cooperation.

On June 1 and 2, 2017, Vinson & Elkins and Wachtell Lipton exchanged drafts of the merger agreement and held a series of calls to discuss open points in the draft relating to deal protection.

On the afternoon of June 2, 2017, Mr. Vagt and James E. Rohr, lead independent director of the EQT board, met for lunch to discuss the transaction generally and, in particular, the number and identity of Rice board members that would be appointed to the combined company board.

That afternoon, Wachtell Lipton contacted Vinson & Elkins and proposed as a compromise that EQT would accept a larger termination fee payable by EQT in the event that the EQT board changed its recommendation for reasons other than a superior proposal and certain changes to the non-solicitation covenant requested by Rice, in return for a termination fee of 4% of Rice's equity value in all other circumstances, changes to the termination provisions requested by EQT and a "force the vote" provision that would allow the Rice board to change its recommendation for a superior proposal, but not permit the Rice board to terminate the merger agreement to accept a superior proposal. Separately, Mr. McNally advised Mr. Rice by e-mail that EQT wanted to agree on these deal protection provisions prior to engaging on other aspects, such as board seats and employee related matters.

That evening, Mr. Rice telephoned Mr. McNally and advised Mr. McNally that Rice was willing to accept most of EQT's proposed terms on deal protection, but required a right to terminate for a superior proposal, a minimum of three board seats, acceptable provisions on equity award vesting and retention support to ensure that key employees would remain with Rice through closing and additional flexibility on the interim operating covenants between signing and closing.

On the morning of June 3, 2017, Mr. McNally called Mr. Rice to discuss the open points in the merger agreement which they had discussed the prior evening and requested that Rice provide a draft merger agreement that reflected Rice's position on these matters. That afternoon, Vinson & Elkins sent a revised draft of the merger agreement to Wachtell Lipton.

On the morning of June 4, 2017, representatives of Vinson & Elkins and Wachtell Lipton had a series of calls related to employee matters. That afternoon, Wachtell Lipton sent a revised draft of the merger agreement to Vinson & Elkins, which continued to provide for the appointment of a single

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Rice board member to the EQT board, a "force the vote" provision and a reversion on most matters related to employee equity awards, retention awards and post-closing compensation covenants.

On June 5, 2017, representatives of Rice and its advisors held a teleconference with representatives of EQT and its advisors to discuss open points in the merger agreement relating to deal protection, board representation, treatment of employee equity awards, retention awards and post-closing compensation covenants.

On the evening of June 6, 2017, Mr. Rice met in person with Mr. Schlotterbeck to discuss the remaining open deal points which had been discussed by the parties the previous day. Mr. Schlotterbeck and Mr. Rice were unable to agree on mutually acceptable resolutions to the open deal points, and the parties agreed to discontinue discussions at that time. Each of Messrs. Schlotterbeck and Rice subsequently updated members of their respective boards on the status of the discussions, including their June 6, 2017 conversation.

On June 9, 2017, Mr. McNally and Mr. Rice met in person and discussed whether there was a path to reengagement, but did not come to agreement on pursuing further discussions.

On June 13, 2017, representatives of Barclays and Citi, at the direction of and with guidance from Rice and EQT, respectively, met to discuss whether there was any path to reengaging and resolving the open points between the parties.

On June 15, 2017, following up on the previous day's discussion, at EQT's direction, Citi conveyed EQT's proposals to representatives of Barclays that addressed certain open points between the parties. The proposals included, among other things, proposed compromises related to (i) equity awards for Rice employees who would not continue with EQT, (ii) a retention program that would allow Rice to provide 12 months of severance and 12 months of health insurance to its employees who remained with Rice through closing, (iii) the Rice board's ability to terminate the merger agreement for a superior proposal but requiring the same termination fees for both parties, (iv) each party's interim operating covenants, (v) post-closing compensation and benefits matters for employees continuing with EQT, (vi) a three-year non-competition obligation of members of the Rice family and Robert Wingo, but conceding that other executives would be subject only to the non-competition obligations in their respective employment agreements, and (vii) board composition of the combined company, which would include two existing Rice board members (one of whom would be Mr. Rice).

Following discussion between members of Rice management, Barclays and Vinson & Elkins, as well as input from Mr. Vagt, Barclays advised Citi that progress had been made within the general parameters but that further work would be needed to reach agreement and presented Rice's counterproposals on certain points that remained open, including that (i) any differences in compensation for a Rice employee continuing with EQT be subject to a one-time true-up payment, (ii) Rice's covenant concerning assisting in the financing (the "financing cooperation covenant") be generally subject to an efforts standard, and that the agreement provide that a breach of the financing cooperation covenant would not result in a failure of a condition unless such breach was willful and material, and (iii) the agreement that the Rice board members appointed to the EQT board be nominated by EQT at the 2018 EQT annual meeting be enforceable by such Rice board members. Representatives of Citi then met with representatives of EQT management to discuss the counterproposals from Rice. Following this discussion and at the direction of EQT management, representatives of Citi confirmed to representatives of Barclays that Rice's counterproposals were an acceptable framework to continue negotiations.

In the afternoon of June 15, 2017, a representative of Company C contacted a representative of Barclays to advise that Company C understood that Rice was close to reaching an agreement with EQT and inquiring as to whether Rice would consider discussing a combination transaction with Company C. The Barclays representative promptly advised Rice management and Rice management promptly advised members of the Rice board of the discussions with a representative of Company C.

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Later in the afternoon of June 15, 2017, the Rice board held a regularly scheduled telephonic meeting at which members of Rice management were present. Mr. Rice updated the Rice board on EQT's proposals received that morning and Rice's counterproposals. The Rice board generally agreed that the compromise proposals were constructive but wanted to confirm that the compromise proposals had the support of the EQT board, as well as EQT management. Following discussion, the Rice board authorized Mr. Rice to confirm with EQT management that the compromise proposals were supported by the EQT board in addition to EQT management. At this meeting, Mr. Rice also discussed with the Rice board the inquiry from Company C. Given that Company C had not provided any specifics (even qualitatively), given that Company C had declined to make a proposal when invited to do so during the 2016 process after weeks of evaluation, and given that Company C was one of the companies considered earlier in the process and was determined to be unlikely to provide value to the Rice stockholders that was superior to the EQT proposal (because at even a modest premium, an acquisition of Rice by Company C would be meaningfully dilutive to Company C's estimated 2018 cash flow per share), the Rice board determined to not engage with Company C.

On the morning of June 16, 2017, Vinson & Elkins delivered a draft of the merger agreement to Wachtell Lipton reflecting the terms contained in the summary proposal.

That day, Mr. Rice met with Mr. Rohr to discuss the transaction and Mr. Rice's role with the combined company. Later that afternoon, and again in the morning and early afternoon of June 17, 2017, the parties and their counsel had a series of conversations to negotiate remaining open points in the merger agreement including matters relating to the financing cooperation covenant, whether differences in compensation for a Rice employee continuing with EQT would be subject to a one-time true-up payment, and the second board seat requested by Rice and associated logistics (in particular, whether EQT's requirement to add a second Rice board nominee at closing would be subject to approval by EQT shareholders of a charter amendment expanding the permitted size of the EQT board).

In the evening of June 17, 2017, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins, Rice's outside legal counsel, and Barclays were also present at the meeting. Representatives of Vinson & Elkins summarized for the Rice board the key terms of the merger agreement, including a discussion of the points that remained open at that time. After discussion, the Rice board authorized Vinson & Elkins and Barclays to call Wachtell Lipton and Citi after the meeting and resolve the open points in the manner discussed at the meeting. Following this discussion, representatives of Barclays reviewed its preliminary financial analyses that it had performed on the proposed merger consideration and advised that on this basis, and based on current conditions, it would be in position to render an opinion to the Rice board that based upon and subject to the limitations, qualifications and assumptions set forth therein, as of the date of the opinion, from a financial point of view, the merger consideration to be offered to Rice stockholders in the transactions (other than holders of shares of Rice common stock (a) that are subject to perfected appraisal rights, (b) held in treasury by Rice, (c) owned by EQT, Merger Sub or EQT Investments Holdings, LLC, the intermediate subsidiary of EQT that holds all of Merger Sub's outstanding capital stock, which will automatically be canceled and cease to exist or (d) held by any wholly owned subsidiary of EQT (other than Merger Sub or EQT Investments Holdings, LLC) (collectively, the "excluded shares") is fair to such stockholders.

Following the Rice board meeting, representatives of Barclays and Vinson & Elkins contacted representatives of Citi and Wachtell Lipton to discuss the remaining open points in the merger agreement. These discussions continued on June 18, 2017, by which time the parties had substantially resolved the open deal points relating to the second board seat and the financing cooperation covenant, but the one-time true-up payment for Rice employees continuing with EQT remained open. Later that morning, Wachtell Lipton sent over revised drafts of the merger agreement and related documentation. These drafts reflected the parties' agreement that (i) the appointment of Mr. Vagt to the EQT board

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would be conditioned on the approval of a charter amendment by the EQT shareholders, as agreed by the parties and (ii) the financing cooperation covenant would not be subject to a reasonable best efforts standard, but a failure to deliver required financial information could not serve as a termination right for EQT unless it remained uncured by the end date. The draft also reflected EQT's position, which remained an open deal point, that differences in compensation for a Rice employee continuing with EQT would not be subject to a one-time true-up payment.

In the afternoon of June 18, 2017, the Rice board held a telephonic meeting. Representatives of Vinson & Elkins and Barclays were also present at the meeting. Representatives of Vinson & Elkins summarized for the Rice board its prior conversation with Wachtell Lipton and EQT's position. After discussion, the Rice board agreed to the terms proposed by EQT, including the exclusion of the one-time true-up payment. Representatives of Barclays advised that its financial analyses that had been discussed with the Rice board remained unchanged and rendered its oral opinion to the Rice board, subsequently confirmed by delivery of a written opinion dated June 19, 2017, to the effect that based upon and subject to the limitations, qualifications and assumptions set forth therein, as of the date of the opinion, from a financial point of view, the merger consideration to be offered to Rice stockholders in the transactions (other than holders of excluded shares) is fair to such stockholders. After discussing potential reasons for and against the proposed merger, the Rice board unanimously determined that the merger agreement and the transactions contemplated thereby are in the best interests of Rice stockholders and are advisable, approved the merger agreement and the transactions contemplated thereby and recommended that the Rice stockholders vote to adopt the merger agreement at any meeting of the Rice stockholders to be called for the purposes of acting thereon.

After the meeting of the Rice board, the parties finalized the transaction documents.

On the morning of June 19, 2017, the EQT board met telephonically, together with members of management and Wachtell Lipton and Citi, to discuss and review the draft merger agreement and to consider the proposed transaction. Representatives of Wachtell Lipton reviewed the duties of the directors and the terms of the draft merger agreement. Also at this meeting, Citi reviewed with the EQT board its financial analysis of the merger consideration and rendered an oral opinion, confirmed by delivery of a written opinion dated June 19, 2017, to the EQT board to the effect that, as of such date and based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the merger consideration to be paid by EQT pursuant to the merger agreement was fair, from a financial point of view, to EQT. Following extensive discussion, the EQT board unanimously determined that the merger was fair to, and in the best interests of, EQT and its shareholders, unanimously approved and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement and authorized EQT to enter into the merger agreement.

After the EQT board meeting, the parties executed the agreements in connection with the transaction and, prior to the opening of trading on Rice's and EQT's common stock on the New York Stock Exchange, Rice and EQT issued a joint press release announcing the execution of the merger agreement.

### **Recommendation of the EQT Board and Reasons for the Merger**

At a meeting held on June 19, 2017, the EQT board unanimously determined the merger agreement and the other agreements and transactions contemplated thereby, including the share issuance, are fair to and in the best interests of EQT and its shareholders and approved and declared advisable the merger agreement and the transactions contemplated thereby, including the share issuance, and approved the execution, delivery and performance of the merger agreement. **The EQT board recommends that EQT's shareholders vote "FOR" the share issuance proposal, "FOR" the charter amendment proposal and "FOR" the adjournment proposal.**



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In evaluating the proposed transactions, the EQT board consulted with EQT's management and legal and financial advisors and, in reaching its determination and recommendation, considered a number of factors including, without limitation, the impact the merger would have on EQT's ability to address its sum-of-the-parts discount through, among other things, potential spin-off transactions. The EQT board also consulted with outside legal counsel regarding its obligations, legal due diligence matters and the terms of the merger agreement and other documents related to the transactions contemplated thereby.

Many of the factors considered favored the conclusion of the EQT board that the merger agreement and the transactions contemplated by the merger agreement, including the share issuance, are advisable and in the best interests of EQT and its shareholders, including the following:

- *Creation of a Compelling Investment Opportunity.* The EQT board believes that the merger will allow EQT to pursue a corporate strategy unavailable to a significant majority of the industry. The combined company will be a best-in-class North American natural gas company with premiere acreage positions in the Marcellus and Utica Shales.
- EQT will be positioned to benefit from high quality, natural gas weighted assets totaling an estimated 75 trillion cubic feet equivalents (Tcfe) in resource potential and over 727,000 combined net acres in the core of the Marcellus and Utica Shales, positioning EQT for material production growth in the near and long term.
- The addition of Rice's acreage position to the EQT portfolio will distinguish the combined company as having the deepest, highest quality drilling inventory in the Appalachian Basin. Rice has been able to establish a large inventory of 1,102 net Marcellus and Ohio Utica drilling locations that are de-risked by the producing wells it has drilled, which have some of the highest single-well returns in the basin to date. In 2016, Rice reached 1.0 Bcf/d of gross operated natural gas production with fewer wells drilled than any of the 12 other U.S. producers to reach this production threshold, having done so with only 180 wells drilled. As a result of the merger and the operational synergies described in more detail below, EQT's inventory in Washington and Greene Counties, Pennsylvania, two of the highest productivity counties in the Appalachian Basin, will improve in both scale and profitability—increasing from approximately 775 undeveloped locations with an average of 8,000' lateral to approximately 1,200 undeveloped drilling locations with an average of 12,000' lateral. EQT expects to focus its development efforts substantially in these locations in the near term to differentiate the combined company from its Appalachian peers, with returns per well anticipated to increase from 52% to 70% at a \$3.00/Mcf NYMEX natural gas price.
- The combined company will represent one of the lowest cost, highest margin operators in the United States, with an anticipated investment grade credit rating, allowing for continued industry-leading value creation even in a lower-for-longer commodity price environment.
- As a result, through the consummation of the merger, EQT expects to position itself as one of the few, if not the only, large-cap, investment grade independent exploration and production companies capable of significant near and long-term production growth from its existing asset base. EQT anticipates this production growth will be achieved with significantly improved profitability given the capital, operational and administrative efficiencies expected in connection with the merger, including the ability for the combined company to achieve the same pro-forma feet-of-pay developed with 20% fewer Pennsylvania wells in 2018 and 35% fewer Pennsylvania wells in 2019 than would have been the case for EQT on a standalone basis. Given the flexibility created by becoming the lowest-cost natural gas operator, EQT expects to have the ability to return value to shareholders across commodity cycles, and is targeting cash flow breakeven for the combined company in 2019 with a plan to provide meaningful cash returns to shareholders in 2020 and beyond.

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- *Pivotal Strategic Opportunity.* The EQT board believes that the merger represents a unique and presently available opportunity to create value and materially advance EQT's consolidation strategy, and the failure to pursue an actionable transaction with Rice would be a significant and irreversible lost value creation opportunity for EQT.
- Following the Alpha Acquisition and the Vantage Acquisition, the EQT board believed that the number of remaining consolidation opportunities in EQT's core areas had narrowed considerably, with Rice having materially expanded its footprint in EQT's core operating area, thereby becoming a uniquely attractive and complementary potential business combination for EQT.
- The EQT board reached the conclusion that, in light of the scarcity of remaining potential consolidation opportunities and EQT's desire to expand its drilling inventory of high-returning Marcellus Shale wells, a combination of Rice with a third party would materially limit the remaining scope of strategic consolidation opportunities available for EQT to pursue in its core areas, which in turn could cause EQT's cost structure to become less competitive relative to other industry participants with more consolidated positions.
- Furthermore, pursuing the merger will enhance, and will not delay, EQT's ability to unlock the value attributable to solving the sum-of-the-parts discount at EQT, as the merger will increase the scale and improve the competitive positioning of each of EQT's key businesses. As such, the EQT board believes that Rice represented a pivotal strategic opportunity, one that substantially finalizes EQT's consolidation strategy and enhances its ability to pursue a path to further unlocking its embedded midstream value.
- *Participation in the Unlocking of Embedded Value in Rice.* The EQT Board believes that its shareholders will benefit, even after application of the purchase premium, in the unlocking of significant embedded value at Rice. The embedded value that EQT believes will be illuminated, or the illumination of which will be accelerated, as a result of the merger include the following:
  - *Over \$3 Billion of Embedded Midstream Value.* Rice has previously publicly ascribed over \$3 billion of value to its retained midstream assets, including Rice Olympus Midstream and Strike Force Midstream (the "Drop Down Candidates"), and a 91.75% interest in RMGP, which owns the incentive distribution rights and a 28% limited partner interest in RMP. EQT expects to monetize the Drop Down Candidates in 2018 through a sale to EQM, thereby accelerating their value creation for EQT, including by materially enhancing the cash flow growth profile attributable to the incentive distribution rights owned by EQGP.
  - *Elimination of Going Concern Discounts on Highly Valuable Acreage.* Rice is non-investment grade with a relatively short operating history and a complex corporate structure, and its performance is substantially dependent on the price of natural gas. As a result, Rice has historically traded at multiples below that of EQT and other Appalachian peers. While Rice has taken and continues to take steps to eliminate the discount at which it has traded, the merger with EQT should allow for Rice's assets to be valued appropriately as part of the combined company's best-in-class acreage portfolio in the Appalachian Basin. The EQT board also noted that, in light of Rice's relative valuation discounts, the merger is anticipated to be accretive on a net asset value basis even without assuming any synergies which are expected to be significant.
- *Significant Synergies.* In addition to the strategic rationale and the ability to participate in unlocking value embedded within Rice, EQT expects that its shareholders will derive a substantial benefit from the significant synergies attributable to the transaction. The EQT board believes that the merger will create capital efficiencies and operational cost savings and synergies



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through conducting EQT's and Rice's operations as part of a combined enterprise, including synergies resulting from:

- the opportunity to optimize the combined company's upstream and midstream standalone portfolios by applying each company's best practices across the contiguous and complimentary acreage positions;
- the opportunity for a significant increase in the average lateral lengths of future Marcellus wells, reducing well costs on a per horizontal foot basis and increasing the present value of development;
- the expectation of meaningfully reduced lease operating expense per unit through more efficient development, including an increase in wells per pad, an increase in company net horizontal feet through coordinated development plan eliminating drainage effects, a reduction in rig and frac fleet move times, coordinated produced water handling and improved cycle times through concentrated execution;
- overhead savings through elimination of duplicative corporate and public company costs;
- midstream cost savings resulting from efficient infrastructure buildouts, as well as the ability to expand Rice's freshwater transportation expertise across EQT's legacy acreage;
- gathering system connectivity that will enhance supply aggregation to the Equitrans, Mountain Valley and Ohio Valley Connector pipelines;
- more efficient development of gathering systems leading to higher returns for EQM and lower cost to EQT;
- an improved midstream growth profile through the addition of significant EQM drop-down inventory;
- leveraging of the respective best practices, data and technological capabilities of each of Rice and EQT, including potential for improved well design to achieve greater returns on the combined acreage position;
- an increase in the amount and percentage of organic leasing opportunities that can be valued as leases that expand the potential lateral length of planned development; and
- an enhanced ability to right-size and optimize the combined company's firm transportation portfolio, including through increased access to premium Gulf, Southeast and Midwest markets.

As a result of the synergies detailed above, EQT expects that the transaction will be significantly accretive to EQT shareholders in the first year following closing.

The EQT board also considered the following factors in support of its conclusion that the merger agreement and the transactions contemplated by the merger agreement, including the share issuance, are advisable and in the best interests of EQT and its shareholders:

- information from and discussions with EQT's management and advisors regarding EQT's and Rice's respective current business strategies and prospects, including the projected long-term financial results of EQT and Rice as stand-alone companies and the expected pro forma effect of the proposed transactions on EQT;
- the EQT board's understanding of EQT's and Rice's businesses as well as their respective financial performance, results of operations and future prospects, which supported the EQT board's view that the merger consideration reflected a reasonable price for Rice;
- the opinion of Citi, dated June 19, 2017, to the EQT board as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be paid by EQT

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pursuant to the merger agreement, which opinion was based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as more fully described below under the caption "—Opinion of EQT's Financial Advisor";

- the review by the EQT board with its advisors of the structure of the proposed transactions and the financial and other terms of the merger agreement, including the parties' representations, warranties and covenants, the conditions to their respective obligations and the termination provisions, as well as the likelihood of consummation of the proposed transactions and the EQT board's evaluation of the likely time period necessary to complete the transactions. The EQT board also considered the following specific aspects of the transactions contemplated by the merger agreement:
  - the nature of the closing conditions included in the merger agreement, including the reciprocal exceptions to the events that would constitute a material adverse effect on either EQT or Rice for purposes of the merger agreement, as well as the likelihood of satisfaction of all conditions to completion of the transactions;
  - the efforts required by each party to obtain approvals from or clearances by the applicable governmental authorities;
  - the fact that the named Rice stockholders who, as of the date of the merger agreement collectively held approximately 15% of the outstanding voting power of Rice's voting stock, agreed to vote in favor of the merger agreement proposal, subject to certain exceptions; and
  - the circumstances under which certain termination fees and reimbursements of expenses could become payable by the parties to the merger agreement, as described in more detail elsewhere in this joint proxy statement/prospectus.

In the course of its deliberations, the EQT board also considered a variety of risks and other potentially negative factors, including the following:

- the possibility that the transactions may not be completed or that completion may be unduly delayed for reasons beyond the control of EQT and/or Rice, including the potential length of the regulatory review process and the risk that the applicable governmental authorities may prohibit or enjoin the transactions or otherwise impose conditions on EQT and/or Rice in order to obtain clearance for the transactions;
- the possibility that, in certain circumstances relating to the failure to obtain shareholder approval of the share issuance proposal, EQT could be required to reimburse Rice's expenses up to \$67 million;
- the potential for diversion of management and employee attention and the potential effect of the transactions on EQT's business and strategic relationships;
- the potential that the fixed exchange ratio for the stock consideration could result in EQT delivering greater value to Rice stockholders than had been anticipated should the value of the shares of EQT common stock increase from the date of execution of the merger agreement;
- the risk that the benefits to EQT, following completion of the transactions, will not be realized or will take longer to realize than expected;
- the possibility that changes in global economic conditions and fluctuations in exchange and interest rates could make EQT's financing difficult to obtain on favorable terms or at all;
- the transaction costs to be incurred in connection with the proposed transactions; and
- risks of the type and nature described under the sections titled "Risk Factors" and "Cautionary Statements Regarding Forward-Looking Statements."

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The EQT board considered all of these factors as a whole and, on balance, concluded that they supported a determination to approve the merger agreement. The foregoing discussion of the information and factors considered by the EQT board is not exhaustive. In view of the myriad factors considered by the EQT board in connection with its evaluation of the proposed transactions and the complexity of these matters, the EQT board did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. The EQT board evaluated the factors described above, among others, and reached a unanimous consensus that the merger agreement and the other agreements and transactions contemplated thereby, including, without limitation, the merger and the share issuance, were fair to and in the best interests of EQT and its shareholders and approved and declared advisable the merger agreement and the transactions contemplated thereby, including the share issuance and the charter amendment, and approved the execution, delivery and performance of the merger agreement. In considering the factors described above and any other factors, individual members of the EQT board may have viewed factors differently or given different weight or merit to different factors.

### Recommendation of the Rice Board and Reasons for the Merger

By unanimous vote, the Rice board, at a meeting held on June 18, 2017, determined that it is advisable and in the best interests of Rice stockholders to enter into the merger agreement, and unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and resolved to recommend the adoption of the merger agreement by Rice stockholders and that the adoption of the merger agreement be submitted to a vote at a meeting of Rice stockholders. **The Rice board recommends that Rice stockholders vote "FOR" the merger agreement proposal, "FOR" the compensation proposal and "FOR" the Rice adjournment proposal.**

In evaluating the merger agreement, the merger and the other transactions contemplated by the transaction documents (including the merger agreement), the Rice board consulted with Rice's senior management, outside legal counsel and financial advisors. In recommending that Rice stockholders vote their shares of Rice common stock in favor of adoption of the merger agreement, the Rice board also considered a number of factors, including the following factors (not necessarily in order of relative importance) which the Rice board viewed as being generally positive or favorable in coming to its determination, approval and related recommendation:

- *Attractive Value and Attractive Acquisition Currency.* The Rice board believed the merger consideration was an attractive value for shares of Rice common stock, especially in light of the Rice board's view that the EQT stock constituting a majority of the transaction consideration represents an attractive investment opportunity with significant upside. Based on the closing price of shares of EQT common stock on the NYSE of \$58.77 on June 16, 2017, the last trading day before the public announcement of the merger agreement, the merger consideration represented an implied value of \$27.04 for each share of Rice common stock, which represented a premium of (i) approximately 37.4% to the \$19.69 per share closing price of Rice common stock on June 16, 2017, the last trading day before the public announcement of the merger agreement; and (ii) approximately 30.2% to the \$20.78 per share volume-weighted average trading price of Rice common stock for the 30 trading days ended June 16, 2017, the last trading day before the public announcement of the merger agreement. The Rice board also believed that the merger will be accretive to Rice stockholders on a cash flow per share basis in 2018 and on a net asset value basis. The Rice board also believes that the EQT shares that will be delivered to Rice stockholders as merger consideration are a highly attractive currency that will benefit in the near and long term from the combination's significant synergies described in more detail below.
- *Best Alternative for Maximizing Stockholder Value.* The Rice board determined that entering into the merger agreement with EQT was more favorable to Rice stockholders than other

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alternatives reasonably available to Rice, including continued operation of Rice on a standalone basis and the pursuit of potential actionable strategic or financial transactions, in light of a number of factors, including the Rice board's assessment of Rice's business, assets and prospects, its competitive position, and its historical and financial performance, which are described in more detail below. Of particular import, the Rice board focused on the need to economically replace and expand drilling inventory over time, and the impacts of both the competitive landscape and relative maturity of the Appalachian Basin on Rice's ability to continue to expand inventory in highly accretive manners. In determining that the merger is the best alternative for maximizing stockholder value, the Rice board also considered the uniquely attractive synergy potential of a combination with EQT, from which Rice stockholders will be positioned to benefit based on their anticipated 35% ownership of the combined company at closing.

Continuation of Standalone Rice Energy

The Rice board considered alternative paths to create stockholder value as a standalone company, including long-term inventory expansion through in-basin consolidation and out-of-basin acquisitions. The Rice board assessed the benefits and risks attributable to each these alternatives, including:

- The limited opportunities for inventory expansion that compete with the economics of Rice's existing inventory, which reduces the likelihood of it being the ultimate acquirer thereof as compared to competitors that can accelerate value;
- The likelihood of an adverse share price reaction to pursuing either path given the high transaction price expectations in the basin, as was seen in Rice's acquisition of Vantage Energy, and recent share price reactions to out-of-basin acquisitions by certain of Rice's competitors; and
- The risks attendant to executing on either strategy given Rice's historical focus on acquisitions of largely undeveloped acreage, including integration and multi-basin operational risk.

The Rice board also considered alternative paths to unlocking stockholder value, including executing upon a planned drop-down of Rice Olympus Midstream LLC to RMP and the initial public offering of Rice Midstream GP Holdings LLC or, alternatively, the sale of its incentive distribution rights to RMP.

- The Rice board assessed the reliance on each such transaction on the capital markets, the current state and long-term expectations thereof.
- The Rice board considered the potential for such transactions to provide Rice with access to a lower cost of capital for executing on either of its inventory expansion strategies, and the impact of such transactions on the Rice share price. The Rice board determined that the cost-of-capital and share price impacts would be impacted over the long-term by the ability to expand inventory.

Benefits of a Combination with EQT

The Rice board determined that the merger with EQT provided the best alternative for maximizing stockholder value. In coming to this determination, the Rice board analyzed a number of factors, including the following:

- The combined operational positions would allow for significant operational synergies given the contiguous nature of the companies' acreage positions in Washington and Greene Counties, Pennsylvania, which Rice believes are the two most economic counties in the Southwestern Pennsylvania dry gas core of the Marcellus Shale. These operational synergies would be

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geographically unique to a combination with EQT versus any of the other operators in the region and are expected to include:

- The substantial contiguity in the acreage footprints should allow for a significant increase in the average lateral lengths of future Marcellus wells of the combined company, thereby significantly reducing well costs on a per horizontal foot basis and increasing the present value of development;
  - In addition, the proximity of operations will allow for more efficient development—including an increase in wells per pad, an increase in company net horizontal feet through coordinated development plan eliminating drainage effects, a reduction in rig and frac fleet move times, coordinated produced water handling and improved cycle times through concentrated execution—which is expected to meaningfully reduce lease operating expenses;
  - The operational footprint proximity will allow for midstream cost savings resulting from efficient infrastructure buildouts, benefiting both the combined companies and their midstream affiliates, as well as the ability to expand Rice's freshwater transportation expertise across EQT's legacy acreage;
  - The combination allows for the combined company to leverage within its existing operating areas best practices and technological advances of each of Rice and EQT, including potential for improved well design to achieve greater returns on the combined acreage position;
  - The combination increases the amount and percentage of organic leasing opportunities that can be valued as leases that expand the potential lateral length of planned development; and
  - The combined company will have the ability to right-size and optimize firm transportation portfolio.
- The combined company would represent an unique investment opportunity both within the Appalachian Basin and in the industry at large.
    - The combined company would be a premier North American natural gas company with best-in-class acreage positions in the Marcellus and Utica Shales.
    - The merger would result in the combined company being positioned as a tier I E&P company with a pro forma enterprise value of approximately \$26 billion based on the merger agreement, an anticipated investment grade rating and a near-term production compounded annual growth rate of greater than 20%;
    - The combined company would have high quality, natural gas weighted assets totaling an estimated 75 trillion cubic feet equivalents (Tcfe) in resource potential and over 727,000 combined net acres in the core of the Marcellus and Utica Shales;
    - The combined company would be one of the lowest cost, highest margin operators in the country, allowing for continued industry-leading value creation even in a lower-for-longer environment;
  - The merger would accelerate the unlocking of embedded value within Rice for the benefit of the combined shareholder base.
    - The combination accelerates the reduction of full cycle costs by, among other things, reducing Rice general and administrative expenses and interest expense;
    - The combination enhances the value attributable to solving the sum of the parts discounts that currently exist at each of Rice and EQT and strengthens the combined company's ability to develop a value-creating path towards addressing this discount;



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- The combination accelerates the value attributable to Rice's Utica Shale acreage in Pennsylvania by applying the technological advancements achieved by EQT to date;
- The combined company would be managed by a team that has demonstrated the ability to execute in a manner necessary for the long-term development of the combined assets, with a strong and extensive operating history and an ability to maximize the value of its assets through long-term development;
- Rice stockholders would have continuing influence in the execution of the strategy and business plan of the combined company through the appointment of Messrs. Rice and Vagt as EQT board members in connection with the consummation of the merger;

Alternative Combination Transactions

- The Rice board considered alternative transactions and, following review of such alternatives and consultation with management and Barclays, believed that it was unlikely that an alternative bidder could consummate a transaction that would be on superior terms, and that would provide Rice stockholders greater consideration, than is being provided in connection with the merger.
- In the summer of 2016, Rice management and Barclays conducted a targeted process of six of the most likely publicly traded exploration and production companies to gauge their interest in a business combination with Rice. EQT and two other companies entered into confidentiality agreements with Rice and only one (other than EQT) made a written proposal. The trading price of that company's stock had since declined to the degree that, as of such time, the company's market capitalization was smaller than that of Rice. Thus any premium transaction to Rice stockholders with this counterparty involving equity consideration would have to be done at a discount to the counterparty's stock price, which the Rice board determined was not reasonable.
- Barclays provided the Rice board with financial analyses of strategic combination with five other potential counterparties following which the Rice board determined that none of the other alternatives were likely to provide a superior proposal to the merger.
- *Opportunity to Receive Alternative Acquisition Proposals and to Terminate the Merger in Order to Accept a Superior Proposal.* The Rice board considered the terms of the merger agreement related to Rice's ability to respond to unsolicited acquisition proposals and determined that third parties would be unlikely to be deterred from making a competing proposal by the provisions of the merger agreement, including because the Rice board may, under certain circumstances, furnish information or enter into discussions in connection with a competing proposal. In this regard, the Rice board considered that:
  - subject to its compliance with the merger agreement, the Rice board can change its recommendation to Rice stockholders with respect to the adoption of the merger agreement prior to the adoption of the merger agreement by the vote of its stockholders if it determines in good faith (after consultation with its outside legal advisors) that, with respect to a superior proposal or an intervening event, the failure to take such action would be inconsistent with the Rice board's fiduciary duties;
  - subject to its compliance with the merger agreement, the Rice board may terminate the merger agreement for a superior proposal if it determines in good faith (after consultation with its outside legal advisors) the failure to take such action would be inconsistent with the Rice board's fiduciary duties; and
  - while the merger agreement contains a termination fee of \$255 million that Rice would be required to pay to EQT in certain circumstances, including if (i) EQT terminates the merger agreement in connection with an adverse change in the Rice board's

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recommendation to stockholders with respect to adoption of the merger agreement or if Rice violates its non-solicitation obligations under the merger agreement or (ii) if Rice terminates the merger agreement for a superior proposal or enters into a definitive agreement with respect to a superior proposal, the Rice board believed that this fee is reasonable in light of the circumstances and the overall terms of the merger agreement, consistent with fees in comparable transactions, and not preclusive of other offers.

- *Certainty of Value.* The Rice board considered that a portion of merger consideration is cash, which provides more optionality and value certain for Rice stockholders by ensuring immediate value, as well as that the merger will provide Rice stockholders with significantly greater trading liquidity. The Rice board also considered that the benefits of the merger would be amplified in the event that natural gas prices rise above the current strip prices.
- *Post-Merger Corporate Governance.* The Rice board considered that the merger agreement provides that the EQT board must take all necessary corporate action to appoint the Chief Executive Officer of Rice and the Chairman of the Rice board to serve on the combined company's board of directors, subject, with respect to one of the designees to be selected (if necessary) by the Rice board, to the EQT shareholders approving a charter amendment increasing the size of the EQT board.
- *Tax Considerations.* The Rice board considered that the merger and the post-closing merger, taken together, are intended to qualify for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code.
- *Receipt of Fairness Opinion and Presentation from Barclays.* The Rice board considered the financial analysis reviewed and discussed with representatives of Barclays, as well as the oral opinion of Barclays rendered to the Rice board on June 18, 2017, which opinion was subsequently confirmed by delivery of a written opinion dated June 19, 2017, to the effect that, based upon and subject to the limitations, qualifications and assumptions set forth therein, as of the date of the opinion, from a financial point of view, the merger consideration to be offered to the holders of Rice common stock in the merger (other than holders of excluded shares), is fair to such stockholders, as more fully described below under the caption "—Opinion of Rice's Financial Advisor" beginning on page 106.
- *EQT Dividend.* The Rice board considered that EQT pays a \$0.12 per share annual dividend, which the Rice board expects EQT to continue paying following completion of the merger.
- *Terms of the Merger Agreement.* The Rice board reviewed and considered that the terms of the merger agreement, taken as a whole, including the parties' representations, warranties and covenants, and the circumstances under which the merger agreement may be terminated, in its belief, are reasonable. The Rice board also reviewed and considered the conditions to the closing of the merger, and concluded that while the closing of the merger is subject to various regulatory approvals, such approvals were not likely to prevent the closing of the merger.

The Rice board also considered a number of uncertainties, risks and factors it deemed generally negative or unfavorable in making its determination, approval and related recommendation, including the following (not necessarily in order of relative importance):

- *Transaction Accretion.* The Rice board considered its belief that the merger will not be accretive to cash flow from operations on a per share basis to Rice stockholders in 2019 or 2020.
- *Post-Merger Corporate Governance.* The Rice Board considered that although the merger agreement provides that the EQT board must take all necessary corporate action to appoint the Chief Executive Officer of Rice and the chairman of the Rice board to serve on the combined company's board of directors, it is possible that only one of either the Chief Executive Officer of Rice and the chairman of the Rice board will serve on the EQT board if the EQT shareholders do not approve the charter amendment proposal.



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- *Rice Employees.* The Rice board considered the expectation that many Rice employees will not be retained by EQT following completion of the merger.
- *Voting Agreement.* The Rice board considered that, because the merger agreement can be approved by holders of a majority of the outstanding Rice common stock, and Rice Energy 2016 Irrevocable Trust, Rice Energy Holdings LLC, Daniel J. Rice III, Daniel J. Rice IV, Derek A. Rice and Toby Z. Rice indirectly or indirectly own approximately 15% of the outstanding Rice common stock and have entered into the voting and support agreement with EQT to vote in favor of the merger, the merger could be approved even if less than a majority of the outstanding Rice common stock held by other Rice stockholders is voted in favor of the merger.
- *Merger Consideration.* The Rice board considered that, because the equity component of the merger consideration is based on a fixed exchange ratio rather than a fixed value, Rice stockholders bear the risk of a decrease in the trading price of EQT common stock during the pendency of the merger and the fact that the merger agreement does not provide Rice with a value-based termination right.
- *Interim Operating Covenants.* The Rice board considered the restrictions on the conduct of Rice's and its subsidiaries' businesses during the period between the execution of the merger agreement and the completion of the merger as set forth in the merger agreement.
- *Risks Associated with the Pendency of the Merger.* The risks and contingencies relating to the announcement and pendency of the merger (including the likelihood of litigation or other opposition brought by or on behalf of Rice stockholders or EQT shareholders challenging the merger and the other transactions contemplated by the merger agreement) and the risks and costs to Rice if the closing of the merger is not accomplished in a timely manner or if the merger does not close at all, including potential employee attrition, the impact on Rice's relationships with third parties and the effect termination of the merger agreement may have on the trading price of Rice common stock and Rice's operating results.
- *EQT Change of Recommendation; EQT Shareholder Vote.* The Rice board considered the right of the EQT board to change its recommendation to EQT shareholders in certain circumstances, subject to certain conditions. The Rice board also considered that, even if the merger agreement is approved by Rice stockholders, EQT's shareholders may not approve the share issuance, which is a condition of the merger.
- *Alternative Proposals; Termination Fees; Expense Reimbursement.* The Rice board considered the terms of the merger agreement relating to no shop covenants and termination fees, and the potential that such provisions might deter alternative bidders that might have been willing to submit a superior proposal to Rice. The Rice board also considered that, under specified circumstances, Rice may be required to pay a termination fee or expenses in the event the merger agreement is terminated and the effect this could have on Rice, including:
  - the possibility that the termination fee could discourage other potential parties from making a competing offer; although the Rice board believed that the termination fee was reasonable in amount and would not unduly deter any other party that might be interested in making a competing proposal;
  - if the merger is not consummated, Rice will pay its own expenses incident to preparing for and entering into and carrying out its obligations under the merger agreement and the transactions contemplated thereby; and
  - the requirement that if the merger agreement is terminated as a result of the failure to obtain approval of Rice stockholders, Rice would be obligated to reimburse EQT for up to \$67 million of its expenses in connection with the merger agreement.

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- *Regulatory Approval.* The Rice board considered that the merger and the related transactions require regulatory approval to complete such transactions and the risk that the applicable governmental entities may seek to impose unfavorable terms or conditions, or otherwise fail to grant, such approval.
- *Midstream Integration.* The expectation that the existence of two publicly traded midstream MLPs would necessitate post-closing structuring attention.
- *Interests of Rice Directors and Executive Officers.* The Rice board that Rice's directors and executive officers may have interests in the merger that may be different from, or in addition to, those of Rice's stockholders. For more information about such interests, see below under the heading "—Interests of Certain Rice Directors and Executive Officers in the Merger."
- *Other Risks.* The Rice board considered risks of the type and nature described under the sections titled "Risk Factors", beginning on page 34, and "Cautionary Statements Regarding Forward-Looking Statements", beginning on page 32.

The Rice board believed that, overall, the potential benefits of the merger to Rice stockholders outweighed the risks and uncertainties of the merger.

The foregoing discussion of factors considered by the Rice board is not intended to be exhaustive, but includes the material factors considered by the Rice board. In light of the variety of factors considered in connection with its evaluation of the merger, the Rice board did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determinations and recommendations. Moreover, each member of the Rice board applied his or her own personal business judgment to the process and may have given different weight to different factors. The Rice board did not undertake to make any specific determination as to whether any factor, or any particular aspect of any factor, supported or did not support its ultimate determination. The Rice board based its recommendation on the totality of the information presented.

#### **Certain EQT Unaudited Prospective Financial and Operating Information**

EQT does not as a matter of course make public long-term forecasts or internal projections as to future performance, revenues, production, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, in connection with its evaluation of the merger, EQT's management prepared certain unaudited internal financial forecasts with respect to EQT, which were provided to the EQT board and Rice, as well as Rice's financial advisor, in connection with their evaluation of the proposed merger. Such forecasts also were provided to Citi for its use and reliance in connection with its financial analyses and opinion described in the section entitled "—Opinion of EQT's Financial Advisor." The inclusion of this information should not be regarded as an indication that any of EQT, Rice, their respective advisors or other representatives or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future performance or events, or that it should be construed as financial guidance, and such summary projections set forth below should not be relied on as such.

This information was prepared solely for internal use and is subjective in many respects. While presented with numeric specificity, the unaudited prospective financial and operating information reflects numerous estimates and assumptions that are inherently uncertain and may be beyond the control of EQT's management, including, among others, EQT's and Rice's future results, oil and gas industry activity, commodity prices, demand for natural gas and crude oil, the availability of financing to fund the exploration and development costs associated with the respective projected drilling programs, general economic and regulatory conditions and other matters described in the sections entitled "Cautionary Statements Regarding Forward-Looking Statements" and "Risk Factors." The unaudited prospective financial and operating information reflects both assumptions as to certain

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business decisions that are subject to change and, in many respects, subjective judgment, and thus is susceptible to multiple interpretations and periodic revisions based on actual experience and business developments. EQT and Rice can give no assurance that the unaudited prospective financial and operating information and the underlying estimates and assumptions will be realized. In addition, since the unaudited prospective financial and operating information covers multiple years, such information by its nature becomes less predictive with each successive year. Actual results may differ materially from those set forth below, and important factors that may affect actual results and cause the unaudited prospective financial information to be inaccurate include, but are not limited to, risks and uncertainties relating to its business, industry performance, the regulatory environment, general business and economic conditions and other matters described under the section of this joint proxy statement/prospectus titled "Risk Factors." See also "Cautionary Statements Regarding Forward-Looking Statements" and "Where You Can Find More Information."

The unaudited prospective financial and operating information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with GAAP, published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Neither EQT's independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the unaudited prospective financial and operating information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The report of the independent registered public accounting firm to EQT contained in its Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated by reference into this joint proxy statement/prospectus, relates to historical financial information of EQT, and such report does not extend to the projections included below and should not be read to do so.

Furthermore, the unaudited prospective financial and operating information does not take into account any circumstances or events occurring after the date it was prepared. EQT and Rice can give no assurance that, had the unaudited prospective financial and operating information been prepared either as of the date of the merger agreement or as of the date of this joint proxy statement/prospectus, similar estimates and assumptions would be used. Except as required by applicable securities laws, EQT and Rice do not intend to, and disclaim any obligation to, make publicly available any update or other revision to the unaudited prospective financial and operating information to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error, including with respect to the accounting treatment of the merger under GAAP, or to reflect changes in general economic or industry conditions. The unaudited prospective financial and operating information does not take into account all the possible financial and other effects on EQT or Rice of the merger, the effect on EQT or Rice of any business or strategic decision or action that has been or will be taken as a result of the merger agreement having been executed, or the effect of any business or strategic decisions or actions which would likely have been taken if the merger agreement had not been executed, but which were instead altered, accelerated, postponed or not taken in anticipation of the merger. Further, the unaudited prospective financial and operating information does not take into account the effect on EQT or Rice of any possible failure of the merger to occur. None of EQT, Rice, or their respective affiliates, officers, directors, advisors or other representatives has made, makes or is authorized in the future to make any representation to any EQT shareholder or Rice stockholder or other person regarding EQT's or Rice's ultimate performance compared to the information contained in the unaudited prospective financial and operating information or that the forecasted results will be achieved. The inclusion of the unaudited prospective financial and operating information herein should not be deemed an admission or representation by EQT, Rice, their respective advisors or any other person that it is viewed as material information of EQT or Rice, particularly in light of the inherent risks and uncertainties associated with such forecasts. The summary of the unaudited prospective financial and operating

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information included below is not being included to influence your decision whether to vote in favor of the merger, the share issuance or any other proposal to be considered at the special meetings, but is being provided solely because it was made available to the EQT board, Rice and EQT's and Rice's respective financial advisors in connection with the merger.

In light of the foregoing, and considering that the special meetings will be held several months after the unaudited prospective financial and operating information was prepared, as well as the uncertainties inherent in any forecasted information, EQT shareholders and Rice stockholders are cautioned not to place undue reliance on such information, and EQT and Rice urge all EQT shareholders and Rice stockholders to review EQT's most recent SEC filings for a description of EQT's reported financial results and Rice's most recent SEC filings for a description of Rice's reported financial results. See the section titled "Where You Can Find More Information."

In preparing the prospective financial and operating information described below, the management team of EQT used the following price assumptions, which are based on NYMEX oil and gas strip pricing as of May 11, 2017:

	NYMEX				
	2017E	2018E	2019E	2020E	2021E
<b>Commodity Prices</b>					
Natural Gas (\$/Mmbtu)	\$ 3.39	\$ 3.14	\$ 2.87	\$ 2.86	\$ 2.89
Crude Oil (\$/Bbl)	\$ 49.77	\$ 49.73	\$ 49.85	\$ 50.41	\$ 51.34

The following table sets forth certain summarized prospective financial and operating information regarding EQT for the years 2017 through 2021—based on the respective price assumptions indicated above—which information was prepared by EQT management.

	2017E	2018E	2019E	2020E	2021E
<b>Operating Results</b>					
Production (Mmcfe/d)	2,299	2,620	3,138	3,768	4,422
<b>Financial Results (\$ million, except per unit amounts)</b>					
EBITDAX(1)	\$ 1,556	\$ 1,581	\$ 1,619	\$ 1,952	\$ 2,347
Unlevered Free Cash Flow(2)	\$ 89	\$ 126	\$ (71)	\$ (25)	\$ (34)
Unlevered Free Cash Flow (Upstream Business Only)(3)	\$ (102)	\$ (424)	\$ (644)	\$ (426)	\$ (232)
EQT GP Holdings, LP Distributions Per Unit	\$ 0.89	\$ 1.16	\$ 1.44	\$ 1.76	\$ 2.12

- (1) EBITDAX is defined as earnings before interest, taxes, depreciation, amortization, and exploration expense. Includes unconsolidated upstream EBITDAX plus distributions from EQT GP Holdings, LP. 2017 EBITDAX also includes approximately \$150 million of non-cash derivative gains.
- (2) Defined as EBITDAX adjusted to reflect the cash flow impact of cash taxes, capital expenditures, distributions received vs. earned, proceeds from the sale of EQT GP Holdings, LP units, changes in working capital, restricted stock and stock option expense, EQT funded portion of indemnity capital expenditures and principal payments received / (paid) on preferred interest. 2017 Unlevered Free Cash flow is also adjusted to exclude \$150 MM of non-cash derivative gains and capital expenditures for acquisitions.
- (3) Defined as Unlevered Free Cash Flow attributable to the upstream business, as adjusted by EQT management. The adjustments by EQT management and resulting forecast were not provided to Rice or Barclays.

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The EQT prospective financial information summarized above, which was provided to the EQT board and Citi, incorporated certain updated assumptions regarding general and administrative expenses as compared to the version of such prospective financial information provided to Rice and Barclays. These updates resulted in the projections for each of EBITDAX and unlevered free cash flow provided to Rice and Barclays being approximately \$24 million higher in 2017 and \$11 million higher in 2018-2021 than the amounts set forth above.

In addition, EQT management provided to the EQT board, Rice and Rice's financial advisor certain estimates of the amounts and timing of the cost savings and operational synergies anticipated by EQT management to result from the merger during the calendar year ending December 31, 2018 through the calendar year ending December 31, 2026, which consisted of EQT prepared estimates of annual cost synergies of \$100 million (which amount EQT management rounded from, and which amount was not duplicative of, the \$93 million of annual corporate general and administrative benefits reflected in the Expected Development and Cost Savings described below) expected to be realized following the closing in 2018 and beyond (such estimated annual cost savings, the "Expected Synergies"). The Expected Synergies also were provided to Citi for its use and reliance in connection with its opinion and related financial analyses described in the section entitled "—Opinion of EQT's Financial Advisor."

EQT management provided to the EQT board certain estimates of the potential strategic implications and financial and operational benefits which EQT management anticipated to result from the mergers during the calendar year ending December 31, 2018 through the calendar year ending December 31, 2026 (collectively, the "Expected Development and Cost Savings"). The Expected Development and Cost Savings also were provided to Citi for its use and reliance in connection with its opinion and related financial analyses. The Expected Development and Cost Savings included assumptions of (i) development synergies of approximately \$333 million in 2018, \$448 million in 2019, \$283 million in 2020, \$244 million in 2021, \$379 million in 2022, \$371 million in 2023, \$406 million in 2024, \$33 million in 2025 and \$0 in 2026 and (ii) corporate general and administrative benefits per year in 2018-2026 of approximately \$93 million. The assumptions described in the preceding sentence reflected no potential midstream benefits and no benefits attributable to upside potential identified by EQT management that could potentially be achieved from drilling and completion best practices, buying power, marketing optimization, upstream lifting and operating expense optimization, lengthening West Virginia laterals, perpetuity general and administrative savings or accelerated expansion of the Mountain Valley Pipeline.

In addition, EQT management provided to the EQT board certain unaudited prospective financial and operating information with respect to Rice, which was generally derived from the information provided by Rice management and summarized in this joint proxy statement under the caption "—Certain Rice Unaudited Prospective Financial and Operating Information," except that EQT management adjusted the information provided by Rice management in order to harmonize certain of the assumptions underlying such information with the assumptions underlying EQT's prospective financial information summarized above. Such forecasts with respect to Rice also were provided to Citi for its use and reliance in connection with its financial analyses and opinion described in the section "—Opinion of EQT's Financial Advisor." The following table sets forth a summary of this adjusted

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prospective financial and operating information regarding Rice for the years 2017 through 2021 as prepared by EQT management.

	<u>2017E</u>	<u>2018E</u>	<u>2019E</u>	<u>2020E</u>	<u>2021E</u>
<b>Operating Results</b>					
Production (Mmcfe/d)	1,299	1,640	2,124	2,599	3,182
<b>Financial Results (\$ million, except per unit amounts)</b>					
EBITDAX(1)	\$ 875	\$ 1,132	\$ 1,448	\$ 1,721	\$ 2,151
Unlevered Free Cash Flow(2)	\$ 171	\$ 6	\$ 442	\$ 535	\$ 595
Unlevered Free Cash Flow (Upstream Business Only)	\$ (127)	\$ (20)	\$ 30	\$ 118	\$ 461
Unlevered Free Cash Flow (Retained Midstream)	\$ 378	\$ (17)	\$ 344	\$ 321	\$ —
Distributable Cash Flow Per Unit of Rice Midstream Partners LP	\$ 1.38	\$ 1.83	\$ 2.49	\$ 2.94	\$ 3.24
Cash Flows Generated by Incentive Distribution Rights of Rice Midstream Partners LP(3)	\$ 8	\$ 29	\$ 58	\$ 95	\$ 142

- (1) EBITDAX is defined as earnings before interest, taxes, depreciation, amortization and exploration expense. Includes unconsolidated upstream and retained midstream EBITDAX plus LP and GP distributions from Rice Midstream GP Holdings, LP.
- (2) Defined as EBITDAX adjusted to reflect the cash flow impact of proceeds from retained midstream dropdown transactions, cash taxes, capital expenditures and distributions received vs. earned.
- (3) Represents Rice's 91.75% interest in such cash flows.

### Certain Rice Unaudited Prospective Financial and Operating Information

Rice does not as a matter of course make public long-term forecasts or internal projections as to future performance, revenues, production, earnings or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, in connection with its evaluation of the merger, Rice's management prepared certain unaudited internal financial forecasts with respect to Rice, which were provided to the Rice board and EQT, as well as Rice's and EQT's respective financial advisors, in connection with their evaluation of the proposed merger. The inclusion of this information should not be regarded as an indication that any of EQT, Rice, their respective advisors or other representatives or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future performance or events, or that it should be construed as financial guidance, and such summary projections set forth below should not be relied on as such.

This information was prepared solely for internal use and is subjective in many respects. While presented with numeric specificity, the unaudited prospective financial and operating information reflects numerous estimates and assumptions that are inherently uncertain and may be beyond the control of Rice's management, including, among others, Rice's and EQT's future results, oil and gas industry activity, commodity prices, demand for natural gas and crude oil, the availability of financing to fund the exploration and development costs associated with the respective projected drilling programs, general economic and regulatory conditions and other matters described in the sections entitled "Cautionary Statements Regarding Forward-Looking Statements" and "Risk Factors." The unaudited prospective financial and operating information reflects both assumptions as to certain business decisions that are subject to change and, in many respects, subjective judgment, and thus is susceptible to multiple interpretations and periodic revisions based on actual experience and business developments. Rice and EQT can give no assurance that the unaudited prospective financial and operating information and the underlying estimates and assumptions will be realized. In addition, since the unaudited prospective financial and operating information covers multiple years, such information by its nature becomes less predictive with each successive year. Actual results may differ materially from those set forth below, and important factors that may affect actual results and cause the



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unaudited prospective financial information to be inaccurate include, but are not limited to, risks and uncertainties relating to its business, industry performance, the regulatory environment, general business and economic conditions and other matters described under the section of this joint proxy statement/prospectus titled "Risk Factors." See also "Cautionary Statements Regarding Forward-Looking Statements" and "Where You Can Find More Information."

The unaudited prospective financial and operating information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with GAAP, published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. Neither Rice's independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the unaudited prospective financial and operating information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The report of the independent registered public accounting firm to Rice contained in its Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated by reference into this joint proxy statement/prospectus, relates to historical financial information of Rice, and such report does not extend to the projections included below and should not be read to do so.

Furthermore, the unaudited prospective financial and operating information does not take into account any circumstances or events occurring after the date it was prepared. Rice and EQT can give no assurance that, had the unaudited prospective financial and operating information been prepared either as of the date of the merger agreement or as of the date of this joint proxy statement/prospectus, similar estimates and assumptions would be used. Except as required by applicable securities laws, Rice and EQT do not intend to, and disclaim any obligation to, make publicly available any update or other revision to the unaudited prospective financial and operating information to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events, even in the event that any or all of the underlying assumptions are shown to be in error, including with respect to the accounting treatment of the merger under GAAP, or to reflect changes in general economic or industry conditions. The unaudited prospective financial and operating information does not take into account all the possible financial and other effects on Rice or EQT of the merger, the effect on Rice of any business or strategic decision or action that has been or will be taken as a result of the merger agreement having been executed, or the effect of any business or strategic decisions or actions which would likely have been taken if the merger agreement had not been executed, but which were instead altered, accelerated, postponed or not taken in anticipation of the merger. Further, the unaudited prospective financial and operating information does not take into account the effect on Rice or EQT of any possible failure of the merger to occur. None of EQT, Rice, or their respective affiliates, officers, directors, advisors or other representatives has made, makes or is authorized in the future to make any representation to any Rice stockholder or EQT shareholder or other person regarding Rice's or EQT's ultimate performance compared to the information contained in the unaudited prospective financial and operating information or that the forecasted results will be achieved. The inclusion of the unaudited prospective financial and operating information herein should not be deemed an admission or representation by EQT, Rice, their respective advisors or any other person that it is viewed as material information of Rice or EQT, particularly in light of the inherent risks and uncertainties associated with such forecasts. The summary of the unaudited prospective financial and operating information included below is not being included to influence your decision whether to vote in favor of the merger, the share issuance or any other proposal to be considered at the special meetings, but is being provided solely because it was made available to the Rice board, EQT, and Rice's and EQT's respective financial advisors in connection with the merger.

In light of the foregoing, and considering that the special meetings will be held several months after the unaudited prospective financial and operating information was prepared, as well as the uncertainties inherent in any forecasted information, Rice stockholders and EQT shareholders are

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cautioned not to place undue reliance on such information, and Rice and EQT urge all Rice stockholders and EQT shareholders to review Rice's most recent SEC filings for a description of Rice's reported financial results and EQT's most recent SEC filings for a description of EQT's reported financial results. See the section titled "Where You Can Find More Information."

*Rice's Pricing Assumptions.* In preparing the prospective financial and operating information for Rice and EQT described below, the management team of Rice used the following price assumptions, which are based on NYMEX oil and gas strip pricing as of May 11, 2017:

	NYMEX				
	2017E	2018E	2019E	2020E	2021E
<b>Commodity Prices</b>					
Natural Gas (\$/Mmbtu)	\$ 3.42	\$ 3.14	\$ 2.87	\$ 2.86	\$ 2.89
Crude Oil (\$/Bbl)	\$ 48.73	\$ 49.73	\$ 49.85	\$ 50.41	\$ 51.34
Natural Gas Liquids (\$/Bbl)	\$ 19.49	\$ 19.89	\$ 19.94	\$ 20.16	\$ 20.53

*Rice Management Projections.* The following tables set forth certain summarized prospective financial and operating information regarding each of Rice's three reporting segments for the years 2017 through 2021—based on the respective price assumptions indicated above—which information was prepared by Rice management, which are collectively referred to as the "Rice Projections for Rice." The financial information below is reported in the following segments: (i) the E&P segment, which is engaged in the acquisition, exploration and development of natural gas, oil and NGLs, (ii) the RMH segment, which is engaged in the gathering and compression of natural gas production in Belmont and Monroe Counties, Ohio and (iii) the RMP segment, which is engaged in the gathering and compression of natural gas production in Washington and Greene Counties, Pennsylvania and in the provision of water services to support the well completion services of Rice and third parties in Washington and Greene Counties, Pennsylvania and in Belmont County, Ohio.

	Rice Case				
	2017E	2018E	2019E	2020E	2021E
<b>Operating Results</b>					
Production (Mmcfe/d)	1,407	1,829	2,441	2,944	3,632
<b>Financial Results</b>					
E&P	\$ 899	\$ 1,146	\$ 1,489	\$ 1,780	\$ 2,334
RMH	\$ 67	\$ 52	\$ 44	\$ 27	\$ 0
RMP	\$ 263	\$ 434	\$ 618	\$ 799	\$ 981
<b>EBITDA(1)</b>	<b>\$ 1,229</b>	<b>\$ 1,633</b>	<b>\$ 2,151</b>	<b>\$ 2,607</b>	<b>\$ 3,315</b>
E&P	\$ 804	\$ 1,051	\$ 1,394	\$ 1,685	\$ 2,239
RMH	\$ 33	\$ 20	\$ 16	\$ 22	\$ (1)
RMP	\$ 245	\$ 396	\$ 570	\$ 730	\$ 892
<b>Cash Flow From Operations(2)</b>	<b>\$ 1,081</b>	<b>\$ 1,467</b>	<b>\$ 1,980</b>	<b>\$ 2,437</b>	<b>\$ 3,130</b>
E&P	\$ 910	\$ 1,135	\$ 1,275	\$ 1,456	\$ 1,443
RMH	\$ 235	\$ 119	\$ 101	\$ 34	\$ —
RMP	\$ 302	\$ 269	\$ 551	\$ 406	\$ 335
<b>Capital Expenditures(3)</b>	<b>\$ 1,447</b>	<b>\$ 1,522</b>	<b>\$ 1,927</b>	<b>\$ 1,895</b>	<b>\$ 1,777</b>

- (1) EBITDA is defined as earnings before interest, taxes, depreciation and amortization.
- (2) Cash Flow From Operations is defined as EBITDA less interest expense and cash taxes.
- (3) Capital Expenditures for E&P is defined as capital needed for drilling and completion activities and excludes additions to leasehold, acquisitions and divestitures. Capital expenditures for RMH and RMP is defined as capital needed for both maintenance and growth of the midstream.



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The EBITDA and Cash Flow From Operations forecasts for Rice presented above were adjusted for use in the financial analyses performed by Barclays. Adjusted EBITDA reflects the EBITDA from the E&P segment, the EBITDA from the RMH segment and the cash distributions earned from the common units, subordinated units and incentive distribution rights Rice owns in RMP. Adjusted Cash Flow from Operations reflects the Cash Flow from Operations from the E&P segment, the Cash Flow from Operations from the RMH segment and the cash distributions earned from the common units, subordinated units and incentive distribution rights it owns in RMP. The following table presents a summary of such adjusted forecasts for Rice for the same periods reflected above, on a consolidated basis:

	Rice Case				
	2017E	2018E	2019E	2020E	2021E
<b>Financial Results(1)</b>					
Adjusted EBITDA	\$ 1,003	\$ 1,264	\$ 1,636	\$ 1,958	\$ 2,544
Adjusted Cash Flow From Operations	\$ 873	\$ 1,136	\$ 1,513	\$ 1,857	\$ 2,447

- (1) Reflects financial results of E&P and RMH, along with cash distributions earned from common units, subordinated units and incentive distribution rights in RMP.

### Opinion of EQT's Financial Advisor

EQT has engaged Citi to act as its financial advisor in connection with the proposed mergers. In connection with Citi's engagement, the EQT board requested that Citi evaluate the fairness, from a financial point of view, of the merger consideration to be paid by EQT pursuant to the merger agreement. On June 19, 2017, at a meeting of the EQT board held to evaluate the proposed mergers, Citi rendered an oral opinion, confirmed by delivery of a written opinion dated June 19, 2017, to the EQT board to the effect that, as of such date and based on and subject to various assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, the merger consideration to be paid by EQT pursuant to the merger agreement was fair, from a financial point of view, to EQT.

The full text of Citi's written opinion, dated June 19, 2017, which describes the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken, is attached as Annex C to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference. The description of Citi's opinion set forth below is qualified in its entirety by reference to the full text of Citi's opinion. **Citi's opinion was provided for the information of the EQT board (in its capacity as such) in connection with its evaluation of the merger consideration from a financial point of view and did not address any other terms, aspects or implications of the mergers or related transactions. Citi expressed no view as to, and its opinion did not address, the underlying business decision of EQT to effect or enter into the mergers or any related transactions, the relative merits of the mergers or any related transactions as compared to any alternative business strategies that might exist for EQT or the effect of any other transaction in which EQT might engage or consider. Citi's opinion is not intended to be and does not constitute a recommendation to any securityholder as to how such securityholder should vote or act on any matters relating to the proposed mergers, any related transactions or otherwise.**

In arriving at its opinion, Citi:

- reviewed an execution version of the merger agreement, provided to Citi on June 19, 2017;
- held discussions with certain senior officers, directors and other representatives of EQT and certain senior officers and other representatives of Rice concerning the businesses, operations and prospects of EQT and Rice;
- reviewed certain publicly available and other business and financial information relating to EQT and Rice provided to or discussed with Citi by the respective managements of EQT and Rice,

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including certain internal financial forecasts and other information and data relating to EQT provided to or discussed with Citi by the management of EQT and certain financial forecasts and other information and data relating to Rice provided to or discussed with Citi by the managements of EQT and Rice and as adjusted by the management of EQT;

- reviewed certain information and data relating to the potential strategic implications and financial and operational benefits (including the amount, timing and achievability thereof) anticipated by the management of EQT to result from the mergers;
- reviewed the financial terms of the mergers as set forth in the merger agreement in relation to, among other things, current and historical market prices of EQT common stock and Rice common stock, the financial condition and historical and projected cash flows and other operating data of EQT and Rice and the capitalization of EQT and Rice;
- analyzed certain financial, stock market and other publicly available information relating to the businesses of other companies whose operations Citi considered relevant in evaluating those of EQT and Rice;
- evaluated certain potential pro forma financial effects of the mergers on EQT utilizing the financial forecasts and other information and data relating to EQT and Rice and the potential strategic implications and financial and operational benefits referred to above; and
- conducted such other analyses and examinations and considered such other information and financial, economic and market criteria as Citi deemed appropriate in arriving at its opinion.

In rendering its opinion, Citi assumed and relied, without independent verification, upon the accuracy and completeness of all financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with Citi and upon the assurances of the managements and other representatives of EQT and Rice that they were not aware of any relevant information that was omitted or that remained undisclosed to Citi. With respect to the financial forecasts and other information and data (including tax rate assumptions and adjustments to the financial forecasts and other information and data relating to Rice prepared by the management of EQT) that Citi was directed to utilize in its analyses, Citi was advised by the respective managements of EQT and Rice, and Citi assumed, with EQT's consent, that such forecasts and other information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of such managements, as the case may be, as to, and were a reasonable basis upon which to evaluate, the future financial performance of EQT and Rice, the potential strategic implications and financial and operational benefits (including the amount, timing and achievability thereof) anticipated by the management of EQT to result from, and other potential pro forma financial effects of, the mergers and the other matters covered thereby. Citi expressed no opinion as to any financial and other information or data (or underlying assumptions on which any such financial and other information or data are based) provided to or otherwise reviewed by or discussed with Citi and Citi assumed, with EQT's consent, that the financial results, including with respect to the potential strategic implications and financial and operational benefits anticipated to result from the mergers, reflected in such financial forecasts and other information and data would be realized in the amounts and at the times projected.

Citi relied, at EQT's direction, upon the assessments of the managements of EQT and Rice as to, among other things, (i) the redemption of certain securities of subsidiaries of Rice contemplated by the merger agreement and the other transaction related to the mergers, including with respect to the timing thereof and assets, liabilities and financial and other terms involved, (ii) the potential impact on EQT and Rice of market, competitive and other trends and developments in and prospects for, and governmental, regulatory and legislative matters relating to or otherwise affecting, the natural gas, oil and natural gas liquid and energy infrastructure industries, including commodity pricing and supply and demand for natural gas, oil and natural gas liquid, which are subject to significant volatility and which, if different than as assumed, could have a material impact on Citi's analyses or opinion, (iii) natural gas, oil and natural gas liquid reserves and growth, expansion and other development and exploration

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projects of EQT and Rice, including with respect to the likelihood and timing thereof and capital expenditures and other financial aspects involved, (iv) existing and future contracts and relationships, agreements and arrangements with, and the ability to attract, retain and/or replace, key lessors, employees, customers, derivatives counterparties and other commercial relationships of EQT and Rice and (v) the ability to integrate the operations of EQT and Rice. Citi assumed, with EQT's consent, that there would be no developments with respect to any such matters that would be meaningful in any respect to Citi's analyses or opinion.

Citi did not make, and it was not provided with, an independent evaluation or appraisal of the assets or liabilities (contingent, accrued, derivative, off-balance sheet or otherwise) of EQT, Rice or any other entity and Citi did not make any physical inspection of the properties or assets of EQT, Rice or any other entity. Citi assumed, with EQT's consent, that the mergers and related transactions would be consummated in accordance with their respective terms and in compliance with all applicable laws, documents and other requirements, without waiver, modification or amendment of any material term, condition or agreement, and that there would not be any delays, limitations, restrictions, conditions or other actions, including any divestitures or other requirements, amendments or modifications, in the course of obtaining the necessary governmental, regulatory or third party approvals, consents, releases, waivers and agreements for the mergers or related transactions that would be meaningful in any respect to Citi's analyses or opinion. Citi also assumed, with EQT's consent, that the merger and the post-closing merger, taken together, would qualify for U.S. federal income tax purposes as a reorganization under the provisions of Section 368(a) of the Code. Citi did not express any view or opinion as to the actual value of EQT common stock or any other securities when issued, redeemed or acquired in connection with the mergers and related transactions or the prices at which EQT common stock, Rice common stock or any other securities will trade or otherwise be transferable at any time, including following the announcement or consummation of the mergers and related transactions. Representatives of EQT advised Citi, and Citi further assumed, that the final terms of the merger agreement did not vary materially from those set forth in the execution version reviewed by Citi. Citi did not express any view or opinion with respect to accounting, tax, regulatory, legal or similar matters and relied, with EQT's consent, upon the assessments of representatives of EQT as to such matters.

Citi's opinion did not address any terms (other than the merger consideration to the extent expressly specified therein) or other aspects or implications of the mergers or related transactions, including, without limitation, the form or structure of the mergers, the form or structure, or financial or other terms, of any related transactions or any terms, aspects or implications of any voting or non-competition agreement or any other agreement, arrangement or understanding to be entered into in connection with or contemplated by the mergers, related transactions or otherwise. Citi expressed no view as to, and its opinion did not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation or other payments to any officers, directors or employees of any parties to the mergers or any related transactions, or any class of such persons, relative to the merger consideration or otherwise. Citi's opinion was necessarily based upon information available, and financial, stock market and other conditions and circumstances existing and disclosed, to Citi as of the date of its opinion. Although subsequent developments may affect its opinion, Citi is not obligated to update, revise or reaffirm its opinion. As the EQT board was aware, the credit, financial and stock markets, and the industries in which EQT and Rice operate, have experienced and continue to experience volatility and Citi expressed no opinion or view as to any potential effects of such volatility on EQT, Rice or the mergers (including the contemplated benefits thereof) or related transactions. The issuance of Citi's opinion was authorized by Citi's fairness opinion committee.

In preparing its opinion, Citi performed a variety of financial and comparative analyses, including those described below. The summary of the analyses below is not a complete description of Citi's opinion or the analyses underlying, and factors considered in connection with, Citi's opinion. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to summary

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description. Citi arrived at its ultimate opinion based on the results of all analyses and factors assessed as a whole, and it did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis. Accordingly, Citi believes that the analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying such analyses and its opinion.

In its analyses, Citi considered industry performance, general business, economic, market and financial conditions and other matters existing as of the date of its opinion, many of which are beyond the control of EQT and Rice. No company, business or transaction reviewed is identical or directly comparable to EQT or Rice or the mergers and an evaluation of these analyses is not entirely mathematical; rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading, acquisition or other values of the companies, business segments or transactions reviewed or the results from any particular analysis.

The estimates contained in Citi's analyses and the ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by such analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold or acquired. Accordingly, the estimates used in, and the results derived from, Citi's analyses are inherently subject to substantial uncertainty.

Citi was not requested to, and it did not, recommend or determine the specific consideration payable in the mergers. The type and amount of consideration payable in the mergers were determined through negotiations between EQT and Rice and the decision to enter into the merger agreement was solely that of the EQT board. Citi's opinion was only one of many factors considered by the EQT board in its evaluation of the mergers and related transactions and should not be viewed as determinative of the views of the EQT board or EQT management with respect to the mergers, related transactions or the merger consideration.

### *Financial Analyses*

The following is a summary of the material financial analyses prepared and reviewed with the EQT board in connection with Citi's opinion, dated June 19, 2017. **The summary set forth below does not purport to be a complete description of the financial analyses performed by, and underlying the opinion of, Citi, nor does the order of the financial analyses described represent the relative importance or weight given to those financial analyses by Citi. Certain financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses, the tables must be read together with the text of each summary as the tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the financial analyses, could create a misleading or incomplete view of such financial analyses. Citi assumes no responsibility if future results are different from those described, whether or not any such difference is material.**

For purposes of the financial analyses described below, (i) the term "EBITDA" refers to earnings before interest, taxes, depreciation and amortization, (ii) the term "implied merger consideration" refers to an implied consideration of \$27.04 per outstanding share of Rice common stock based on the merger consideration of \$5.30 in cash and 0.37 of a share of EQT common stock utilizing, for the stock portion of the consideration, the closing price per share of EQT common stock on June 16, 2017 of \$58.77 and (iii) approximate implied per share equity value reference ranges derived for each of Rice, EQT and the pro forma combined company were based on fully diluted shares outstanding (assuming, among other things, the conversion of outstanding in-the-money equity awards) as provided by the respective managements of Rice and EQT. Financial data for EQT and Rice utilized in the financial

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analyses described below were based on, among other things, internal forecasts and estimates relating to EQT prepared by the management of EQT (referred to in this section as the "EQT forecasts") and forecasts and estimates relating to Rice prepared by the management of Rice and as adjusted by the management of EQT (referred to in this section as the "adjusted Rice forecasts").

Approximate implied per share equity value reference ranges derived from the financial analyses described below were rounded to the nearest \$0.05, other than such ranges derived from historical stock trading histories and Wall Street research analysts' stock price targets. Approximate implied per share equity value reference ranges derived for each of Rice and EQT on a standalone basis may not be reflective of Rice's and EQT's relative values.

### *Rice Financial Analyses*

*Rice Selected Public Companies Analyses.* Citi performed selected public companies analyses of Rice both on a consolidated and sum-of-the-parts basis in which Citi reviewed certain financial and stock market information relating to Rice and the selected publicly traded companies or partnerships listed below.

In its selected public companies analysis of Rice on a consolidated basis, Citi reviewed certain financial and stock market information relating to Rice and the following five selected companies that Citi considered generally relevant as publicly traded companies with significant upstream energy operations and associated midstream operations (as applicable) primarily in the Appalachian region (collectively, the "Rice selected companies"):

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- EQT Corporation
- Gulfport Energy Corporation
- Range Resources Corporation

Citi reviewed, among other information, enterprise values, calculated as implied equity values based on closing stock prices on June 16, 2017, plus total debt, preferred equity and minority interests (as applicable) and less cash and cash equivalents, deconsolidated (as applicable) for total debt and cash and cash equivalents of controlled master limited partnerships ("MLPs"), as a multiple of calendar year 2017 and calendar year 2018 estimated upstream and retained midstream EBITDA plus distributions from MLPs (as applicable) and closing stock prices on June 16, 2017 as a multiple of calendar year 2017 and calendar year 2018 estimated cash flow per share. Financial data of the Rice selected companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of Rice was based on the adjusted Rice forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples observed for the Rice selected companies were 4.8x to 9.9x (with a median of 8.0x) and 3.6x to 7.8x (with a median of 6.5x), respectively, and the overall low to high calendar year 2017 and calendar year 2018 estimated cash flow per share multiples observed for the Rice selected companies were 3.5x to 9.7x (with a median of 8.6x) and 2.6x to 8.1x (with a median of 5.5x), respectively. Citi noted that the calendar year 2017 and calendar year 2018 estimated EBITDA multiples for Rice were 7.4x and 5.7x, respectively, and the calendar year 2017 and calendar year 2018 estimated cash flow per share multiples for Rice were 6.3x and 4.8x, respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples derived from the Rice selected companies of 7.2x to 8.8x and 5.7x to 7.1x, respectively, to corresponding data of Rice and selected ranges of calendar year 2017 and calendar year 2018 estimated cash flow per share multiples derived from the Rice selected companies of 6.3x to 9.5x and 4.8x to 6.0x, respectively, to corresponding data of Rice. This analysis

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indicated the following selected average approximate implied per share equity value reference range for Rice, as compared to the implied merger consideration:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>Implied Merger Consideration</u>
\$19.45 - \$26.20	\$ 27.04

Citi also performed a selected public companies analysis of Rice on a sum-of-the-parts basis to observe an approximate implied per share equity value reference range for Rice based on approximate implied values for (i) Rice's upstream business (the "Rice upstream business"), (ii) Rice's retained midstream assets (the "Rice retained midstream business"), (iii) Rice's limited partner interests in RMP ("Rice's LP interests") and (iv) Rice's general partner interests and related incentive distribution rights ("GP/IDRs") in RMP ("Rice's GP/IDR interests").

In evaluating the Rice upstream business, Citi reviewed certain financial and stock market information, as applicable, relating to the Rice upstream business and the following three selected companies that Citi considered generally relevant as publicly traded companies with significant upstream energy operations and associated midstream operations (as applicable) primarily in the Appalachian region but with no affiliated publicly traded MLPs (collectively, the "selected upstream companies"):

- Cabot Oil & Gas Corporation
- Gulfport Energy Corporation
- Range Resources Corporation

Citi reviewed, among other information, enterprise values, calculated as implied equity values based on closing stock prices on June 16, 2017, plus total debt, preferred equity and minority interests (as applicable) and less cash and cash equivalents, deconsolidated (as applicable) for total debt and cash and cash equivalents of controlled MLPs, as a multiple of calendar year 2017 and calendar year 2018 estimated upstream EBITDA and upstream enterprise values, calculated as implied equity values based on closing stock prices on June 16, 2017, plus total debt, preferred equity and minority interests (as applicable) and less cash and cash equivalents, deconsolidated (as applicable) for total debt and cash and cash equivalents of controlled MLPs, and the value of assets other than upstream assets (as applicable), as a multiple of calendar year 2017 and calendar year 2018 estimated production. Financial data of the selected upstream companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of the Rice upstream business was based on the adjusted Rice forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples observed for the selected upstream companies were 4.8x to 9.5x (with a median of 8.0x) and 3.6x to 7.8x (with a median of 6.4x), respectively, and the overall low to high calendar year 2017 and calendar year 2018 estimated production multiples observed for the selected upstream companies were \$3,380/Mcfe/d to \$6,139/Mcfe/d (with a median of \$4,633/Mcfe/d) and \$2,442/Mcfe/d to \$5,171/Mcfe/d (with a median of \$3,829/Mcfe/d), respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples derived from the selected upstream companies of 7.2x to 8.8x and 5.8x to 7.0x, respectively, to corresponding data of the Rice upstream business and selected ranges of calendar year 2017 and calendar year 2018 estimated production multiples derived from the selected upstream companies of \$4,170/Mcfe/d to \$5,096/Mcfe/d and \$3,446/Mcfe/d to \$4,212/Mcfe/d, respectively, to corresponding data of the Rice upstream business. This analysis indicated a selected average approximate implied value reference range for the Rice upstream business of \$5,610 million to \$6,860 million.

In evaluating the Rice retained midstream business, Citi performed a discounted cash flow analysis of the Rice retained midstream business by calculating the estimated present value of the unlevered free cash flows that the Rice retained midstream business was expected to generate during the last six



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months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the adjusted Rice forecasts. The present value (as of June 30, 2017) of cash flows was calculated using a selected range of discount rates of 8.6% to 10.1%. This analysis indicated a selected approximate implied value reference range for the Rice retained midstream business of \$965 million to \$980 million.

In evaluating Rice's LP interests, Citi reviewed certain financial and stock market information relating to RMP and the following six selected partnerships that Citi considered generally relevant as publicly traded midstream MLPs with upstream sponsors (collectively, the "RMP selected midstream partnerships"):

- Antero Midstream Partners LP
- CONE Midstream Partners LP
- EnLink Midstream Partners, LP
- EQT Midstream Partners, LP
- Noble Midstream Partners LP
- Western Gas Partners, LP

Citi reviewed, among other information, enterprise values, calculated as implied equity values based on closing limited partner unit prices on June 16, 2017, plus total debt, preferred equity and minority interests (as applicable) and less cash and cash equivalents, as a multiple of calendar year 2017 and calendar year 2018 estimated EBITDA and closing limited partner unit prices on June 16, 2017 as a multiple of calendar year 2017 and calendar year 2018 estimated distributable cash flow per limited partner unit. Citi also reviewed indicative yields, calculated as the most recently announced quarterly distribution per unit, as annualized, divided by the closing limited partner unit price on June 16, 2017, and calendar year 2017 and calendar year 2018 estimated yields. Financial data of the RMP selected midstream partnerships were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of RMP was based on the adjusted Rice forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples, calendar year 2017 and calendar year 2018 estimated distributable cash flow per limited partner unit multiples, indicative yields and calendar year 2017 and calendar year 2018 estimated yields observed for the RMP selected midstream partnerships were as follows:

- calendar year 2017 estimated EBITDA multiples: 13.6x to 19.4x (with a mean of 16.3x and a median of 16.5x)
- calendar year 2018 estimated EBITDA multiples: 10.2x to 15.5x (with a mean of 12.9x and a median of 12.8x)
- calendar year 2017 estimated distributable cash flow per limited partner unit multiples: 10.1x to 18.9x (with a mean of 14.6x and a median of 14.5x)
- calendar year 2018 estimated distributable cash flow per limited partner unit multiples: 9.6x to 15.2x (with a mean of 13.0x and a median of 13.9x)
- indicative yields: 3.6% to 9.8% (with a mean of 5.8% and a median of 5.6%)
- calendar year 2017 estimated yields: 3.8% to 9.8% (with a mean and a median of 6.0%)
- calendar year 2018 estimated yields: 4.6% to 9.9% (with a mean of 6.8% and a median of 6.7%)

Citi noted that the calendar year 2017 and calendar year 2018 estimated EBITDA multiples for RMP were 18.0x and 11.0x, respectively, the calendar year 2017 and calendar year 2018 estimated distributable cash flow per limited partner unit multiples for RMP were 17.6x and 13.3x, respectively, the indicative yield for RMP was 4.3% and the calendar year 2017 and calendar year 2018 estimated yields for RMP were 4.5% and 5.5%, respectively. Citi then applied the following selected ranges of

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calendar year 2017 and calendar year 2018 estimated EBITDA multiples, calendar year 2017 and calendar year 2018 estimated distributable cash flow per limited partner unit multiples, indicative yields and calendar year 2017 and calendar year 2018 estimated yields derived from the RMP selected midstream partnerships to corresponding data of RMP (or, in the case of yields, distributions per limited partner unit):

- calendar year 2017 estimated EBITDA multiples: 14.8x to 18.1x
- calendar year 2018 estimated EBITDA multiples: 11.0x to 14.1x
- calendar year 2017 estimated distributable cash flow per limited partner unit multiples: 13.1x to 17.6x
- calendar year 2018 estimated distributable cash flow per limited partner unit multiples: 12.5x to 15.2x
- indicative yields: 6.2% to 4.3%
- calendar year 2017 estimated yields: 6.6% to 4.5%
- calendar year 2018 estimated yields: 7.4% to 5.5%

This analysis indicated a selected average approximate implied value reference range for Rice's LP interests of \$507 million to \$699 million.

In evaluating Rice's GP/IDR interests, Citi reviewed certain financial and stock market information relating to RMP and the following seven selected companies or partnerships that Citi considered generally relevant as publicly traded companies or partnerships that are general partners of affiliated MLPs with midstream energy operations (collectively, the "selected GP companies"):

- Antero Midstream GP LP
- Energy Transfer Equity, L.P.
- EnLink Midstream, LLC
- EQT GP Holdings, LP
- NuStar GP Holdings, LLC
- Tallgrass Energy GP, LP
- Western Gas Equity Partners, LP

Citi reviewed, among other information, enterprise values, calculated as implied equity values based on closing share or unit prices on June 16, 2017, plus total debt, preferred equity and minority interests (as applicable) and less cash and cash equivalents and less the value of assets other than GP/IDRs, as a multiple of calendar year 2018 and calendar year 2019 estimated post-tax GP/IDR cash flows. Financial data of the selected GP companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of RMP was based on the adjusted Rice forecasts and public filings.

The overall low to high calendar year 2018 and calendar year 2019 estimated GP/IDR cash flow multiples observed for the selected GP companies were 8.6x to 48.9x (with a median of 19.4x) and 7.0x to 29.8x (with a median of 13.9x), respectively. Citi then applied selected ranges of calendar year 2018 and calendar year 2019 estimated GP/IDR cash flow multiples derived from the selected GP companies of 23.7x to 48.9x and 18.5x to 29.8x, respectively, to corresponding data of RMP. This analysis indicated a selected average approximate implied value reference range for Rice's GP/IDR interests of \$885 million to \$1,583 million.



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The analyses described above of the Rice upstream business, the Rice retained midstream business, Rice's LP interests and Rice's GP/IDR interests indicated the following selected approximate implied per share equity value reference range for Rice, as compared to the implied merger consideration:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>Implied Merger Consideration</u>
\$25.50 - \$34.15	\$27.04

*Rice Selected Precedent Transactions Analyses.* Citi performed a selected precedent transactions analysis of Rice on a sum-of-the-parts basis in which Citi reviewed certain financial information relating to the selected transactions listed below to observe an approximate implied per share equity value reference range for Rice based on approximate implied values for (i) the Rice upstream business, (ii) the Rice retained midstream business, (iii) Rice's LP interests and (iv) Rice's GP/IDR interests.

In evaluating the Rice upstream business, Citi reviewed certain financial terms of the following 49 selected transactions, consisting of 32 selected transactions that Citi considered generally relevant as transactions involving target companies or assets with operations in the Marcellus Shale (collectively, the "Rice selected Marcellus transactions") and 17 selected transactions that Citi considered generally relevant as transactions involving target companies or assets with operations in the Utica Shale (collectively, the "Rice selected Utica transactions" and, together with the Rice selected Marcellus transactions, the "Rice selected upstream transactions"):

Rice Selected Marcellus Transactions

<u>Date</u>	<u>Acquiror</u>	<u>Seller/Target (Primary Region/Project/Interest)</u>
May 2, 2017	• HG Energy II Appalachia, LLC	• Noble Energy, Inc. (Northern West Virginia and southern Pennsylvania)
February 9, 2017	• EQT Corporation	• Stone Energy Corp. (Wetzel, Marshall, Tyler and Marion Counties, West Virginia)
February 1, 2017	• EQT Corporation	• Undisclosed (Marion, Monongalia and Wetzel Counties, West Virginia)
December 22, 2016	• Alta Resources Development, LLC	• Mitsui & Co., Ltd. (Marcellus Shale project)
December 21, 2016	• Alta Resources Development, LLC	• Anadarko Petroleum Corporation (Marcellus Shale of north-central Pennsylvania)
October 25, 2016	• EQT Corporation	• Trans Energy, Inc.
October 25, 2016	• EQT Corporation	• Antero Resources Corporation (Washington, Westmoreland and Greene Counties, Pennsylvania)
October 20, 2016	• Tug Hill Inc.	• Stone Energy Corp. (Appalachia regions of Pennsylvania and West Virginia)
September 26, 2016	• Rice Energy Inc.	• Vantage Energy, LLC/Vantage Energy II, LLC (Greene County)
August 1, 2016	• Antero Resources Corporation	• Statoil ASA (Wetzel, Tyler and Doddridge Counties, West Virginia)
June 9, 2016	• Antero Resources Corporation	• Southwestern Energy Company (Wetzel, Tyler and Doddridge Counties, West Virginia)
May 17, 2016	• Vantage Energy Appalachia II, LLC	• Alpha Natural Resources, Inc. (Greene County, Pennsylvania)

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<u>Date</u>	<u>Acquiror</u>	<u>Seller/Target (Primary Region/Project/Interest)</u>
May 2, 2016	• EQT Corporation	• Statoil ASA (Wetzel, Tyler and Harrison Counties, West Virginia)
April 19, 2016	• Banpu Public Company Limited	• Range Resources Corporation (northeast Pennsylvania)
March 1, 2016	• Benefit Street Partners, L.L.C.	• Rex Energy Corporation (joint development in Moraine East and Warrior North)
February 26, 2016	• Undisclosed	• Range Resources Corporation (Bradford County, Pennsylvania)
February 22, 2016	• Tug Hill Inc.	• Gastar Exploration Inc. (Marshall and Wetzel Counties, West Virginia)
August 11, 2015	• ERG Resources LLC	• Endeavour International Corporation (assets)
July 16, 2015	• Antero Resources Corporation	• Undisclosed (Tyler County, West Virginia)
July 2, 2015	• Alpha Natural Resources, Inc.	• EDF Trading Resources, LLC (Marcellus Shale joint venture)
May 7, 2015	• WGL Holdings, Inc.	• Energy Corporation of America (Greene County, Pennsylvania)
March 31, 2015	• ArcLight Capital Partners, LLC	• Rex Energy Corporation (joint venture in Butler County, Pennsylvania)
December 23, 2014	• Southwestern Energy Company	• Statoil ASA (West Virginia and southwest Pennsylvania)
December 2, 2014	• Southwestern Energy Company	• WPX Energy, Inc. (Susquehanna County, Pennsylvania)
October 16, 2014	• Southwestern Energy Company	• Chesapeake Energy Corporation (West Virginia and southwest Pennsylvania)
August 14, 2014	• Royal Dutch Shell, plc	• Ultra Petroleum Corp. (Marcellus Shale assets)
August 12, 2014	• Rex Energy Corporation	• Royal Dutch Shell, plc (Marcellus Shale assets)
July 30, 2014	• Mountaineer Keystone Energy, LLC	• PDC Energy, Inc. (Marcellus Shale joint venture interest)
July 7, 2014	• Rice Energy Inc.	• Chesapeake Energy Corporation (Greene County, Pennsylvania)
July 7, 2014	• Warren Resources, Inc.	• Citrus Energy Corporation (Wyoming County, Pennsylvania)
June 9, 2014	• American Energy Partners, LP	• East Resources, Inc. (Doddridge and Harrison Counties, West Virginia)
January 17, 2014	• Worldwide Internet, Inc.	• Undisclosed (Marcellus Shale assets)

Rice Selected Utica Transactions

<u>Date</u>	<u>Acquiror</u>	<u>Seller/Target (Primary Region/Project/Interest)</u>
October 28, 2015	• Undisclosed	• Hess Corporation (assets)
July 16, 2015	• Antero Resources Corporation	• Undisclosed (Tyler County, West Virginia)
June 9, 2015	• Gulfport Energy Corporation	• American Energy—Utica, LLC (Monroe, Belmont and Jefferson Counties, Ohio)

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<u>Date</u>	<u>Acquiror</u>	<u>Seller/Target (Primary Region/Project/Interest)</u>
December 29, 2014	• CONSOL Energy, Inc.	• Columbia Energy Ventures, LLC (Washington County, Pennsylvania and Marshall and Ohio Counties, West Virginia)
September 30, 2014	• Artex Energy Group LLC	• Anadarko Petroleum Corporation
July 30, 2014	• PDC Energy, Inc.	• Undisclosed (Morgan County, Ohio)
May 7, 2014	• Antero Resources Corporation	• Muskingum Watershed Conservancy District (Belmont and Harrison Counties, Ohio)
February 26, 2014	• Gulfport Energy Corporation	• Rhino Resources Partners LP (Utica Shale assets)
January 29, 2014	• American Energy Partners LP	• Hess Corporation (Jefferson County, Ohio)
December 31, 2013	• Undisclosed	• Rice Energy Inc. (Guernsey County, Ohio)
December 31, 2013	• American Energy Partners LP	• Royal Dutch Shell plc (Utica assets)
October 31, 2013	• Carrizo Oil & Gas, Inc.	• Avista Capital Partners, LP (Guernsey and Noble Counties, Ohio)
August 12, 2013	• Magnum Hunter Resources Corporation	• MNW Energy, LLC (Monroe, Noble and Washington Counties, Ohio)
August 9, 2013	• American Energy Partners LP	• EV Energy Partners, L.P. (Guernsey, Harrison and Noble Counties, Ohio)
June 30, 2013	• Antero Resources Corporation	• Undisclosed (Noble County, Ohio)
February 11, 2013	• Gulfport Energy Corporation	• Wexford Capital LP (Belmont County, Ohio)
January 15, 2013	• Carrizo Oil & Gas, Inc.	• Avista Capital Partners, LP (Guernsey County, Ohio)

Citi reviewed, among other information, transaction values for the Rice selected Marcellus transactions based on the consideration paid in the relevant transaction as a multiple, to the extent publicly available, of the applicable target company's or asset's production publicly disclosed in connection with the relevant transaction. Citi also reviewed, among other information, transaction values for the Rice selected Utica transactions based on the consideration paid in the relevant transaction as a multiple, to the extent publicly available, of the applicable target company's or asset's net acreage publicly disclosed in connection with the relevant transaction. Financial data of the Rice selected upstream transactions were based on public filings and other publicly available information. Financial data of the Rice upstream business was based on the adjusted Rice forecasts and public filings.

The overall low to high production multiples observed for the Rice selected Marcellus transactions were \$2,638/Mcfe/d to \$85,000/Mcfe/d (with a mean of \$14,591/Mcfe/d and a median of \$8,140/Mcfe/d). The overall low to high net acreage multiples observed for the Rice selected Utica transactions were \$2,692/acre to \$22,561/acre (with a mean of \$10,172/acre and a median of \$10,064/acre). Citi then applied a selected range of production multiples derived from the Rice selected Marcellus transactions of \$7,326/Mcfe/d to \$8,954/Mcfe/d to the production (as of December 31, 2016) of Rice's Marcellus Shale operations and a selected range of net acreage multiples derived from the Rice selected Utica transactions of \$9,058/acre to \$11,071/acre to the net acreage (as of December 31, 2016) of Rice's Utica Shale operations. This analysis indicated a selected aggregate approximate implied value reference range for the Rice upstream business of \$6,320 million to \$7,725 million.

In evaluating the Rice retained midstream business, Citi performed the discounted cash flow analysis of the Rice retained midstream business described above under "—Rice Selected Public Companies Analyses."

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In evaluating Rice's LP interests, Citi reviewed certain financial terms of the following 14 selected transactions that Citi considered generally relevant as transactions involving acquisitions of third-party target companies with operations in the midstream energy industry (collectively, the "Rice selected midstream transactions"):

Announcement Date	Acquiror	Target
September 6, 2016	• Enbridge Inc.	• Spectra Energy Corp
January 26, 2015	• TransCanada Corporation	• Columbia Pipeline Group, Inc.
July 13, 2015	• MPLX LP	• MarkWest Energy Partners, L.P.
October 26, 2014	• Access Midstream Partners, L.P.	• Williams Partners L.P.
October 13, 2014	• Targa Resources Partners LP	• Atlas Pipeline Partners, L.P.
October 1, 2014	• Enterprise Products Partners L.P.	• Oiltanking Partners L.P.
October 10, 2013	• Regency Energy Partners, L.P.	• PVR Partners, L.P.
May 6, 2013	• Inergy Midstream, L.P.	• Crestwood Midstream Partners LP
January 29, 2013	• Kinder Morgan Energy Partners, L.P.	• Copano Energy, L.L.C.
August 10, 2014	• Kinder Morgan, Inc.	• El Paso Corporation
June 16, 2011	• Energy Transfer Equity, L.P.	• Southern Union Company
June 12, 2006	• Plains All American Pipeline, L.P.	• Pacific Energy Partners, L.P.
May 29, 2006	• Knight Holdco LLC	• Kinder Morgan, Inc.
November 1, 2004	• Valero L.P.	• Kaneb Pipe Line Partners, L.P.

Citi reviewed, among other information, transaction values for the Rice selected midstream transactions based on the consideration paid in the relevant transaction as a multiple of the applicable target company's next 12 months estimated EBITDA as of the date of announcement of the relevant transaction. Financial data of the Rice selected midstream transactions were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of RMP was based on the adjusted Rice forecasts and public filings.

The overall low to high next 12 months estimated EBITDA multiples observed for the Rice selected midstream transactions were 10.7x to 24.9x (with a mean of 15.4x and a median of 14.6x). Citi then applied a selected range of next 12 months estimated EBITDA multiples derived from the Rice selected midstream transactions of 14.5x to 19.6x to the next 12 months (as of June 30, 2017) estimated EBITDA of RMP. This analysis indicated a selected approximate implied value reference range for Rice's LP interests of \$720 million to \$1,113 million.

In evaluating Rice's GP/IDR interests, Citi reviewed certain financial terms of the following 22 selected transactions that Citi considered generally relevant as transactions involving acquisitions of GP/IDR interests in MLPs with operations in the midstream energy industry (collectively, the "Rice selected GP transactions"):

Announcement Date	Acquiror	Seller
January 9, 2017	• Williams Partners L.P.	• The Williams Companies, Inc.
July 11, 2016	• Plains All American Pipeline, L.P.	• Plains GP Holdings, L.P.
January 8, 2016	• ArcLight Capital Partners LLC	• NGL Energy Partners LP
October 13, 2014	• Targa Resources Corp.	• Atlas Energy, L.P.
October 1, 2014	• Enterprise Products Partners L.P.	• OTLP GP, LLC
June 15, 2014	• The Williams Companies, Inc.	• Global Infrastructure Partners Ltd
May 6, 2013	• Inergy, L.P.	• Crestwood Holdings LLC
December 28, 2010	• Genesis Energy, L.P.	• Quintana Capital Group, L.P./Insiders
September 21, 2010	• Penn Virginia Resource Partners, L.P.	• Penn Virginia GP Holdings, L.P.
September 20, 2010	• Natural Resource Partners L.P.	• NRP (GP) LP
August 8, 2010	• Inergy, L.P.	• Inergy Holdings L.P.
June 11, 2010	• Buckeye Partners, L.P.	• Buckeye GP Holdings, L.P.

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<u>Announcement Date</u>	<u>Acquiror</u>	<u>Seller</u>
February 5, 2010	• Quintana Capital Group, L.P.	• Denbury Resources Inc.
March 3, 2009	• Magellan Midstream Partners, L.P.	• Magellan Midstream Holdings, L.P.
September 5, 2007	• MarkWest Energy Partners L.P.	• MarkWest Hydrocarbon, Inc.
May 7, 2007	• Enterprise GP Holdings L.P.	• Insiders
November 1, 2006	• Energy Transfer Equity, L.P.	• Energy Transfer Investments, L.P.
February 24, 2005	• Enterprise GP Holdings L.P.	• Duke Energy Field Services, LLC
December 15, 2003	• Enterprise Products Partners L.P.	• El Paso Corporation
October 3, 2003	• The Goldman Sachs Group, Inc.	• El Paso Corporation
April 3, 2000	• Duke Energy Field Services, LLC	• Duke Energy Corporation
July 8, 1999	• KN Energy Inc.	• Kinder Morgan, Inc.

Citi reviewed, among other information, transaction values for the Rice selected GP transactions based on the consideration paid in the relevant transaction, adjusted for the acquisition value of other assets or MLP interests acquired concurrently with such transaction, as a multiple, to the extent publicly available, of the applicable target entity's next 12 months estimated GP/IDR cash flows as of the date of announcement of the relevant transaction. Financial data of the Rice selected GP transactions were based on publicly available Wall Street research analysts' estimates and public filings. Financial data of RMP was based on the adjusted Rice forecasts and public filings.

The overall low to high next 12 months estimated GP/IDR cash flow multiples observed for the Rice selected GP transactions were 8.1x to 59.2x (with a mean of 21.7x and a median of 17.0x). Citi then applied a selected range of next 12 months estimated GP/IDR cash flow multiples derived from the Rice selected GP transactions of 43.2x to 59.2x to the next 12 months (as of June 30, 2017) estimated GP/IDR cash flows of RMP. This analysis indicated a selected approximate implied value reference range for Rice's GP/IDR interests of \$711 million to \$973 million.

The analyses described above of the Rice upstream business, the Rice retained midstream business, Rice's LP interests and Rice's GP/IDR interests indicated the following selected approximate implied per share equity value reference range for Rice, as compared to the implied merger consideration:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>Implied Merger Consideration</u>
\$28.50 - \$36.85	\$27.04

*Rice Discounted Cash Flow Analyses.* Citi performed discounted cash flow analyses of Rice both on a consolidated and sum-of-the-parts basis.

Citi performed a discounted cash flow analysis of Rice on a consolidated basis by calculating the estimated present value of the unlevered, after-tax free cash flows that Rice was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the adjusted Rice forecasts. Citi calculated implied terminal values for Rice by applying to Rice's calendar year 2021 estimated upstream EBITDA plus distributions from RMP a selected range of EBITDA multiples of 7.2x to 8.8x. The present values (as of June 30, 2017) of cash flows and terminal values were then calculated using a selected range of discount rates of 7.9% to 9.2%. This analysis indicated the following selected approximate implied per share equity value reference range for Rice, as compared to the implied merger consideration:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>Implied Merger Consideration</u>
\$31.35 - \$40.40	\$27.04

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Citi also performed a discounted cash flow analysis of Rice on a sum-of-the-parts basis to observe an approximate implied per share equity value reference range for Rice based on approximate implied values for (i) the Rice upstream business, (ii) the Rice retained midstream business, (iii) Rice's LP interests and (iv) Rice's GP/IDR interests.

In evaluating the Rice upstream business, Citi performed a net asset value analysis of the Rice upstream business by calculating the estimated present value of the unlevered free cash flows that the Rice upstream business was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2067 based on the adjusted Rice forecasts and forward pricing curve of oil and gas commodity prices reported on the NYMEX as of May 11, 2017 per EQT management. The present value (as of June 30, 2017) of cash flows was calculated using selected discount rates of 7.9% and 9.2% after taking into account risk adjustments for the number of locations drilled, capital expenditures for drilling and completing wells and actual resource recovery amount per EQT management. This analysis indicated a selected approximate implied post-tax value reference range for the Rice upstream business of \$8,933 million to \$10,162 million.

In evaluating the Rice retained midstream business, Citi performed the discounted cash flow analysis of the Rice retained midstream business described above under "—Rice Selected Public Companies Analysis."

In evaluating Rice's LP interests, Citi performed a discounted cash flow analysis of limited partner interests in RMP by calculating the estimated present value of the distributable cash flow per limited partner unit that RMP was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the adjusted Rice forecasts. Citi calculated implied terminal values for limited partner interests in RMP by applying to RMP's calendar year 2021 estimated distributable cash flow per limited partner unit a selected range of distributable cash flow per limited partner unit multiples of 13.1x to 17.6x. The present values (as of June 30, 2017) of distributable cash flow per limited partner unit and terminal values were then calculated using a selected range of discount rates of 9.2% to 11.3%. This analysis indicated a selected approximate implied post-tax value reference range for Rice's LP interests of \$819 million to \$1,107 million.

In evaluating Rice's GP/IDR interests, Citi performed a discounted cash flow analysis of GP/IDR interests in RMP by calculating the estimated present value of the GP/IDR cash flows that RMP was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the adjusted Rice forecasts. Citi calculated implied terminal values for GP/IDR interests in RMP by applying to RMP's calendar year 2021 estimated GP/IDR cash flows a selected range of GP/IDR cash flow multiples of 22.3x to 26.8x. The present values (as of June 30, 2017) of GP/IDR cash flows and terminal values were then calculated using a selected range of discount rates of 9.3% to 11.3%. This analysis indicated a selected approximate implied post-tax value reference range for Rice's GP/IDR interests of \$1,509 million to \$1,913 million.

The analyses described above of the Rice upstream business, the Rice retained midstream business, Rice's LP interests and Rice's GP/IDR interests indicated the following selected approximate implied per share equity value reference range for Rice, as compared to the implied merger consideration:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>Implied Merger Consideration</u>
\$37.55 - \$44.95	\$27.04

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*EQT Selected Public Companies Analyses.* Citi performed selected public companies analyses of EQT both on a consolidated and sum-of-the-parts basis in which Citi reviewed certain financial and stock market information relating to EQT and the selected publicly traded companies or partnerships listed or referred to below.

In its selected public companies analysis of EQT on a consolidated basis, Citi reviewed certain financial and stock market information relating to EQT and the following five selected companies that Citi considered generally relevant as publicly traded companies with significant upstream energy operations and associated midstream operations (as applicable) primarily in the Appalachian region (collectively, the "EQT selected companies"):

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- Gulfport Energy Corporation
- Range Resources Corporation
- Rice Energy Inc.

Citi reviewed, among other information, enterprise values (calculated as described above for Rice on a consolidated basis under "—Rice Financial Analyses—Rice Selected Public Companies Analyses") as a multiple of calendar year 2017 and calendar year 2018 estimated upstream and retained midstream EBITDA plus distributions from controlled MLPs (as applicable) and closing stock prices on June 16, 2017 as a multiple of calendar year 2017 and calendar year 2018 estimated cash flow per share. Financial data of the EQT selected companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of EQT was based on the EQT forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples observed for the EQT selected companies were 4.8x to 9.9x (with a median of 8.0x) and 3.6x to 7.8x (with a median of 6.4x), respectively, and the overall low to high calendar year 2017 and calendar year 2018 estimated cash flow per share multiples observed for the EQT selected companies were 3.5x to 9.7x (with a median of 5.8x) and 2.6x to 8.1x (with a median of 4.5x), respectively. Citi noted that the calendar year 2017 and calendar year 2018 estimated EBITDA multiples for EQT were 7.6x and 7.5x, respectively, and the calendar year 2017 and calendar year 2018 estimated cash flow per share multiples for EQT were 7.8x and 7.3x, respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples derived from the EQT selected companies of 7.2x to 8.8x and 5.8x to 7.5x, respectively, to corresponding data of EQT and selected ranges of calendar year 2017 and calendar year 2018 estimated cash flow per share multiples derived from the EQT selected companies of 5.2x to 7.8x and 4.1x to 7.3x, respectively, to corresponding data of EQT. This analysis indicated the following selected average approximate implied per share equity value reference range for EQT, as compared to the closing price per share of EQT common stock on June 16, 2017:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>EQT Common Stock Closing Price</u>
\$42.65 - \$61.40	\$58.77

Citi also performed a selected public companies analysis of EQT on a sum-of-the-parts basis to observe an approximate implied per share equity value reference range for EQT based on approximate implied values for (i) EQT's upstream business (the "EQT upstream business") and (ii) EQT's interests in EQGP.



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In evaluating the EQT upstream business, Citi reviewed certain financial and stock market information, as applicable, relating to the EQT upstream business and the selected upstream companies. Citi reviewed, among other information, enterprise values (calculated as described above for the Rice upstream business under "—Rice Financial Analyses—Rice Selected Public Companies Analyses") as a multiple of calendar year 2017 and calendar year 2018 estimated upstream EBITDA and upstream enterprise values (calculated as described above for the Rice upstream business under "—Rice Financial Analyses—Rice Selected Public Companies Analyses") as a multiple of calendar year 2017 and calendar year 2018 estimated production. Financial data of the selected upstream companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of the EQT upstream business was based on the EQT forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples and calendar year 2017 and calendar year 2018 estimated production multiples observed for the selected upstream companies were as described above for the Rice upstream business under "—Rice Financial Analyses—Rice Selected Public Companies Analyses." Citi then applied the selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples and calendar year 2017 and calendar year 2018 estimated production multiples derived from the selected upstream companies described above under "—Rice Financial Analyses—Rice Selected Public Companies Analyses" to corresponding data of the EQT upstream business. This analysis indicated a selected average approximate implied value reference range for the EQT upstream business of \$9,015 million to \$11,020 million.

In evaluating EQT's interests in EQGP, Citi reviewed certain financial and stock market information relating to EQGP and the selected GP companies (excluding EQGP). Citi reviewed, among other information, calendar year 2017 and calendar year 2018 estimated yields. Financial data of the selected GP companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of EQGP was based on the EQT forecasts and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated yields observed for the selected GP companies were 1.5% to 9.1% (with a median of 6.1%) and 2.0% to 9.1% (with a median of 7.2%), respectively. Citi noted that the calendar year 2017 and calendar year 2018 estimated yields for EQGP were 3.6% and 4.6%, respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated yields derived from the selected GP companies of 3.6% to 2.8% and 4.6% to 3.4%, respectively, to calendar year 2017 and calendar year 2018 distributions per unit of EQGP. This analysis indicated a selected average approximate implied value reference range for EQT's interests in EQGP of \$5,981 million to \$7,875 million.

The analyses described above of the EQT upstream business and EQT's interests in EQGP indicated the following selected approximate implied per share equity value reference range for EQT (which does not reflect potential costs and dis-synergies, relating to taxes or otherwise, that may be incurred in order to separate EQT's businesses), as compared to the closing price per share of EQT common stock on June 16, 2017:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>EQT Common Stock Closing Price</u>
\$76.65 - \$98.95	\$ 58.77

*EQT Discounted Cash Flow Analyses.* Citi performed discounted cash flow analyses of EQT both on a consolidated and sum-of-the-parts basis.



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Citi performed a discounted cash flow analysis of EQT on a consolidated basis by calculating the estimated present value of the unlevered, after-tax free cash flows that EQT was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the EQT forecasts. Citi calculated implied terminal values for EQT by applying to EQT's calendar year 2021 estimated upstream and retained midstream EBITDA plus distributions from EQGP a selected range of EBITDA multiples of 7.2x to 8.8x. The present values (as of June 30, 2017) of cash flows and terminal values were then calculated using a selected range of discount rates of 7.0% to 8.2%. This analysis indicated the following selected approximate implied per share equity value reference range for EQT, as compared to the closing price per share of EQT common stock on June 16, 2017:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>EQT Common Stock Closing Price</u>
\$43.05 - \$57.75	\$ 58.77

Citi also performed a discounted cash flow analysis of EQT on a sum-of-the-parts basis to observe an approximate implied per share equity value reference range for EQT based on approximate implied values for (i) the EQT upstream business and (ii) EQT's interests in EQGP.

In evaluating the EQT upstream business, Citi performed a net asset value analysis of the EQT upstream business by calculating the estimated present value of the unlevered free cash flows that the EQT upstream business was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2067 based on the EQT forecasts and forward pricing curve of oil and gas commodity prices reported on the NYMEX as of May 11, 2017 per EQT management. The present value (as of June 30, 2017) of cash flows was calculated using selected discount rates of 7.0% and 8.2% after taking into account risk adjustments for the number of locations drilled, capital expenditures for drilling and completing wells and actual resource recovery amount per EQT management. This analysis indicated a selected approximate implied post-tax value reference range for the EQT upstream business of \$11,470 million to \$13,850 million.

In evaluating EQT's interests in EQGP, Citi performed a discounted cash flow analysis of EQGP by calculating the estimated present value of the distributions per unit that EQGP was expected to generate during the last six months of the calendar year ending December 31, 2017 through the full calendar year ending December 31, 2021 based on the EQT forecasts. Citi calculated implied terminal values for EQGP by applying to EQGP's calendar year 2021 estimated distributions per unit a selected range of yields of 6.1% to 4.9%. The present values (as of June 30, 2017) of distributions per unit and terminal values were then calculated using a selected range of discount rates of 8.3% to 10.0%. This analysis indicated a selected approximate implied post-tax value reference range for EQT's interests in EQGP of \$5,214 million to \$6,604 million.

The analyses described above of the EQT upstream business and EQT's interests in EQGP indicated the following selected approximate implied per share equity value reference range for EQT (which does not reflect potential costs and dis-synergies, relating to taxes or otherwise, that may be incurred in order to separate EQT's businesses), as compared to the closing price per share of EQT common stock on June 16, 2017:

<u>Selected Approximate Implied Per Share Equity Value Reference Range</u>	<u>EQT Common Stock Closing Price</u>
\$71.25 - \$91.15	\$ 58.77

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*Has/Gets Analysis.* Citi compared approximate implied per share equity value reference ranges derived for the pro forma combined company both on a consolidated and sum-of-the-parts basis relative to the approximate implied per share equity value reference ranges derived for EQT both on a consolidated and sum-of-the-parts basis in the discounted cash flow analyses of EQT described above under "—EQT Financial Analyses—EQT Discounted Cash Flow Analyses" to illustrate the potential value uplift for EQT that could result from the mergers both before and after taking into account the Expected Development and Cost Savings. Financial data of Rice was based on the adjusted Rice forecasts and public filings. Financial data of the pro forma combined company was based on the EQT forecasts, the adjusted Rice forecasts and public filings.

Citi observed an illustrative approximate implied per share equity value reference range for the pro forma combined company on a consolidated basis derived from a discounted cash flow analysis of the pro forma combined company applying the selected ranges of calendar year 2021 estimated EBITDA multiples and discount rates described above for EQT on a consolidated basis under "—EQT Financial Analyses—EQT Discounted Cash Flow Analyses."

Citi also observed an illustrative approximate implied per share equity value reference range for the pro forma combined company on a sum-of-the-parts basis based on approximate implied values for (i) the EQT upstream business, (ii) the Rice upstream business, (iii) the Rice retained midstream business, (iv) Rice's LP interests, (v) EQT's interests in EQGP and (vi) Rice's GP/IDR interests derived from:

- EQT upstream business and Rice upstream business: the net asset value analyses of such businesses described above under "—EQT Financial Analyses—EQT Discounted Cash Flow Analyses" and "—Rice Financial Analyses—Rice Discounted Cash Flow Analyses," in each case applying the selected discount rates for the EQT upstream business
- Rice retained midstream business: a discounted cash flow analysis of such business on a pro forma basis applying a selected range of EBITDA multiples of 8.0x to 9.8x and the selected range of discount rates described above for the Rice retained midstream business under "—Rice Financial Analyses—Rice Selected Public Companies Analyses"
- Rice's LP interests: a discounted cash flow analysis of such interests on a pro forma basis applying the selected ranges of distributable cash flow per limited partner unit multiples and discount rates described above for Rice's LP interests under "—Rice Financial Analyses—Rice Discounted Cash Flow Analyses"
- EQT's interests in EQGP: the discounted cash flow analysis of such interests described above under "—EQT Financial Analyses—EQT Discounted Cash Flow Analyses"
- Rice's GP/IDR interests: a discounted cash flow analysis of such interests on a pro forma basis applying the selected ranges of GP/IDR cash flow multiples and discount rates described above for Rice's GP/IDR interests under "—Rice Financial Analyses—Rice Discounted Cash Flow Analyses"

The analyses described above indicated the following approximate implied per share equity value reference ranges for the pro forma combined company both before and after taking into account the net present value of the Expected Development and Cost Savings (applying a selected discount rate of 7.6% and a capitalization multiple of 8.0x and assuming tax-affected economic development synergies and corporate general and administrative benefits at a tax rate of 35.0%) under a "low potential operational synergies" scenario reflecting 50% of the anticipated development synergies reflected in the Expected Development and Cost Savings and a "high potential operational synergies" scenario reflecting 100% of the anticipated development synergies reflected in the Expected Development and

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Cost Savings, in each case reflecting 100% of the anticipated corporate general and administrative benefits reflected in the Expected Development and Cost Savings:

- consolidated discounted cash flow analysis: \$55.10 to \$74.65 (no potential benefits), \$60.40 to \$79.95 (low potential operational synergies) and \$63.40 to \$82.95 (high potential operational synergies)
- sum-of-the-parts discounted cash flow analysis: \$83.75 to \$105.30 (no potential benefits), \$89.10 to \$110.60 (low potential operational synergies) and \$92.10 to \$113.60 (high potential operational synergies)

Citi observed that, based on the analyses described above, the mergers could result in potential value uplift for EQT (i) before taking into account the Expected Development and Cost Savings of approximately 28% to 29.3% in the case of the pro forma combined company on a consolidated basis and approximately 15.5% to 17.5% in the case of the pro forma combined company on a sum-of-the-parts basis and (ii) after taking into account the net present value of such Expected Development and Cost Savings as described above of approximately 38.4% to 47.3% in the case of the pro forma combined company on a consolidated basis and approximately 21.3% to 29.3% in the case of the pro forma combined company on a sum-of-the-parts basis. Actual results achieved by EQT, Rice and the pro forma combined company may vary from forecasted results and such variations may be material.

### ***Certain Additional Information***

Citi also observed certain additional factors that were not considered part of Citi's financial analyses with respect to its opinion but were referenced for informational purposes, including the following:

*Rice Selected Public Companies Analysis (Based on Wall Street Research Analysts' Estimates).* Citi reviewed certain financial and stock market information relating to Rice and the Rice selected companies. Citi reviewed, among other information, enterprise values (calculated as described above for Rice on a consolidated basis under "—Rice Financial Analyses—Rice Selected Public Companies Analyses") as a multiple of calendar year 2017 and calendar year 2018 estimated upstream and retained midstream EBITDA plus distributions from controlled MLPs (as applicable) and closing stock prices on June 16, 2017 as a multiple of calendar year 2017 and calendar year 2018 estimated cash flow per share. Financial data of the Rice selected companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of Rice was based on publicly available Wall Street research analysts' estimates and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples and calendar year 2017 and calendar year 2018 estimated cash flow per share multiples observed for the Rice selected companies were as described above under "—Rice Financial Analyses—Rice Selected Public Companies Analyses." Citi noted that the calendar year 2017 and calendar year 2018 estimated EBITDA multiples for Rice were 6.1x and 4.9x, respectively, and the calendar year 2017 and calendar year 2018 estimated cash flow per share multiples for Rice were 5.4x and 4.5x, respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples derived from the Rice selected companies of 6.1x to 8.8x and 4.9x to 7.1x, respectively, to corresponding data of Rice and selected ranges of calendar year 2017 and calendar year 2018 estimated cash flow per share multiples derived from the Rice selected companies of 5.4x to 9.5x and 4.5x to 6.0x, respectively, to corresponding data of Rice. This analysis indicated a selected average approximate implied per share equity value reference range for Rice of \$19.55 to \$30.75.

*EQT Selected Public Companies Analysis (Based on Wall Street Research Analysts' Estimates).* Citi reviewed certain financial and stock market information relating to EQT and the EQT selected

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companies. Citi reviewed, among other information, enterprise values (calculated as described above for Rice on a consolidated basis under "—Rice Financial Analyses—Rice Selected Public Companies Analyses") as a multiple of calendar year 2017 and calendar year 2018 estimated upstream and retained midstream EBITDA plus distributions from controlled MLPs (as applicable) and closing stock prices on June 16, 2017 as a multiple of calendar year 2017 and calendar year 2018 estimated cash flow per share. Financial data of the EQT selected companies were based on publicly available Wall Street research analysts' estimates, public filings and other publicly available information. Financial data of EQT was based on publicly available Wall Street research analysts' estimates and public filings.

The overall low to high calendar year 2017 and calendar year 2018 estimated EBITDA multiples and calendar year 2017 and calendar year 2018 estimated cash flow per share multiples observed for the EQT selected companies were as described above under "—EQT Financial Analyses—EQT Selected Public Companies Analyses." Citi noted that the calendar year 2017 and calendar year 2018 estimated EBITDA multiples for EQT were 8.0x and 6.5x, respectively, and the calendar year 2017 and calendar year 2018 estimated cash flow per share multiples for EQT were 8.9x and 7.3x, respectively. Citi then applied selected ranges of calendar year 2017 and calendar year 2018 estimated EBITDA multiples derived from the EQT selected companies of 7.2x to 8.8x and 5.8x to 7.0x, respectively, to corresponding data of EQT and selected ranges of calendar year 2017 and calendar year 2018 estimated cash flow per share multiples derived from the EQT selected companies of 5.2x to 8.9x and 4.1x to 7.3x, respectively, to corresponding data of EQT. This analysis indicated a selected average approximate implied per share equity value reference range for EQT of \$42.60 to \$62.00.

*Other:* Citi also observed the following:

- historical trading prices of Rice common stock during the 52-week period ended June 16, 2017, which indicated low to high closing prices for Rice common stock during such period of approximately \$18.30 to \$29.36 per share;
- historical trading prices of EQT common stock during the 52-week period ended June 16, 2017, which indicated low to high closing prices for EQT common stock during such period of approximately \$52.65 to \$80.60 per share;
- undiscounted publicly available Wall Street research analysts' price targets for Rice common stock, which indicated standalone price targets for Rice common stock of \$24.00 to \$40.00 per share (with a median of \$28.00 per share);
- undiscounted publicly available Wall Street research analysts' price targets for EQT common stock, which indicated standalone price targets for EQT common stock of \$64.00 to \$91.00 per share (with a median of \$80.00 per share); and
- the illustrative pro forma financial impact of the transaction on EQT's estimated cash flow per share for the calendar years ending December 31, 2018 and December 31, 2019 based on the EQT forecasts and the adjusted Rice forecasts, among other things, after taking into account the Expected Synergies, which indicated that the mergers could be accretive to EQT's estimated cash flow per share for the calendar years ending December 31, 2018 and December 31, 2019 by approximately 19.7% and 32.3%, respectively. Actual results achieved by EQT, Rice and the pro forma combined company may vary from forecasted results and variations may be material.

### ***Miscellaneous***

EQT has agreed to pay Citi for its services in connection with the proposed merger an aggregate fee of \$15 million, of which a portion was payable upon delivery of Citi's opinion and \$13 million is payable contingent upon consummation of the mergers. In addition, EQT agreed to reimburse Citi for certain expenses, including reasonable fees and expenses of counsel, and to indemnify Citi and certain

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related parties against liabilities, including liabilities under federal securities laws, arising from Citi's engagement.

As the EQT board was aware, at EQT's request, Citi and certain of its affiliates expect to participate in a bridge facility and related financings in connection with the mergers, for which services Citi and such affiliates have received and will receive compensation, including acting as lead arranger for, and as a lender under, such financings. EQT currently expects that Citi's aggregate fees in connection with such financings will range from approximately \$8.5 million to \$10.5 million based on, among other things, the amount and type of debt securities sold by EQT in connection with the mergers. As the EQT board also was aware, Citi and its affiliates in the past have provided, currently are providing and in the future may provide investment banking, commercial banking and other similar financial services to EQT and certain of its affiliates unrelated to the proposed mergers and related transactions, for which services Citi and its affiliates received and expect to receive compensation, including, during the two-year period prior to the date of its opinion, having acted or acting as (i) co-syndication agent, joint lead arranger and bookrunner for, and as a lender under, certain credit facilities of EQT and an affiliate of EQT and (ii) joint bookrunning manager and/or as an underwriter or sales agent for equity offerings of certain affiliates of EQT, for which services described in clauses (i) and (ii) above Citi and its affiliates received during such two-year period aggregate fees of approximately \$2 million from EQT. As the EQT board further was aware, Citi and its affiliates in the past have provided, currently are providing and in the future may provide investment banking, commercial banking and other similar financial services to Rice and certain of its affiliates and EIG Global Energy Partners, LLC ("EIG") and certain of its affiliates and portfolio companies, for which services Citi and its affiliates received and expect to receive compensation, including, during the two-year period prior to the date of its opinion, having acted or acting as (i) with respect to Rice and certain of its affiliates, co-documentation agent for, and/or as a lender under, certain credit facilities of Rice and certain of its affiliates and (ii) with respect to EIG and certain of its affiliates and portfolio companies, a lender under certain credit facilities of certain portfolio companies of EIG, for which services described in clause (i) above Citi and its affiliates received during such two-year period aggregate fees of approximately \$3 million from Rice and for which services described in clause (ii) above Citi and its affiliates did not receive fees from EIG during such two-year period. In the ordinary course of business, Citi and its affiliates may actively trade or hold the securities of EQT, Rice, EIG and their respective affiliates (or portfolio companies, as applicable) for its own account or for the account of its customers and, accordingly, may at any time hold a long or short position in such securities. In addition, Citi and its affiliates (including Citigroup Inc. and its affiliates) may maintain relationships with EQT, Rice, EIG and their respective affiliates (or portfolio companies, as applicable).

EQT selected Citi to act as financial advisor in connection with the proposed merger based on Citi's reputation, experience and familiarity with EQT, Rice and their respective businesses. Citi is an internationally recognized investment banking firm that regularly engages in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes.

### **Opinion of Rice's Financial Advisor**

Rice engaged Barclays to act as its financial advisor with respect to the merger. On June 18, 2017, Barclays rendered its oral opinion (which opinion was subsequently confirmed in writing) to the Rice board that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be offered to Rice stockholders (other than holders of excluded shares) is fair, from a financial point of view, to such stockholders.

**The full text of Barclays' written opinion, dated as of June 19, 2017, is attached as Annex D to this joint proxy statement/prospectus. Barclays' written opinion sets forth, among other things, the**

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**assumptions made, procedures followed, factors considered and limitations upon the review undertaken by Barclays in rendering its opinion. You are encouraged to read the opinion carefully in its entirety. The following is a summary of Barclays' opinion and the methodology that Barclays used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.**

Barclays' opinion, the issuance of which was approved by Barclays' Fairness Opinion Committee, is addressed to the Rice board, addresses only the fairness, from a financial point of view, to Rice stockholders (other than holders of excluded shares) of the merger consideration to be offered to such stockholders and does not constitute a recommendation to any Rice stockholder as to how such stockholder should vote with respect to the merger or any other matter. The terms of the merger were determined through arm's-length negotiations between Rice and EQT and were unanimously approved by the Rice board. Barclays did not recommend any specific form of consideration to Rice or that any specific form of consideration constituted the only appropriate consideration for the merger. Barclays was not requested to opine as to, and its opinion does not in any manner address, Rice's underlying business decision to proceed with or effect the merger or the likelihood of consummation of the merger. In addition, Barclays expressed no opinion on, and its opinion does not in any manner address, the fairness of the amount or the nature of any compensation to any officers, directors or employees of any party to the merger or any class of such persons, relative to the consideration to be offered to Rice stockholders in connection with the merger. Barclays' opinion does not address the relative merits of the merger as compared to any other transaction or business strategy in which Rice might engage. No limitations were imposed by the Rice board upon Barclays with respect to the investigations made or procedures followed by it in rendering its opinion.

In arriving at its opinion, Barclays, among other things, reviewed and analyzed:

- the merger agreement, including all ancillary documents thereto, and the specific terms of the merger;
- publicly available information concerning Rice and EQT that Barclays believed to be relevant to its analysis, including, without limitation, each of Rice's and EQT's Annual Reports on Form 10-K for the fiscal year ended December 31, 2016 and Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2017;
- publicly available information concerning RMP, EQM and EQGP that Barclays believed to be relevant to its analysis, including, without limitation, each of RMP's, EQM's and EQGP's Annual Reports on Form 10-K for the fiscal year ended December 31, 2016 and Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2017;
- certain financial and operating information with respect to the business, operations and prospects of Rice furnished to Barclays by Rice, including financial projections of Rice prepared by Rice's management (the "Rice Management Projections");
- certain financial and operating information with respect to the business, operations and prospects of EQT furnished to Barclays by EQT, including financial projections of EQT prepared by EQT's management (the "EQT Management Projections");
- estimates of certain oil and gas reserves and resources provided by Rice (the "Rice Resources") as prepared by Rice's management (the "Rice Resources Report");
- estimates of certain oil and gas reserves and resources provided by EQT (the "EQT Resources") as prepared by EQT's management (the "EQT Resources Report");
- a trading history of each of Rice common stock and EQT common stock from January 23, 2014 to June 16, 2017 and a comparison of that trading history with those of other companies that Barclays deemed relevant;



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- a comparison of the historical financial results and present financial condition of Rice and EQT with each other and with those of other companies that Barclays deemed relevant;
- a comparison of the financial terms of the merger with the financial terms of certain other transactions that Barclays deemed relevant;
- the pro forma impact of the merger on the future financial performance of the combined company, including the amounts and timing of the Expected Synergies, upon which management of Rice authorized Barclays to rely in connection with its fairness opinion and related financial analyses, and other strategic benefits expected by the managements of each of Rice and EQT to result from a combination of the businesses;
- published estimates of independent research analysts with respect to the future financial performance and price targets of Rice and EQT;
- the relative contributions of Rice and EQT to the anticipated future financial and operating performance of the combined company on a pro forma basis; and
- commodity price assumptions and the outlook for future commodity prices published by independent information service providers.

In addition, Barclays had discussions with the management of both Rice and EQT concerning its business, operations, assets, liabilities, financial condition and prospects and undertook such other studies, analyses and investigations as Barclays deemed appropriate.

In arriving at its opinion, Barclays assumed and relied upon the accuracy and completeness of the financial and other information used by Barclays without any independent verification of such information (and did not assume responsibility or liability for any independent verification of such information) and further relied upon the assurances of management of Rice that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the Rice Management Projections, upon the advice and at the direction of Rice, Barclays assumed that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Rice as to the future financial performance of Rice and that Rice would perform substantially in accordance with such projections. With respect to the Rice Resources Report, Barclays discussed this resources database with the management of Rice and upon the advice and at the direction of Rice, Barclays assumed that the Rice Resources Report is a reasonable basis on which to evaluate the Rice Resources. With respect to the EQT Management Projections, upon the advice and at the direction of Rice, Barclays assumed that such projections were reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of EQT as to the future financial performance of EQT and that EQT would perform substantially in accordance with such projections. With respect to the EQT Resources Report, Barclays discussed this resources database with the management of Rice and upon the advice and at the direction of Rice, Barclays assumed that the EQT Resources Report is a reasonable basis on which to evaluate the EQT Resources. Furthermore, upon the advice and at the direction of Rice, Barclays assumed that the amounts and timing of the Expected Synergies are reasonable and that the Expected Synergies will be realized in accordance with such estimates. Barclays assumed no responsibility for and expressed no view as to any such projections or estimates or the assumptions on which they were based. In arriving at its opinion, Barclays did not conduct a physical inspection of the properties and facilities of Rice and did not make or obtain any evaluations or appraisals of the assets or liabilities of Rice. Barclays' opinion necessarily was based upon market, economic and other conditions as they existed on, and could be evaluated as of June 19, 2017. Barclays assumed no responsibility for updating or revising its opinion based on events or circumstances that may have occurred or that may occur after June 19, 2017.



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In connection with rendering its opinion, Barclays performed certain financial, comparative and other analyses as summarized below. In arriving at its opinion, Barclays did not ascribe a specific range of values to the shares of Rice common stock but rather made its determination as to fairness, from a financial point of view, to holders of Rice common stock (other than holders of excluded shares) of the merger consideration to be offered to such stockholders in connection with the merger on the basis of various financial and comparative analyses. The preparation of a fairness opinion is a complex process and involves various determinations as to the most appropriate and relevant methods of financial and comparative analyses and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to summary description.

In arriving at its opinion, Barclays did not attribute any particular weight to any single analysis or factor considered by it but rather made qualitative judgments as to the significance and relevance of each analysis and factor relative to all other analyses and factors performed and considered by it and in the context of the circumstances of the particular transaction. Accordingly, Barclays believes that its analyses must be considered as a whole, as considering any portion of such analyses and factors, without considering all analyses and factors as a whole, could create a misleading or incomplete view of the process underlying its opinion.

The following is a summary of the material financial analyses used by Barclays in preparing its opinion to the Rice board. Certain financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses used by Barclays, the tables must be read together with the text of each summary, as the tables alone do not constitute a complete description of the financial analyses. In performing its analyses, Barclays made numerous assumptions with respect to industry performance, general business and economic conditions and other matters as more fully described above, many of which are beyond the control of Rice or any other parties to the merger. None of Rice, EQT, Merger Sub, Barclays or any other person assumes responsibility if future results are materially different from those discussed. Any estimates contained in these analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than as set forth below. In addition, analyses relating to the value of the businesses do not purport to be appraisals or reflect the prices at which the businesses may actually be sold.

***Summary of Analyses***

The following is a summary of the principal financial analyses performed by Barclays with respect to Rice and EQT in preparing Barclays' opinion:

- discounted cash flow analysis;
- net asset valuation analysis;
- comparable company analysis; and
- comparable transaction analysis

Each of these methodologies was used to generate reference enterprise and equity value ranges, as applicable, for each of Rice and EQT. The enterprise value ranges for each company were adjusted for appropriate on-balance sheet and off-balance sheet assets and liabilities to arrive at implied equity value ranges (in aggregate dollars) for each company, including, as applicable without limitation, the after-tax estimated value impact of each company's current commodity hedging portfolio; net debt; and future estimated general and administrative expenses. The implied equity value ranges for each of Rice and EQT were then divided by diluted shares outstanding, consisting of primary shares and incorporating the dilutive effect of outstanding options or other dilutive securities, as appropriate, in order to derive implied equity value ranges per share for each company. The Rice equity award conversions are accounted for in the fully diluted share count and did not have a material impact on

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the analysis undertaken by Barclays. For the corporate discounted cash flow analysis, the net asset valuation analysis, the comparable company analysis, and the comparable transaction analysis, the implied equity value range per share of Rice common stock and per share of EQT common stock were used to derive implied merger consideration ranges which were then compared to the merger consideration.

In addition to analyzing the value of Rice and EQT common stock and the implied merger consideration, Barclays also analyzed and reviewed: (i) the relative financial and operating contribution of Rice and EQT to the combined company on a pro forma basis; (ii) certain publicly available information related to selected corporate transactions to calculate the amount of the premiums paid by the acquirers to the acquired company's stockholders; (iii) the pro forma impact to the combined company of the merger on projected cash flow per share and net asset value per share; (iv) the publicly available price targets of independent Wall Street research analysts; (v) the historical exchange ratios of Rice and EQT common stock for the period from January 23, 2014 to June 16, 2017 and (vi) the daily historical closing prices of Rice and EQT common stock for the period from January 23, 2014 to June 16, 2017.

***Discounted Cash Flow Analysis***

In order to estimate the present value of Rice and EQT common stock, Barclays performed a discounted cash flow analysis of each of Rice and EQT. A discounted cash flow analysis is a traditional valuation methodology used to derive a valuation of an asset by calculating the "present value" of estimated future cash flows of the asset. "Present value" refers to the current value of future cash flows or amounts and is obtained by discounting those future cash flows or amounts by a discount rate that takes into account macroeconomic assumptions and estimates of risk, the opportunity cost of capital, expected returns and other appropriate factors.

To calculate the estimated enterprise value range of Rice using the discounted cash flow method, Barclays added (i) projected after-tax unlevered free cash flows for the fiscal period from April 1, 2017 through December 31, 2021 based on Rice's projections to (ii) the "terminal value" of Rice, as of December 31, 2021, and discounted such amount to its present value using a range of selected after-tax discount rates. Specifically, Barclays used an after-tax discount rate range of 10.0% to 14.0%. The after-tax discount rates were based on Barclays' analysis of the weighted average cost of capital for Rice as well as the weighted average cost of capital for the Rice selected comparable companies. The after-tax unlevered free cash flows were calculated by taking the tax-affected earnings before interest, preferred cash dividend, tax expense, depreciation and amortization and subtracting capital expenditures and adjusting for changes in working capital. The residual value of Rice at the end of the forecast period, or "terminal value," was estimated by selecting a range of perpetuity growth rates from 3.0% to 4.0%, and applying such range to the adjusted terminal year, based on annualizing the fourth quarter 2021 earnings before interest, tax expense, depreciation and amortization ("EBITDA"), after-tax free cash flow.

To calculate the estimated enterprise value range of EQT using the discounted cash flow method, Barclays added (i) projected after-tax unlevered free cash flows for the fiscal period from April 1, 2017 through December 31, 2021 based on EQT's projections to (ii) the "terminal value" of EQT, as of December 31, 2021, and discounted such amount to its present value using a range of selected after-tax discount rates. Specifically, Barclays used an after-tax discount rate range of 7.0% to 8.5%. The after-tax discount rates were based on Barclays' analysis of the weighted average cost of capital for EQT as well as the weighted average cost of capital for the EQT selected comparable companies. The after-tax unlevered free cash flows were calculated by taking the tax-affected earnings before interest, tax expense, depreciation and amortization and subtracting capital expenditures. The residual value of EQT at the end of the forecast period, or "terminal value," was estimated by selecting a range of perpetuity growth rates from 5.25% to 5.75%, and applying such range to the adjusted terminal year,

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based on the implied growth rate for the EQT management projections period from April 1, 2017 to 2021 EBITDA, after-tax free cash flow.

The discounted cash flow analysis yielded valuations for Rice and EQT that implied a merger consideration range of 0.1889 to 0.7047 of a share of EQT common stock for each share of Rice common stock. Barclays noted that the merger consideration of 0.4602 of a share of EQT common stock for each share of Rice common stock falls within the merger consideration range as calculated by Barclays' discounted cash flow analysis for Rice and EQT.

### *Net Asset Valuation Analysis*

Barclays estimated the present value of the future after-tax cash flows expected to be generated from the Rice Resources Report and the EQT Resources Report based on reserve, production and capital and operating cost estimates provided by Rice and EQT, respectively. The present value of the future after-tax cash flows was determined using a range of discount rates and risking factors and assuming a tax rate of 35.0%. Barclays then adjusted the present values of the cash flows by adding or subtracting as applicable (i) the present value of after-tax general and administrative costs for both Rice and EQT; (ii) the present value of hedges for each of Rice and EQT; (iii) the equity value based on the present value of distributable cash flow of RMP and EQM limited partner units owned by Rice and EQT, respectively; (iv) the equity value based on the present value of incentive distribution rights cash flows to RMP's general partner ("RMP GP") and EQGP owned by Rice and EQT, respectively; (v) the present value of unlevered free cash flows of the retained midstream assets of Rice; (vi) the value impact after-tax of EQT's retained midstream assets based on an estimate provide by EQT management; (vii) the value of Rice's divestiture of Barnett assets based on an estimate provided by Rice management; (viii) the present value of Rice capital expenditures not included in the Rice Resources Report; and (ix) the value impact of the change of control payment associated with EIG's ownership in Rice.

Certain of the oil and natural gas price scenarios employed by Barclays were based on New York Mercantile exchange ("NYMEX"), price forecasts (Henry Hub, Louisiana delivery for natural gas and West Texas Intermediate, Cushing Oklahoma delivery for oil), to which adjustments were made by Barclays to reflect location and quality differentials. NYMEX gas price quotations stated in heating value equivalents per million British Thermal Units ("Mmbtu"), were adjusted by Barclays to reflect the value per thousand cubic feet, or Mcf, of gas. NYMEX oil price quotations are stated in dollars per barrel ("Bbl"), of crude oil.

The following table summarizes the oil and natural gas price scenarios Barclays employed to estimate the future after-tax cash flows for each of the reserve and resource categories that Barclays considered for Rice and EQT. Case I reflects an approximation of the NYMEX strip as of the close of business on May 11, 2017. Case II reflects a low commodity price scenario. Case III reflects a high commodity price scenario.

<u>Gas—Henry Hub (\$/MMbtu)</u>	<u>2017E</u>	<u>2018E</u>	<u>2019E</u>	<u>2020E</u>	<u>2021E</u>	<u>2022E / Thereafter</u>
Case I Strip	\$ 3.42	\$ 3.14	\$ 2.87	\$ 2.86	\$ 2.89	\$ 2.94
Case II	\$ 2.50	\$ 2.50	\$ 2.50	\$ 2.50	\$ 2.50	\$ 2.50
Case III	\$ 3.50	\$ 3.50	\$ 3.50	\$ 3.50	\$ 3.50	\$ 3.50

<u>Crude Oil—WTI (\$/Bbl)</u>	<u>2017E</u>	<u>2018E</u>	<u>2019E</u>	<u>2020E</u>	<u>2021E</u>	<u>2022E / Thereafter</u>
Case I Strip	\$ 48.73	\$ 49.73	\$ 49.85	\$ 50.41	\$ 51.34	\$ 52.55
Case II	\$ 45.00	\$ 45.00	\$ 45.00	\$ 45.00	\$ 45.00	\$ 45.00
Case III	\$ 65.00	\$ 65.00	\$ 65.00	\$ 65.00	\$ 65.00	\$ 65.00

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<u>Natural Gas Liquids (\$/Bbl)</u>	<u>2017E</u>	<u>2018E</u>	<u>2019E</u>	<u>2020E</u>	<u>2021E</u>	<u>2022E / Thereafter</u>
Case I Strip	\$ 19.49	\$ 19.89	\$ 19.94	\$ 20.16	\$ 20.53	\$ 21.02
Case II	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00
Case III	\$ 26.00	\$ 26.00	\$ 26.00	\$ 26.00	\$ 26.00	\$ 26.00

Barclays calculated the estimated equity values for each of Rice and EQT's midstream assets associated with the net asset valuation cases, under two midstream scenarios, midstream case 1 and midstream case 2 where midstream case 1 was associated with Case I Strip and Case III, and midstream case 2 was associated with Case II. To calculate the estimated equity value range of Rice's interest in RMP, for each of the midstream case 1 and midstream case 2 scenarios, Barclays added (i) projected distributable cash flow per limited partner unit for the fiscal period from April 1, 2017 through December 31, 2021 based on Rice's projections, for each of the midstream case 1 and midstream case 2 scenarios, to (ii) the "terminal value" of RMP units, as of December 31, 2021, and discounted such amount to its present value using a range of selected after-tax discount rates. Specifically, Barclays used a discount rate range of 17.5% to 19.5% for midstream case 1 and 16.0% to 18.0% for midstream case 2. The discount rates were based on Barclays' analysis of the weighted average cost of equity for RMP as well as the weighted average cost of equity for the RMP selected comparable companies. The residual value of RMP at the end of the forecast period, or "terminal value," was estimated by selecting a range of terminal distributable cash flow yields, from 5.00% to 9.00% in midstream case 1 and 6.50% to 10.50% in midstream case 2, and applying such ranges to the terminal year distributable cash flow per limited partner unit, based on annualizing the fourth quarter 2021 distributable cash flow per limited partner unit. Barclays then calculated the total equity value attributable to Rice's interest in RMP by multiplying the implied RMP unit price by the number of Rice owned units. To calculate the estimated equity value range of EQT's interest in EQM, for each of the midstream case 1 and midstream case 2 scenarios, Barclays added (i) projected distributable cash flow per limited partner unit for the fiscal period from April 1, 2017 through December 31, 2021 based on EQT's projections to (ii) the "terminal value" of EQM units, as of December 31, 2021, and discounted such amount to its present value using a range of selected after-tax discount rates. Specifically, Barclays used a discount rate range of 17.5% to 19.5% for midstream case 1 and 16.0% to 18.0% for midstream case 2. The discount rates were based on Barclays' analysis of the weighted average cost of equity for EQM as well as the weighted average cost of equity for the EQM selected comparable companies. The residual value of EQM at the end of the forecast period, or "terminal value," was estimated by selecting a range of terminal distributable cash flow yields, from 6.50% to 8.50% in midstream case 1 and 8.00% to 10.00% in midstream case 2, and applying such ranges to the terminal year distributable cash flow per limited partner unit, based on holding constant the 2021 distributable cash flow per limited partner unit. Barclays then calculated the total equity value attributable to EQT's interest in EQM by multiplying the implied EQM unit price by the number of EQGP owned units by EQT's interest in EQGP. To calculate the estimated equity value range of RMP GP, for each of the midstream case 1 and midstream case 2 scenarios, Barclays added (i) projected earned distributions for the fiscal period from April 1, 2017 through December 31, 2021 based on Rice's projections, for each the midstream case 1 and midstream case 2 scenarios, to (ii) the "terminal value" of RMP GP, as of December 31, 2021, and discounted such amount to its present value using a range of selected discount rates. Specifically, Barclays used a discount rate range of 23.0% to 27.0% for midstream case 1 and 15.0% to 25.0% for midstream case 2. The discount rates were based on Barclays' analysis of average cost of equity for RMP GP as well as the cost of equity for the RMP GP selected comparable companies. The residual value of RMP GP at the end of the forecast period, or "terminal value," was estimated by selecting a range of terminal distribution multiples, from 25.0x to 35.0x in midstream case 1 and 15.0x to 25.0x in midstream case 2, and applying such ranges to the terminal year earned distributions, based on annualizing the fourth quarter 2021 earned distributions. To calculate the estimated equity value range of the EQM IDRs held by EQGP,

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for each of the midstream case 1 and midstream case 2 scenarios, Barclays added (i) projected earned distributions for the fiscal period from April 1, 2017 through December 31, 2021 based on EQT's projections, for each the midstream case 1 and midstream case 2 scenarios, to (ii) the "terminal value" of the EQM IDRs held by EQGP, as of December 31, 2021, and discounted such amount to its present value using a range of selected discount rates. Specifically, Barclays used a discount rate range of 15.0% to 25.0% for midstream case 1 and 13.5% to 23.5% for midstream case 2. The discount rates were based on Barclays' analysis of average cost of equity for EQGP as well as the cost of equity for the EQGP selected comparable companies. The residual value of the EQM IDRs held by EQGP at the end of the forecast period, or "terminal value," was estimated by selecting a range of terminal distribution multiples, from 20.0x to 30.0x in midstream case 1 and 12.5x to 22.5x in midstream case 2, and applying such ranges to the terminal year earned distributions, based on holding constant the 2021 earned distributions. Barclays then calculated the total equity value attributable to EQT's interest in EQGP by multiplying the implied EQGP equity value by EQT's interest in EQGP. To calculate the estimated equity value range of Rice retained midstream assets, for each of the midstream case 1 and midstream case 2 scenarios, Barclays evaluated the projected after-tax free cash flow for the fiscal period from April 1, 2017 through December 31, 2021 based on Rice's projections and discounted such amount to its present value using a range of selected discount rates. Specifically, Barclays used a discount rate range of 10.0% to 20.0%. The discount rates were based on Barclays' analysis of the average cost of capital for the Rice retained midstream assets as well as the cost of capital for the Rice retained midstream selected comparable companies. The present value of the midstream assets was then adjusted by subtracting debt, preferred equity, and adding cash to calculate the equity value for the Rice retained midstream assets. With respect the EQT retained midstream assets, the value associated with midstream case 1 and midstream case 2 was provided by EQT management in the EQT projections.

These net asset valuation analyses yielded valuations for Rice and EQT that implied a merger consideration range of 0.3449 to 0.6055 of a share of EQT common stock for each share of Rice common stock for Case I, a merger consideration range of 0.4048 to 0.8473 of a share of EQT common stock for each share of Rice common stock for Case II, a merger consideration range of 0.2928 to 0.4862 of a share of EQT common stock for each share of Rice common stock for Case III, in each case as compared to the merger consideration of 0.4602 of a share of EQT common stock for each share of Rice common stock. Barclays noted that the merger consideration was within the range of the merger consideration ranges under each of the three price scenarios as calculated by Barclays' net asset valuation analyses for Rice and EQT.

***Selected Comparable Company Analysis***

In order to assess how the public market values shares of similar publicly traded companies, Barclays reviewed and compared specific financial and operating data relating to Rice and EQT with selected companies that Barclays, based on its experience in the oil and gas exploration and production ("E&P") and midstream industries, deemed comparable to Rice and EQT.

With respect to Rice, the selected comparable companies were:

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- Eclipse Resources Corporation
- EQT
- Gulfport Energy Corporation
- Range Resources Corporation

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With respect to EQT, the selected comparable companies were:

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- Eclipse Resources Corporation
- Gulfport Energy Corporation
- Range Resources Corporation
- Rice

Barclays calculated and compared various financial multiples and ratios of Rice and EQT and their selected comparable companies, respectively. As part of its selected comparable company analysis, Barclays calculated and analyzed each company's ratio of equity value to cash flow from operations for 2017, 2018 and 2019 based on Wall Street research estimates per FactSet Research Systems ("FactSet"), an independent third party data provider. In addition Barclays calculated and analyzed the ratio of enterprise value to earnings before interest, taxes, depreciation and amortization, and exploration expense ("EBITDAX") for 2017, 2018 and 2019 based on Wall Street research estimates per FactSet.

Additionally, Barclays reviewed and compared specific financial and operating data relating to each of Rice's and EQT's E&P business segment and midstream business segment, consisting of interests in their MLP, GP and retained midstream assets with selected companies that Barclays deemed comparable.

With respect to Rice E&P, the selected comparable companies were:

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- Eclipse Resources Corporation
- EQT
- Gulfport Energy Corporation
- Range Resources Corporation

With respect to EQT E&P, the selected comparable companies were:

- Antero Resources Corporation
- Cabot Oil & Gas Corporation
- Eclipse Resources Corporation
- Gulfport Energy Corporation
- Range Resources Corporation
- Rice

With respect to RMP and the retained midstream the selected comparable companies were:

- Antero Midstream Partners LP

- CONE Midstream Partners LP
- EQM



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- Noble Midstream Partners LP
- Western Gas Partners, LP
- EnLink Midstream Partners, LP
- Enable Midstream Partners, LP
- DCP Midstream, LP
- Summit Midstream Partners, LP

With respect to EQM, the selected comparable companies were:

- Antero Midstream Partners LP
- CONE Midstream Partners LP
- Noble Midstream Partners LP
- RMP
- Western Gas Partners, LP
- EnLink Midstream Partners, LP
- Enable Midstream Partners, LP
- DCP Midstream, LP
- Summit Midstream Partners, LP

With respect to RMP GP, the selected comparable companies were:

- EQGP
- Antero Midstream GP LP
- Tallgrass Energy GP, LP
- Western Gas Equity Partners, LP

With respect to EQGP, the selected comparable companies were:

- Antero Midstream GP LP
- Tallgrass Energy GP, LP
- Western Gas Equity Partners, LP

As part of its comparable company analysis by business segment, for the E&P segment, Barclays calculated and analyzed each company's ratio of enterprise value to latest quarter average daily production as of March 31, 2017 (measured in Mmcfe/d) and proved reserves as of December 31, 2016 (measured in Bcfe) pro forma for any acquisition and divestiture activity. With respect to each company's midstream segment, Barclays calculated and analyzed, for the MLPs, the equity value yields based on each company's distributable cash flow yield per limited partner unit for 2018 and 2019; for Rice retained midstream assets, the ratio of enterprise value to EBITDA for 2017 and 2018 based on Wall Street research estimates; the value of EQT retained midstream assets based on an estimate provided by EQT management; and for the general partners, the ratio of equity value to earned distributions for 2018, 2019 and 2020

based on Wall Street research estimates. The implied equity value range of each company was obtained by adjusting, as applicable, the calculated enterprise value by its short and long-term debt, the value of any preferred stock at liquidation value, the book value of any minority interest, and its cash and cash equivalents. All of these calculations were performed, and

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based on publicly available financial data including company filings and Wall Street research estimates and closing prices, as of June 16, 2017, the last trading date prior to the delivery of Barclays' opinion.

The results of the Rice selected comparable company analysis are summarized below:

<u>Rice</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Equity Value to 2017 Cash Flow From Operations	3.5x	9.7x	5.7x	5.8x
Equity Value to 2018 Cash Flow From Operations	2.6x	7.9x	4.1x	4.6x
Equity Value to 2019 Cash Flow From Operations	1.8x	5.6x	3.4x	3.5x
Enterprise Value to 2017 EBITDAX	5.2x	9.6x	8.2x	7.5x
Enterprise Value to 2018 EBITDAX	3.8x	8.0x	6.1x	5.9x
Enterprise Value to 2019 EBITDAX	3.1x	6.2x	5.3x	4.9x

<u>Rice E&amp;P</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Latest Daily Production (\$/Mcfed)	\$ 2,688	\$ 6,198	\$ 3,913	\$ 4,200
Enterprise Value to Proved Reserves (\$/Mcfe)	\$ 0.42	\$ 2.20	\$ 0.92	\$ 1.05

<u>RMP</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
2018 Distributable Cash Flow Yield / LP Unit	6.45%	12.70%	8.96%	8.96%
2019 Distributable Cash Flow Yield / LP Unit	7.58%	13.48%	9.00%	9.79%

<u>Rice Retained Midstream</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to 2017 EBITDA	10.7x	19.7x	13.0x	14.0x
Enterprise Value to 2018 EBITDA	7.6x	15.4x	11.4x	11.6x

<u>Rice General Partner</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Equity Value as a Multiple of 2018 Earned Distributions	12.4x	47.5x	20.8x	25.4x
Equity Value as a Multiple of 2019 Earned Distributions	9.6x	28.9x	17.0x	18.1x
Equity Value as a Multiple of 2020 Earned Distributions	9.6x	19.2x	14.3x	14.3x

The results of the EQT selected comparable company analysis are summarized below:

<u>EQT</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Equity Value to 2017 Cash Flow From Operations	3.5x	9.7x	5.1x	5.6x
Equity Value to 2018 Cash Flow From Operations	2.6x	7.9x	3.6x	4.3x
Equity Value to 2019 Cash Flow From Operations	1.8x	5.6x	3.0x	3.2x
Enterprise Value to 2017 EBITDAX	5.2x	9.6x	8.0x	7.4x
Enterprise Value to 2018 EBITDAX	3.8x	8.0x	6.0x	5.8x
Enterprise Value to 2019 EBITDAX	3.1x	5.9x	5.1x	4.7x

<u>EQT E&amp;P</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Latest Daily Production (\$/Mcfed)	\$ 1,185	\$ 6,198	\$ 3,913	\$ 3,950
Enterprise Value to Proved Reserves (\$/Mcfe)	\$ 0.38	\$ 2.20	\$ 0.92	\$ 1.05

<u>EQM</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
2018 Distributable Cash Flow Yield / LP Unit	6.45%	12.70%	8.96%	8.95%
2019 Distributable Cash Flow Yield / LP Unit	7.58%	13.48%	9.00%	9.77%



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<u>EQT General Partner</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Equity Value as a Multiple of 2018 Earned Distributions	12.4x	47.5x	16.1x	25.3x
Equity Value as a Multiple of 2019 Earned Distributions	9.6x	28.9x	14.0x	17.5x
Equity Value as a Multiple of 2020 Earned Distributions	9.6x	19.2x	12.6x	13.8x

Barclays selected the comparable companies listed above because their businesses and operating profiles are reasonably similar to that of Rice or EQT, as applicable. However, because no selected comparable company is exactly the same as Rice or EQT, Barclays believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the selected comparable company analysis. Accordingly, Barclays also made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of each of Rice and EQT and the selected comparable companies that could affect the public trading values of each of Rice and EQT, their E&P businesses and their midstream businesses in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degree of operational risk between Rice and EQT and the companies included in the selected company analysis.

Based upon these judgments, Barclays selected comparable company analysis yielded a merger consideration range of 0.2590 to 0.8345 of a share of EQT common stock for each share of Rice common stock. Barclays noted that the merger consideration of 0.4602 of a share of EQT common stock for each share of Rice common stock falls within the merger consideration ranges as calculated by Barclays' selected comparable company analysis.

### ***Selected Precedent Transaction Analysis***

Barclays reviewed and compared the purchase prices and financial multiples paid in selected other transactions in the oil and gas industry that Barclays, based on its experience with merger and acquisition transactions, deemed relevant. Barclays chose such transactions based on, among other things, the similarity of the applicable target companies in the transactions to each of Rice's and EQT's E&P business and midstream business with respect to the size, focus, commodity mix, reserve profile, margins and other characteristics of their businesses.

The reasons for and the circumstances surrounding each of the selected precedent transactions analyzed were diverse and there are inherent differences in the business, operations, financial conditions and prospects of each of Rice's and EQT's E&P business and midstream business and the companies and assets included in the selected precedent transaction analysis. Accordingly, Barclays believed that a purely quantitative selected precedent transaction analysis would not be particularly meaningful in the context of considering the merger. Barclays therefore made qualitative judgments concerning differences between the characteristics of the selected precedent transactions and the merger which would affect the acquisition values of the selected target companies. The criteria used in selecting, from the IHS Herold M&A database, the selected precedent transactions analyzed for the E&P business included all transactions: (a) (i) with target corporations that are public and private; (ii) announced since January 1, 2005 with upstream values greater than \$500 million; and (iii) where the target's assets are primarily onshore the continental United States; and (b) (i) with target assets in the Marcellus or Utica; and (ii) announced since January 1, 2014 with values greater than \$50 million. The criteria used in selecting the midstream business precedent transactions, included selected transactions: (a) (i) with target companies or businesses that are public and private; (ii) announced since January 1, 2005 with transaction values greater than \$200 million; and (iii) having expected high growth in EBITDA; (b) (i) with target MLPs that are public; and (ii) announced since January 1, 1997 with transaction values greater than \$1.0 billion; and (c) (i) with targets that are public and private midstream general partnerships; and (ii) announced since January 1, 2010 with transaction values greater than \$50 million.

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The following table sets forth the transactions analyzed for Rice and EQT's E&P businesses based on such characteristics and the results of such analysis:

*E&P Corporate*

<b>Date Announced</b>	<b>Target</b>	<b>Acquirer</b>
1/16/17	Clayton Williams Energy Inc.	Noble Energy Inc.
5/16/16	Memorial Resource Development Corp.	Range Resources Corporation
7/14/15	RKI Exploration & Production, LLC	WPX Energy, Inc.
5/21/15	Eagle Rock Energy Partners, L.P.	Vanguard Natural Resources LLC
5/11/15	Rosetta Resources Inc.	Noble Energy, Inc.
4/20/15	LRR Energy, L.P.	Vanguard Natural Resources LLC
9/29/14	Athlon Energy Inc.	Encana Corporation
7/14/14	Kodiak Oil and Gas Corp.	Whiting Petroleum Corporation
5/12/14	Aurora Oil and Gas Limited	Baytex Energy Corp.
11/4/13	Berry Petroleum Company, LLC	Linn Energy, LLC / LinnCo, LLC
8/12/13	Pioneer Southwest Energy Partners LP	Pioneer Natural Resources Co.
12/17/12	TLP Energy LLC	Sabine Oil & Gas LLC
12/5/12	Plains Exploration & Production Co.	Freeport-McMoRan Inc.
12/5/12	McMoRan Exploration Company	Freeport-McMoRan Inc.
11/1/12	Quantum Energy, Inc. / Ute Energy, LLC	Crescent Point Energy Corp.
5/13/12	Riverstone Holdings LLC / Carlyle Group LP	Concho Resources Inc.
4/25/12	GeoResources, Inc.	Halcon Resources Corporation
1/23/12	Cordillera Energy LLC / EnCap Investments LP	Apache Corporation
7/15/11	Petrohawk Energy Corporation	BHP Billiton Ltd.
6/8/11	Phillips Resources, Inc.; TWP Inc.	Exxon Mobil Corporation
4/12/11	Crow Creek Energy LLC / Natural Gas Partners	Eagle Rock Energy Partners LP
3/24/11	Encore Energy Partners LP	Vanguard Natural Resources LLC
11/17/10	Denbury Resources Inc. / Encore Energy Partners LP	Vanguard Natural Resources LLC
11/9/10	Atlas Energy, Inc.	Chevron Corporation
7/21/10	Ellora Energy Inc.	Exxon Mobil Corporation
7/20/10	Marbob Energy Corporation	Concho Resources Inc.
6/2/10	Arena Resources Inc.	SandRidge Energy, Inc.
4/15/10	Mariner Energy, Inc.	Apache Corporation
3/23/10	Chaparral Energy LLC	CCMP Capital Advisors, LP
12/14/09	XTO Energy Incorporated	Exxon Mobil Corporation
11/1/09	Encore Acquisition Company	Denbury Resources Inc.
8/3/09	Resolute Energy Corporation	Hicks Acquisition Co. I
6/5/08	Henry Petroleum Corp.	Concho Resources Inc.
6/10/08	Hunt Petroleum Corporation	XTO Energy Incorporated
9/19/06	Calumet Oil Company	Chaparral Energy LLC
7/17/07	Pogo Producing Company	Plains Exploration & Production Co.
1/7/07	The Houston Exploration Company	Forest Oil Corporation
4/17/06	Latigo Petroleum Inc.	Pogo Producing Company
9/8/06	American Real Estate Partners LP	SandRidge Energy, Inc.
6/23/06	Western Gas Resources Incorporated	Anadarko Petroleum Corporation
5/2/06	Chief Oil & Gas LLC	Devon Energy Corporation
4/21/06	KCS Energy Incorporated	Petrohawk Energy Corporation
12/12/05	Burlington Resources Incorporated	ConocoPhillips Co.

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<b>Date Announced</b>	<b>Target</b>	<b>Acquirer</b>
10/3/05	Columbia Natural Resources, LLC	Chesapeake Energy Corporation
7/19/05	Medicine Bow Energy Corporation	El Paso Corporation
4/4/05	Mission Resources Corporation	Petrohawk Energy Corporation
1/26/05	Magnum Hunter Resources Corporation	Cimarex Energy Co.
1/11/05	Antero Resources Corporation	XTO Energy Incorporated

*E&P Asset*

<b>Date Announced</b>	<b>Seller</b>	<b>Acquirer</b>
5/2/17	Noble Energy Inc.	HG Energy
2/9/17	Stone Energy Corporation	EQT Corporation
2/2/17	Undisclosed	EQT Corporation
1/4/17	Rex Energy Corporation / MFC Drilling Inc	Antero Resources Corporation
12/22/16	Mitsui & Co., Ltd	Alta Resources, LLC
12/21/16	Anadarko Petroleum Corporation	Alta Resources, LLC
12/19/16	Eclipse Resources Corporation	Undisclosed
12/7/16	Undisclosed	Gulfport Energy Corporation
10/26/16	Murray Energy Corporation	Undisclosed
10/25/16	Trans Energy Inc. / Republic Energy Ventures LLC	EQT Corporation
10/25/16	Antero Resources Corporation	EQT Corporation
9/26/16	Vantage Energy	Rice Energy Inc.
8/1/16	Statoil ASA	Antero Resources Corporation
6/9/16	Southwestern Energy Company	Antero Resources Corporation
5/17/16	Alpha Natural Resources, Inc.	Vantage Energy
5/2/16	Statoil ASA	EQT Corporation
2/26/16	Range Resources Corporation	Banpu Public Company Limited
2/19/16	Gastar Exploration Inc	Tug Hill Operating
9/30/15	Hess Corporation	Undisclosed
7/2/15	EDF Trading	Alpha Natural Resources, Inc.
6/8/15	American Energy—Utica, LLC	Gulfport Energy Corporation
4/15/15	EnCap, Macquarie and Paloma	Gulfport Energy Corporation
12/31/14	Undisclosed	Antero Resources Corporation
12/23/14	Statoil ASA	Southwestern Energy Company
12/2/14	WPX Energy, Inc.	Southwestern Energy Company
10/16/14	Chesapeake Energy Corporation	Southwestern Energy Company
8/12/14	Royal Dutch Shell Plc	Rex Energy Corporation
7/30/14	PDC Energy, Inc.	Mountaineer Keystone
7/7/14	Citrus Energy Corporation	Warren Resources, Inc.
7/7/14	Chesapeake Energy Corporation	Rice Energy Inc.
6/9/14	East Resources	American Energy—Marcellus, LLC
6/9/14	East Resources	American Energy—Utica, LLC
3/19/14	Rhino Resource Partners LP/Rhino Exploration LLC	Gulfport Energy Corporation
1/29/14	Hess Corporation	American Energy Partners, LP



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The following table sets forth the transactions analyzed for Rice and EQT's midstream businesses based on such characteristics and the results of such analysis:

*Midstream High Growth*

<b>Date Announced</b>	<b>Seller</b>	<b>Acquirer</b>
4/17/17	EagleClaw Midstream Ventures, LLC	Blackstone Energy Partners
4/11/17	Navigator Energy Services, LLC	NuStar Energy LP
1/24/17	Alpha Crude Connector System	Plains All American Pipeline, LP
1/23/17	Outrigger Delaware Operating, LLC, Outrigger Southern Delaware Operating, LLC and Outrigger Midland Operating, LLC	Targa Resources Corp.
9/27/16	Vantage Energy	Rice Energy Inc.
9/26/16	Vitol Group	Sunoco Logistics Partners LP
9/26/16	M3 Midstream	DTE Energy Company
12/7/15	Tall Oak Midstream LLC	EnLink Midstream Partners, LP / EnLink Midstream, LLC
8/3/15	NET Midstream	NextEra Energy Partners, LP
6/1/15	Pioneer Natural Resources (EFS Midstream LLC)	Enterprise Products Partners LP
2/2/15	Coronado Midstream Holdings LLC	EnLink Midstream Partners, LP / EnLink Midstream, LLC
10/28/14	Nuevo Midstream, LLC	Western Gas Partners, LP
10/19/14	QEP field Services LLC	Tesoro Logistics LP
12/19/13	Blackhawk Midstream LLC (Ohio Gathering Company, LLC / Ohio Condensate Company, LLC)	Summit Midstream Partners, LLC
10/10/13	Arrow Midstream Holdings, LLC	Crestwood Midstream Partners LP
6/5/13	MarkWest Energy Partners, LP (Doddridge County, WV rich-gas gathering assets)	Summit Midstream Partners, LP
5/8/13	Chesapeake Energy Corporation (Anadarko Basin midstream assets)	MarkWest Energy Partners, LP
5/1/13	Chesapeake Energy Corporation (Mid-America Midstream Gas Services, LLC)	SemGroup Corporation
4/16/13	TEAK Midstream, LLC	Atlas Pipeline Partners, LP
1/30/13	Copano Energy, LLC	Kinder Morgan Energy Partners, LP
1/9/13	Bear Tracker Energy, LLC	Summit Midstream Partners, LLC
12/3/12	Cardinal Midstream, LLC	Atlas Pipeline Partners, LP
11/15/12	Saddle Butte Pipeline, LLC	Targa Resources Partners LP
5/7/12	Keystone Midstream Services, LLC	MarkWest Energy Partners, LP
4/10/12	Chief Gathering LLC	Penn Virginia Resource Partners, LP
3/19/12	Caiman Energy (Caiman Eastern Midstream LLC)	Williams Partners L.P.
2/27/12	Antero Resources Appalachian Corporation (Harrison and Doddridge Counties, WV gathering)	Crestwood Midstream Partners LP

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<b>Date Announced</b>	<b>Seller</b>	<b>Acquirer</b>
12/22/11	Delphi Midstream Partners, LLC (Laser Northeast Gathering System)	Williams Partners LP
12/12/11	Energy & Minerals Group (Interest in MarkWest Liberty Midstream & Resources, LLC)	MarkWest Energy Partners, LP
11/29/11	Velocity South Texas Gathering, LLC	Plains All American Pipeline, LP
5/5/11	Petrohawk Energy Corporation (KinderHawk Field Services LLC)	Kinder Morgan Energy Partners, LP
3/22/11	Louis Dreyfus Highbridge Energy LLC	Energy Transfer Partners, LP
2/18/11	Frontier Gas Services, LLC	Crestwood Midstream Partners LP
4/13/10	Petrohawk Energy Corporation	Kinder Morgan Energy Partners, LP
4/1/10	M2 Midstream LLC	Enterprise Products Partners, LP
9/4/07	Metalmark Capital (Cantera Natural Gas, LLC)	Copano Energy, LLC
9/7/07	Metalmark Capital (Canyon Gas Resources, LLC)	Energy Transfer Partners, LP
5/21/07	Momentum Energy Group Inc.	DCP Midstream, LLC
6/20/05	ScissorTail Energy, LLC	Copano Energy, LLC

*Midstream Corporate MLP*

<b>Date Announced</b>	<b>Target</b>	<b>Acquirer</b>
11/21/16	Energy Transfer Partners, LP	Sunoco Logistics Partners LP
7/13/15	Markwest Energy Partners LP	MPLX LP
5/6/15	Crestwood Midstream Partners, LP	Crestwood Equity Partners, LP
1/26/15	Regency Energy Partners, LP	Energy Transfer Partners, LP
10/13/14	Atlas Pipeline Partners, LP	Targa Resources Partners, LP
10/1/14	Oiltanking Partners, LP	Enterprise Products Partners, LP
6/15/14	Williams Partners, LP	Access Midstream Partners, LP
10/10/13	PVR Partners, LP	Regency Energy Partners, LP
5/6/13	Crestwood Midstream Partners, LP	Inergy Midstream, LP
1/30/13	Copano Energy, LLC	Kinder Morgan Energy Partners, LP
4/29/11	Duncan Energy Partners, LP	Enterprise Products Partners, LP
6/29/09	TEPPCO Partners, LP	Enterprise Products Partners, LP
6/12/06	Pacific Energy Partners, LP	Plains All American Pipeline, LP
11/1/04	Kaneb Pipeline Partners, LP	Valero, LP
12/15/03	Gulfterra Energy Partners, LP	Enterprise Products Partners, LP
10/20/97	Santa Fe Pacific Pipeline Partners, LP	Kinder Morgan Energy Partners, LP

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<b>Date Announced</b>	<b>Target</b>	<b>Acquirer</b>
5/18/17	CONE Midstream (50% of CONE Gathering LLC)	Quantum Energy Partners, LP
1/9/17	Williams Companies	Williams Partners, LP
10/24/16	Vitol (50% of VTTI B.V.)	Buckeye Partners, LP
7/19/16	Blueknight GP Holding, LLC	Ergon Asphalt & Emulsions, Inc.
7/11/16	Plains GP Holdings, LP	Plains All American Pipeline, LP
1/8/16	NGL Energy Partners LP (TransMontaigne GP LLC)	ArcLight Capital Partners
8/21/15	MISC Berhad (50% of VTTI B.V.)	Vitol Investment Partnership
1/15/15	Marlin Midstream Partners GP, LLC	Azure Midstream Energy, LLC
11/18/14	Energy Transfer Partners, LP (Sunoco Logistics General Partners interest and IDRs)	Energy Transfer Equity LP
10/13/14	Atlas Energy, LP	Targa Resources Partners LP; Targa Resources Corp.
10/1/14	Oil tanking Holdings America, Inc.	Enterprise Products Partners, LP
6/14/14	Global Infrastructure Partners (Access Midstream Ventures, LLC)	The Williams Companies, Inc.
6/9/14	TransMontaigne, Inc. (TransMontaigne GP LLC)	NGL Energy Partners LP
8/7/13	Energy Transfer Partners, LP (Sunoco Logistics General Partners interest and IDRs)	Energy Transfer Equity LP
5/6/13	Crestwood	Inergy, LP
12/11/12	Global Infrastructure Partners	The Williams Companies, Inc.
6/8/12	Chesapeake Midstream Partners, LP	Global Infrastructure Partners
12/28/10	Genesis Energy, LLC	Genesis Energy, LP
9/21/10	Penn Virginia GP Holdings, LP	Penn Virginia Resource Partners, LP
9/20/10	NRP GP LP	Natural Resource Partners LP
9/7/10	Enterprise GP Holdings, LP	Enterprise Products Partners, LP
8/9/10	Inergy Holdings, LP	Inergy, LP
7/22/10	Quicksilver Gas Services LP	Crestwood Midstream Partners II, LLC / First Reserve Corporation
6/11/10	Buckeye GP Holdings LP	Buckeye Partners, LP
5/11/10	Regency Energy Partners GP	Energy Transfer Equity, LP

As part of its selected precedent transaction analysis, Barclays calculated and analyzed the ratio of enterprise value to latest daily production and proved reserves for the Rice and EQT E&P businesses. With respect to the Rice and EQT midstream businesses, Barclays calculated and analyzed the ratio of enterprise value to EBITDA on a last twelve months ("LTM") basis as of March 31, 2017, derived from the Rice and EQT projections, as applicable; and the ratio of enterprise value to distributions for the next twelve months as of June 30, 2018 derived from the Rice and EQT projections, as applicable. The implied equity value range of each company was obtained by adjusting, as applicable, the calculated enterprise value by its short and long-term debt and its cash and cash equivalents. All of

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these calculations were performed and based on publicly available financial data including company filings. The results of the selected precedent transaction analysis are summarized below:

<u>E&amp;P Corporate</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Latest Daily Production (\$/Mcfed)	\$ 7,800	\$ 44,870	\$ 16,912	\$ 19,032
Enterprise Value to Proved Reserves (\$/Mcfe)	\$ 1.22	\$ 12.60	\$ 3.35	\$ 3.88

<u>E&amp;P Asset</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Latest Daily Production (\$/Mcfed)	\$ 1,709	\$ 85,000	\$ 9,931	\$ 16,392
Enterprise Value to Proved Reserves (\$/Mcfe)	\$ 0.43	\$ 40.91	\$ 1.55	\$ 7.03

<u>Midstream High Growth</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to EBITDA Year of Announcement	7.2x	34.4x	15.5x	17.3x
Enterprise Value to EBITDA 1-Year Forward	4.4x	18.3x	9.3x	9.6 x

<u>Midstream Corporate MLP</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Last Twelve Months EBITDA	10.8x	25.9x	15.3x	16.4x

<u>Midstream General Partnerships</u>	<u>Low</u>	<u>High</u>	<u>Median</u>	<u>Mean</u>
Enterprise Value to Distributions	11.6x	183.8x	44.1x	57.6x

Based on Barclays' judgments as described above, Barclays' selected precedent transaction analysis yielded an implied merger consideration range of 0.1975 to 0.5914 of a share of EQT common stock for each share of Rice common stock. Barclays noted that the merger consideration of 0.4602 of a share of EQT common stock for each share of Rice common stock falls within the implied merger consideration range as calculated by Barclays' selected precedent transaction analysis.

### ***Relative Contribution Analysis***

Barclays reviewed and analyzed the relative equity contribution of Rice and EQT, respectively, to the combined company on a pro forma basis based on selected asset metrics, including reserves, acreage, net asset value ("NAV") per share and cash flow from operations, in comparison to the pro forma equity received by Rice stockholders in the combined company. The analysis excluded synergies. For the selected asset metrics, the relative equity contribution was calculated by multiplying Rice's percent asset contribution by the market enterprise value of the combined company (assuming no premium), based on prices as of June 16, 2017, and subtracting short and long-term debt, preferred equity, non-controlling interest and adding cash and cash equivalents.

Barclays reviewed and analyzed Rice and EQT's contribution of reserves of the combined company on a pro forma basis on a proved ("1P") basis. Rice contributed approximately 13.7% of the pro forma equity value based on 1P reserves. Barclays also reviewed and analyzed Rice and EQT's contribution of acreage on the basis of net core acres, net undeveloped acres and net core acres plus Pennsylvania Utica and Upper Devonian acres. Rice contributed approximately 32.7%, 38.7% and 26.1% of the pro forma equity value based on net core acres, net undeveloped acres and net core acres plus Pennsylvania Utica and Upper Devonian acres, respectively. Barclays also reviewed and analyzed Rice and EQT's contribution to NAV per share based on Wall Street research consensus NAV and NAV per share based on Barclays net asset value at strip price scenario. Rice contributed approximately 32.5% and 39.4% of the pro forma equity value based on Wall Street research consensus NAV per share and NAV per share based on Barclays net asset value at strip price scenario, respectively. Barclays also reviewed and analyzed Rice and EQT cash flow from operations based on estimates provided by management and Wall Street research consensus estimates provided by FactSet for 2017, 2018 and 2019. Rice contributed 39.3%, 44.1% and 49.7% of the pro forma equity value for 2017, 2018 and 2019,

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respectively, based on estimates provided by management, and 37.9%, 42.0% and 41.0% of the pro forma equity value for 2017, 2018 and 2019, respectively, based on Wall Street research consensus estimates provided by FactSet. Barclays noted that the pro forma ownership received by Rice stockholders in connection with the merger of 39.7%, assuming 100% stock merger consideration, was greater than the equity contribution based on selected asset metrics, and 2017 cash flow from operations for both estimates provided by management and Wall Street research consensus estimates provided by FactSet and less than the equity contribution for cash flow from operation in 2018 and 2019 for both estimates provided by management and Wall Street research consensus estimates provided by FactSet. Barclays notes that the primary shortcoming of a contribution analysis is that it treats all cash flow, reserves, acreage and NAVs the same regardless of capitalization, expected growth rates, upside potential, risk profile or credit profile.

**Transaction Premium Analysis**

In order to assess the premium offered to Rice stockholders in connection with the merger relative to the premiums offered to stockholders in other transactions, Barclays reviewed the premium paid in the oil and gas industry in all public transactions of E&P companies domiciled in the U.S. with an enterprise value above \$250 million from January 1, 2004 to June 16, 2017. For each transaction, Barclays calculated the premium per share paid by the acquirer by comparing the announced transaction value per share to the target company's (a) historical average share price during the following periods: (i) one trading day prior to announcement, (ii) five trading days prior to announcement and (iii) 30 trading days prior to announcement, and (b) the 52-week high trading price prior to announcement. The selected transactions and results of this transaction premium analysis are summarized below:

<u>Date Announced</u>	<u>Target</u>	<u>Acquirer</u>
1/16/17	Clayton Williams Energy Inc.	Noble Energy Inc.
5/16/16	Memorial Resource Development Corp.	Range Resources Corporation
05/21/15	Eagle Rock Energy Partners, L.P.	Vanguard Natural Resources LLC
05/11/15	Rosetta Resources Inc.	Noble Energy, Inc.
04/21/15	LRR Energy, L.P.	Vanguard Natural Resources LLC
09/29/14	Athlon Energy Inc.	EnCana Corporation
07/24/14	QR Energy, LP	BreitBurn Energy Partners LP
07/13/14	Kodiak Oil & Gas Corp.	Whiting Petroleum Corporation
03/12/14	EPL Oil & Gas, Inc.	Energy XXI Ltd.
04/30/13	Crimson Exploration, Inc.	Contango Oil & Gas Company
02/21/13	Berry Petroleum Company, LLC	LinnCo, LLC
12/05/12	Plains Exploration & Production Company	Freeport-McMoRan Copper & Gold Inc.
04/25/12	GeoResources, Inc.	Halcon Resources Corporation
10/17/11	Brigham Exploration Company	Statoil ASA
08/29/11	Venoco, Inc.	Venoco, Inc. Management
07/14/11	Petrohawk Energy Corporation	BHP Billiton
03/25/11	Encore Energy Partners LP	Vanguard Natural Resources LLC
11/09/10	Atlas Energy, Inc.	Chevron Corporation
07/27/10	American Oil & Gas Inc.	Hess Corporations
04/15/10	Mariner Energy, Inc.	Apache Corporation
04/04/10	Arena Resources Inc.	SandRidge Energy, Inc.
12/14/09	XTO Energy Inc.	Exxon Mobil Corporation
11/01/09	Encore Energy Partners LP	Denbury Resources Inc.
09/15/09	Parallel Petroleum Corp.	Apollo Global Management LLC

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<u>Date Announced</u>	<u>Target</u>	<u>Acquirer</u>
01/15/09	Hiland Partners, LP / Hiland Holdings GP, LP	HH GP Holding, LLC
04/30/08	Bois d'Arc Energy, Inc.	Stone Energy Corporation
07/17/07	Pogo Producing Company	Plains Exploration & Production Co.
01/07/07	The Houston Exploration Company	Forest Oil Corporation
07/08/06	Cascade Natural Gas Corp.	MDU Resources Group Inc.
06/23/06	Kerr-McGee Corporation	Anadarko Petroleum Corporation
06/23/06	Western Gas Resources Incorporated	Anadarko Petroleum Corporation
04/21/06	KCS Energy Incorporated	Petrohawk Energy Corporation
01/23/06	Remington Oil & Gas Corp.	Cal Dive International Inc.
12/12/05	Burlington Resources Inc.	ConocoPhillips
09/19/05	Spinnaker Exploration Company	Norsk Hydro ASA
07/01/05	Tipperary Corporation	Santos Limited
04/04/05	Unocal Corporation	ChevronTexaco Corporation
04/04/05	Mission Resources Corporation	Petrohawk Energy Corporation
01/26/05	Magnum Hunter Resources Corporation	Cimarex Energy Co.
12/16/04	Patina Oil & Gas Corp.	Noble Energy Inc.
06/09/04	Prima Energy Corporation	Petro-Canada
05/24/04	The Wiser Oil Co.	Forest Oil Corporation
05/04/04	Evergreen Resources, Inc.	Pioneer Natural Resources Co.
04/15/04	Tom Brown Inc.	EnCana Corp.
04/07/04	Westport Resources Corp.	Kerr-McGee Corp.
02/12/04	Nuevo Energy Co.	Plains Exploration & Production Co.

<u>Premiums on Selected All-Stock Deals</u>				
	<u>1 Day</u>	<u>5 Days</u>	<u>30 Days</u>	<u>52-Week High</u>
Median	14.9%	16.7%	22.7%	(6.3)%
Mean	14.1%	16.6%	20.9%	(14.0)%
High	37.7%	33.9%	54.6%	18.4%
Low	(5.2)%	(4.6)%	(2.0)%	(55.6)%
Implied premium based on the merger consideration (as of June 16, 2017 close)	37.4%	33.7%	31.3%	(6.0)%

<u>Premiums on Selected Majority Stock Deals</u>				
	<u>1 Day</u>	<u>5 Days</u>	<u>30 Days</u>	<u>52-Week High</u>
Median	18.7%	18.7%	26.3%	7.5%
Mean	18.0%	20.1%	25.6%	(3.4)%
High	44.9%	54.6%	68.1%	44.9%
Low	(5.2)%	(4.6)%	(2.0)%	(55.6)%
Implied premium based on the merger consideration (as of June 16, 2017 close)	37.4%	33.7%	31.3%	(6.0)%

The reasons for and the circumstances surrounding each of the transactions analyzed in the transaction premium analysis were diverse and there are inherent differences in the business, operations, financial conditions and prospects of Rice and the companies included in the transaction premium analysis. Accordingly, Barclays believed that a purely quantitative transaction premium analysis would not be particularly meaningful in the context of considering the merger. Barclays therefore made qualitative judgments concerning the differences between the characteristics of the

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selected transactions and the merger which would affect the acquisition values of the target companies and Rice.

### ***Pro Forma Merger Consequences Analysis***

Barclays reviewed and analyzed the pro forma impact of the merger, including the Expected Synergies, on projected cash flow per share and NAV per share, respectively. With respect to cash flow per share for Rice and EQT, Barclays reviewed the pro forma impact of these metrics for 2018, 2019 and 2020 using projections provided by management of each of Rice and EQT as well as the pro forma impact on cash flow per share for Rice and EQT for 2018 and 2019 using Wall Street research estimates provided by FactSet, in each case, incorporating the Expected Synergies. Barclays noted that pro forma cash flow per share would be accretive to Rice in 2018 (1.0%) and dilutive to Rice for each of 2019 (–10.9%) and 2020 (–12.4%), respectively, based on projections provided by management, and accretive to Rice in each of 2018 (5.5%) and 2019 (7.2%), respectively, based on Wall Street research estimates provided by FactSet. Barclays also noted that pro forma cash flow per share would be accretive to EQT in each of 2018 (20.8%), 2019 (33.3%) and 2020 (33.0%), respectively, based on projections provided by management, and accretive to EQT in each of 2018 (15.6%) and 2019 (13.0%), respectively, based on Wall Street research estimates provided by FactSet. With respect to NAV per share for Rice and EQT, Barclays also reviewed the pro forma impact of this metric using projections provided by management of each of Rice and EQT as well as Wall Street research consensus NAV per share provided by FactSet, in each case, incorporating the Expected Synergies. Barclays also noted that pro forma NAV per share would be accretive to both Rice (2.9%) and EQT (3.9%), respectively, based on projections provided by management, and dilutive to EQT (–6.3%) and accretive to Rice (28.7%), based on Wall Street research consensus NAV per share provided by FactSet.

### ***Analysis of Equity Research Price Targets***

Barclays evaluated the publicly available price targets of Rice and EQT published by independent research analysts associated with various Wall Street firms. The range of undiscounted analyst price targets for Rice common stock was \$22.00 to \$40.00 per share as of June 16, 2017, and the range of undiscounted analyst price targets for EQT common stock was \$63.00 to \$92.00 per share as of June 16, 2017. Barclays noted for illustrative purposes that the merger consideration of 0.4602 of a share of EQT for each share of Rice common stock falls within the range implied by the equity research price targets of 0.2391 to 0.6349 shares of EQT common stock per share of Rice common stock.

### ***Historical Exchange Ratio Analysis***

To provide background information and perspective to the historical share prices of Rice and EQT common stock, Barclays reviewed the daily historical closing prices of Rice common stock and EQT common stock over the period from January 23, 2014 to June 16, 2017. In addition, Barclays reviewed the implied relative exchange ratio based on the share prices of Rice and EQT as of 5 and 30 days prior to June 16, 2017; the 52-week high share price for Rice and EQT respectively; the average 5-day, 10-day, 30-day, 90-day and the period since January 23, 2014; and the maximum exchange ratio during the period from January 23, 2014 to June 16, 2017 of share prices of Rice common stock and EQT common stock, as of June 16, 2017. This analysis implied relative exchange ratios from 0.2800 to 0.3990 shares of EQT common stock per share of Rice common stock.

### ***Historical Share Price Analysis***

To illustrate the trend in the historical trading prices of Rice common stock, Barclays considered historical data with regard to the trading prices of Rice common stock for the period from January 23,



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2014 to June 16, 2017 and compared such data with the relative stock price performance during the same period of EQT common stock.

### **General**

Barclays is an internationally recognized investment banking firm and, as part of its investment banking activities, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. The Rice board selected Barclays because of its familiarity with Rice and its qualifications, reputation and experience in the valuation of businesses and securities in connection with mergers and acquisitions generally, as well as substantial experience in transactions comparable to the merger.

Barclays is acting as financial advisor to Rice in connection with the merger. As compensation for its services in connection with the merger, Rice paid Barclays a fee of \$1,000,000 upon the delivery of Barclays' opinion. Additional compensation of approximately \$47 million will be payable on completion of the merger against which the amounts paid for the opinion will be credited. In addition, Rice has agreed to reimburse Barclays for a portion of its reasonable out-of-pocket expenses incurred in connection with the merger not to exceed \$150,000 and to indemnify Barclays for certain liabilities that may arise out of its engagement by Rice and the rendering of Barclays' opinion. Barclays has performed various investment banking and financial services for Rice, EQT and certain of their affiliates in the past, and is likely to perform such services in the future, and has received, and is likely to receive, customary fees for such services. Specifically, in the past two years, Barclays has performed the following investment banking and financial services: (A) for Rice and its affiliates, (i) in December 2016, acted as joint bookrunner and joint lead arranger on Rice's refinancing of its \$1,450 million credit facility, and as a lender under the credit facility, (ii) in October 2016, acted as joint bookrunner and joint lead arranger on RMP's refinancing of RMP's \$850 million credit facility, and as a lender under the credit facility, (iii) in September 2016, acted as placement agent on RMP's \$450 million private placement, (iv) in September 2016, acted as joint bookrunner on Rice's \$1,200 million registered block trade, (v) in February 2016, acted as sole financial advisor to Rice on the \$500 million investment by EIG Global Energy Partners into Rice Midstream Holdings LLC, a subsidiary of Rice ("Rice Midstream Holdings"), and (vi) in November 2015, acted as placement agent on RMP's \$175 million private placement; and (B) for EQT and its affiliates, (i) in November 2015, acted as joint bookrunner on EQM's \$400 million registered block trade, (ii) in March 2015, acted as joint bookrunner on EQM's \$697 million registered block trade, (iii) in May 2015, acted as lead left bookrunner on EQGP's \$621 million initial public offering, and (iv) acted as lender under EQT's credit facility.

Following the public announcement of the merger, EQT requested that Barclays participate, on the same terms as the other lenders thereto, in (i) a \$1,000 million increase to its revolving credit facility, and (ii) a \$250 million increase to EQM's revolving credit facility (collectively referred to in this paragraph as the "incremental revolver upsizes"). Barclays is a participant in both existing facilities and has received customary commitment fees in connection with such facilities. After being informed of the invitation to participate in the incremental revolver upsizes, Barclays advised Rice that Barclays did not intend to participate in the absence of the consent of Rice and the Rice board. After consultation with outside counsel, Rice and the Rice board provided such consent, and Barclays participated in the incremental revolver upsizes. Barclays is expected to earn customary commitment fees in connection with the incremental revolver upsizes, which are estimated to be an amount equal to or less than \$647,500. Barclays has not sought to provide, and Barclays will not provide, "stapled" or acquisition financing in connection with the merger.

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Barclays and its affiliates engage in a wide range of businesses from investment and commercial banking, lending, asset management and other financial and non-financial services. In the ordinary course of its business, Barclays and affiliates may actively trade and effect transactions in the equity, debt and/or other securities (and any derivatives thereof) and financial instruments (including loans and other obligations) of Rice and EQT and their respective affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold long or short positions and investments in such securities and financial instruments.

**Financing of the Transactions**

Excluding any funds required to refinance and/or pay off any indebtedness of Rice and its subsidiaries on the closing date and cash severance costs, EQT anticipates that the total amount of funds necessary to finance the transactions and to pay transaction fees and expenses will be approximately \$1.8 billion. This amount is expected to be funded through a combination of available cash on hand, borrowings under EQT's revolving credit facility and the issuance and/or sale by EQT of senior unsecured notes.

In connection with the transactions, EQT entered into a commitment letter dated June 19, 2017 (as amended, supplemented or otherwise modified, the "commitment letter") with Citi, pursuant to which Citi and certain of its affiliates committed to provide a \$1.4 billion senior unsecured 364-day term loan bridge facility (the "Bridge Facility"). On July 14, 2017, EQT entered into joinder letters to the commitment letter, pursuant to which 16 additional banks (together with Citi, the "commitment parties") committed to finance a portion of the Bridge Facility.

On October 4, 2017, EQT terminated the Bridge Facility and closed an offering of \$3.0 billion of its fixed and floating rate senior notes.

The merger is not conditioned upon receipt by EQT of the proceeds of this or any other financing.

In connection with the merger, EQT expects to repay and terminate the existing credit facilities of Rice and Rice Midstream Holdings and to redeem, repurchase or otherwise retire Rice's existing senior notes.

**Interests of Certain Rice Directors and Executive Officers in the Merger**

In considering the recommendation of the Rice board that the Rice stockholders vote to adopt the merger agreement, Rice's stockholders should be aware that aside from their interests as stockholders of Rice, Rice's directors and executive officers have interests in the merger that may be different from, or in addition to, those of other stockholders of Rice generally. The members of the Rice board were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending to the stockholders of Rice that the merger agreement be approved. See "—Background of the Merger" and "—Recommendation of the Rice Board and Reasons for the Merger." Rice's stockholders should take these interests into account in deciding whether to vote "FOR" the approval of the merger agreement. These interests are described in more detail below, and certain of them are quantified in the narrative and the tables below. For the purposes of the plans and agreements described below, to the extent applicable, the completion of the merger will constitute a change of control, change in control or term of similar meaning.

***Indemnification and Insurance***

The merger agreement provides that, for a period of six years from the effective time, EQT and the surviving corporation in the merger shall jointly and severally indemnify, defend and hold harmless each present and former director, officer or employee of Rice or any of its subsidiaries and each person who acts as a fiduciary under any Rice plan or any of its subsidiaries or is or was serving at the

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request of Rice or any of its subsidiaries as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other enterprise against all losses, claims, damages, costs, fines, penalties, expenses (including attorneys' and other professionals' fees and expenses), liabilities or judgments or amounts that are paid in settlement of or incurred in connection with any threatened or actual proceeding to which such person is a party or is otherwise involved (including as a witness) based, in whole or in part, on or arising, in whole or in part, out of the fact that such person is or was a director, officer or employee of Rice or any of its subsidiaries, a fiduciary under any Rice plan or any of its subsidiaries or is or was serving at the request of Rice or any of its subsidiaries as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other enterprise or by reason of anything done or not done by such person in any such capacity, whether pertaining to any act or omission occurring or existing prior to, at or after the effective time and whether asserted or claimed prior to, at or after the effective time. For additional information see "The Merger Agreement—Indemnification and Insurance."

***Treatment of Rice Equity Awards***

At the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock that is held by an employee or other service provider of Rice (including Rice directors) who will be continuing with EQT following the effective time will be converted into a restricted stock unit award, with substantially the same terms and conditions as were applicable to the pre-conversion award, in respect of a number of shares of EQT common stock equal to the product (rounded to the nearest whole share) of (a) the number of shares of Rice common stock subject to the pre-conversion award multiplied by (b) the stock award exchange ratio. Performance conditions that are applicable to any such Rice performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time, and the converted awards will be subject solely to time-based vesting.

For Rice employees identified by EQT prior to the effective time as not continuing to be employed following the effective time, at the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will vest and be settled within seven business days following the closing date for the merger consideration with respect to each share of Rice common stock subject to such awards. Performance conditions that are applicable to such Rice performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time.

***Quantification of Equity Awards***

The following table sets forth, as of October 11, 2017, for each of Rice's directors and executive officers who hold restricted stock units and performance stock units, the aggregate number of shares of

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Rice common stock subject to the restricted stock units and performance stock units held by such directors and executive officers.

<u>Name</u>	<u>Number of Rice Common Shares Subject to Restricted Stock Units</u>	<u>Number of Rice Common Shares Subject to Performance Stock Units(1)</u>
<b><i>Executive Officers</i></b>		
William E. Jordan	55,030	336,048
Grayson T. Lisenby	60,396	560,258
Daniel J. Rice IV	60,396	771,770
Derek A. Rice	60,396	771,770
Toby Z. Rice	60,396	771,770
James W. Rogers	53,653	317,004
Robert R. Wingo	48,815	324,296
 <i>Non-Employee Directors(2)</i>		
James W. Christmas	8,483	—
Kathryn J. Jackson	9,356	—
John McCartney	8,483	—
Daniel J. Rice III	—	—
Robert F. Vagt	12,475	—

- (1) The number of Rice common shares subject to Rice performance stock units is determined assuming the maximum level of performance specified in the award.
- (2) Scott A. Gieselman resigned from the Rice board in April 2017 and Steven C. Dixon resigned from the Rice board in December 2016. Neither Mr. Gieselman nor Mr. Dixon hold any outstanding equity awards.

### ***Treatment of 2017 Bonus***

If the effective time occurs prior to the time that bonuses would be paid in the ordinary course of business consistent with past practice, then each executive officer (along with all other employees who participate in Rice's annual bonus program for 2017 as of immediately prior to the effective time) shall receive a bonus payment equal to 200% of the executive officer's target bonus opportunity, which will be paid no later than seven days following the closing date. As a condition to such payment, each executive officer shall execute an agreement providing that (a) such bonus shall be in lieu of any other entitlement to a bonus in respect of 2017 (including the right to a pro-rata bonus on termination under the employment agreements with each executive officer), and (b) such executive officer shall repay the bonus if his or her employment is involuntarily terminated for "cause" (as defined below) or he or she voluntarily terminates his or her employment without "good reason" (as defined in the executive officer's employment agreement) prior to the time bonuses would have been paid in the ordinary course of business consistent with past practice under Rice's annual bonus plan for 2017 (for additional information regarding the employment agreements, see "—Termination Benefits—Employment Agreements," below). Rice's directors do not participate in Rice's annual bonus program and receive no bonus payment under the merger agreement.

For purposes of the 2017 bonus payment described above, "cause" means (a) the executive officer's conviction of a felony, a crime of moral turpitude or fraud or the commission of fraud, misappropriation or embezzlement in connection with the performance of his or her duties to EQT, Rice or their respective affiliates; (b) the executive officer's willful and repeated failure to substantially

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perform his or her assigned duties; or (c) the executive officer's material violation of any material written policy of EQT, Rice or their respective affiliates.

*Quantification of Bonus Payments*

The following table sets forth, for each of Rice's executive officers, the dollar amount of the bonus payable under the merger agreement, as described above, assuming a closing date prior to the time that bonuses would be paid in the ordinary course of business consistent with past practice.

<u>Name</u>	<u>2017 Bonus Payable Under the Merger Agreement (200% of Target)</u>	
William E. Jordan	\$	640,000
Grayson T. Lisenby	\$	704,000
Daniel J. Rice IV	\$	704,000
Derek A. Rice	\$	704,000
Toby Z. Rice	\$	704,000
James W. Rogers	\$	640,000
Robert R. Wingo	\$	640,000

*Termination Benefits*

The following outlines the benefits to which Rice's executive officers are eligible to receive if they experience a qualifying termination of employment in connection with the merger.

*Employment Agreements*

Rice has entered into employment agreements with each of the executive officers. Although it has not yet been determined whether the executive officers will continue employment with EQT or if they will incur a termination of employment in connection with the merger, for purposes of quantifying the severance benefits that may become payable to each executive officer, the employment of each of the executive officers will be assumed to be terminated without "cause" in connection with the merger, triggering certain compensation and benefits to each of those executive officers pursuant to their employment agreements, described below. Under the terms of each employment agreement, if an executive officer's employment is terminated without "cause" or the executive officer terminates employment for "good reason," in each case within 12 months of a change in control, then such executive officer will be eligible to receive:

- a lump sum cash payment equal to two times the sum of (i) the executive officer's base salary as of the date of such termination and (ii) the executive officer's average annual bonus for the three calendar years preceding the date of termination, which amount shall be paid on the date that is 60 days after the date of termination;
- COBRA medical insurance coverage for up to 18 months, with Rice paying the premium cost in excess of that which applies to active Rice senior executives;
- a prorated annual bonus for the year in which a termination of employment occurs; and
- full vesting of the executive officer's outstanding unvested awards under the Rice LTIP, with performance to be measured based on actual performance at the end of the performance period as if the executive officer had remained employed.

For purposes of the employment agreements, "cause" means a determination by the Rice board (or its delegate) that the executive officer (a) has engaged in gross negligence, gross incompetence, or

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misconduct in the performance of his or her duties with respect to Rice or any of its affiliates, (b) has failed without proper legal reason to perform his or her duties and responsibilities to Rice or any of its affiliates, (c) has breached any material provision of the employment agreement or any written agreement or corporate policy or code of conduct established by Rice or any of its affiliates, (d) has engaged in conduct that is, or could reasonably be expected to be, materially injurious to Rice or any of its affiliates, (e) has committed an act of theft, fraud, embezzlement, misappropriation, or breach of a fiduciary duty to Rice or any of its affiliates, or (f) has been convicted of, pleaded no contest to, or received adjudicated probation or deferred adjudication in connection with a crime involving fraud, dishonesty, or moral turpitude or any felony (or a crime of similar import in a foreign jurisdiction).

For purposes of the employment agreements, "good reason" means (a) a material diminution in the executive officer's base salary, other than as a part of one or more decreases that (i) shall not exceed, in the aggregate, more than 10% of the executive officer's base salary as in effect on the date immediately prior to such decrease, and (ii) are applied similarly to all of Rice's similarly situated executives; (b) a material diminution in the executive officer's authority, duties, or responsibilities; or (c) the involuntary relocation of the geographic location of the executive officer's principal place of employment by more than 75 miles from the location of his or her principal place of employment as of the effective date of the employment agreement.

In the event that the Rice board determines that payments to be made to an executive officer would constitute excess parachute payments subject to excise taxes under Section 4999 of the Code, then the amount of those payments must either be (i) reduced so that the total compensation received by the executive officer in connection with the transaction is \$1.00 less than the amount that would cause the officer to incur such excise tax or (ii) paid in full, whichever results in the better net after tax position for the executive officer. This potential reduction to the termination benefits could be significant. In no event is Rice required to provide tax gross-up payments to any executive officer.

Under the employment agreements, each executive officer is subject to restrictions on competition and soliciting Rice employees and customers following the executive officer's termination of employment, as described in more detail in "—Impact of Other Agreements," below.

*Impact of Other Agreements*

Although, as described above, the executive officers are eligible to receive a prorated bonus for the year of termination under their employment agreements, if the closing date occurs prior to the time that bonuses would be paid in the ordinary course of business consistent with past practice, then, pursuant to the merger agreement, each executive officer would receive a bonus payment of 200% of the executive officer's target bonus opportunity in lieu of such prorated bonus (for additional information on the 2017 bonus payout, see "—Treatment of 2017 Bonus," above). As a result, the prorated bonus amounts are not included in "—Quantification of Termination Payments," below.

Also pursuant to the terms of the merger agreement, any unvested restricted stock unit awards in respect of EQT common stock that are granted in replacement of canceled Rice equity awards would be subject to accelerated vesting upon the holder's termination of employment without cause, for good reason or due to death or disability prior to the final vesting date, subject to the holder's execution of a release of claims in favor of EQT.

In connection with the execution of the merger agreement and effective immediately following the closing of the merger, Rice entered into an amendment to the employment agreements with each of the executive officers. The amendments amend terms of the executive officers' existing obligations under their respective employment agreements to refrain from competing with the business of Rice. The employment agreement amendments provide, among other terms, that the executive officers may not engage in certain competitive activities with Rice during the time of their employment and for a

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period of three years after the end of such employment in any location within the Appalachian Basin, as defined by the United States Energy Information Administration. In addition, in connection with the execution of the merger agreement and effective immediately following the closing of the merger, Rice entered into a confidentiality, non-solicitation and non-competition agreement with Daniel Rice III that imposes confidentiality and non-competition covenants on Mr. Rice III that are comparable to those applicable to the executive officers under their amended employment agreements, with the non-competition period running for three years from the closing of the merger.

*Quantification of Termination Payments*

The amounts set forth below reflect the estimated value of compensation and benefits that the current Rice executive officers would be eligible to receive upon a termination without cause or resignation for good reason in connection with the merger, assuming a closing date of October 11, 2017.

<u>Name</u>	<u>Potential Cash Severance(1)</u>	<u>Estimated COBRA Costs</u>	<u>Acceleration of Equity Awards(2)</u>	<u>Total</u>
William E. Jordan	\$ 1,694,135	\$ 15,248	\$ 9,683,091	\$ 11,392,475
Grayson T. Lisenby	\$ 1,914,453	\$ 15,248	\$ 15,367,393	\$ 17,297,094
Daniel J. Rice IV	\$ 1,914,453	\$ 15,248	\$ 20,604,430	\$ 22,534,131
Derek A. Rice	\$ 1,914,453	\$ 5,293	\$ 20,604,430	\$ 22,524,176
Toby Z. Rice	\$ 1,914,453	\$ 15,248	\$ 20,604,430	\$ 22,534,131
James W. Rogers	\$ 1,658,239	\$ 15,248	\$ 9,177,467	\$ 10,850,955
Robert R. Wingo	\$ 1,314,864	\$ 15,248	\$ 9,238,228	\$ 10,568,340

- (1) Represents, pursuant to the employment agreement with each executive officer, a lump sum cash payment equal to two times the sum of (i) the executive officer's base salary as of the date of termination and (ii) the executive officer's average annual bonus for the three calendar years preceding the date of termination. The employment agreements also provide for the payment of a prorated portion of each executive officer's annual bonus, based on the date of termination. Under the merger agreement, however, the prorated bonus would be foregone in lieu of a payment of 200% of the target bonus within seven days of the closing date, and as such is not included in this number. See "—Treatment of 2017 Bonus," above.
- (2) The value of the accelerated equity awards is determined by multiplying the number of shares of Rice common stock subject to each executive officer's restricted stock units and performance stock units by \$24.76, which is the average closing price of Rice common stock for the five trading days following the first public announcement of the merger. For performance stock units, the number of Rice common shares subject to each award is determined assuming the maximum level of performance specified in the award.



[Table of Contents](#)***Quantification of Payments and Benefits to Rice's Named Executive Officers***

Item 402(t) of Regulation S-K requires disclosure of compensation arrangements or understandings with Rice's named executive officers that are based on or otherwise relate to the merger, whether present, deferred or contingent. The individuals disclosed within this section are Rice's current principal executive officer, current principal financial officer, and three most highly compensated executive officers other than the principal executive officer and principal financial officer for Rice's most recently completed fiscal year.

The table set forth below details the amount of payments and benefits that each of Rice's named executive officers could potentially receive in connection with the merger under the merger agreement, the Rice LTIP and the applicable employment agreements. These payments consist of the payments described above and are not in addition to those described in previous sections. The amounts presented in the table below do not necessarily represent what each named executive officer will actually receive, and are calculated based on particular assumptions, as outlined below. These payments are specifically identified in this fashion to allow for a non-binding advisory vote of Rice's stockholders regarding these payments and benefits.

The amounts in the table below were calculated using the following assumptions: (i) the consummation of the merger occurs on October 11, 2017, (ii) the value of accelerated equity awards is determined by multiplying the number of shares subject to each restricted stock unit or performance stock unit by \$24.76, the average closing price of the Rice common stock over the first five trading days following the first public announcement of the merger, with the number of shares subject to each performance stock unit determined assuming achievement of the maximum level of performance specified in the award, (iii) although it has not yet been determined whether the named executive officers will continue employment with EQT or if they will incur a termination of employment in connection with the merger, the employment of each of the named executive officers will be assumed to be terminated without cause immediately following the completion of the merger, (iv) each named executive officer elects to receive continued COBRA coverage for 18 months following termination, (v) there is no reduction to the payments received by each named executive officer to mitigate the potential effects of an excise tax under Section 4999 of the Code, although such reduction is provided for in the employment agreements and could be significant, and (vi) with respect to any agreements that require the named executive officer to execute a release agreement or to comply with restrictive covenants, the named executive officer has properly executed that document or complied with all requirements necessary in order to receive the benefits noted below. Some of the assumptions used in the table below are subject to change and, as a result, the actual amounts to be received by any of the individuals below may differ from the amounts set forth below.

<u>Name</u>	<u>Cash(1)</u>	<u>Equity(2)</u>	<u>Perquisites/ Benefits(3)</u>	<u>Total</u>
Daniel J. Rice IV	\$ 2,618,453	\$ 20,604,430	\$ 15,248	\$ 23,238,131
Grayson T. Lisenby	\$ 2,618,453	\$ 15,367,393	\$ 15,248	\$ 18,001,094
Toby Z. Rice	\$ 2,618,453	\$ 20,604,430	\$ 15,248	\$ 23,238,131
Derek A. Rice	\$ 2,618,453	\$ 20,604,430	\$ 5,293	\$ 23,228,176
William A. Jordan	\$ 2,334,135	\$ 9,683,091	\$ 15,248	\$ 12,032,475

- (1) Represents, (i) pursuant to the employment agreement with each named executive officer, a lump sum cash payment equal to two times the sum of (A) the named executive officer's base salary as of the date of termination and (B) the named executive officer's average annual bonus for the three calendar years preceding the date of termination, which will be paid 60 days after the date of termination, and (ii) pursuant to the merger agreement, a payment of each named executive officer's 2017 bonus at 200% of the named executive officer's target bonus opportunity. Only the bonus payment is a "single-

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trigger" payment and will be paid regardless of whether the named executive officer's employment terminates in connection with the merger. All other cash payments are "double-trigger" payments and are only payable to the named executive officer upon a termination of the named executive officer's employment. For additional information regarding these payments, see "—Treatment of 2017 Bonus" and "—Termination Benefits," above.

- (2) The value of the equity awards is determined by multiplying the number of shares of Rice common stock subject to each named executive officer's restricted stock units and performance stock units by \$24.76, which is the average closing price of Rice common stock for the five trading days following the first public announcement of the merger. For performance stock units, the number of Rice common shares subject to each award is determined assuming the maximum level of performance specified in the award. This is assuming a "double-trigger" scenario, where each named executive officer is terminated in connection with the merger. There is no "single-trigger" vesting of outstanding Rice equity awards. For additional information regarding the treatment of equity awards in connection with the merger, see "—Treatment of Rice Equity Awards" and "—Employment Agreements," above.
- (3) Represents COBRA medical insurance coverage for 18 months, with Rice paying the premium cost in excess of that which applies to active Rice senior executives. This coverage is only available in a "double-trigger" scenario where the named executive officer is terminated in connection with the merger.

### **Board of Directors and Management of EQT Following Completion of the Merger**

In the merger agreement, EQT has agreed, subject to the approval of the charter amendment proposal by EQT's shareholders, to increase the size of the EQT board to thirteen members and cause Daniel J. Rice IV and Robert F. Vagt to become members of the EQT board upon the effective time of the merger. If EQT's shareholders do not approve the charter amendment proposal at the EQT special meeting, EQT has agreed to increase the size of the EQT board to twelve directors and appoint either Mr. Rice or Mr. Vagt, at Rice's election, upon the effective time and to seek shareholder approval to increase the maximum size of the EQT board specified in the EQT articles to thirteen directors at its next annual meeting of shareholders and appoint the Rice designee not appointed upon the effective time.

Upon completion of the merger, the current directors and executive officers of EQT are expected to continue in their current positions, other than as may be publicly announced by EQT in the normal course.

### **Material U.S. Federal Income Tax Consequences**

The following is a general discussion of the material U.S. federal income tax consequences of the mergers to U.S. holders (as defined below) of Rice common stock that receive shares of EQT common stock and cash in exchange for their shares of Rice common stock pursuant to the merger. This discussion is limited to U.S. holders (as defined below) who hold their Rice common stock as a "capital asset" within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion is based on current provisions of the Code, the Treasury regulations promulgated thereunder, judicial interpretations thereof and administrative rulings and published positions of the Internal Revenue Service (the "IRS"), each as in effect as of the date hereof, and all of which are subject to change or differing interpretations, possibly with retroactive effect, and any such change could affect the accuracy of the statements and conclusions set forth herein.

This discussion is for general information only and does not purport to address all aspects of U.S. federal income taxation that may be relevant to particular holders of Rice common stock in light of

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their particular facts and circumstances and does not apply to holders of Rice common stock that are subject to special rules under the U.S. federal income tax laws (including, for example, banks or other financial institutions, dealers in securities or currencies, traders in securities that elect to apply a mark-to-market method of accounting, insurance companies, tax-exempt entities, entities or arrangements treated as partnerships for U.S. federal income tax purposes or other flow-through entities (and investors therein), subchapter S corporations, retirement plans, individual retirement accounts or other tax-deferred accounts, real estate investment trusts, regulated investment companies, holders liable for the alternative minimum tax, U.S. holders having a "functional currency" other than the U.S. dollar, holders who hold shares of Rice common stock as part of a hedge, straddle, constructive sale, conversion transaction or other integrated transaction, holders that actually or constructively hold (or that held, actually or constructively, at any time during the five year period ending on the date of the disposition of such holder's Rice common stock pursuant to the merger) 5% or more of the Rice common stock, holders who exercise appraisal rights, and holders who acquired their shares of Rice common stock through the exercise of an employee stock option or otherwise as compensation or through a tax-qualified retirement plan). This discussion does not address any considerations under U.S. federal tax laws other than those pertaining to the income tax, nor does it address any considerations under any state, local or non-U.S. tax laws or under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010. Furthermore, this discussion does not address any tax consequences to holders who are not U.S. holders.

For purposes of this discussion, the term "U.S. holder" means a beneficial owner of shares of Rice common stock that, for U.S. federal income tax purposes, is:

- an individual who is a citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust (a) if a court within the United States is able to exercise primary supervision over the trust's administration and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) that has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes.

If a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds shares of Rice common stock, the tax treatment of a person treated as a partner in such partnership generally will depend on the status of the partner, the activities of the partnership and certain determinations made at the partnership level. Such partnerships and persons that for U.S. federal income tax purposes are treated as a partner in a partnership holding shares of Rice common stock should consult their tax advisors regarding the tax consequences of the mergers to them.

***All holders of Rice common stock should consult their own tax advisors to determine the particular tax consequences to them of the mergers, including the applicability and effect of any U.S. federal, state, local, non-U.S. and other tax laws. Holders of Rice common stock that are not U.S. holders should consult their own tax advisors regarding the possibility that, in the event the applicable withholding agent is unable to determine whether any cash consideration paid in the merger should be treated as a dividend for applicable U.S. federal income tax purposes, such withholding agent may withhold U.S. federal withholding tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) on the entire amount of cash consideration payable to such non-U.S. holder in the merger, and such non-U.S. holders should consult***

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*their own tax advisors as to the possible desirability and timing of selling any shares of EQT common stock or Rice common stock that they own.*

EQT and Rice intend that the mergers, taken together, qualify as a "reorganization" within the meaning of Section 368(a) of the Code. It is a condition to each of EQT's and Rice's obligation to complete the mergers that it receive a written opinion from its counsel, Wachtell, Lipton, Rosen & Katz and Vinson & Elkins LLP, respectively, to the effect that the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. These opinions will be based on representations made by EQT and Rice and on customary factual assumptions, as well as certain covenants and undertakings of EQT and Rice. If any of such representations, assumptions, covenants or undertakings is or becomes incorrect, incomplete, inaccurate or is violated, the validity of the opinions described above may be affected and the U.S. federal income tax consequences of the mergers could differ materially from those described below. In addition, neither of the opinions described above will be binding on the IRS or any court. EQT and Rice have not sought and will not seek any ruling from the IRS regarding any matters relating to the mergers. There can be no assurance that the IRS will not assert, or that a court would not sustain, a position contrary to any of the conclusions set forth below. The following assumes the receipt and accuracy of the above-described opinions.

### ***U.S. Federal Income Tax Consequences of the Mergers to U.S. Holders***

Subject to the limitations and qualifications described under "Material U.S. Federal Income Tax Consequences" and herein, the legal conclusions set forth in this discussion under "U.S. Federal Income Tax Consequences of the Mergers to U.S. Holders" constitutes the opinion of each of Vinson & Elkins, LLP and Wachtell, Lipton, Rosen and Katz. The U.S. federal income tax consequences of the mergers to U.S. holders of Rice common stock generally are as follows:

- a U.S. holder that receives shares of EQT common stock and cash (other than cash received in lieu of fractional shares of EQT common stock) in exchange for shares of Rice common stock pursuant to the merger generally will recognize gain (but not loss) in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the EQT common stock and cash received by the U.S. holder exceeds such U.S. holder's adjusted tax basis in its shares of Rice common stock surrendered and (ii) the amount of cash received by such U.S. holder (in each case excluding any cash received in lieu of fractional shares in EQT common stock, which will be treated as discussed below);
- the aggregate tax basis of the shares of EQT common stock received pursuant to the merger (including any fractional shares of EQT common stock deemed received and redeemed for cash, as discussed below) will be the same as the aggregate tax basis of the shares of Rice common stock surrendered in exchange therefor, (i) decreased by the amount of cash received (excluding any cash received in lieu of fractional shares of EQT common stock), and (ii) increased by the amount of gain recognized on the exchange (regardless of whether such gain is classified as capital gain or dividend income, as discussed below, but excluding any gain recognized with respect to any fractional shares of EQT common stock for which cash is received, as discussed below); and
- the holding period of the EQT common stock received (including any fractional shares of EQT common stock deemed received and redeemed for cash, as discussed below) will include the holding period of the Rice common stock for which it is exchanged.

If a U.S. holder of Rice common stock acquired different blocks of shares of Rice common stock at different times or at different prices, any gain or loss will be determined separately with respect to each block of shares of Rice common stock and such U.S. holder's basis and holding period in its shares of EQT common stock may be determined with reference to each block of shares of Rice common stock. Any such holder should consult its tax advisors regarding the manner in which cash and

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shares of EQT common stock received in the merger should be allocated among different blocks of shares of Rice common stock and with respect to identifying the bases and holding periods of the particular shares of EQT common stock received.

Subject to the discussion below regarding potential dividend treatment, any gain recognized by a U.S. holder in connection with the mergers generally will constitute capital gain and will constitute long-term capital gain if such U.S. holder has held its shares of Rice common stock surrendered for more than one year as of the effective date of the merger. Long-term capital gains of certain non-corporate holders, including individuals, are generally taxed at preferential rates. In some cases, if a holder actually or constructively owns EQT common stock other than EQT common stock received pursuant to the merger, any gain recognized by such holder could be treated as having the effect of a distribution of a dividend under the tests set forth in Section 302 of the Code, in which case such gain would be treated as dividend income. Because the possibility of dividend treatment depends upon each holder's particular circumstances, including the application of constructive ownership rules, holders of Rice common stock should consult their tax advisors regarding the application of the foregoing rules to their particular circumstances.

A U.S. holder of shares of Rice common stock that receives cash in lieu of a fractional share of EQT common stock will generally be treated as having received the fractional share pursuant to the merger, and then as having sold such fractional share to EQT for cash. As a result, such U.S. holder will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of EQT common stock. Such gain or loss generally will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for such fractional share (as described above) exceeds one year. The deductibility of capital losses is subject to limitation.

### ***Information Reporting and Backup Withholding***

Payments of cash to a U.S. holder of Rice common stock in connection with the merger generally will be subject to information reporting and may, under certain circumstances, be subject to backup withholding, unless the U.S. holder provides proof of an applicable exemption or furnishes its taxpayer identification number and otherwise complies with all applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a U.S. holder's U.S. federal income tax liability, if any, provided that certain required information is timely furnished to the IRS.

***The preceding discussion is intended only as a summary of material U.S. federal income tax consequences of the mergers. It is not a complete analysis or discussion of all potential tax effects that may be important to a particular holder. All holders of Rice common stock should consult their own tax advisors as to the specific tax consequences of the mergers to them, including tax reporting requirements, and the applicability and effect of any federal, state, local and non-U.S. tax laws.***

### **Accounting Treatment of the Merger**

EQT prepares its financial statements in accordance with GAAP. The merger will be accounted for using the acquisition method of accounting with EQT being considered the acquirer of Rice for accounting purposes. This means that EQT will allocate the purchase price to the fair value of Rice's tangible and intangible assets and liabilities at the acquisition date, with the excess purchase price (if any) being recorded as goodwill. Under the acquisition method of accounting, goodwill is not amortized but is tested for impairment at least annually.

[Table of Contents](#)**Regulatory Approvals*****Antitrust Clearance***

The completion of the merger is subject to antitrust review in the United States. Under the HSR Act and the rules promulgated thereunder, the merger cannot be completed until the parties to the merger agreement have given notification and furnished information to the FTC and the DOJ, and until the applicable waiting period has expired or has been terminated.

On June 30, 2017, EQT and Rice each filed a premerger notification and report form under the HSR Act and on July 18, 2017, the FTC granted early termination under the HSR Act.

At any time before or after consummation of the merger, notwithstanding the termination of the waiting period under the HSR Act, the FTC or the DOJ, or any state, could take such action under antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the completion of the merger or seeking divestiture of substantial assets of EQT or Rice or their respective subsidiaries. Private parties may also seek to take legal action under antitrust laws under certain circumstances.

***Securities and Exchange Commission***

In connection with the share issuance proposal, EQT must file a registration statement with the SEC under the Exchange Act that is declared effective by the SEC.

**Exchange of Shares**

As soon as practicable after the effective time (but no later than the second business day after the closing date), an exchange agent will mail to each holder of record of Rice common stock (whose shares were converted into the right to receive the merger consideration pursuant to the merger agreement) a letter of transmittal and instructions for use in effecting the surrender of Rice stock certificates and book-entry shares representing Rice book-entry shares in exchange for the merger consideration. Upon receipt by the exchange agent of (i) either Rice stock certificates or Rice book-entry shares and (ii) a signed letter of transmittal and such other documents as may be required pursuant to such instructions, the holder of such shares will be entitled to receive the merger consideration in exchange therefor.

**Treatment of Rice Long-Term Incentive Compensation**

At the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock that is held by an employee or other service provider of Rice (including Rice directors) who will be continuing with EQT following the effective time will be converted into a restricted stock unit award, with substantially the same terms and conditions as were applicable to the pre-conversion award, in respect of a number of shares of EQT common stock equal to the product (rounded to the nearest whole share) of (a) the number of shares of Rice common stock subject to the pre-conversion award multiplied by (b) the stock award exchange ratio. Performance conditions that are applicable to any such Rice performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time, and the converted awards will be subject solely to time-based vesting.

For Rice employees identified by EQT prior to the effective time as not continuing to be employed following the effective time, at the effective time, each outstanding restricted stock unit award or performance stock unit award in respect of Rice common stock will vest and be settled within seven business days following the closing date for the merger consideration with respect to each share of Rice common stock subject to such awards. Performance conditions that are applicable to such Rice



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performance stock units will be deemed to have been met at the maximum level specified in the award at the effective time.

**Dividend Policy**

EQT has paid a quarterly dividend of \$0.03 per share in respect of its common stock for the past several years. Any future decisions to pay dividends on EQT common stock will be at the discretion of the EQT board and will depend on the financial condition, results of operations, capital requirements, and other factors that the EQT board may deem relevant. Subject to limited exceptions, including for EQT's ordinary course quarterly dividends, the merger agreement prohibits EQT (unless consented to in advance by Rice, which consent may not be unreasonably withheld, delayed or conditioned) from paying dividends to holders of EQT common stock until the earlier of the effective time and the termination of the merger agreement in accordance with its terms.

Since its initial public offering, Rice has not declared any dividends and does not anticipate declaring or providing any cash dividends to holders of Rice common stock in the foreseeable future. Subject to limited exceptions, the merger agreement prohibits Rice (unless consented to in advance by EQT, which consent may not be unreasonably withheld, delayed or conditioned) from paying dividends to holders of Rice common stock until the earlier of the effective time and the termination of the merger agreement in accordance with its terms.

For additional information on the treatment of dividends under the merger agreement, see "The Merger Agreement—Conduct of Business."

**Agreement with Certain Rice Stockholders**

Concurrently with the execution of the merger agreement, EQT entered into a voting agreement, attached as Annex F to this joint proxy statement/prospectus, with the named Rice stockholders pursuant to which each of the named Rice stockholders has agreed, among other matters and upon the terms and subject to the conditions set forth in the voting agreement, to vote all of their shares of Rice common stock in favor of the merger agreement proposal and the other actions contemplated by the merger agreement and against any proposal that would reasonably be expected to result in any condition to the consummation of the merger set forth in the merger agreement not being fulfilled. As of the record date for the Rice special meeting, the named Rice stockholders held approximately 36,832,830 shares of Rice common stock in the aggregate, or approximately 15.1% of the voting power of Rice as of the record date.

The voting agreement will terminate automatically upon the earlier of (i) effective time, (ii) such date and time as the merger agreement shall be terminated pursuant to its terms or (iii) the termination of voting agreement by mutual written consent of the parties thereto.

**Listing of EQT Common Stock; Delisting of Rice Common Stock**

It is a condition to the consummation of the merger that the shares of EQT common stock to be issued to Rice stockholders in the merger be authorized for listing on the NYSE, subject to official notice of issuance.

Shares of Rice common stock currently trade on the NYSE under the stock symbol "RICE." When the merger is completed, the Rice common stock currently listed on the NYSE will cease to be quoted on the NYSE and will be deregistered under the Exchange Act.



[Table of Contents](#)**Appraisal Rights and Dissenters' Rights*****EQT***

Under the PBCL, as well as the governing documents of EQT, the shareholders of EQT are not entitled to dissenters' rights in connection with the merger.

***Rice***

Under Delaware law, holders of Rice common stock have the right to dissent from the merger and to receive payment in cash for the fair value of their shares of Rice common stock as determined by the Delaware Court of Chancery, together with interest, if any, as determined by the court, in lieu of the consideration Rice stockholders would otherwise be entitled to pursuant to the merger agreement. These rights are known as appraisal rights.

Rice stockholders electing to exercise appraisal rights must comply with the provisions of Section 262 of the DGCL in order to perfect their rights. Strict compliance with the statutory procedures is required to perfect appraisal rights under Delaware law.

The following is intended as a brief summary of the material provisions of the Delaware statutory procedures required to be followed by a Rice stockholder in order to dissent from the merger and perfect appraisal rights. This summary, however, is not a complete statement of all applicable requirements and is qualified in its entirety by reference to Section 262 of the DGCL, the full text of which appears in Annex E to this joint proxy statement/prospectus. Failure to precisely follow any of the statutory procedures set forth in Section 262 of the DGCL may result in a termination or waiver of appraisal rights. All references in this summary to a "stockholder" are to the record holder of shares of Rice common stock unless otherwise indicated.

Section 262 requires that stockholders for whom appraisal rights are available be notified not less than 20 days before the stockholders' meeting to vote on the merger that appraisal rights will be available. A copy of Section 262 must be included with such notice. This joint proxy statement/prospectus constitutes notice to Rice stockholders of the availability of appraisal rights in connection with the merger in compliance with the requirements of Section 262. If a Rice stockholder wishes to consider exercising appraisal rights, such stockholder should carefully review the text of Section 262 contained in Annex E to this joint proxy statement/prospectus because failure to timely and properly comply with the requirements of Section 262 will result in the loss of appraisal rights under Delaware law.

If you are a record holder of shares of Rice common stock and wish to elect to demand appraisal of your shares, you must satisfy each of the following conditions:

- You must deliver to Rice a written demand for appraisal of your shares before the vote with respect to the merger is taken. This written demand for appraisal must be in addition to and separate from any proxy or vote abstaining from or voting against the adoption and approval of the merger agreement and the merger. Voting against or failing to vote for the adoption and approval of the merger agreement and the merger by itself does not constitute a demand for appraisal within the meaning of Section 262.
- You must not vote in favor of, or consent in writing to, the adoption and approval of the merger agreement and the merger. A vote in favor of the adoption and approval of the merger agreement and merger, by proxy or in person, will constitute a waiver of your appraisal rights in respect of the shares so voted and will nullify any previously filed written demands for appraisal. A proxy which does not contain voting instructions will, unless revoked, be voted in favor of the adoption and approval of the merger agreement and the merger. Therefore, a Rice stockholder who votes by proxy and who wishes to exercise appraisal rights must vote against the merger agreement and the merger or abstain from voting on the merger agreement and the merger.

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- You must continue to hold your shares of Rice common stock through the effective date of the merger. Therefore, a stockholder who is the record holder of shares of Rice common stock on the date the written demand for appraisal is made but who thereafter transfers the shares prior to the effective date of the merger will lose any right to appraisal with respect to such shares.

If you fail to comply with any of these conditions and the merger is completed, you will be entitled to receive the merger consideration, but you will have no appraisal rights with respect to your shares of Rice common stock. All demands for appraisal should be addressed to Rice Energy Inc., 2200 Rice Drive, Canonsburg, Pennsylvania 15317, Attention: Corporate Secretary, and must be delivered before the vote on the merger agreement is taken at the Rice special meeting and should be executed by, or on behalf of, the record holder of the shares of Rice common stock. The demand must reasonably inform Rice of the identity of the stockholder and the intention of the stockholder to demand appraisal of his, her or its shares.

To be effective, a demand for appraisal by a holder of Rice common stock must be made by, or in the name of, such registered stockholder, fully and correctly, as the stockholder's name appears on his, her or its Rice stock certificate(s). Beneficial owners who do not also hold the shares of record may not directly make appraisal demands to Rice. The beneficial holder must, in such cases, have the registered owner, such as a broker, bank or other nominee, submit the required demand in respect of those shares. If shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, execution of a demand for appraisal should be made by or for the fiduciary; and if the shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand should be executed by or for all joint owners. An authorized agent, including an authorized agent for two or more joint owners, may execute the demand for appraisal for a stockholder of record; however, the agent must identify the record owner or owners and expressly disclose the fact that, in executing the demand, he or she is acting as agent for the record owner. A record owner, such as a broker, who holds shares as a nominee for others, may exercise his or her right of appraisal with respect to the shares held for one or more beneficial owners, while not exercising this right for other beneficial owners. In that case, the written demand should state the number of shares as to which appraisal is sought. Where no number of shares is expressly mentioned, the demand will be presumed to cover all shares held in the name of the record owner.

If a Rice stockholder holds shares of Rice common stock in a brokerage account or in other nominee form and wishes to exercise appraisal rights, such stockholder should consult with his, her or its broker or the other nominee to determine the appropriate procedures for the making of a demand for appraisal by the nominee.

Within ten days after the effective time, the surviving corporation must give written notice that the merger has become effective to each former Rice stockholder who has properly filed a written demand for appraisal and who did not vote in favor of the merger agreement and the merger. Within 120 days after the effective date of the merger, any stockholder who has complied with Section 262 will, upon written request to the surviving corporation be entitled to receive a written statement setting forth the aggregate number of shares not voted in favor of the merger agreement and the merger and with respect to which demands for appraisal rights have been received and the aggregate number of holders of such shares. A person who is the beneficial owner of shares of Rice common stock held in a voting trust or by a nominee on behalf of such person may, in such person's own name, request from the surviving corporation the statement described in the previous sentence. Such written statement will be mailed to the requesting Rice stockholder within ten days after such written request is received by the surviving corporation or within ten days after expiration of the period for delivery of demands for appraisal, whichever is later. Within 120 days after the effective date of the merger, either the surviving corporation or any Rice stockholder who has complied with the requirements of Section 262 and who is otherwise entitled to appraisal rights may file a petition in the Delaware Court of Chancery demanding a determination of the fair value of the shares held by all Rice stockholders entitled to appraisal. A

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person who is the beneficial owner of shares of Rice common stock held in a voting trust or by a nominee on behalf of such person may, in such person's own name, file the petition described in the previous sentence. Upon the filing of the petition by a Rice stockholder, service of a copy of such petition shall be made upon the surviving corporation. The surviving corporation has no obligation to file such a petition in the event there are dissenting Rice stockholders. Accordingly, the failure of a Rice stockholder to file such a petition within the period specified could nullify the Rice stockholder's previously written demand for appraisal. There is no present intent on the part of Rice to file an appraisal petition, and Rice stockholders seeking to exercise appraisal rights should not assume that Rice will file such a petition or that Rice will initiate any negotiations with respect to the fair value of such shares. Accordingly, Rice stockholders who desire to have their shares appraised should initiate any petitions necessary for the perfection of their appraisal rights within the time periods and in the manner prescribed in Section 262. There is no present intent on the part of Rice to file an appraisal petition, and Rice stockholders seeking to exercise appraisal rights should not assume that Rice will file such a petition or that it will initiate any negotiations with respect to the fair value of such shares. Accordingly, Rice stockholders who desire to have their shares appraised should initiate any petitions necessary for the perfection of their appraisal rights within the time periods and in the manner prescribed in Section 262 of the DGCL.

If a petition for appraisal is duly filed by a Rice stockholder and a copy of the petition is delivered to the surviving corporation, the surviving corporation will then be obligated, within 20 days after receiving service of a copy of the petition, to provide the Delaware Court of Chancery with a duly verified list containing the names and addresses of all Rice stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached by the surviving corporation. After notice to dissenting stockholders who demanded appraisal of their shares, the Delaware Court of Chancery is empowered to conduct a hearing upon the petition, and to determine those Rice stockholders who have complied with Section 262 and who have become entitled to the appraisal rights provided thereby. The Delaware Court of Chancery may require the Rice stockholders who have demanded appraisal for their shares to submit their Rice stock certificates to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any Rice stockholder fails to comply with that direction, the Delaware Court of Chancery may dismiss the proceedings as to that stockholder. After determination of the Rice stockholders entitled to appraisal of their shares of Rice common stock, the Delaware Court of Chancery will appraise the shares, determining their fair value exclusive of any element of value arising from the accomplishment or expectation of the merger, together with interest, if any. Unless the Delaware Court of Chancery in its discretion determines otherwise for good cause shown, interest from the effective date of the merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective date of the merger and the date of payment of the judgment. Notwithstanding the foregoing, at any time before the entry of judgment in the proceedings, Rice may pay to each stockholder entitled to appraisal an amount in cash, in which case interest shall accrue thereafter as provided herein only upon the sum of (i) the difference, if any, between the amount so paid and the fair value of the shares as determined by the Delaware Court of Chancery, and (ii) interest theretofore accrued, unless paid at that time. When the value is determined, the Delaware Court of Chancery will direct the payment of such value, with interest thereon accrued during the pendency of the proceeding, if the Delaware Court of Chancery so determines, to the Rice stockholders entitled to receive the same, upon surrender by such holders of the Rice stock certificates representing those shares.

In determining fair value, and, if applicable, interest, the Delaware Court of Chancery is required to take into account all relevant factors. In *Weinberger v. UOP, Inc.*, the Delaware Supreme Court discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that "proof of value by any techniques or methods which are generally considered acceptable in

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the financial community and otherwise admissible in court" should be considered, and that "fair price obviously requires consideration of all relevant factors involving the value of a company."

Section 262 provides that fair value is to be "exclusive of any element of value arising from the accomplishment or expectation of the merger." In *Cede & Co. v. Technicolor, Inc.*, the Delaware Supreme Court stated that such exclusion is a "narrow exclusion [that] does not encompass known elements of value," but which rather applies only to the speculative elements of value arising from such accomplishment or expectation. In *Weinberger*, the Delaware Supreme Court construed Section 262 to mean that "elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered."

Rice stockholders should be aware that the fair value of shares of Rice common stock as determined under Section 262 could be more than, the same as, or less than the value that such Rice stockholder is entitled to receive under the terms of the merger agreement.

Costs of the appraisal proceeding may be imposed upon the surviving corporation and the Rice stockholders participating in the appraisal proceeding by the Delaware Court of Chancery as the Court deems equitable in the circumstances. Upon the application of a Rice stockholder, the Delaware Court of Chancery may order all or a portion of the expenses incurred by any Rice stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorneys' fees and the fees and expenses of experts, to be charged pro rata against the value of all shares entitled to appraisal. Any Rice stockholder who had demanded appraisal rights will not, after the effective time, be entitled to vote shares subject to that demand for any purpose or to receive payments of dividends or any other distribution with respect to those shares, other than with respect to payment as of a record date prior to the effective time; however, if no petition for appraisal is filed within 120 days after the effective time, or if the Rice stockholder delivers a written withdrawal of such stockholder's demand for appraisal and an acceptance of the terms of the merger within 60 days after the effective time, then the right of that Rice stockholder to appraisal will cease and that Rice stockholder will be entitled to receive an amount of shares of EQT common stock equal to the exchange ratio for his, her or its shares of Rice common stock pursuant to the merger agreement. No appraisal proceeding in the Delaware Court of Chancery will be dismissed as to any Rice stockholder without the prior approval of the Court, and such approval may be conditioned upon such terms as the Delaware Court of Chancery deems just; provided, however, that any Rice stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party will maintain the right to withdraw its demand for appraisal and to accept the merger consideration that such holder would have received pursuant to the merger agreement within 60 days after the effective date of the merger.

In view of the complexity of Section 262 of the DGCL, Rice stockholders who may wish to dissent from the merger and pursue appraisal rights should consult their legal advisors.

### **Litigation Relating to the Merger**

As discussed below, various suits have been filed relating to the merger. EQT and Rice do not expect any of these lawsuits to affect the planned merger. A description of each matter is set forth below.

On August 2, 2017, a purported Rice stockholder filed a purported class action complaint in the United States District Court for the District of Delaware, captioned *Patrick Gordon v. Rice Energy, Inc. et al.*, Case No. 1:17-cv-01067, on behalf of himself and all other Rice stockholders, against Rice and its directors at the time Rice's proposed merger with EQT was announced. The complaint alleges, among other things, that in connection with the proposed merger, the defendants provided or supervised the providing of allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus. The complaint seeks to recover under Sections 14(a) and 20(a) of the Exchange Act for the alleged misstatements and omissions. The complaint seeks declaratory and injunctive relief (including enjoining

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the proposed merger or, if the proposed merger has already been implemented, rescinding the transaction and awarding rescissory damages), monetary damages, and an award of attorneys' and experts' fees. The court has entered an order staying the defendants' obligation to answer or otherwise respond to the complaint until such time as a lead plaintiff and lead counsel has been designated for the action, pursuant to the provisions of the Private Securities Litigation Reform Act of 1995.

On August 3, 2017, a purported Rice stockholder filed a purported class action complaint in the United States District Court for the Western District of Pennsylvania, captioned *George Assad v. Rice Energy, Inc. et al.*, Case No. 2:17-cv-01019, on behalf of himself and all other Rice stockholders, against Rice, its directors at the time the proposed merger was announced, EQT, and Eagle Merger Sub I, Inc. The complaint alleges, among other things, that in connection with the proposed merger, the defendants provided or supervised the providing of allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus. The complaint also alleges that EQT and Eagle Merger Sub I, Inc. acted as controlling persons of Rice within the meaning of Section 20(a) of the Exchange Act. The complaint seeks to recover under Sections 14(a) and 20(a) of the Exchange Act for the alleged misstatements and omissions. The complaint seeks declaratory and injunctive relief (including enjoining the proposed merger or, if the proposed merger has already been implemented, rescinding the transaction and awarding rescissory damages), an order directing the dissemination of a registration statement that is not false or misleading, monetary damages, and an award of attorneys' and experts' fees. The defendants have not yet responded to the complaint.

On August 11, 2017, a purported Rice stockholder filed a purported class action complaint in the United States District Court for the District of Delaware, captioned *Kathryn Boerger v. Rice Energy, Inc. et al.*, Case No. 1:17-cv-01127, on behalf of herself and all other Rice stockholders, against Rice and its directors at the time the proposed merger was announced. The complaint alleges, among other things, that in connection with the proposed merger, the defendants provided or supervised the providing of allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus. The complaint seeks to recover under Sections 14(a) and 20(a) of the Exchange Act for the alleged misstatements and omissions. The complaint seeks declaratory and injunctive relief (including enjoining the proposed merger or, if the proposed merger has already been implemented, rescinding the transaction and awarding rescissory damages), monetary damages, and an award of attorneys' and experts' fees. The court has entered an order staying the defendants' obligation to answer or otherwise respond to the complaint until such time as a lead plaintiff and lead counsel has been designated for the action, pursuant to the provisions of the Private Securities Litigation Reform Act of 1995.

On August 11, 2017, a purported Rice stockholder filed a purported class action complaint in the United States District Court for the Western District of Pennsylvania, captioned *Dale M. Wilson v. Rice Energy, Inc. et al.*, Case No. 2:17-cv-01054, on behalf of himself and all other Rice stockholders, against Rice, its directors at the time the proposed merger was announced, EQT, and Eagle Merger Sub I, Inc. The complaint alleges, among other things, that in connection with the proposed merger, the defendants provided or supervised the providing of allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus. The complaint seeks to recover under Sections 14(a) and 20(a) of the Exchange Act for the alleged misstatements and omissions. The complaint seeks declaratory and injunctive relief (including enjoining the proposed merger or, if the proposed merger has already been implemented, rescinding the transaction and awarding rescissory damages), monetary damages, and an award of attorneys' and experts' fees. The court has entered an order staying the defendants' obligation to answer or otherwise respond to the complaint until such time as a lead plaintiff and lead counsel has been designated for the action, pursuant to the provisions of the Private Securities Litigation Reform Act of 1995.

On August 15, 2017, a purported Rice stockholder filed a purported class action complaint in the United States District Court for the Western District of Pennsylvania, captioned *Susan Traurig v. Rice Energy, Inc. et al.*, Case No. 2:17-cv-01072, on behalf of herself and all other Rice stockholders, against

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Rice and its directors at the time the proposed merger was announced. The complaint alleged, among other things, that in connection with the proposed merger, the defendants provided or supervised the providing of allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus. The complaint sought to recover under Sections 14(a) and 20(a) of the Exchange Act for the alleged misstatements and omissions. The complaint sought declaratory and injunctive relief (including enjoining the proposed merger or, if the proposed merger had already been implemented, rescinding the transaction and awarding rescissory damages), monetary damages, and an award of attorneys' and experts' fees. On October 3, 2017, the claims were voluntarily dismissed without prejudice.

On August 15, 2017, an individual and putative derivative lawsuit captioned *Ney v. Porges, et al.*, Case 2:17-cv-01065 was filed in the United States District Court for the Western District of Pennsylvania against the members of the EQT board, with EQT as a nominal defendant. The complaint alleges, among other things, that the disclosures set forth in the preliminary version of this registration statement were insufficient, and allegedly failed to disclose information about the compensation of EQT's financial advisor for its potential role in financing the merger. The parties entered into a memorandum of understanding providing for the resolution of the lawsuit, and providing for the requested disclosure in this joint proxy statement/prospectus. On September 13, 2017, the parties filed a stipulation dismissing the action with prejudice as to the named plaintiff, with the court retaining jurisdiction over any potential dispute over attorneys' fees. The court approved of the stipulation on the same date and dismissed the action.

EQT has also received a letter dated August 17, 2017 from a purported EQT shareholder demanding that EQT file suit against the members of the EQT board. The letter alleges, among other things, that the board members breached their fiduciary duties during the acquisition process, and provided or supervised the allegedly misleading and incomplete disclosures in this joint proxy statement/prospectus.



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## THE MERGER AGREEMENT

*The following describes the material provisions of the merger agreement and certain exhibits thereto, which is included as Annex A to this joint proxy statement/prospectus and incorporated by reference herein. The summary of the material provisions of the merger agreement below and elsewhere in this joint proxy statement/prospectus is qualified in its entirety by reference to the merger agreement. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. EQT and Rice encourage you to read carefully the merger agreement in its entirety before making any investment or voting decisions as it is the principal legal document governing the business combination between EQT and Rice described in this joint proxy statement/prospectus.*

*The merger agreement and this summary of its terms have been included to provide you with information regarding the terms of the merger agreement. EQT and Rice are responsible for considering whether additional disclosure of material information is required to make the statements in this joint proxy statement/prospectus not misleading. Factual disclosures about EQT or Rice contained in this joint proxy statement/prospectus or EQT's or Rice's public reports filed with the SEC may supplement, update or modify the factual disclosures about EQT or Rice contained in the merger agreement and described in the summary. The representations, warranties and covenants made in the merger agreement by EQT and Rice are qualified and subject to important limitations agreed to by EQT and Rice in connection with negotiating the terms of the merger agreement. In particular, in your review of the representations and warranties contained in the merger agreement and described in this summary, it is important to bear in mind that the representations and warranties were made solely for the benefit of the parties to the merger agreement, and were negotiated with the principal purpose of allocating risk between the parties to the merger agreement, rather than establishing matters as facts. The representations and warranties may also be subject to a contractual standard of materiality that may be different from what is generally relevant to shareholders or stockholders or applicable to reports and documents filed with the SEC, and in some cases are qualified by confidential disclosures that were made by each party to the other, which disclosures are not reflected in the merger agreement or otherwise publicly disclosed. The representations and warranties in the merger agreement will not survive the completion of the merger. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the merger agreement and subsequent developments or new information qualifying a representation or warranty may have been included or incorporated by reference into this joint proxy statement/prospectus. For the foregoing reasons, the representations, warranties and covenants or any descriptions of those provisions should not be read alone, but instead should be read together with the information provided elsewhere in this joint proxy statement/prospectus and in the documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."*

### Terms of the Merger; Merger Consideration

The merger agreement provides that, upon the terms and subject to the conditions of the merger agreement, Merger Sub will be merged with and into Rice, whereupon the separate corporate existence of Merger Sub shall cease, and Rice shall continue its existence under the laws of the State of Delaware as the surviving corporation in the merger. Immediately following the merger, the surviving corporation will merge with and into an indirect wholly owned limited liability company subsidiary of EQT, with that limited liability company continuing as an indirect wholly owned subsidiary of EQT.

Each share of Rice common stock issued and outstanding immediately prior to the effective time (other than shares of Rice common stock (1) (a) held in treasury by Rice or (b) owned by EQT, Merger Sub or EQT Investments Holdings, LLC, the intermediate subsidiary of EQT that holds all of Merger Sub's outstanding capital stock, which will automatically be canceled and cease to exist, (2) held by any wholly owned subsidiary of EQT (other than Merger Sub or EQT Investments Holdings, LLC) or any wholly owned subsidiary of Rice, which will automatically be converted into a number of shares of EQT common stock equal to the sum of (x) the stock consideration and (y) the quotient of the cash



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consideration and the last reported sale price of EQT common stock on the NYSE (as reported in The Wall Street Journal) on the closing date, or (3) held by any holder of record who is entitled to demand and properly demands appraisal of such shares pursuant to and in compliance with the DGCL), will be cancelled and converted automatically into the right to receive (i) 0.37 shares of EQT common stock and (ii) \$5.30 in cash, without interest and subject to applicable withholding taxes.

EQT will not issue any fractional shares of EQT common stock in connection with the merger. In lieu of any fractional shares of common stock to which a Rice stockholder would otherwise have been entitled, the exchange agent will issue a cash payment (without interest) in an amount equal to the product of (i) the applicable fractional share of EQT common stock multiplied by (ii) the volume weighted average price of EQT common stock for the five consecutive trading days immediately prior to the closing date as reported by Bloomberg, L.P.

### **Completion of the Merger**

Unless the parties agree otherwise, the closing of the merger will take place on the third business day after all the conditions to closing have been satisfied or waived (other than those conditions that by their nature are to be satisfied at the closing of the merger but subject to the satisfaction or waiver of such conditions).

On the closing date of the merger, Rice and Merger Sub will cause a certificate of merger to be filed with the Secretary of State of the State of Delaware. The merger will become effective at such time as the certificate of merger has been filed with the Delaware Secretary of State, unless the parties agree to some other, later time for the completion of the merger and specify that time in the certificate of merger.

EQT and Rice have targeted to complete the merger in the fourth quarter of fiscal year 2017, subject to receipt of the required stockholder and shareholder approvals, regulatory approvals and the satisfaction or waiver of the other conditions to the merger (described below under "—Conditions to Completion of the Merger").

### **Exchange and Payment Procedures**

No later than substantially concurrently with the effective time, EQT will enter into an agreement with Rice's transfer agent, or another firm reasonably acceptable to Rice, to act as the exchange agent for the holders of Rice common stock in connection with the merger and to receive the merger consideration and cash sufficient to pay cash in lieu of fractional shares to such holders.

As soon as practicable after the effective time (but no later than the second business day after the closing date), an exchange agent will mail to each holder of record of Rice common stock (whose shares were converted into the right to receive the merger consideration pursuant to the merger agreement) a letter of transmittal and instructions for use in effecting the surrender of Rice stock certificates and Rice book-entry shares in exchange for the merger consideration. Upon receipt by the exchange agent of (i) either Rice stock certificates or Rice book-entry shares and (ii) a signed letter of transmittal and such other documents as may be required pursuant to such instructions, the holder of such shares will be entitled to receive the merger consideration in exchange therefor.

EQT, Rice, Merger Sub, the surviving corporation in the merger, the wholly owned limited liability company that will be a party to the post-closing merger, and the exchange agent will be entitled to deduct and withhold from the consideration otherwise payable pursuant to the merger agreement any amount required to be deducted and withheld under applicable tax laws.

If any Rice stock certificate is lost, stolen or destroyed, upon receipt of an affidavit and, if reasonably required by the surviving corporation, the posting of a bond in a reasonable amount as indemnity against any claim that may be made against the surviving corporation with respect to such

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Rice stock certificate, the exchange agent will issue the merger consideration and any other amounts payable in respect thereof pursuant to the merger agreement.

If any portion of the merger consideration deposited with the exchange agent is not claimed within 365 days following the effective time, such merger consideration will be delivered to EQT, upon demand, and any former holders of Rice common stock who have not theretofore received the merger consideration will thereafter look only to EQT for payment of their claim for such amounts.

### **The EQT Board Following the Merger**

Subject to the approval by EQT's shareholders of the charter amendment proposal, the merger agreement requires EQT to take all necessary actions to cause the charter amendment to become effective at or immediately following the effective time, and to cause EQT's amended and restated bylaws to be amended and restated to provide that the size of the EQT board shall be not less than five and no more than thirteen members.

EQT is also required to take all necessary corporate action so that Daniel J. Rice IV and Robert F. Vagt (or, in certain circumstances, a substitute chosen by EQT from the Rice board) are appointed to the EQT board immediately following the effective time, and to nominate them for election to the EQT board in the proxy statement relating to the first annual meeting of EQT shareholders following the closing with respect to which a definitive proxy statement has not been filed by EQT prior to the closing (the "Post-Closing Annual Meeting").

Approval by EQT's shareholders of the charter amendment proposal is not a condition to any party's obligation to complete the transactions contemplated by the merger agreement, and if the charter amendment proposal has not been approved by EQT's shareholders prior to the effective time, EQT and its board of directors will only be required to appoint one of Messrs. Rice IV and Vagt (as selected by Rice) to the EQT board at closing. In that circumstance, EQT would be required to submit a proposal similar to the charter amendment proposal to its shareholders at the Post-Closing Annual Meeting, and appoint the other Rice designee to the EQT board should the proposal pass.

### **Redemption of Certain Securities**

The merger agreement requires Rice to redeem, prior to the closing, all 36.7 million outstanding common units that were issued by its subsidiary Rice Energy Operating LLC (the "Operating Company") to certain sellers in connection with Rice's acquisition of Vantage Energy, LLC and Vantage Energy II, LLC. These common units will convert into shares of Rice common stock and receive the merger consideration at closing.

The merger agreement also requires Rice, unless EQT otherwise requests in writing, to cause its subsidiary Rice Midstream Holdings to exercise its call right with respect to all outstanding Series B Units issued by Rice Midstream Holdings on the closing date.

### **Representations and Warranties**

Rice and EQT have each made representations and warranties to the other. Rice's representations and warranties relate to, among other topics, the following:

- organization, standing and corporate power;
- capital structure;
- corporate authority to enter into the merger agreement;
- the absence of conflicts with, or violations of, contracts and organizational documents;
- consents and approvals relating to the transactions contemplated by the merger agreement;

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- SEC reports and financial statements;
- absence of certain changes or events;
- absence of undisclosed liabilities;
- accuracy of information supplied or to be supplied in this joint proxy statement/prospectus;
- compliance with applicable laws and permits;
- compensation and employee benefit matters;
- labor matters;
- taxes;
- litigation;
- intellectual property;
- real property;
- rights-of-way;
- oil and gas matters;
- environmental matters;
- material contracts;
- derivative transactions;
- insurance;
- receipt of an opinion from Rice's financial advisor;
- broker's fees payable in connection with the merger;
- regulatory matters; and
- corporate governance.

EQT's and Merger Sub's representations and warranties relate to, among other topics, the following, as applicable:

- organization, standing and corporate power;
- capital structure;
- corporate authority to enter into the merger agreement;
- the absence of conflicts with, or violations of, contracts and organizational documents;
- consents and approvals relating to the transactions contemplated by the merger agreement;
- SEC reports and financial statements;

- absence of certain changes or events;
- accuracy of information supplied or to be supplied in this joint proxy statement/prospectus;
- absence of undisclosed liabilities;
- compliance with applicable laws and permits;
- compensation and employee benefit matters;

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- labor matters;
- taxes;
- litigation;
- intellectual property;
- real property;
- rights-of-way;
- oil and gas matters;
- environmental matters;
- material contracts;
- insurance;
- receipt of an opinion from EQT's financial advisor;
- broker's fees payable in connection with the merger;
- absence of ownership of Rice's common stock;
- activities of Merger Sub;
- sufficiency of funds to pay the merger consideration and complete the transactions contemplated by the merger agreement; and
- corporate governance.

Certain of the representations and warranties given by Rice and EQT and Merger Sub, as applicable, are qualified as to "materiality" or "material adverse effect." For purposes of the merger agreement, a "material adverse effect" with respect to a person means any fact, circumstance, occurrence, state of fact, effect, change, event or development that, individually or in the aggregate, materially adversely affects (a) the financial condition, business, assets, properties or results of operations of such person and its subsidiaries, taken as a whole, or (b) the ability of such person and its subsidiaries to consummate the transactions contemplated by the merger agreement. However, no effect resulting from any of the following shall be deemed to be a "material adverse effect," or shall be taken into account when determining whether a "material adverse effect" has occurred or may, would or could occur: (i) general economic conditions (or changes in such conditions) or conditions in the global economy generally; (ii) conditions (or changes in such conditions) in the securities markets, credit markets, currency markets or other financial markets, including (A) changes in interest rates and changes in exchange rates for the currencies of any countries and (B) any suspension of trading in securities (whether equity, debt, derivative or hybrid securities) generally on any securities exchange or over-the-counter market; (iii) conditions (or changes in such conditions) in the oil and gas exploration and production industry (including changes in commodity prices, general market prices and regulatory changes affecting the industry); (iv) political conditions (or changes in such conditions) or acts of war, sabotage or terrorism (including any escalation or general worsening of any such acts of war, sabotage or terrorism); (v) earthquakes, hurricanes, tsunamis, tornadoes, floods, mudslides, wild fires or other natural disasters or weather conditions; (vi) the announcement of the merger agreement or the pendency or consummation of the transactions contemplated thereby, subject to certain exceptions; (vii) any actions taken or failure to take action, in each case, which EQT or Rice, as applicable, has requested in writing; (viii) compliance with the terms of, or the taking of any action expressly permitted or required by, the merger agreement, or the failure to take any action prohibited by the merger agreement, subject to certain exceptions; (ix) changes in law, or changes in GAAP or other accounting standards, or that result from any action taken for the purpose of complying therewith; (x) any changes

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in a person's stock price or trading volume, or any failure by such person to meet any analysts' estimates or expectations of such person's revenue, earnings or other financial performance or results of operations for any period, or any failure by such person or any of its subsidiaries to meet any internal budgets, plans or forecasts of its revenues, earnings or other financial performance or results of operations (except that the facts occurrences giving rise to such changes or failures may be taken into account); or (xi) any proceedings made or brought by any of the current or former stockholders or shareholders of EQT or Rice against a party or its directors or officers, arising out of the merger; provided that the matters described in the foregoing clauses (i) through (v) may be taken into account, but solely to the extent they disproportionately adversely affect a person and its subsidiaries, taken as a whole, as compared to other persons that conduct business in the same regions in the world and in the same industries.

## Conduct of Business

Under the merger agreement, each of Rice and EQT has agreed to restrict the conduct of its respective businesses between the date of the merger agreement and the earlier of the effective time and the termination of the merger agreement.

### *Conduct of Business by Rice and its Subsidiaries*

In general, except as previously disclosed to EQT, expressly permitted or required by the merger agreement or applicable law or otherwise consented to by EQT (such consent not to be unreasonably withheld, delayed or conditioned), Rice has agreed to use commercially reasonable efforts to conduct its businesses only in the ordinary course, including by using commercially reasonable efforts to preserve substantially intact its present business organization and preserve its existing relationships with its key customers and suppliers.

In addition, except as previously disclosed to EQT, expressly permitted or required by the merger agreement or applicable law or otherwise consented to by EQT (such consent not to be unreasonably withheld, delayed or conditioned), until the merger closes or the merger agreement is terminated, Rice has agreed that it will not, and will not permit its subsidiaries to:

- declare, set aside or pay any dividends or other distributions in respect of any outstanding capital stock or other equity interests in Rice or its subsidiaries, subject to certain exceptions including for dividends or distributions (1) expressly required by the organizational documents of Rice or any of its subsidiaries, (2) paid in cash with respect to the Series B Units to the extent expressly required by the organizational documents of Rice Midstream Holdings, (3) that are regular quarterly distributions of RMP, consistent with past practice with respect to timing of declaration and payment and including increases to the extent consistent with financial guidance published prior to the date of the merger agreement and solely from operating surplus and (4) in the ordinary course of business consistent with past practice, by a direct or indirect subsidiary of Rice to Rice, a direct or indirect subsidiary of Rice or any other equityholder in a direct or indirect subsidiary of Rice, subject to certain conditions;
- split, combine or reclassify any capital stock of, or other equity interests in, Rice or any of its subsidiaries;
- purchase, redeem or otherwise acquire, or offer to purchase, redeem or otherwise acquire, any capital stock of, or other equity interests in, Rice or any of its subsidiaries, subject to certain exceptions;
- offer, issue, deliver, grant or sell or authorize or propose to offer, issue, deliver, grant or sell, any capital stock of, or other equity interests in, Rice or any of its subsidiaries, subject to certain

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exceptions relating to settlement of outstanding equity awards and redemption of certain securities of Rice subsidiaries as required by the merger agreement;

- amend Rice's or its subsidiaries' organizational documents;
- merge, consolidate, combine or amalgamate with any person other than another wholly owned subsidiary of the Operating Company or Rice Midstream Holdings;
- acquire or agree to acquire any business or entity except (1) pursuant to a pre-existing agreement or (2) acquisitions for which the consideration is less than \$25,000,000 individually and \$100,000,000 in the aggregate;
- make any loans, advances or capital contributions to, or investments in, any third party other than (1) trade credit granted in the ordinary course of business or (2) capital contributions or investments not in excess of \$15,000,000 individually or \$45,000,000 in the aggregate;
- sell, lease, exchange or otherwise dispose of any (1) midstream assets owned by Rice that are not owned by RMP (other than uninstalled or out-of-service assets in an amount not to exceed \$25,000,000 in the aggregate) or (2) any material portion of its assets or properties, other than (A) pursuant to a pre-existing agreement, (B) sales in the ordinary course of business for which the consideration and fair value is \$25,000,000 individually and \$50,000,000 in the aggregate or less or (C) sales or dispositions of hydrocarbons in the ordinary course of business;
- enter into a plan of complete or partial liquidation or dissolution of Rice or any of its subsidiaries;
- change material financial accounting principles, practices or methods except as required by GAAP or applicable law;
- make, change or rescind any material election relating to taxes, amend any material tax return, settle or compromise any material proceeding relating to taxes for an amount materially in excess of the amount accrued or reserved with respect thereto, or change any material method of tax accounting;
- take any action which could reasonably be expected to cause RMP to be treated as a corporation for U.S. federal income tax purposes;
- (1) grant any increases in compensation and benefits except as required by applicable law or a pre-existing plan or agreement; (2) grant or provide any change-in-control, severance or retention payments or benefits; (3) establish, adopt, enter into, amend or terminate any benefit plan; (4) enter into, amend or terminate any collective bargaining agreement or similar agreement; (5) hire, promote or terminate the employment or service (other than for cause) of any person with a total annual compensation opportunity in excess of \$150,000; or (6) take any action to accelerate the vesting or payment, or fund or in any way secure the payment, of compensation or benefits;
- authorize or make capital expenditures in excess of specified limits, subject to certain exceptions;
- other than in the ordinary course of business consistent with past practice, incur, create or assume any indebtedness or liens, other than the incurrence of indebtedness and related liens (1) under existing credit facilities (other than the credit agreement of RMP) in an amount not to exceed \$750,000,000, (2) under the credit agreement of RMP, (3) extensions, renewals or refinancings of existing indebtedness other than Rice's outstanding senior notes, (4) additional borrowings that are prepayable without premium or penalty at the closing of the merger in an amount not to exceed \$25,000,000 in the aggregate or (5) borrowings among Rice and wholly owned subsidiaries of the Operating Company or Midstream Holding;



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- except in the ordinary course of business, enter into, amend, terminate or assign, or waive or assign any material rights under, certain specified material contracts;
- settle litigation involving the payment of monetary damages of any amount exceeding \$10,000,000 in the aggregate, or enter into any settlement that involves a material conduct remedy or material injunctive or similar relief, an admission of criminal wrongdoing or has a restrictive impact on the business of Rice or any of its subsidiaries;
- fail to use reasonable best efforts to maintain insurance coverage such as was maintained at the time of the merger agreement;
- take any action that would or would reasonably be expected to prevent, materially delay or materially impede the consummation of any of the transactions contemplated by the merger agreement;
- exercise any right of redemption held by Rice with respect to the common units of the Operating Company, except as provided in the merger agreement;
- enter into any agreements, arrangements or understandings with third party security holders of certain of the Company's subsidiaries relating to their securities, or conduct any substantive discussions with such third party security holders regarding the foregoing; and
- agree to take any of the foregoing actions.

The above obligations of Rice and its subsidiaries to take an action or not to take an action shall only apply (i) to the extent permitted by the organizational documents of RMP and its subsidiaries or Strike Force Midstream LLC and its subsidiaries, as applicable, (ii) to the extent Rice is authorized and empowered to bind RMP and its subsidiaries or Strike Force Midstream LLC and its subsidiaries, as applicable and (iii) to the extent such action or inaction would not breach any contractual or other duty to RMP or any of its equity holders or Strike Force Midstream LLC or any of its equity holders, as applicable.

#### *Conduct of Business by EQT and its Subsidiaries*

In general, except as previously disclosed to Rice, expressly permitted or required by the merger agreement or applicable law or otherwise consented to by Rice (such consent not to be unreasonably withheld, delayed or conditioned), EQT has agreed to use commercially reasonable efforts to conduct its businesses only in the ordinary course, including by using commercially reasonable efforts to preserve substantially intact its present business organization and preserve its existing relationships with its key customers and suppliers.

In addition, except as previously disclosed to Rice, expressly permitted or required by the merger agreement or applicable law or otherwise consented to by Rice (such consent not to be unreasonably withheld, delayed or conditioned), until the merger closes or the merger agreement is terminated, EQT has agreed that it will not, and will not permit its subsidiaries to:

- declare, set aside or pay any dividends or other distributions in respect of any outstanding capital stock or other equity interests in EQT or its subsidiaries, subject to certain exceptions including for dividends or distributions (1) that are regular quarterly dividends of (a) EQT in an amount not to exceed \$0.03 per share and (b) EQGP and EQM, consistent with past practice with respect to timing of declaration and payment and including increases to the extent consistent with financial guidance published prior to the date of the merger agreement and, in the case of EQM, solely from operating surplus, (2) the declaration and payment of dividends or other distributions to EQT by a direct or indirect wholly owned subsidiary of EQT, (3) the declaration and payment of dividends or other distributions to EQM by any of its direct or indirect wholly owned subsidiaries, (4) the declaration and payment of dividends or other

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distributions to EQM by EQT Energy Supply, LLC and (5) in the ordinary course of business consistent with past practice, the declaration and payment of dividends and other distributions to EQT, a direct or indirect wholly owned subsidiary of EQT or any other equityholder in a direct or indirect subsidiary of EQT, subject to certain conditions;

- split, combine or reclassify any capital stock of, or other equity interests in, EQT or any of its subsidiaries;
- offer, issue, deliver, grant or sell, or authorize or propose to offer, issue, deliver, grant or sell, any capital stock of, or other equity interests in, EQT or any of its subsidiaries, subject to certain exceptions relating to settlement of outstanding equity awards and a general exception for issuances of EQT common stock in an amount not exceeding 5% of EQT's outstanding common stock (or 7.5% of EQT's outstanding common stock, if the merger is not completed by December 31, 2017);
- amend EQT's or its subsidiaries' organizational documents that would adversely affect consummation of the transactions contemplated by the merger agreement, subject to certain exceptions;
- take any action that could reasonably be expected to cause each of EQM and EQGP to be treated as a corporation for U.S. federal income tax purposes;
- enter into a plan of complete or partial liquidation or dissolution of EQT or any of its subsidiaries;
- other than acquisitions that would not reasonably be expected to materially delay, impede or prevent the consummation of the transactions contemplated by the merger agreement, acquire any property, business, entity or assets;
- take any action that would or would reasonably be expected to prevent, materially delay or materially impede the consummation of any of the transactions contemplated by the merger agreement;
- except to facilitate the board composition contemplated by the merger agreement, increase the size of the EQT board to more than eleven members; and
- agree to take any of the foregoing actions.

The above obligations of EQT and its subsidiaries to take an action or not to take an action shall only apply (i) to the extent permitted by the organizational documents of EQM and its subsidiaries or EQGP and its subsidiaries, as applicable, (ii) to the extent EQT is authorized and empowered to bind EQM and its subsidiaries or EQGP and its subsidiaries, as applicable, and (iii) to the extent such action or inaction would not breach any contractual or other duty to EQM or any of its equity holders or EQGP or any of its equity holders, as applicable.

### **No Solicitation of Alternative Proposals**

Each of EQT and Rice has agreed that it will, and will cause its respective subsidiaries and will use reasonable best efforts to cause its respective representatives to, cease and terminate any solicitation, encouragement, discussion or negotiations with any person conducted prior to the execution of the merger agreement with respect to a competing proposal. In addition, the parties have agreed that they will not, and will cause their respective subsidiaries and will use reasonable best efforts to cause their respective representatives not to, directly or indirectly, (i) initiate, solicit or knowingly encourage or knowingly facilitate any inquiries, proposals, or offers regarding, or the making of a competing proposal, (ii) engage in any discussions or negotiations with respect to a competing proposal, (iii) furnish any non-public information, or access to its properties, assets or employees, to any person

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in connection with or in response to a competing proposal, (iv) enter into any letter of intent or agreement in principle, or other agreement providing for a competing proposal or (v) resolve, agree or publicly propose to do any of the actions referred to in clauses (i) - (iv).

Each party has agreed to advise the other party within 48 hours of its receipt of any competing proposal or any request for discussions, negotiations or non-public information or data in connection therewith, and to provide the other party (within such 48 hour time frame) either a copy or written summary of any such competing proposal. A party that has received a competing proposal must also keep the other party reasonably informed regarding its status and material terms, and any material changes to the status of any such discussions or negotiations, and must promptly (and in no event later than 24 hours after transmittal or receipt) provide the other party with copies of any material correspondence with respect thereto.

A "competing proposal" means, with respect to the applicable party, any contract, proposal, inquiry, offer or indication of interest relating to any transaction or series of related transactions involving: (a) any acquisition of any business or assets of the applicable party that generated 20% or more of the parties' net revenue or earnings before interest, taxes, depreciation and amortization for the preceding twelve (12) months, (b) any acquisition of beneficial ownership by any person or group of 20% or more of the outstanding shares of that party's common stock or (c) merger, consolidation, share exchange, business combination, recapitalization, liquidation, dissolution or similar transaction involving that party which is structured to permit any person or group to acquire beneficial ownership of at least 20% of the party's assets or equity interests.

Nevertheless, the parties are permitted, prior to obtaining the applicable shareholder or stockholder approval of the transactions contemplated by the merger agreement, to engage in the activities described in the first paragraph of this "—No Solicitation of Alternative Proposals" section solely with and to any person who has made a written, *bona fide* competing proposal that did not result from a breach of the applicable party's non-solicitation obligations; provided, that (A) no non-public information may be furnished until the party receives an executed confidentiality agreement containing limitations on the use and disclosure of non-public information no less favorable to that party in the aggregate than the terms of the confidentiality agreement between EQT and Rice; and (B) prior to taking any such actions, the party's board determines in good faith, after consultation with its financial advisors and outside legal counsel, that such competing proposal is, or would reasonably be expected to lead to, a superior proposal and, after consultation with its outside legal counsel, that the failure to engage in such activities would be inconsistent with the board's duties under applicable law.

A "superior proposal" means, with respect to a party, any written proposal by any person or group (other than the other party or any of its affiliates) to acquire, directly or indirectly, (a) businesses or assets of that party that generated two-thirds or more of the party's net revenue or earnings before interest, taxes, depreciation and amortization for the preceding twelve (12) months, respectively, or (b) more than two-thirds of the outstanding shares of that party's common stock, that in the good faith determination of the party's board, after consultation with its financial advisors and outside legal counsel and after taking into account relevant legal, financial, regulatory, estimated timing of consummation and other aspects of such proposal and the person or group making such proposal, would, if consummated in accordance with its terms, result in a transaction more favorable to the party's shareholders or stockholders than the transactions contemplated by the merger agreement.

### **Change in Board Recommendation**

EQT and Rice have both agreed that unless specifically permitted by the merger agreement, they will not fail to include in this joint proxy statement/prospectus, in the case of EQT, the recommendation that EQT's shareholders vote in favor of the share issuance proposal and the charter amendment proposal, and in the case of Rice, the recommendation that Rice's stockholders vote in

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favor of the proposal to adopt the merger agreement. In addition, the parties have agreed that they will not (i) withdraw, modify or qualify, or propose publicly to withdraw, modify or qualify, in a manner adverse to the other party, their respective board recommendations, (ii) recommend, adopt or approve, or propose publicly to recommend, adopt or approve, any competing proposal, (iii) in the event that any competing proposal has been publicly announced or become publicly known, fail to publicly reaffirm the applicable board recommendation within ten business days of the other party's request to do so, or (iv) fail to announce publicly within ten business days after commencement a tender or exchange offer for a party's common stock that the party's board recommends rejection of such tender or exchange offer and reaffirms its recommendation in favor of the transactions contemplated by merger agreement. The taking of any action described in this paragraph is referred to as a "change of recommendation."

Nevertheless, prior to adoption by Rice stockholders of the merger agreement (in the case of Rice) or approval by EQT shareholders of the share issuance proposal (in the case of EQT), in response to a competing proposal (in EQT's case, which is conditioned upon the termination of the merger agreement or the failure of the merger to be consummated) that did not result from a breach of a party's non-solicitation obligations, if a party's board so chooses, that party may effect a change of recommendation or, solely in the case of Rice, terminate the merger agreement, if prior to taking such action (A) the applicable party's board determines in good faith after consultation with its financial advisors and outside legal counsel that the competing proposal is a superior proposal (taking into account any adjustment to the terms and conditions of the merger proposed by the other party in response to such competing proposal), (B) the party's board has determined in good faith (after consultation with its outside legal counsel) that failure to do so would be inconsistent with its duties under applicable law, and (C) the party shall have given notice to the other party that it has received such proposal, specifying the material terms and conditions thereof, and, that the party intends to take such action, and the other party shall not have proposed revisions to the terms and conditions of the merger agreement within three business days thereof which cause the competing proposal to no longer constitute a superior proposal. If there are material modifications to the financial terms of a competing proposal determined by a party's board to be a superior proposal, the time period specified in the preceding sentence shall be extended for 48 hours after notification of such change to the other party.

In addition, prior to adoption by Rice stockholders of the merger agreement (in the case of Rice) or approval by EQT shareholders of the share issuance proposal (in the case of EQT), in response to an intervening event that occurs or arises after the date of the merger agreement, if a party's board so chooses, that party may effect a change of recommendation if prior to taking such action (A) the applicable party's board determines in good faith after consultation with its outside legal counsel that the failure to take such action would be inconsistent with its duties under applicable law, (B) the party shall have given notice to the other party that it has determined that an intervening event has occurred and that it intends to effect a change of recommendation, and either (1) the other party shall not have proposed revisions to the terms and conditions of the merger agreement within four business days thereof, or (2) if the other party shall have proposed revisions to the terms and conditions of the merger agreement which fail to obviate the need for the board to effect a change of recommendation.

An "intervening event" means, with respect to a party, a development, event, effect, state of facts, condition, occurrence or change in circumstance that is material to that party and that occurs or arises after the date of the merger agreement that was not known to or reasonably foreseeable by the party's board as of the date of the merger agreement. However, in no event shall (i) the receipt, existence or terms of a competing proposal, (ii) changes in general economic circumstances or industry or market conditions (including commodity prices) or (iii) the fact that a party exceeds internal or published projections or guidance or any related matter constitute an intervening event.

[Table of Contents](#)**Financing Cooperation**

The merger agreement requires Rice to use reasonable best efforts to provide all cooperation reasonably requested by EQT, or as EQT may reasonably determine necessary or advisable, in connection with financing arrangements (including, without limitation, assisting in the arrangement of new financing arrangements and any assumptions, guarantees, amendments, supplements, modifications, refinancings, replacements, repayments, redemptions, terminations or prepayments of existing financing arrangements of EQT or Rice or their respective subsidiaries) to fund the cash portion of the merger consideration, the completion of the merger or the other transactions contemplated by the merger agreement or to be consummated in connection therewith and the payment of related fees and expenses.

The merger is not conditioned upon receipt by EQT of the proceeds of borrowings or any other financing.

**Efforts to Close the Merger**

Rice, EQT and Merger Sub have agreed to use their reasonable best efforts to take, or cause to be taken, all actions, and to do, or cause to be done, and to assist and cooperate with the other party in doing, all things necessary, proper or advisable to consummate in the most expeditious manner practicable the merger.

Except for the filings and notifications made pursuant to antitrust laws as described below, promptly following the execution of the merger agreement, EQT, Rice and Merger Sub shall proceed to prepare and file with the appropriate governmental entities all authorizations, consents, notifications, certifications, registrations, declarations and filings that are necessary in order to consummate the transactions contemplated by the merger agreement, and shall diligently and expeditiously prosecute, and cooperate fully with each other in the prosecution of, such matters.

EQT and Rice shall cooperate fully with each other and shall furnish to the other such necessary information and reasonable assistance as the other may reasonably request in connection with the preparation of any filings under antitrust laws. Unless otherwise agreed, EQT and Rice shall use their reasonable best efforts to ensure the prompt expiration or termination of any applicable waiting period under the HSR Act. EQT and Rice shall use their reasonable best efforts to respond to and comply with any request for information or documentary material from any governmental entity charged with enforcing, applying, administering, or investigating the HSR Act or any other law designed to prohibit, restrict or regulate actions for the purpose or effect of mergers, monopolization, restraining trade or abusing a dominant position, including the FTC, the Antitrust Division of the DOJ, any attorney general of any state of the United States, or any other competition authority of any jurisdiction (collectively, the "antitrust authorities"). In connection therewith, EQT and Rice shall:

- use their reasonable best efforts to cooperate in all respects with each other in connection with any investigation or other inquiry, including any proceeding initiated by a private party;
- promptly notify the other party of any communication concerning the merger agreement or any of the transactions contemplated thereby to the notifying party from or with any governmental entity, or from any other person alleging that the consent of such person (or another person) is or may be required in connection with the transactions, and consider in good faith the views of the other party and keep the other party reasonably informed of the status of matters related to the transactions contemplated by the merger agreement, including furnishing the other party with any written notices or other communications received by such party from, or given by such party to, any governmental entity and of any communication received or given in connection with any proceeding by a private party, in each case regarding any of the transactions

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contemplated by the merger agreement (except that any materials concerning one party's valuation of the other may be redacted); and

- permit the other party to review in draft any proposed communication to be submitted by the notifying party to any governmental entity with reasonable time and opportunity to comment, and consult with each other in advance of any in-person or telephonic meeting or conference with any governmental entity or, in connection with any proceeding by a private party, with any other person, and, to the extent permitted by the applicable governmental entity or person, not agree to participate in any meeting or discussion with any governmental entity relating to any filings or investigations concerning the merger agreement or any of the transactions contemplated thereby unless it consults with the other party and its representatives in advance and invites the other party's representatives to attend in accordance with applicable law.

EQT shall be entitled to direct any proceedings with any antitrust authorities; provided, however, that it shall afford Rice a reasonable opportunity to participate in such proceedings. The parties shall take reasonable efforts to share information protected from disclosure under the attorney-client privilege, work product doctrine, joint defense privilege or any other so as to preserve any applicable privilege.

EQT and Rice and their respective subsidiaries shall also use their reasonable best efforts to resolve objections, if any, as may be asserted with respect to the transactions contemplated by the merger agreement under any laws, including any antitrust laws; provided, however, that if, in order to resolve any objections, Rice is asked to divest, sell, dispose of, hold separate or otherwise take or commit to take any action that limits its freedom with respect to its or its subsidiaries' ability to retain any of the businesses, product lines, or assets of Rice or its subsidiaries, such actions shall be conditioned upon the consummation of the merger. In furtherance of the foregoing, EQT and Rice and their respective subsidiaries shall use their reasonable best efforts to defend any lawsuits or other legal proceedings, whether judicial or administrative, challenging the merger agreement or transactions contemplated thereby (including seeking to have any stay, temporary restraining order or preliminary injunction entered by any court or other governmental entity vacated or reversed).

EQT and Merger Sub shall not take any action that could reasonably be expected to hinder or delay the obtaining of clearance or the expiration of the required waiting period under the HSR Act or any other applicable antitrust law.

### **Efforts to Hold the Rice and EQT Special Meetings**

Subject to its rights in certain circumstances to postpone or adjourn the Rice stockholder meeting, Rice has agreed to hold a meeting of its stockholders as promptly as reasonably practicable for the purpose of obtaining its stockholders' adoption of the merger agreement proposal. Under the merger agreement, Rice has agreed to submit these proposals to a stockholder vote even if the Rice board has made an adverse recommendation change (as described above under "—Change in Board Recommendation"), except that Rice may terminate the merger agreement (and thus avoid holding a special meeting) to enter into a definitive agreement with respect to a superior proposal (as described above under "—No Solicitation of Alternative Proposals").

Subject to its rights in certain circumstances to postpone or adjourn the EQT shareholder meeting, EQT has agreed to hold a meeting of its shareholders as promptly as reasonably practicable for the purpose of obtaining EQT shareholder approval of the share issuance proposal.

Rice and EQT will use their respective best reasonable efforts to hold their respective meetings on the same date.

[Table of Contents](#)**Indemnification and Insurance**

From the effective time and until the six year anniversary of the effective time, EQT and the surviving company shall, jointly and severally, indemnify, defend and hold harmless each person who is now, or has been at any time prior to June 19, 2017 or who becomes prior to the effective time, a director, officer or employee of Rice or any of its subsidiaries or who acts as a fiduciary under any Rice equity plan or any of its subsidiaries or is or was serving at the request of Rice or any of its subsidiaries as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, employee benefit plan, trust or other enterprise (collectively, the "indemnified persons") against all losses, claims, damages, costs, fines, penalties, expenses (including attorneys' and other professionals' fees and expenses), liabilities or judgments or amounts that are paid in settlement, of or incurred in connection with any threatened or actual proceeding to which such indemnified person is a party or is otherwise involved (including as a witness) if such liabilities arose by reason of such indemnified person's service at the request or for the benefit of Rice. EQT and the surviving company shall also jointly and severally pay expenses incurred in advance of the final disposition of any such proceeding to each indemnified person to the fullest extent permitted under applicable law. In the event any such proceeding is brought or threatened to be brought against any indemnified persons (whether arising before or after the effective time), (i) the indemnified persons may retain Rice's regularly engaged legal counsel or other counsel satisfactory to such indemnified persons, and EQT and the surviving company shall pay all reasonable fees and expenses of such counsel for the indemnified persons, and (ii) EQT and the surviving company shall use their best efforts to assist in the defense of any such matter.

The merger agreement also provides that EQT and the surviving company will cause to be put in place, and EQT shall fully prepay immediately prior to, and conditioned upon the occurrence of, the effective time, "tail" insurance policies with a claims reporting or discovery period of at least six years from the effective time placed, such "tail" policies to be placed with insurance companies having the same or better "AM Best Financial" rating as Rice's and RMP's current directors' and officers' liability insurance companies and with terms and conditions providing retentions, limits and other material terms no less favorable than the current directors' and officers' liability insurance policies maintained by Rice and RMP with respect to matters, acts or omissions existing or occurring at or prior to the effective time; provided, however, that EQT may elect in its sole discretion to, but shall not be required to, spend more than 300% of the last annual premium paid by Rice and RMP prior to June 19, 2017 (the "cap amount") for the six years of coverage under such "tail" policy. If the cost of such "tail" policy exceeds the cap amount, and EQT elects not to spend more than the cap amount for such purpose, then EQT shall purchase as much coverage as is reasonably available for the cap amount.

**Other Covenants and Agreements**

The merger agreement contains certain other covenants and agreements, including, among other things, covenants relating to:

- cooperation between Rice and EQT in the preparation of this joint proxy statement/prospectus;
- access by each party to certain information about the other party during the period prior to the effective time or termination of the merger agreement, as applicable;
- certain employee matters;
- participation in the defense or settlement of any shareholder litigation relating to the transactions;
- advice and reports on operational matters;



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- actions to be taken or not to be taken for the mergers, taken together, to qualify as a "reorganization" under the Code;
- cooperation between Rice and EQT in connection with public announcements;
- the listing of EQT shares to be issued in the merger on the NYSE;
- certain notifications;
- requirements of Section 16(a) of the Exchange Act;
- obligations of EQT to cause Merger Sub to perform its obligations under the merger agreement; and
- the composition of the EQT board following the effective time.

**Conditions to Completion of the Merger**

The obligations of Rice and EQT to consummate the merger are subject to the satisfaction or waiver (to the extent permissible under applicable laws) of the following mutual conditions:

- adoption of the merger agreement proposal by Rice stockholders and approval of the share issuance proposal by EQT shareholders;
- any waiting period applicable to the merger under the HSR Act shall have been terminated or expired;
- absence of any order, decree, ruling, injunction or other action that is in effect (whether temporary, preliminary or permanent) restraining, enjoining or otherwise prohibiting the consummation of the merger, and no law shall have been adopted that makes consummation of the merger illegal or otherwise prohibited;
- the registration statement on Form S-4 filed by EQT in connection with the share issuance having been declared effective by the SEC and no stop order suspending the effectiveness of such Form S-4 having been issued by the SEC and no proceedings for that purpose having been sought by the SEC; and
- EQT common stock issued in the merger having been approved for listing on the NYSE, upon official notice of issuance.

The obligation of Rice to effect the merger is also subject to the satisfaction or waiver by Rice of the following additional conditions:

- the accuracy of the representations and warranties of EQT and Merger Sub set forth in the merger agreement, subject to the materiality standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only), and Rice's receipt of an officer's certificate from EQT to such effect;
- performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by EQT at or prior to the effective time (and Rice's receipt of an officer's certificate from EQT to such effect);
- the absence, since the date of the merger agreement, of any event, change, effect or development that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect with respect to EQT; and

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- the receipt by Rice of a written tax opinion from Vinson & Elkins LLP, in form and substance reasonably satisfactory to Rice and dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

The obligations of EQT and Merger Sub to effect the merger are also subject to the satisfaction or waiver by EQT of the following additional conditions:

- the accuracy of the representations and warranties of Rice set forth in the merger agreement, subject to the materiality standards set forth in the merger agreement, as of the date of the merger agreement and as of the closing date of the merger (except to the extent such representations and warranties are expressly made as of a specific date, in which case such representations and warranties will be true and correct as of such specific date only), and EQT's receipt of an officer's certificate from Rice to such effect;
- performance of, or compliance with, in all material respects all agreements and covenants required to be performed or complied with under the merger agreement by Rice at or prior to the effective time (and EQT's receipt of an officer's certificate from Rice to such effect);
- the absence, since the date of the merger agreement, of any event, change, effect or development that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect with respect to Rice; and
- the receipt by EQT of a written tax opinion from Wachtell, Lipton, Rosen & Katz, in form and substance reasonably satisfactory to EQT and dated as of the closing date, to the effect that, on the basis of the facts, representations and assumptions set forth or referred to in such opinion, the mergers, taken together, will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

As further discussed under the section titled "Risk Factors," neither EQT nor Rice can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

None of EQT, Rice or Merger Sub may rely, either as a basis for not consummating the merger or for terminating the merger agreement (as described below), on the failure of any condition set forth above, as the case may be, to be satisfied if such failure was caused by such party's breach in any material respect of any provision of the merger agreement.

### **Termination of the Merger Agreement**

Rice and EQT may mutually agree to terminate the merger agreement before consummating the merger, even after adoption of the merger agreement proposal by Rice stockholders and approval of the share issuance proposal by EQT shareholders.

In addition, either EQT or Rice may terminate the merger agreement if:

- any governmental authority having jurisdiction over any party shall have issued any order, decree, ruling or injunction or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger and such order, decree, ruling or injunction or other action shall have become final and nonappealable, or if there shall be adopted any law that permanently makes consummation of the merger illegal or otherwise permanently prohibited (provided that this right to terminate the merger agreement shall not be available to any party whose failure to fulfill any material covenant or agreement under the merger agreement has been the cause of or resulted in such injunction or law);

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- subject to certain exceptions, the merger is not consummated by the end date (provided that this right to terminate the merger agreement shall not be available to any party whose failure to fulfill any material covenant or agreement under the merger agreement has been the cause of or resulted in the failure of the merger to occur on or before the end date);
- subject to certain exceptions, there has been a breach of the merger agreement by the other party or there has been a failure to perform any of its representations, warranties, covenants or agreements contained in the merger agreement, which breach or failure to perform (i) if it was continuing to occur on the closing date, would result in a failure of a condition to close by such breaching party and (2) is incapable of being cured during the time period set forth in the merger agreement or, if curable, is not cured during the applicable cure period (provided the party seeking to terminate the merger agreement pursuant to this provision is not then in terminable breach);
- if the Rice special meeting has concluded without adoption of the merger agreement proposal by Rice stockholders or if the EQT special meeting has concluded without approval of EQT shareholders of the share issuance proposal; or
- prior to the adoption of the merger agreement by Rice stockholders or approval of the share issuance by EQT shareholders, as applicable, the other party (i) makes an adverse recommendation change or (ii) is in material violation of its non-solicitation obligations.

Rice may also terminate the merger agreement in order to enter into a definitive agreement with respect to a Rice superior proposal (provided that contemporaneous with such termination Rice tenders a termination fee payment to EQT).

#### **Expenses and Termination Fees Relating to the Termination of the Merger Agreement**

Rice or EQT, as applicable, will be obligated to pay the other party a termination fee of \$255 million in the following circumstances:

- if such party effects an adverse recommendation change or such party commits a material breach of its non-solicitation obligations; or
- (i) a competing proposal has been announced, disclosed or otherwise communicated to the Rice board or the EQT board, as applicable, and not withdrawn by a date that is at least three business days prior to the Rice special meeting or EQT special meeting, as applicable, or at least three business days prior to the termination of the merger agreement due to occurrence of the end date or a terminable breach by Rice or EQT, as applicable, (ii) thereafter, the merger agreement is terminated because the other party's shareholders fail to adopt the merger agreement or approve the share issuance, as applicable, or because of the occurrence of the end date or a terminable breach by the other party and (iii) within twelve months of the termination of the merger agreement, the other party enters into a definitive agreement with a third party with respect to or consummates a transaction that is a competing proposal with a third party.

Rice will also be required to pay a termination fee of \$255 million if Rice terminates the merger agreement in order to enter into a superior proposal.

In addition, unless otherwise entitled to the \$255 million termination fee, EQT or Rice will be obligated to pay the other party an expense reimbursement fee of \$67 million if such party's shareholders fail to adopt the merger agreement or approve the share issuance, as applicable.

In no event shall either party be entitled to receive more than one termination fee and one expense reimbursement fee. If a party receives a termination fee, then such party will not be entitled to also receive an expense reimbursement fee, and any payment of the expense reimbursement fee shall be fully creditable against any subsequent payment of the termination fee.

[Table of Contents](#)**Amendments and Waivers**

Any provision of the merger agreement may be amended or waived by the parties at any time before the adoption of the merger agreement by Rice stockholders. However, after such stockholder approval is obtained, there may not be, without further approval of Rice stockholders, any amendment or waiver of any provision of the merger agreement for which applicable laws requires further approval by Rice stockholders.

**Specific Performance**

In addition to any other remedy that may be available to each party, including monetary damages, each of the parties will be entitled to an injunction or injunctions, or any other appropriate form of specific performance or equitable relief, to prevent breaches of the merger agreement and to enforce specifically its terms and provisions.

**Governing Law**

The merger agreement is governed by the laws of the State of Delaware (subject to certain exceptions). All matters relating to the fiduciary duties of the EQT board will be governed by the laws of the Commonwealth of Pennsylvania.

[Table of Contents](#)**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS****Introduction**

The following unaudited pro forma condensed combined financial statements (the "pro forma financial statements") have been prepared to reflect the effects of the merger on the financial statements of EQT. The unaudited pro forma condensed combined balance sheet (the "pro forma balance sheet") is presented as if the merger had occurred on June 30, 2017. The unaudited pro forma combined statements of operations (the "pro forma statements of operations") for the year ended December 31, 2016, and the six months ended June 30, 2017, are presented as if the merger had occurred on January 1, 2016. The historical consolidated financial information has been adjusted to reflect factually supportable items that are directly attributable to the merger and, with respect to the statements of operations only, are expected to have a continuing impact on the combined results.

The following unaudited pro forma financial statements, derived from the historical consolidated financial statements of EQT and Rice, have been adjusted to reflect the following:

- EQT's merger with Rice under the acquisition method of accounting;
- assumed conversion of common units in Rice Energy Operating LLC into the right to receive the consideration received by holders of Rice's common stock in the merger;
- assumed redemption of the Series B preferred interest in Rice Midstream Holdings by EQT for \$430 million and the related elimination of preferred dividends and accretion of redeemable noncontrolling interests;
- adjustments to Rice's historical consolidated financial statements to reflect the acquisition of Vantage Energy LLC and Vantage Energy II, LLC (collectively, "Vantage") as though that acquisition occurred on January 1, 2016;
- elimination of historical transactions between Rice and EQT that would be treated as intercompany transactions after the merger;
- issuance of \$3.0 billion in new EQT notes (which EQT priced on September 27, 2017 and expects to close on October 4, 2017), with maturities of three, five and ten years (the "EQT notes"), to fund a portion of the cash merger consideration and the planned extinguishment of Rice's senior notes (the "Rice notes"), Rice's revolving credit facility (the "Rice credit facility") and Rice Midstream Holdings LLC's revolving credit facility (the "Rice Midstream Holdings credit facility," and together with the Rice credit facility, the "Rice credit facilities") as the interest rate and terms on the Rice notes and Rice credit facilities are significantly less favorable than what EQT obtained with this issuance;
- planned upsize of (which EQT completed on July 31, 2017), and borrowing under, EQT's revolving credit facility;
- assumption of liabilities for transaction-related expenses;
- adjustment of depreciation, depletion and amortization related to the step up of property, plant and equipment to estimated fair value and to adjust the depreciation expense on certain Rice midstream assets to EQT's depreciation policies;
- amortization of the intangible asset identified as part of the assets acquired; and
- estimated tax impact of pro forma adjustments.

The pro forma financial statements have been prepared using the acquisition method of accounting using the accounting guidance in Accounting Standards Codification 805, *Business Combinations* ("ASC 805"), with EQT treated as the acquirer. The acquisition method of accounting is dependent

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upon certain valuations and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measure. Accordingly, the pro forma adjustments are preliminary, have been made solely for the purpose of providing pro forma financial statements, and are subject to revision based on a final determination of fair value as of the date of acquisition. Differences between these preliminary estimates and the final acquisition accounting may have a material impact on the accompanying pro forma financial statements and the combined company's future results of operations and financial position.

The pro forma financial statements are provided for informational purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of EQT would have been had the merger occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position. The pro forma financial statements should be read in conjunction with:

- The accompanying notes to the pro forma financial statements;
- The audited consolidated financial statements and accompanying notes of EQT contained in its Annual Report on Form 10-K for the year ended December 31, 2016, incorporated by reference herein;
- The audited consolidated financial statements and accompanying notes of Rice contained in its Annual Report on Form 10-K for the year ended December 31, 2016, incorporated by reference herein;
- The unaudited condensed consolidated financial statements and accompanying notes of EQT contained in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, incorporated by reference herein;
- The unaudited consolidated financial statements and accompanying notes of Rice contained in EQT's Current Report on Form 8-K filed September 27, 2017, incorporated by reference herein;
- The audited consolidated financial statements and accompanying notes of Vantage Energy, LLC and Vantage Energy II, LLC contained in EQT's Current Report on Form 8-K filed September 27, 2017, incorporated by reference herein;
- The unaudited condensed consolidated financial statements and accompanying notes of Vantage Energy LLC contained in EQT's Current Report on Form 8-K filed September 27, 2017, incorporated by reference herein; and
- The unaudited condensed combined financial statements and accompanying notes of Vantage Energy II Group contained in EQT's Current Report on Form 8-K filed September 27, 2017, incorporated by reference herein.

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**EQT CORPORATION**  
**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**  
**JUNE 30, 2017**

	<u>EQT Historical</u>	<u>Rice Energy Historical</u>	<u>Pro Forma Adjustments</u>		<u>EQT Pro Forma Combined</u>
			(Thousands)		
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 572,344	\$ 161,540	\$ (1,751,000)	(a)	\$ 447,336
			1,464,452	(c)	
Accounts receivable	310,975	339,419	(9,699)	(b)	640,695
Derivative instruments, at fair value	85,442	10,624	214,337	(j)	310,403
Prepaid expenses and other	28,092	11,347	—		39,439
Total current assets	996,853	522,930	(81,910)		1,437,873
Property, plant and equipment, net	14,257,262	6,446,251	3,423,894	(a)	24,127,407
Investment in nonconsolidated entity	260,737	—	—		260,737
Other assets	209,159	789	5,332	(j)	215,280
Gas collateral account	—	5,332	(5,332)	(j)	—
Deferred financing costs, net	—	33,274	(22,781)	(a)	16,603
			6,110	(c)	
Goodwill	—	879,011	747,835	(a)	1,626,846
Intangible assets, net	—	43,717	1,071,284	(a)	1,115,001
Acquisition deposit	—	18,033	—		18,033
Derivative assets	—	45,713	(45,713)	(j)	—
<b>TOTAL ASSETS</b>	<u>\$ 15,724,011</u>	<u>\$ 7,995,050</u>	<u>\$ 5,098,719</u>		<u>\$ 28,817,780</u>
<b>LIABILITIES AND EQUITY</b>					
Current portion of long-term debt	\$ 707,189	\$ —	\$ —		\$ 707,189
Accounts payable	368,422	24,131	(9,699)	(b)	745,951
			82,412	(d)	
			280,685	(j)	
Derivative instruments, at fair value	107,880	39,061	193,215	(j)	340,156
Other current liabilities	172,235	90,194	19,870	(j)	282,299
Royalties payable	—	104,091	(104,091)	(j)	—
Accrued capital expenditures	—	176,594	(176,594)	(j)	—
Accrued interest	—	14,540	(14,208)	(c)	—
			(332)	(j)	
Embedded derivative liability	—	15,417	(15,417)	(a)	—
Leasehold payable	—	19,538	(19,538)	(j)	—
Total current liabilities	1,355,726	483,566	236,303		2,075,595
Long-term debt	2,584,973	1,599,779	95,721	(a)	5,765,243
			1,484,770	(c)	
Deferred income taxes	1,876,324	362,767	1,084,843	(a)	3,300,711
			(23,223)	(i)	
Other liabilities and credits	529,418	90,204	12,279	(j)	631,901
Derivative liabilities	—	24,591	(24,591)	(j)	—
Leasehold payable	—	12,279	(12,279)	(j)	—
<b>TOTAL LIABILITIES</b>	6,346,441	2,573,186	2,853,823		11,773,450
Mezzanine equity	—	396,711	(271,711)	(a)	125,000
<b>Shareholders' equity:</b>					
Common stock	3,440,691	2,117	(2,117)	(e)	9,428,691
			5,988,000	(a)	
Additional paid in capital	—	3,473,266	(3,473,266)	(e)	—
Treasury stock, shares at cost	(82,000)	—	—		(82,000)
Retained earnings	2,703,778	(350,514)	(82,412)	(d)	2,644,589
			350,514	(e)	
			23,223	(i)	
Accumulated other comprehensive income	(293)	—	—		(293)
Total common shareholders' equity	6,062,176	3,124,869	2,803,942		11,990,987
Noncontrolling interests in consolidated subsidiaries	3,315,394	1,900,284	(287,335)	(a)	4,928,343
Total shareholders' equity	9,377,570	5,025,153	2,516,607		16,919,330
<b>TOTAL LIABILITIES AND EQUITY</b>	<u>\$ 15,724,011</u>	<u>\$ 7,995,050</u>	<u>\$ 5,098,719</u>		<u>\$ 28,817,780</u>

See accompanying notes to unaudited pro forma condensed combined financial statements.



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**EQT CORPORATION**  
**UNAUDITED PRO FORMA STATEMENT OF COMBINED OPERATIONS**  
**SIX MONTHS ENDED JUNE 30, 2017**

	<b>EQT Historical</b>	<b>Rice Energy Historical</b>	<b>Pro Forma Adjustments</b>		<b>EQT Pro Forma Combined</b>
	(Thousands, except per unit amounts)				
Revenues:					
Sale of natural gas, oil and NGLs	\$ 1,250,179	\$ 705,726	\$ —		\$ 1,955,905
Pipeline and net marketing services	151,169	—	(19,881)	(b)	217,675
			86,387	(j)	
Gain (loss) on derivatives not designated as hedges	187,068	—	88,779	(j)	275,847
Gathering, compression and water distribution	—	68,408	(68,408)	(j)	—
Other revenue	—	17,979	(17,979)	(j)	—
Total operating revenues	<u>1,588,416</u>	<u>792,113</u>	<u>68,898</u>		<u>2,449,427</u>
Operating expenses:					
Transportation and processing	268,524	78,557	(19,881)	(b)	327,200
Operation and maintenance	40,867	14,998	—		55,865
Production	90,182	12,832	40,294	(j)	143,308
Exploration	6,603	11,118	—		17,721
Selling, general and administrative	129,067	73,050	10,298	(j)	207,177
			(5,238)	(d)	
Depreciation, depletion, and amortization	472,735	282,782	39,001	(f)	794,518
Impairment of long-lived assets	—	92,355	—		92,355
Lease operating	—	40,294	(40,294)	(j)	—
Incentive unit expense	—	7,683	(7,683)	(j)	—
Acquisition expense	—	2,615	(2,615)	(j)	—
Other expense	—	19,365	—		19,365
Amortization of intangible assets	—	808	17,775	(g)	18,583
Total operating expenses	<u>1,007,978</u>	<u>636,457</u>	<u>31,657</u>		<u>1,676,092</u>
Operating income (loss)	<u>580,438</u>	<u>155,656</u>	<u>37,241</u>		<u>773,335</u>
Other income	10,019	453	—		10,472
Interest expense	86,733	54,292	(878)	(c)	141,429
			(817)	(d)	
			2,099	(j)	
Gain on derivative instruments	—	88,779	(88,779)	(j)	—
Loss on embedded derivatives	—	15,417	(15,417)	(h)	—
Amortization of deferred financing costs	—	6,078	(3,979)	(c)	—
			(2,099)	(j)	
Income (loss) before income taxes	<u>503,724</u>	<u>169,101</u>	<u>(30,447)</u>		<u>642,378</u>
Income tax expense (benefit)	<u>130,374</u>	<u>33,341</u>	<u>(1,538)</u>	(i)	<u>162,177</u>
Net income	<u>373,350</u>	<u>135,760</u>	<u>(28,909)</u>		<u>480,201</u>
Less: Net income attributable to noncontrolling interests	(168,232)	(78,533)	16,841	(e)	(220,193)
			5,316	(f)	
			4,415	(g)	
Less: Preferred dividends and accretion of redeemable noncontrolling interests	—	(28,988)	28,988	(h)	—
Net income attributable to EQT Corporation	<u>\$ 205,118</u>	<u>\$ 28,239</u>	<u>\$ 26,651</u>		<u>\$ 260,008</u>
Earnings per share of common stock attributable to EQT Corporation:					
Basic:					
Weighted average common stock outstanding	<u>173,320</u>		<u>92,198</u>	(a)	<u>265,518</u>
Net income	<u>\$ 1.18</u>		<u>\$ —</u>		<u>\$ 0.98</u>
Diluted:					
Weighted average common stock outstanding	<u>173,525</u>		<u>92,198</u>	(a)	<u>265,723</u>
Net income	<u>\$ 1.18</u>		<u>\$ —</u>		<u>\$ 0.98</u>
Dividends declared per common share	<u>\$ 0.06</u>	<u>\$ —</u>	<u>\$ —</u>		<u>\$ 0.06</u>

See accompanying notes to unaudited pro forma condensed combined financial statements.

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**EQT CORPORATION**  
**UNAUDITED PRO FORMA STATEMENT OF COMBINED OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2016**

	<b>EQT Historical</b>	<b>Rice Energy Pro Forma (Note 3)</b>	<b>Pro Forma Adjustments</b>		<b>EQT Pro Forma Combined</b>
	(Thousands, except per unit amounts)				
Revenues:					
Sale of natural gas, oil and NGLs	\$ 1,594,997	\$ 796,735	\$ —		\$ 2,391,732
Pipeline and net marketing services	262,342	—	(41,493)	(b)	359,753
			138,904	(j)	
(Loss) on derivatives not designated as hedges	(248,991)	—	(213,889)	(j)	(462,880)
Gathering, compression and water services	—	114,496	(114,496)	(j)	—
Other revenue	—	24,408	(24,408)	(j)	—
Total operating revenues	<u>1,608,348</u>	<u>935,639</u>	<u>(255,382)</u>		<u>2,288,605</u>
Operating expenses:					
Transportation and processing	365,817	144,576	(41,493)	(b)	468,900
Operation and maintenance	73,266	28,898	—		102,164
Production	174,826	21,173	63,578	(j)	259,577
Exploration	13,410	21,434	—		34,844
Selling, general and administrative	272,747	131,489	57,870	(j)	462,106
Depreciation, depletion, and amortization	927,920	469,837	194,607	(f)	1,592,364
Impairment of long-lived assets	66,687	23,057	20,853	(j)	110,597
Lease operating	—	63,578	(63,578)	(j)	—
Incentive unit expense	—	51,761	(51,761)	(j)	—
Acquisition expense	—	6,109	(6,109)	(j)	—
Other expense	—	28,039	—		28,039
Amortization of intangible assets	—	1,634	35,533	(g)	37,167
Impairment of gas properties	—	20,853	(20,853)	(j)	—
Total operating expenses	<u>1,894,673</u>	<u>1,012,438</u>	<u>188,647</u>		<u>3,095,758</u>
Gain on sale / exchange of assets	<u>8,025</u>	<u>—</u>	<u>—</u>		<u>8,025</u>
Operating (loss)	<u>(278,300)</u>	<u>(76,799)</u>	<u>(444,029)</u>		<u>(799,128)</u>
Other income	31,693	1,268	—		32,961
Interest expense	147,920	133,879	(31,909)	(c)	251,369
			1,479	(j)	
Loss on derivative instruments	—	213,889	(213,889)	(j)	—
Amortization of deferred financing costs	—	7,545	(6,066)	(c)	—
			(1,479)	(j)	
(Loss) before income taxes	<u>(394,527)</u>	<u>(430,844)</u>	<u>(192,165)</u>		<u>(1,017,536)</u>
Income tax (benefit)	<u>(263,464)</u>	<u>(162,136)</u>	<u>(94,114)</u>	(i)	<u>(519,714)</u>
Net (loss)	<u>(131,063)</u>	<u>(268,708)</u>	<u>(98,051)</u>		<u>(497,822)</u>
Less Net income attributable to noncontrolling interests	<u>(321,920)</u>	<u>(31,419)</u>	<u>(64,415)</u>	(e)	<u>(398,297)</u>
			10,631	(f)	
			8,826	(g)	
Less: Preferred dividends and accretion of redeemable noncontrolling assets	<u>—</u>	<u>(28,450)</u>	<u>28,450</u>	(h)	<u>—</u>
Net (loss) attributable to EQT Corporation	<u>\$ (452,983)</u>	<u>\$ (328,577)</u>	<u>\$ (114,559)</u>		<u>\$ (896,119)</u>
Earnings per share of common stock attributable to EQT corporation:					
Basic:					
Weighted average common stock outstanding	166,978		92,198	(a)	259,176
Net (loss)	<u>\$ (2.71)</u>		<u>\$ —</u>		<u>\$ (3.46)</u>
Diluted:					
Weighted average common stock outstanding	166,978		92,198	(a)	259,176
Net (loss)	<u>\$ (2.71)</u>		<u>\$ —</u>		<u>\$ (3.46)</u>
Dividends declared per common share	<u>\$ 0.12</u>	<u>\$ —</u>	<u>\$ —</u>		<u>\$ 0.12</u>

See accompanying notes to unaudited pro forma condensed combined financial statements.

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**EQT CORPORATION**  
**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS**

**1. Basis of Presentation**

The pro forma financial statements have been prepared to reflect the effects of the merger on the financial statements of EQT. The pro forma balance sheet is presented as if the merger had occurred on June 30, 2017. The pro forma statements of operations for the year ended December 31, 2016, and the six months ended June 30, 2017, are presented as if the merger had occurred on January 1, 2016. The historical consolidated financial information has been adjusted to reflect factually supportable items that are directly attributable to the merger and, with respect to the statements of operations only, are expected to have a continuing impact on the combined results.

The pro forma financial statements have been prepared using the acquisition method of accounting using the accounting guidance in ASC 805, with EQT treated as the acquirer. The acquisition method of accounting is dependent upon certain valuations and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measure. Accordingly, the pro forma adjustments are preliminary, have been made solely for the purpose of providing pro forma financial statements, and are subject to revision based on a final determination of fair value as of the date of acquisition. Differences between these preliminary estimates and the final acquisition accounting may have a material impact on the accompanying pro forma financial statements and the combined company's future results of operations and financial position.

The pro forma financial statements are provided for informational purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of EQT would have been had the merger occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position.

**2. Pro Forma Adjustments and Assumptions**

The adjustments are based on currently available information and certain assumptions that EQT believes are reasonable. The actual effects of these transactions will differ from the pro forma adjustments. A general description of these transactions and adjustments are provided as follows:

(a) These adjustments reflect the estimated value of net consideration to be paid by EQT in the merger and the adjustment of the historical book values of Rice assets and liabilities as of June 30, 2017 to their estimated fair values. The following table represents the preliminary purchase price allocation to the assets acquired and liabilities assumed from Rice. This preliminary purchase price allocation has been used to prepare pro forma adjustments in the pro forma balance sheet and the pro forma statements of operations. The final purchase price allocation will be determined when EQT has completed the detailed valuations and necessary calculations subsequent to closing the merger. The final purchase price allocation will differ from these estimates and could differ materially from the preliminary allocation used in the pro forma adjustments. EQT expects to finalize its allocation of the merger consideration as soon as practicable after completion of the merger.

The preliminary purchase price allocation is subject to change as a result of several factors, including but not limited to:

- changes in the estimated fair value of the shares of EQT common stock issued as consideration to the Rice stockholders, based on EQT's share price at the effective time of the merger;
- finalization of assumed and retired Rice indebtedness;
- changes in the estimated fair value of the Rice assets acquired and liabilities assumed as of the date of the merger, which could result from changes in future commodity prices, reserve estimates, inclusion of drilling synergies, other changes in cost assumptions, interest rates and

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other facts and circumstances existing at the closing date of the merger compared to the filing date of the pro forma financial statements;

- the tax basis of Rice's assets and liabilities as of the effective time of the merger;
- changes in the fair value of the noncontrolling interest attributable to the public unit holders of RMP, based on RMP's share price at the effective time of the merger; and
- the risk factors described in "Risk Factors."

	<b>Preliminary Purchase Price Allocation (in thousands)</b>
<b>Consideration:</b>	
Fair value of EQT common stock to be issued	\$ 5,988,000
Cash consideration	1,751,000
Total consideration	<u>7,739,000</u>
<b>Fair value of liabilities assumed:</b>	
Current liabilities	448,611
Interest bearing debt	1,695,500
Leasehold payables	31,817
Deferred income taxes	1,447,610
Other long term liabilities	114,795
Amount attributable to liabilities assumed	<u>3,738,333</u>
<b>Fair value of assets acquired:</b>	
Cash	161,540
Current assets	361,390
Natural gas and oil properties	7,938,260
Other property, plant, and equipment	1,931,885
Intangible assets	1,115,001
Other long term assets	80,360
Mezzanine equity	(125,000)
Noncontrolling interests	(1,612,949)
Amount attributable to assets acquired	<u>9,850,487</u>
<b>Goodwill as of June 30, 2017</b>	<b>\$ 1,626,846</b>

As part of the preliminary price allocation, EQT identified an intangible asset for customer contracts and the related customer relationships in Rice's midstream business. The fair value of the identified intangible asset was determined using the income approach which requires a forecast of the expected future cash flows generated by these customer relationships. Goodwill is recognized to offset net deferred tax liabilities arising from differences between the purchase price allocated to Rice's assets and liabilities based on fair value and the tax basis of these assets and liabilities. The merger and the post-closing merger, taken together, are intended to be treated for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Code; therefore, Rice's tax basis in its assets and liabilities will carry over to EQT and EQT must recognize a deferred tax liability for the net increase in the book value. The goodwill is also attributable to EQT's qualitative assumptions of long-term value that the merger creates for EQT shareholders, including additional capital efficiencies from longer laterals and lower development costs on the expanded and concentrated acreage position created by the merger, and substantial operating and administrative synergies. Differences between the

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preliminary purchase price allocation and the final purchase price allocation may change the amount of intangible asset and goodwill, if any, actually recognized at the effective time of the merger.

Pursuant to the merger agreement, EQT will pay \$5.30 in cash and issue 0.37 of a share of EQT common stock for each share of Rice common stock outstanding at the effective time of the merger, which would result in the issuance by EQT of approximately 92,198,000 shares of EQT common stock valued at \$5,988 million (based on the closing price as of September 26, 2017 of \$64.95) and payment of \$1,321 million in cash. This includes the conversion of common units in Rice Energy Operating LLC into the right to receive the merger consideration received by holders of Rice common stock in the merger. In addition, Rice will exercise its call right with respect to the Series B preferred equity interest in Rice Midstream Holdings, and EQT will pay approximately \$430 million in cash at closing to redeem this interest.

From June 16, 2017, the last trading date prior to the transaction's initial announcement, to September 26, 2017, the preliminary value of EQT's merger consideration to be transferred had increased by approximately \$569.8 million, as a result of the increase in the share price for EQT's common stock from \$58.77 to \$64.95. The final value of total merger consideration paid by EQT will be determined based on the actual number of EQT shares issued and the market price of EQT's common stock at the effective time of the merger. A ten percent increase or decrease in the closing price of EQT common stock, as compared to the September 26, 2017 closing price of \$64.95, would increase or decrease the total consideration by approximately \$598.8 million, assuming all other factors are held constant.

The pro forma fair value of natural gas and oil properties to be acquired includes the following (in thousands):

Proved properties	\$ 4,324,140
Unproved properties	3,614,120
Pro forma fair value of natural gas and oil properties acquired	<u>\$ 7,938,260</u>

NYMEX strip pricing as of June 30, 2017 was utilized in determining the pro forma fair value of proved producing reserves at a discount rate of 8.0%, after adjustment for expenses and basis differential. An increase or decrease in commodity price as of the closing date will result in a corresponding increase or decrease in the fair value of proved producing properties.

(b) The following pro forma adjustments eliminate historical transactions between Rice and EQT that would be treated as intercompany transactions after the merger:

1. Elimination of \$9.7 million of receivables and corresponding payables, consisting of \$6.7 million for gathering transactions, \$2.5 million for gas sales transactions, and \$0.5 million for transmission transactions in the pro forma balance sheet as of June 30, 2017.
2. Elimination of \$19.9 million in revenue and corresponding expenses related to the elimination of \$17.1 million of gathering transactions and \$2.8 million of transmission transactions in the pro forma statement of operations for the period ended June 30, 2017.
3. Elimination of \$41.5 million in revenue and corresponding expenses related to the elimination of \$38.1 million of gathering transactions and \$3.4 million of transmission transactions in the pro forma statement of operations for the year ended December 31, 2016.

(c) Certain adjustments that are directly related to the merger were made to debt and debt related accounts. These adjustments include the planned extinguishment of the Rice notes and the Rice credit facilities at or near closing. The issuance of \$3.0 billion of EQT notes and the planned upsize of EQT's revolving credit facility were to fund the cash portion of the merger consideration and to

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support ongoing operations with better interest rates and terms available to EQT as a result of the Company's investment grade credit rating. The adjustments are as follows:

1. A \$1,464.5 million increase to cash reflecting the issuance of \$3.0 billion of EQT notes, net of \$25.7 million of issuance costs and discounts, repayment of the Rice notes, including call premium, of \$1,377.0 million, \$14.2 million of accrued interest on the Rice notes, repayment of \$112.5 million of outstanding amounts on the Rice Midstream Holdings credit facility and \$6.1 million of estimated debt issuance costs for fees related to increasing EQT's revolving credit facility to support the merger.
2. A \$6.1 million increase to deferred financing costs of estimated debt issuance costs for fees related to increasing EQT's revolving credit facility to support the merger.
3. A \$1,484.8 million increase to long term debt reflecting the anticipated issuance of \$3.0 billion of EQT notes, net of \$25.7 million of issuance costs offset by the repayment of the Rice notes recorded at fair value of \$1,377.0 million and the repayment of \$112.5 million of outstanding amounts on the Rice Midstream Holdings credit facility.
4. A \$0.9 million decrease in interest expense for the period ended June 30, 2017 consisting of the elimination of \$49.9 million of Rice historical interest expense and an increase to interest expense of \$49 million relating to the issuance of the EQT notes at a weighted average interest rate of 3.14% per annum and amortization of associated deferred financing costs and discounts.
5. A \$4.0 million pro forma adjustment was made to eliminate the amortization of deferred financing costs related to the Rice notes and the Rice credit facilities for the period ended June 30, 2017.
6. A \$31.9 million decrease in interest expense for the year ended December 31, 2016 consisting of the elimination of \$129.9 million of Rice pro forma interest expense, including \$34.3 million of pro forma Vantage interest expense, and an increase to interest expense of \$98.0 million relating to the issuance of the EQT notes at a weighted average interest rate of 3.14% per annum and amortization of associated deferred financing costs and discounts.
7. A \$6.1 million pro forma adjustment was made to eliminate the amortization of deferred financing costs related to the Rice notes and the Rice credit facilities for the year ended December 31, 2016.

A one percent change in the assumed interest rate of the EQT notes would increase or decrease the interest expense by \$15.0 million and \$30.0 million for the six months ended June 30, 2017 and for the year ended December 31, 2016, respectively.

(d) To accrue for estimated remaining transaction costs of \$82.4 million related to the merger, including underwriting, banking, legal and accounting fees that are not capitalized as part of the merger. The estimated remaining costs are not reflected in the historical June 30, 2017 balance sheets of EQT and Rice, but are reflected in the pro forma balance sheet as an increase to liabilities as they will be expensed by EQT and Rice as incurred. Transaction expenses recognized in the six months ended June 30, 2017 and their corresponding tax effect have been eliminated in the pro forma statements of operations due to their nonrecurring nature.

(e) Pro forma adjustment to show the impact of the elimination of the Rice equity on the pro forma balance sheet and the elimination of the noncontrolling interest in Rice Energy Operating, LLC on the pro forma statement of operations for the six months ended June 30, 2017 and the year ended December 31, 2016.

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(f) Pro forma adjustment of historical depreciation, depletion and amortization expense (DD&A) related to the step up of property, plant and equipment to estimated fair value. In addition, this adjustment includes a pro forma adjustment for DD&A to adjust the depreciation on certain Rice midstream assets to EQT's policy to depreciate gathering pipelines over a 50 year useful life and to depreciate compression and measurement assets over a 25 year useful life.

(g) As part of the preliminary price allocation, EQT identified intangible assets related to Rice's Midstream business. This pro forma adjustment reflects the amortization of the fair value of the intangible assets acquired using a 30 year estimated life and a straight line method of amortization.

(h) Pro forma adjustment for elimination of preferred dividends and accretion of redeemable noncontrolling interests related to EQT's redemption of the Series B preferred interest in Rice Midstream Holdings for \$430 million. A pro forma adjustment of \$15.4 million for the six months ended June 30, 2017 was also made to eliminate the loss on embedded derivatives as it relates to the option on the Series B preferred interest which will be redeemed at the merger as reflected in pro forma adjustment (a).

(i) The pro forma income tax adjustments included in the pro forma statement of operations for the periods ended June 30, 2017 and December 31, 2016 reflect the income tax effects of the pro forma adjustments presented. The tax rate applied to the pro forma adjustments was the statutory federal and apportioned statutory state tax rate, net of the federal benefit of state taxes, applied to pre-tax income, excluding income allocated to noncontrolling interests as taxes attributable to noncontrolling interests and not borne by EQT. No adjustment has been included in the pro forma statement of operations for potential adjustments to EQT's valuation allowance on deferred tax assets due to the nonrecurring nature of any such adjustment.

(j) The following reclassifications were made as a result of the transaction to conform to EQT's presentation:

1. Reclassification of \$45.7 million of long term derivative assets, \$24.6 million of long term derivative liabilities, to current and an increase of \$168.6 million to current derivative assets and liabilities to conform to EQT's presentation of derivatives.
2. Reclassification of \$5.3 million of Rice's gas collateral account to other assets.
3. Reclassification of \$104.1 million of Rice's royalties payable to accounts payable.
4. Reclassification of \$176.6 million of Rice's accrued capital expenditures to accounts payable.
5. Reclassification of \$19.5 million of Rice's current leasehold payable to other current liabilities.
6. Reclassification of \$0.3 million of Rice's accrued interest to other current liabilities.
7. Reclassification of \$12.3 million of Rice's long-term leasehold payable to other long term liabilities.
8. Reclassification on the June 30, 2017 pro forma statement of operations of \$68.4 million of Rice's gathering, compression and water services to pipeline and net market services.
9. Reclassification on the June 30, 2017 pro forma statement of operations of \$18.0 million of Rice's other revenue to pipeline and net marketing services.



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10. Reclassification on the June 30, 2017 pro forma statement of operations of \$88.8 million of Rice's loss (gain) on derivative instruments to (loss) gain on derivatives not designated as hedges.
11. Reclassification on the June 30, 2017 pro forma statement of operations of \$40.3 million of Rice's lease operating expenses to production expense.
12. Reclassification on the June 30, 2017 pro forma statement of operations of \$7.7 million of Rice's incentive unit expense to selling, general and administrative expense.
13. Reclassification on the June 30, 2017 pro forma statement of operations of \$2.6 million of Rice's acquisition expense to selling, general and administrative expense.
14. Reclassification on the June 30, 2017 pro forma statement of operations of \$2.1 million of Rice's amortization of deferred finance costs to interest expense.
15. Reclassification on the December 31, 2016 pro forma statement of operations of \$114.5 million of Rice's gathering, compression and water services to pipeline and net marketing services.
16. Reclassification on the December 31, 2016 pro forma statement of operations of \$24.4 million of Rice's other revenue to pipeline and net marketing services.
17. Reclassification on the December 31, 2016 pro forma statement of operations of \$213.9 million of Rice's loss on derivative instruments to (loss) on derivatives not designated as hedges.
18. Reclassification on the December 31, 2016 pro forma statement of operations of \$63.6 million of Rice's lease operating expenses to production expenses.
19. Reclassification on the December 31, 2016 pro forma statement of operations of \$20.9 million of Rice's impairment of gas properties to impairment of long lived assets.
20. Reclassification on the December 31, 2016 pro forma statement of operations of \$51.7 million of Rice's incentive unit expense to selling, general and administrative expense.
21. Reclassification on the December 31, 2016 pro forma statement of operations of \$6.1 million of Rice's acquisition expense to selling, general and administrative expense.
22. Reclassification on the December 31, 2016 pro forma statement of operations of \$1.5 million of Rice's amortization of deferred financing costs to interest expense.

The pro forma financial statements do not reflect any compensation related adjustments as certain personnel matters are evolving and any recurring impact from compensation adjustments would not be factually supportable. In addition, the combined pro forma financial statements do not reflect the realization of any expected cost savings or other synergies from the merger as a result of restructuring activities and other cost savings initiatives. Although EQT believes cost savings and other synergies will be realized following the business combination, there can be no assurance that cost savings or any other synergies will be achieved in full or at all. In addition, the pro forma financial statements do not reflect the planned restructuring charges associated with these cost savings, which are expected to be expensed in EQT's statement of operations.

### **3. Rice's Unaudited Pro Forma Condensed Combined Statements of Operations**

Rice's unaudited pro forma statement of operations for the year ended December 31, 2016 included in the unaudited pro forma condensed combined statement of operations gives effect to Rice's acquisition of Vantage and their subsidiaries pursuant to the terms of the Purchase and Sale Agreement dated

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September 26, 2016 between Rice and Vantage. Rice's unaudited pro forma combined statement of operations is presented as if Rice had acquired Vantage on January 1, 2016:

	Rice Energy Historical(1)	Vantage Historical(2)	Pro Forma Adjustments	Rice Energy Pro Forma Combined
	(Thousands, except per unit amounts)			
Revenues:				
Sale of natural gas, oil and NGLs	\$ 653,441	\$ 143,294	\$ —	\$ 796,735
Gathering, compression and water services	101,057	13,439	—	114,496
Other revenue	24,408	—	—	24,408
Total operating revenues	<u>778,906</u>	<u>156,733</u>	<u>—</u>	<u>935,639</u>
Operating expenses:				
Transportation and processing	123,852	20,724	—	144,576
Operation and maintenance	23,215	5,683	—	28,898
Production	13,866	7,307	—	21,173
Exploration	15,159	—	6,275(a)	21,434
Selling, general and administrative	118,093	13,396	—	131,489
Depreciation, depletion, and amortization	368,455	64,314	37,068(b)	469,837
Impairment of long-lived assets	23,057	—	—	23,057
Lease operating	50,574	13,004	—	63,578
Incentive unit expense	51,761	—	—	51,761
Acquisition expense	6,109	—	—	6,109
Other expense	27,308	731	—	28,039
Amortization of intangible assets	1,634	—	—	1,634
Impairment of gas properties	20,853	237,668	(237,668)(c)	20,853
Total operating expenses	<u>843,936</u>	<u>362,827</u>	<u>(194,325)</u>	<u>1,012,438</u>
Operating (loss) income	(65,030)	(206,094)	194,325	(76,799)
Other income (loss):	1,406	(138)	—	1,268
Interest expense	99,627	34,252	—	133,879
Loss (gain) on derivative instruments	220,236	(6,347)	—	213,889
Amortization of deferred financing costs	7,545	—	—	7,545
(Loss) income before income taxes	(391,032)	(234,137)	194,325	(430,844)
Income tax (benefit) expense	(142,212)	—	(19,924)(d)	(162,136)
Net (loss)	(248,820)	(234,137)	214,249	(268,708)
Less: Net income attributable to noncontrolling interests	(20,931)	—	(20,420)(e)	(31,419)
Net (loss) attributable to Rice	(269,751)	(234,137)	203,761	(300,127)
Less: Preferred dividends and accretion of redeemable noncontrolling assets	(28,450)	—	—	(28,450)
Net (loss) attributable to Rice common stockholders	<u>\$ (298,201)</u>	<u>\$ (234,137)</u>	<u>\$ 203,761</u>	<u>\$ (328,577)</u>
Earnings per share of common stock attributable to Rice corporation:				
Basic and Diluted:				
Weighted average common stock outstanding	162,226			162,226
Net (loss)	<u>\$ (1.84)</u>			<u>\$ (2.03)</u>

(1) Includes Vantage amounts from October 19, 2016 through December 31, 2016.

(2) Represents the amounts on the Vantage Statement of Operations for January 1, 2016 through October 18, 2016.

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- (a) Reflects exploratory costs capitalized by Vantage under the full cost method that would have been charged to exploration expense under the successful efforts method of accounting for oil and gas properties.
- (b) Adjustment of historical depreciation, depletion and amortization of Vantage to adjust to Rice's policy to deprecate midstream assets over a 60 year useful life and to include pro forma provisions for DD&A related to the step up of property, plant and equipment to estimated fair value and application of the successful efforts method of accounting in the determination of the depletion rate.
- (c) To eliminate the historical natural gas and oil properties impairment charges recorded under the ceiling test of the full cost method of accounting to conform to Rice's successful efforts method of accounting in the determination of the depletion rate.
- (d) To reflect tax impact of Vantage results of operations under Rice's corporate tax structure. The tax rate applied to the pro forma adjustments and Vantage's untaxed preacquisition net loss was the statutory federal and apportioned statutory state tax rate, net of the federal benefit of state taxes, applied to pre-tax income, excluding income allocated to non controlling interests as taxes attributable to non controlling interests not borne by Rice.
- (e) To adjust for historical estimated impact of Vantage on Rice Midstream Holdings noncontrolling interest.
- (f) To adjust for historical estimated impact of Vantage on Rice Energy Operating noncontrolling interest.

#### **4. Supplemental Pro Forma Natural Gas, NGLs and Crude Oil Reserves Information**

The following tables present the estimated pro forma combined net proved developed and undeveloped, natural gas, NGLs and crude oil reserves as of December 31, 2016, along with a summary of changes in quantities of net remaining proved reserves during the year ended December 31, 2016. The pro forma reserve information set forth below gives effect to the merger as if the transaction had occurred on January 1, 2016.

The following estimated pro forma reserve information is not necessarily indicative of the results that might have occurred had the merger taken place on January 1, 2016 and is not intended to be a

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projection of future results. Future results may vary significantly from the results reflected because of various factors, including those discussed in the section entitled "Risk Factors."

	<b>Total (Bcfe)—Natural Gas, Oil, and NGLs(1)</b>			
	<b>EQT Historical</b>	<b>Rice Energy Historical</b>	<b>Pro Forma Adjustments</b>	<b>EQT Pro Forma Combined</b>
<b>Balance—December 31, 2015</b>	9,976.6	1,700.0	—	11,676.6
Revisions of previous estimates	(472.3)	17.2	—	(455.1)
Extensions, discoveries and other additions	2,384.7	1,667.8	—	4,052.5
Purchase of hydrocarbons in place	2,395.8	—	924.7(a)	3,320.5
Acquisitions	—	924.7	(924.7)(a)	—
Production	(776.4)	(304.4)	—	(1,080.8)
<b>Balance—December 31, 2016</b>	<b>13,508.4</b>	<b>4,005.3</b>	<b>—</b>	<b>17,513.7</b>
<b>Proved developed reserves as of</b>				
December 31, 2015	6,279.6	1,014.9	—	7,294.5
December 31, 2016	6,843.0	2,178.8	—	9,021.8
<b>Proved undeveloped reserves as of</b>				
December 31, 2015	3,697.0	685.1	—	4,382.1
December 31, 2016	6,665.4	1,826.5	—	8,491.9

(a) Reclassification of hydrocarbons to purchase of hydrocarbons in place.

	<b>Natural Gas (Bcf)(1)</b>			
	<b>EQT Historical</b>	<b>Rice Energy Historical(1)</b>	<b>Pro Forma Adjustments</b>	<b>EQT Pro Forma Combined</b>
<b>Balance—December 31, 2015</b>	9,110.3	1,694.3	—	10,804.6
Revisions of previous estimates	(607.1)	17.5	—	(589.6)
Extensions, discoveries and other additions	2,241.5	1,657.5	—	3,899.0
Purchase of natural gas in place	2,288.2	—	886.9(a)	3,175.1
Acquisitions	—	886.9	(886.9)(a)	—
Production	(701.0)	(302.3)	—	(1,003.3)
<b>Balance—December 31, 2016</b>	<b>12,331.9</b>	<b>3,953.9</b>	<b>—</b>	<b>16,285.8</b>
<b>Proved developed reserves as of</b>				
December 31, 2015	5,653.0	1,010.4	—	6,663.4
December 31, 2016	6,075.0	2,136.1	—	8,211.1
<b>Proved undeveloped reserves as of</b>				
December 31, 2015	3,457.3	683.9	—	4,141.2
December 31, 2016	6,256.9	1,817.8	—	8,074.7

(a) Reclassification of natural gas acquisitions to purchase of natural gas in place.

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	NGLs (Thousands of Bbls)(1)			
	<u>EQT Historical</u>	<u>Rice Energy Historical</u>	<u>Pro Forma Adjustments</u>	<u>EQT Pro Forma Combined</u>
<b>Balance—December 31, 2015</b>	138,481	883	—	139,364
Revisions of previous estimates	21,322	(137)	—	21,185
Extensions, discoveries and other additions	23,797	1,706	—	25,503
Purchase of NGLs in place	17,932	—	6,125(a)	24,057
Acquisitions	—	6,125	(6,125)(a)	—
Production	(11,837)	(281)	—	(12,118)
<b>Balance—December 31, 2016</b>	<u>189,695</u>	<u>8,296</u>	<u>—</u>	<u>197,991</u>
<b>Proved developed reserves as of</b>				
December 31, 2015	98,528	678	—	99,206
December 31, 2016	<u>121,605</u>	<u>6,844</u>	<u>—</u>	<u>128,449</u>
<b>Proved undeveloped reserves as of</b>				
December 31, 2015	39,953	205	—	40,158
December 31, 2016	<u>68,090</u>	<u>1,452</u>	<u>—</u>	<u>69,542</u>

(a) Reclassification of NGL acquisitions to purchase of NGLs in place.

	Oil (Thousands of Bbls)(1)			
	<u>EQT Historical</u>	<u>Rice Energy Historical</u>	<u>Pro Forma Adjustments</u>	<u>EQT Pro Forma Combined</u>
<b>Balance—December 31, 2015</b>	5,900	71	—	5,971
Revisions of previous estimates	1,159	98	—	1,257
Extensions, discoveries and other additions	62	8	—	70
Purchase of oil in place	3	—	172(a)	175
Acquisitions	—	172	(172)(a)	—
Production	(729)	(72)	—	(801)
<b>Balance—December 31, 2016</b>	<u>6,395</u>	<u>277</u>	<u>—</u>	<u>6,672</u>
<b>Proved developed reserves as of</b>				
December 31, 2015	5,900	71	—	5,971
December 31, 2016	<u>6,395</u>	<u>273</u>	<u>—</u>	<u>6,668</u>
<b>Proved undeveloped reserves as of</b>				
December 31, 2015	—	—	—	—
December 31, 2016	<u>—</u>	<u>4</u>	<u>—</u>	<u>4</u>

(a) Reclassification of oil acquisitions to purchase of oil in place

(1) One thousand Bbl equals approximately 6 million cubic feet (MMcf)

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The pro forma standardized measure of discounted future net cash flows relating to proved natural gas, NGLs and crude oil reserves as of December 31, 2016 is as follows (in thousands):

	<b>EQT Historical</b>	<b>Rice Energy Historical</b>	<b>EQT Pro Forma Combined</b>
Future cash flows	\$ 24,011,281	\$ 7,174,765	\$ 31,186,046
Future production costs	(14,864,126)	(3,103,526)	(17,967,652)
Future development costs	(3,778,698)	(1,124,478)	(4,903,176)
Future income tax expense	(1,753,067)	(41,135)	(1,794,202)
Future net cash flows	3,615,390	2,905,626	6,521,016
10% annual discount for estimated timing of cash flows	(2,626,636)	(1,357,411)	(3,984,047)
Standardized measure of discounted future net cash flows	\$ 988,754	\$ 1,548,215	\$ 2,536,969

The changes in the pro forma standardized measure of discounted future net cash flows relating to proved oil, natural gas and NGL reserves for the year ended December 31, 2016 are as follows (in thousands):

	<b>EQT Historical</b>	<b>Rice Energy Historical</b>	<b>Pro Forma Adjustments</b>	<b>EQT Pro Forma Combined</b>
Net changes in prices, production and development costs	\$ (1,129,026)	\$ (18,656)	\$ —	\$ (1,147,682)
Revisions of previous quantity estimates	(60,959)	46,894	—	(14,065)
Sales and transfers of natural gas and oil produced—net	(539,980)	(510,868)	—	(1,050,848)
Net change in income taxes	(91,823)	(20,191)	—	(112,014)
Accretion of discount	122,674	88,627	—	211,301
Purchases of minerals in place—net	592,078	—	407,690(a)	999,768
Extensions, discoveries and improved recovery, less related costs	590,885	516,370	—	1,107,255
Acquisitions	—	407,690	(407,690)(a)	—
Development costs incurred during the period	402,891	—	111,276(b)	514,167
Previously estimated development costs incurred	—	111,276	(111,276)(b)	—
Sales of minerals in place—net	—	—	—	—
Timing and other	124,460	40,800	—	165,260
Net change for the year	11,200	661,942	—	673,142
Beginning of year	977,554	886,273	—	1,863,827
End of year	\$ 988,754	\$ 1,548,215	\$ —	\$ 2,536,969

(a) Reclassification of \$407.7 million of natural gas acquisitions to purchase of minerals in place—net

(b) Reclassification of \$111.3 million of previously estimated development costs incurred to development costs incurred during the period.

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## DESCRIPTION OF EQT CAPITAL STOCK

*The following description of the material terms of the EQT capital stock is a summary only and is not a complete description of such terms. Following completion of the transactions, the rights of the holders of EQT common stock will be governed by the PBCL, the EQT articles and the Amended and Restated Bylaws of EQT (the "EQT bylaws"). Copies of the EQT articles and the EQT bylaws have been filed as Exhibits to EQT's Annual Report on Form 10-K for the year ended December 31, 2016 and are incorporated by reference into this joint proxy statement/prospectus. See also "Where You Can Find More Information." EQT and Rice urge you to read the EQT articles and the EQT bylaws carefully and in their entirety.*

### General

Under the EQT articles, EQT is authorized to issue 320,000,000 shares of common stock, no par value, and 3,000,000 shares of preferred stock, no par value. As of the close of business on the record date for the EQT special meeting, there were approximately 173,832,392 shares of EQT common stock and no shares of EQT preferred stock issued and outstanding. In this joint proxy statement/prospectus, EQT common stock and EQT preferred stock are collectively referred to as "EQT stock."

### EQT Common Stock

#### *Voting Rights*

Each share of EQT common stock is entitled to one vote on all matters requiring a vote of shareholders. Shareholders do not have cumulative voting rights in elections of directors. A director nominee is elected to the board of directors at a meeting of shareholders if the votes cast "for" such nominee exceed the votes cast "against" such nominee (excluding abstentions), unless the number of nominees exceeds the number of directors to be elected, in which case the nominees receiving the highest number of votes up to the number of directors to be elected are elected.

#### *Dividend Rights*

Subject to the rights of the holders of any outstanding shares of preferred stock, each share of EQT common stock is entitled to receive any dividends, in cash, securities or property, as the EQT board may declare. Pennsylvania law prohibits the payment of dividends if EQT is insolvent or if EQT would become insolvent after the dividend or repurchase.

#### *Liquidation and Other Rights*

In the event of the liquidation, dissolution or winding up, either voluntarily or involuntarily, of EQT, subject to the rights of the holders of any outstanding shares of preferred stock, holders of common stock are entitled to share pro-rata in all of EQT's remaining assets available for distribution.

#### *Exchange Listing*

EQT common stock is listed on the NYSE and traded under the symbol "EQT."

#### *Transfer Agent and Registrar*

The transfer agent and registrar for EQT common stock is Computershare.



[Table of Contents](#)**Miscellaneous**

The holders of EQT common stock do not have preemptive rights or conversion rights, and there are no redemption or sinking fund provisions applicable to EQT's common stock. Holders of fully paid shares of EQT's common stock are not subject to any liability for further calls or assessments.

**Description of Preferred Stock**

Under Pennsylvania law and the EQT articles, the EQT board is authorized to issue shares of preferred stock from time to time in one or more series without shareholder approval. Subject to limitations prescribed by Pennsylvania law, the EQT articles and the EQT bylaws, the EQT board can determine the number of shares constituting each series of preferred stock and the designation, preferences, qualifications, limitations, restrictions, and special or relative rights or privileges of that series.

Holders of EQT preferred stock have no voting rights for the election of directors and have no other voting rights except as the EQT board may determine pursuant to its authority under the EQT articles with respect to any particular series of EQT preferred stock and except as provided by law.

The particular terms of any series of EQT preferred stock will be set by the EQT board for that series of preferred stock. Those terms may include:

- the distinctive serial designation of such series;
- the annual dividend rate for such series, if any, and the date or dates from which dividends shall commence to accrue;
- the redemption price or prices, if any, for shares of such series and the terms and conditions on which such shares may be redeemed;
- the provisions for a sinking, purchase or similar fund, if any, for the redemption or purchase of shares of such series;
- the preferential amount or amounts payable upon shares of such series in the event of EQT's voluntary or involuntary liquidation;
- the voting rights, if any, of such series;
- the terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of EQT's securities into which such shares may be converted;
- the relative seniority, parity or junior rank of such series with respect to other series of preferred stock then or thereafter to be issued; and
- any other specific terms, preferences, rights, privileges, limitations or restrictions of such series.

While the terms summarized above may generally apply to any shares of preferred stock that EQT may offer, the EQT board will include the specific terms of each series of preferred stock in a statement with respect to preferred stock that will be filed with the Pennsylvania Department of State.

**Anti-Takeover Effect of EQT's Governing Documents and Pennsylvania Business Corporation Law**

The EQT articles and the EQT bylaws contain a number of provisions relating to corporate governance and to the rights of EQT shareholders. Certain of these provisions may have a potential "anti-takeover" effect by delaying, deferring or preventing a change of control of EQT. In addition, certain provisions of Pennsylvania law may have a similar effect.

[Table of Contents](#)***Required Vote for Authorization of Certain Actions***

The EQT articles require the vote of the holders of not less than 80% of the combined voting power of the then outstanding shares of capital stock of all classes and series entitled to vote generally in the annual election of directors, voting together as a single class, for approval of certain business combinations, including certain mergers, asset sales, security issuances, recapitalizations, reorganizations, reclassification of securities, liquidation or dissolution, or any agreement, plan, contract or other arrangement providing for such a transaction, involving EQT or its subsidiaries and certain acquiring persons (namely a person, entity or specified group which beneficially owns more than 10% of the then outstanding shares of EQT's capital stock entitled to vote generally in an annual election of directors), unless such business combination has been approved by two-thirds of the continuing directors, or the aggregate amount of cash, together with the "fair market value" of other consideration, is not less than the "highest equivalent price" threshold and other procedural requirements specified in the EQT articles are met.

***Required Vote for Amendment of the EQT Articles and the EQT Bylaws***

Except as may be specifically provided to the contrary in any provision in the EQT articles with respect to amendment or repeal of such provision, the EQT articles cannot be amended and no provision may be repealed by its shareholders without a vote of the holders of not less than 80% of the voting power of the then outstanding shares of EQT's capital stock entitled to vote in an annual election of directors of EQT, voting together as a single class, unless such amendment has been approved by two-thirds of EQT's whole board of directors, in which event (unless otherwise expressly provided in the EQT articles) the EQT articles may be amended and any provision repealed by such shareholder approval as may be specified by law. The EQT board may make, amend and repeal the EQT bylaws with respect to those matters which are not, by statute, reserved exclusively to EQT's shareholders, subject to the power of EQT's shareholders to change such action. No bylaw may be made, amended or repealed by EQT's shareholders unless such action is approved by the affirmative vote of the holders of not less than 80% of the voting power of the then outstanding shares of EQT's capital stock entitled to vote in an annual election of directors, voting together as a single class, unless such amendment has been approved by two-thirds of EQT's whole board of directors, in which event (unless otherwise expressly provided in the EQT articles or the EQT bylaws) the EQT bylaws may be amended and any provision may be repealed by such shareholder approval as may be specified by law.

***Preferred Stock***

The purpose of authorizing the EQT board to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a shareholder vote on specific issuances. The issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from attempting to acquire, a majority of EQT's outstanding voting stock. The existence of the authorized but undesignated preferred stock may have a depressive effect on the market price of EQT's common stock.

***Anti-Takeover Law Provisions under the Pennsylvania Business Corporation Law***

EQT is subject to certain provisions of Chapter 25 of the PBCL, which may have the effect of discouraging or rendering more difficult a hostile takeover attempt against EQT, including Section 2524, Section 2538, Subchapter 25E and Subchapter 25F of the PBCL.

Under Section 2524 of the PBCL, shareholders of EQT cannot act by partial written consent except as permitted under the EQT articles.

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Section 2538 of the PBCL requires enhanced shareholder approval for certain transactions between EQT and an "interested shareholder" (defined as a shareholder who is a party to the transaction or is treated differently from other shareholders). Section 2538 applies if an interested shareholder (together with his, her or its affiliates) is to (i) be a party to a merger or consolidation, a share exchange or certain sales of assets involving EQT or one of EQT's subsidiaries; (ii) receive a disproportionate amount of any securities of any corporation which survives or results from a division; (iii) be treated differently from others holding shares of the same class in a voluntary dissolution of such corporation; or (iv) have his or her percentage of voting or economic share interest in such corporation materially increased relative to substantially all other shareholders in a reclassification. Under these circumstances, the proposed transaction must be approved by the affirmative vote of the holders of shares representing at least a majority of the votes that all disinterested shareholders are entitled to cast with respect to such transaction. However, this special voting requirement will not apply where the proposed transaction has been approved in a prescribed manner by the EQT board or if certain other conditions, including the amount of consideration to be paid to certain shareholders, are satisfied or the transaction involves certain subsidiaries. This voting requirement is in addition to any other voting requirement under the PBCL, the EQT articles or the EQT bylaws.

Under Subchapter 25E of the PBCL, if any person or group acting in concert acquires voting power over shares representing 20% or more of the votes which all of EQT's shareholders would be entitled to cast in an election of directors, any other shareholder may demand that such person or group purchase such shareholder's shares at a price determined in an appraisal proceeding.

Under Subchapter 25F of the PBCL, EQT may not engage in a merger, consolidation, share exchange, division, asset sale, disposition (in one transaction or a series of transactions) or a variety of other "business combination" transactions with a person which becomes the "beneficial owner" of shares representing 20% or more of the voting power in an election of EQT's directors unless: (1) the business combination or the acquisition of the 20% interest is approved by the EQT board prior to the date the 20% interest is acquired; (2) the person beneficially owns at least 80% of EQT's outstanding shares and the business combination (a) is approved by a majority vote of the disinterested shareholders and (b) satisfies certain minimum price and other conditions prescribed in Subchapter 25F; (3) the business combination is approved by a majority vote of the disinterested shareholders at a meeting called no earlier than five years after the date the 20% interest is acquired; or (4) the business combination (a) is approved by shareholder vote at a meeting called no earlier than five years after the date the 20% interest is acquired and (b) satisfies certain minimum price and other conditions prescribed in Subchapter 25F.

EQT has elected to opt out of Subchapter 25G of the PBCL (which would have required a shareholder vote to accord voting rights to control shares acquired by a 20% shareholder in a control-share acquisition) and Subchapter 25H of the PBCL (which would have required a person or group to disgorge to EQT any profits received from a sale of EQT's equity securities under certain circumstances).

### ***Advance Notice Requirements***

The EQT bylaws require EQT shareholders to provide advance notice if they wish to submit a proposal or nominate candidates for director at EQT's annual meeting of shareholders. These procedures provide that notice of shareholder proposals and shareholder nominations for the election of directors at EQT's annual meeting must be in writing and received by EQT's secretary at its principal executive offices at least 90, but not more than 120, days prior to the anniversary of the date of the prior year's annual meeting of shareholders. In the case of a shareholder nomination, the notice submitted to the secretary must set forth information about the nominee and be accompanied by an original irrevocable conditional resignation in the event that such director, in an uncontested election, receives more votes "against" than "for" the director's election.

[Table of Contents](#)***Special Meetings of Shareholders***

The EQT bylaws provide that a special meeting of shareholders may be called by the board of directors or by EQT's chief executive officer. EQT shareholders do not have a right to call a special meeting under the current EQT bylaws or under the PBCL.

***Special Treatment for Specified Groups of Nonconsenting Shareholders***

Additionally, the PBCL permits an amendment of a corporation's articles of incorporation or other corporate action, if approved by shareholders generally, to provide mandatory special treatment for specified groups of nonconsenting shareholders of the same class by providing, for example, that shares of common stock held only by designated shareholders of record, and no other shares of common stock, shall be cashed out at a price determined by the corporation, subject to applicable dissenters' rights.

***Exercise of Director Powers Generally***

The PBCL also provides that the directors of a corporation are not required to regard the interests of the shareholders as being dominant or controlling in making decisions concerning takeovers or any other matters. The directors may consider, to the extent they deem appropriate, among other things, (1) the effects of any proposed action upon any or all groups affected by the action, including, among others, shareholders, employees, creditors, customers and suppliers, (2) the short-term and long-term interests of the corporation, (3) the resources, intent and conduct of any person or group seeking to acquire control of the corporation and (4) all other pertinent factors. The PBCL expressly provides that directors do not violate their fiduciary duties solely by relying on "poison pills" or the anti-takeover provisions of the PBCL. EQT does not currently have a "poison pill."

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## COMPARISON OF RIGHTS OF COMMON SHAREHOLDERS OF EQT AND COMMON STOCKHOLDERS OF RICE

*EQT is incorporated in Pennsylvania and Rice is incorporated in Delaware. Your rights as a Rice stockholder are governed by the DGCL, the Rice amended and restated certificate of incorporation, as amended (the "Rice certificate of incorporation"), and the Rice amended and restated bylaws (the "Rice bylaws"). Upon completion of the merger, as an EQT shareholder your rights will be governed by the PBCL, the EQT articles and the EQT bylaws. The following is a summary of the material differences between the rights of holders of EQT common stock or preferred stock and the rights of holders of Rice common stock or Rice preferred stock, but does not purport to be a complete description of those differences. These differences may be determined in full by reference to the PBCL, the DGCL, the EQT articles, the Rice certificate of incorporation, the EQT bylaws and the Rice bylaws. The EQT articles, the Rice certificate of incorporation, the EQT bylaws, and the Rice bylaws are subject to amendment in accordance with their terms. Copies of the governing corporate instruments are available, without charge, to any person, including any beneficial owner to whom this document is delivered, by following the instructions listed under "Where You Can Find More Information."*

Rice	EQT
<b>AUTHORIZED CAPITAL STOCK</b>	
<p><i>Authorized Shares.</i> Rice is authorized under the Rice certificate of incorporation to issue 650,000,000 shares of common stock, par value \$0.01 per share, and 50,000,000 shares of preferred stock, par value \$0.01 per share.</p> <p><i>Preferred Stock.</i> The Rice board has designated 40,000 shares of its authorized preferred stock as Class A Preferred Stock. As of September 21, 2017, 15,217 shares of its preferred stock were issued and outstanding. In addition, the Rice certificate of incorporation authorizes the Rice board to, without stockholder approval, authorize the issuance of preferred stock from time to time in one or more classes or series, and with respect to each series of preferred stock, to fix and state by resolution the designation and the powers, preferences, rights, qualifications, limitations and restrictions relating to each series of preferred stock.</p>	<p><i>Authorized Shares.</i> EQT is authorized under the EQT articles to issue 320,000,000 shares of common stock, no par value, and 3,000,000 shares of preferred stock, no par value.</p> <p><i>Preferred Stock.</i> Under the EQT articles, the EQT board may, from time to time and without shareholder approval, establish and cause EQT to issue one or more classes or series of preferred stock and set the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, or terms or conditions of redemption of such classes or series.</p>

### DIVIDENDS

Under the Rice bylaws and in accordance with the DGCL, the Rice board may declare and pay dividends upon the shares of its capital stock either out of its surplus or, if there is no such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. However, the Rice board cannot declare and pay dividends out of net profits if the capital of the corporation is less than the aggregate amount of capital represented by the issued and outstanding stock of all classes of stock having a preference on the distribution of assets.

Under the Certificate of Designation of Class A Preferred Stock of Rice, dated October 19, 2016, dividends shall not be declared or paid on such shares.

Under the PBCL, subject to restrictions in the bylaws of a corporation, if any, the board of directors of the corporation may authorize, and the corporation may make, distributions on the shares of its capital stock. However, no distribution may be made if it would result in the corporation becoming unable to pay its debts as they become due in the usual course of business or if the corporation's total assets would be less than the sum of its total liabilities plus (unless the articles of incorporation provide otherwise) the amount that would be needed, if the corporation were dissolved, to satisfy the shareholders whose preferential rights are superior to those receiving the distribution.

[Table of Contents](#)**Rice****EQT****VOTING RIGHTS IN AN EXTRAORDINARY TRANSACTION**

Under the DGCL and the Rice certificate of incorporation, an amendment to the Rice certificate of incorporation requires (1) the approval of the Rice board and (2) the affirmative vote of the holders of at least 66<sup>2</sup>/<sub>3</sub>% in voting power of the outstanding shares of stock of Rice entitled to vote thereon, voting together as a single class.

Under Section 321(c) of the PBCL, a plan of merger or consolidation may be adopted if, among other conditions, it receives the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon. Under Section 321(d) of the PBCL, no shareholder vote is required for a merger where the articles of incorporation of the surviving corporation are identical to those of the corporation being merged, or for a merger of an 80%-owned subsidiary into the parent.

The EQT articles require that 80% of the voting power of the then outstanding shares of capital stock of EQT entitled to vote in an annual election of directors, voting together as a single class, is required for the approval or authorization of any Business Combination (as defined in the EQT articles) involving a Related Person (as defined in the EQT articles).

**AMENDMENT TO THE CERTIFICATE/ARTICLES OF INCORPORATION**

Under the DGCL and the Rice certificate of incorporation, an amendment to the Rice certificate of incorporation requires (1) the approval of the Rice board and (2) the affirmative vote of the holders of at least 66<sup>2</sup>/<sub>3</sub>% in voting power of the outstanding shares of stock of Rice entitled to vote thereon, voting together as a single class.

Under the PBCL, an amendment to the articles of incorporation can be proposed by adoption of a resolution by the EQT board. An amendment must be submitted to a vote and approved by a majority of the shareholders entitled to vote thereon and, if any class or series of shares is entitled to vote thereon as a class, the affirmative vote of a majority of the votes cast in each such class vote, except for amendments on matters specified in Section 1914(c) of the PBCL that do not require shareholder approval and for those matters specified to require a higher vote under the EQT articles.

Except as may be specifically provided to the contrary in any provision in the EQT articles with respect to amendment or repeal of such provision, the EQT articles cannot be amended and no provision may be repealed by its shareholders without a vote of the holders of not less than 80% of the voting power of the then outstanding shares of EQT's capital stock entitled to vote in an annual election of directors of EQT, voting together as a single class, unless such amendment has been approved by two-thirds of EQT's whole board of directors, in which event (unless otherwise expressly provided in the EQT articles) the EQT articles may be amended and any provision repealed by such shareholder approval as may be specified by law.

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**AMENDMENT TO THE BYLAWS**

Under the Rice certificate of incorporation, the Rice bylaws may be amended, altered or repealed (1) by resolution adopted by a majority of the directors present at any special or regular meeting of the Rice board at which a quorum is present or (2) at any regular or special meeting of the stockholders upon the affirmative vote of at least 66<sup>2</sup>/3% in voting power of the then-outstanding shares of stock entitled to vote thereon, voting together as a single class.

The Rice board may adopt, amend or repeal the Rice bylaws without any action on the part of the Rice stockholders, provided that any bylaw adopted or amended by the Rice board, and any powers thereby conferred, may be amended, altered or repealed by the Rice stockholders.

The Rice bylaws may be adopted, altered, amended or repealed by Rice stockholders holding not less than 66<sup>2</sup>/3% in voting power of the then-outstanding shares of stock entitled to vote thereon, voting together as a single class.

The EQT board may make, amend and repeal the EQT bylaws with respect to those matters which are not, by statute, reserved exclusively to EQT's shareholders, subject to the power of EQT's shareholders to change such action. No bylaw may be made, amended or repealed by EQT's shareholders unless such action is approved by the affirmative vote of the holders of not less than 80% of the voting power of the then outstanding shares of EQT's capital stock entitled to vote in an annual election of directors, voting together as a single class, unless such amendment has been approved by two-thirds of EQT's whole board of directors, in which event (unless otherwise expressly provided in the EQT articles or the EQT bylaws) the EQT bylaws may be amended and any provision may be repealed by such shareholder approval as may be specified by law.

However, the EQT board may not adopt or change a bylaw on certain subjects committed expressly to the shareholders by Section 1504(b) of the PBCL.

**APPRAISAL/DISSENTERS' RIGHTS**

Under the DGCL, a stockholder of a Delaware corporation such as Rice who has not voted in favor of, nor consented in writing to, a merger or consolidation in which the corporation is participating generally has the right to an appraisal of the fair value of the stockholder's shares of stock, subject to specified procedural requirements. The DGCL does not confer appraisal rights, however, if the corporation's stock is either (1) listed on a national securities exchange or (2) held of record by more than 2,000 holders.

In such circumstances, appraisal rights can be restored if the stockholder is required to accept as consideration in an applicable transaction anything other than (1) stock of the surviving corporation or resulting from the transaction or depository receipts representing shares of the surviving or resulting corporation, or those shares or depository receipts plus cash in lieu of fractional interests, (2) stock of any other corporation, or depository receipts representing shares of the other corporation, or those shares or depository receipts plus cash in lieu of fractional interests, which shares or depository receipts is or will be listed on a national securities exchange or held by more than 2,000 stockholders, or (3) any combination thereof.

Under Section 1571(b) of the PBCL, dissenters' rights are not generally conferred to shareholders in a merger if their shares are (i) listed on a national securities exchange or designated as a national market system security on an interdealer quotation system by the National Association of Securities Dealers, Inc.; or (ii) held beneficially or of record by more than 2,000 persons. Because EQT's shares are registered on the NYSE, a national securities exchange, EQT shareholders would not have dissenters' rights in such a transaction.

Under Sections 317 and 1517(c) of the PBCL, the bylaws or a resolution of the board of directors may direct that all or part of the shareholders shall have dissenters' rights in connection with any corporation action or transaction that would not otherwise entitle such shareholders to dissenters' rights. The EQT bylaws do not provide for any additional dissenters' rights and EQT has not adopted any resolution providing for additional dissenters' rights.



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**SPECIAL MEETINGS OF SHAREHOLDERS**

Under the DGCL, special stockholder meetings of a corporation may be called by the corporation's board of directors, or by any person or persons authorized to do so by the corporation's certificate of incorporation or bylaws. Under the Rice certificate of incorporation, subject to the rights of holders of any series of preferred stock, special meetings of Rice stockholders may be called only by the Chief Executive Officer, the Chairman of the Rice board or the Rice board, pursuant to a resolution adopted by the majority of the total number of directors that Rice would have if there were no vacancies on the Rice board.

Under Section 2521 of the PBCL, shareholders can call special meetings if a registered corporation has adopted, after July 1, 2015, a provision permitting 25% or more of the outstanding shares entitled to vote at a special meeting to call a special meeting. The EQT articles do not contain a provision permitting shareholders to call a special meeting.

Under the EQT bylaws, only the board of directors or the chief executive officer may call special shareholder meetings.

**SHAREHOLDER ACTION BY WRITTEN CONSENT**

Under the DGCL, any action that can be taken at any annual or special meeting of stockholders of a corporation may also be taken by stockholders without a meeting, without prior notice and without a vote unless the certificate of incorporation provides otherwise. Under the Rice certificate of incorporation, subject to the rights of holders of any series of preferred stock, action required or permitted to be taken by the Rice stockholders may not be taken by any consent in writing of such stockholders.

Section 1766 of the PBCL provides that, unless otherwise restricted by a corporation's bylaws, any action required or permitted to be taken at a meeting of the shareholders of the corporation may be taken without a meeting by unanimous written consent of the shareholders.

Section 2524 of the PBCL provides that an action may be authorized by the shareholders of a registered corporation without a meeting by less than unanimous consent only if permitted by its articles.

Neither the EQT articles nor the EQT bylaws contain any provisions altering action by written consent.

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**SHAREHOLDER PROPOSALS AND NOMINATIONS**

The Rice bylaws generally permit stockholders to bring a proposal or nomination before an annual or special meeting if the nominating or proposing stockholder was a stockholder of record at the time of giving of the notice required by the bylaws, is entitled to vote at the meeting and has given to Rice's corporate secretary timely written notice, in proper form, of the stockholder's intention to bring that proposal or nomination before the meeting.

*Annual Meeting*

To be timely delivered for an annual meeting, a stockholder's notice must be delivered to Rice's corporate secretary at Rice's principal executive offices not less than 90 days nor more than 120 days prior to the one-year anniversary of the date of the preceding year's annual meeting. However, if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be delivered not earlier than 120 days prior to the date of such annual meeting and not later than the date that is later than (1) 90 days prior to the 2018 annual meeting or, (2) if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by Rice.

To be in proper form, a stockholder's notice must set forth certain information:

The EQT bylaws require EQT shareholders to provide advance notice if they wish to submit a proposal or nominate candidates for director at EQT's annual meeting of shareholders. These procedures provide that notice of shareholder proposals and shareholder nominations for the election of directors at EQT's annual meeting must be in writing and received by EQT's secretary at its principal executive offices at least 90, but not more than 120, days prior to the anniversary of the date of the prior year's annual meeting of shareholders. In the case of a shareholder nomination, the notice submitted to the secretary must set forth information about the nominee and be accompanied by an original irrevocable conditional resignation in the event that such director, in an uncontested election, receives more votes "against" than "for" the director's election.

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(1) As to the Rice stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made: (A) the name and address of such stockholder, (B) (i) the class or series and number of shares of Rice owned by such stockholder and beneficial owner, (ii) any derivative instrument owned beneficially by such stockholder, (iii) a description of any understanding or relationship pursuant to which such stockholder has a right to vote any security of Rice, (iv) any short interest in any security of Rice, (v) any rights to dividends on the shares of Rice, (vi) any proportionate interest in shares of Rice or derivative instruments held by a partnership in which such stockholder is a general partner or beneficially owns an interest in a general partner and (vii) any performance-related fees that such stockholder is entitled to based on any increase or decrease in the value of shares of Rice or derivative instruments, (C) any other information relating to such stockholder and beneficial owner required to be disclosed in a proxy statement filed in connection with solicitations of proxies for the election of directors in a contested election pursuant to Section 14 of the Exchange Act, (D) a representation that the stockholder is a holder of record of stock of Rice entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting, and (E) a representation as to whether such stockholder or beneficial owner intends or is part of a group that intends to solicit proxies from stockholders in support of such proposal or nomination;

(2) If the notice relates to any business other than a nomination of a director or directors that the stockholder proposes to bring before the meeting: (A) a brief description of the business, the reasons for conducting such business at the meeting and any material interest of such stockholder and beneficial owner, if any, in such business and (B) a description of all agreements and understandings between such stockholder and beneficial owner and any other person in connection with the proposal of such business;

(3) As to each person, if any, whom the stockholder proposes to nominate for election or reelection to the Rice board: (A) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (B) a description of compensation and other material monetary agreements and arrangements between such stockholder and beneficial owner and each proposed nominee; and

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(4) With respect to each nominee for election or reelection to the Rice board: a completed and signed questionnaire, representation and agreement provided by Rice.

The Rice bylaws provide that this is the exclusive means for a stockholder to make nominations or propose business at an annual meeting of stockholders, other than business included in Rice's proxy materials pursuant to Rule 14a-8 under the Exchange Act.

*Special Meeting*

Nominations of persons for election to the Rice board may be made at a special meeting of stockholders at which directors are to be elected pursuant to a notice of meeting, by any stockholder of Rice who is a stockholder of record at the time of giving of notice, at the time of the special meeting is entitled to vote at the meeting, and complies with the advance procedures required under the Rice bylaws.

If a special meeting of stockholders is called for the purpose of electing one or more directors to the Rice board, any such stockholder may nominate one or more persons for election as director to such position(s) as specified in Rice's notice of meeting. Such stockholder's notice must comply with the notice requirements summarized above under "—Annual Meeting" with respect to any nomination and be delivered to Rice's corporate secretary not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or, if the first public announcement of the date of such special meeting is less than 100 days prior to the date of such special meeting, the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Rice board to be elected at such meeting.

Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to Rice's notice of meeting.

**PROXY ACCESS FOR DIRECTOR NOMINATIONS**

Neither the Rice certificate of incorporation nor the Rice bylaws contain proxy access provisions.

**EQT**

The EQT bylaws provide that when EQT solicits proxies with respect to the election of directors at an annual meeting of shareholders, subject to certain limitations, EQT shall include in its proxy statement and proxy card for such annual meeting, in addition to any persons nominated for election by the EQT board or any committee thereof, the name and certain required information of any person nominated for election to the EQT board by a shareholder or group of no more than 20 shareholders that satisfies certain requirements, and who expressly elects to have its nominee included in EQT's proxy materials.

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The limitations and requirements include, among other things, a maximum number of shareholder nominees that can be included on the proxy statement (the greater of (x) two and (y) the largest whole number that does not exceed 20% of the number of directors in office as of the last day on which a valid proxy access notice may be delivered to EQT), the nominating shareholder or group of shareholders must have continually owned 3% or more of the aggregate voting power of the EQT common stock for at least 3 years, and the nominating shareholder or group of shareholders must deliver a notice to EQT satisfying certain timeliness and substantive criteria. To be timely, the notice must be delivered to the principal executive offices of EQT not later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the first anniversary of the date that EQT mailed its proxy statement for the preceding year's annual meeting of shareholders.

**BOARD OF DIRECTORS****Number of Directors**

Under the DGCL, the board of directors of a corporation must consist of one or more members, each of whom must be a natural person. The bylaws provide that the number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the Rice board. Presently, the number of directors is fixed at seven.

The EQT board has eleven directors. The EQT articles provide that the number of directors on the EQT board shall not be less than five nor more than twelve. The EQT bylaws provide that the number of directors is fixed only by resolution of the EQT board.

If the charter amendment proposal is not approved by EQT's shareholders, it is expected that following the merger the EQT board will have twelve directors. If the charter amendment proposal is approved by the shareholders of EQT, the EQT articles will provide that the number of directors on the EQT board shall be not less than five nor more than thirteen and it is expected that the EQT board will have thirteen directors.

**Classified Board**

The DGCL permits classified boards and the Rice certificate of incorporation provides that directors of Rice, other than those who may be elected by the holders of any series of preferred stock, will be divided, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as is reasonably possible, with each class serving three-year staggered terms.

The PBCL permits classified boards but EQT does not have a classified board of directors.

[Table of Contents](#)**Rice****EQT****Removal**

The DGCL provides that directors serving on a classified board may be removed only for cause by the holders of a majority of the shares then entitled to vote in an election of directors. Under the Rice certificate of incorporation, subject to the rights of the holders of any preferred stock, any director may be removed only for cause, upon the affirmative vote of the holders of at least 66<sup>2</sup>/3% of the outstanding shares of Rice's stock entitled to vote generally for the election of directors, acting at a meeting of the stockholders.

Under the EQT articles, a director may be removed with or without cause by the affirmative vote of 80% of the votes which all shareholders would be entitled to cast at an annual election of directors.

In addition, under Section 1726(c) of the PBCL, a court may remove a director upon application in a derivative suit in cases of fraudulent or dishonest acts, gross abuse of authority or discretion, or for any other proper cause. Section 1726(a)(4) of the PBCL also provides that the board of directors may be removed at any time with or without cause by the unanimous vote or written consents of shareholders entitle to vote thereon.

**Vacancies**

Under the Rice certificate of incorporation, subject to the rights of holders of preferred stock, any vacancies on the Rice board for any reason and any newly created directorships resulting from an increase in the number of directors may be filled only by the Rice board, upon the affirmative vote of a majority of the total number of directors then in office. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall hold office for the remaining term of his or her predecessor.

Vacancies in the board, including vacancies resulting from an increase in the number of directors, may be filled by a majority of the remaining directors though less than a quorum except that vacancies resulting from removal from office by a vote of the shareholders may be filled by the shareholders at the same meeting at which such removal occurs. Any directors elected in these circumstances will hold office for a term expiring at the next annual meeting of shareholders held immediately following such person being elected to fill the vacancy.

**Special Meetings of the Board**

Under the Rice bylaws, special meetings of the Rice board may be called at the request of the Chairman of the Board, the Chief Executive Officer or a majority of the Rice board then in office.

Special meetings of the board of directors may be called by the chief executive officer of EQT or by the EQT board.

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**Directors Liability and Indemnification**

The DGCL provides that a corporation may indemnify a director or officer against expenses actually and reasonably incurred by such individual in association with any action, suit or proceeding in which he or she is involved by reason of his or her service to the corporation, if the director or officer acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to a criminal proceeding, the director or officer had no reason to believe that the act was unlawful.

Under the Rice bylaws, Rice must indemnify any person who is a defendant or made a defendant in any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, if the person, or a person for whom he or she is the legal representative, is or was a director or officer of Rice or, while a director or officer of Rice, is or was serving at the request of Rice as a director, officer, trustee, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, trustee, employee or agent, or in any other capacity while serving as a director, officer, trustee, employee or agent, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection with such proceeding.

The Rice bylaws provide that Rice will be required to indemnify and advance expenses (including attorneys' fees) to such indemnified persons to the fullest extent permitted by law. To the extent required by applicable law, such payment of expenses in advance of the final disposition of the proceeding are made only upon receipt of an undertaking by the covered person to repay all amounts advanced if it should be ultimately determined that the covered person is not entitled to indemnification under the Rice certificate of incorporation or the Rice bylaws.

The DGCL permits a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of a corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such.

The PBCL permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a representative of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. In an action by or in the right of the corporation, indemnification will not be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable to the corporation.

Unless ordered by a court, the determination of whether indemnification is proper in a specific case will be determined by (1) the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the shareholders.

To the extent that a representative of a business corporation has been successful on the merits or otherwise in defense of a third-party action, derivative action, or corporate action, he must be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such individual in connection therewith.

Pennsylvania law permits a corporation to purchase and maintain insurance for a director or officer against any liability asserted against such individual, and incurred in his or her capacity as a director or officer or arising out of his or her position, whether or not the corporation would have the power to indemnify such individual against such liability under Pennsylvania law.

The EQT articles and bylaws provide that a director shall to the maximum extent permitted by Pennsylvania law, have no personal liability or monetary damages for any action taken, or any failure to take any action as a director. The EQT articles and bylaws also provide for indemnification for current and former directors, officers, employees, or agents serving at the request of the corporation to the fullest extent permitted by Pennsylvania law. The EQT bylaws also permit the advancement of expenses.



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**Rice**

The DGCL permits corporations to include provisions in their certificate of incorporation eliminating monetary damages for a director for any breach of fiduciary duty. A corporation may not eliminate liability for a director's breach of the duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful dividends, stock purchases or redemptions, or for any transaction from which the director derived an improper personal benefit. Under the Rice certificate of incorporation, no director of Rice will be liable to Rice or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL.

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**EQT****RIGHTS PLAN**

The DGCL does not include a statutory provision expressly validating shareholder rights plans; however, such plans have generally been upheld by decision of courts applying Delaware law. Rice does not have a shareholder rights plan currently in effect.

While the PBCL authorizes a corporation to adopt a shareholder rights plan, EQT does not have a shareholder rights plan currently in effect.

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Rice

EQT

**STATE ANTI-TAKEOVER STATUTES****Business Combinations**

The DGCL generally prohibits a corporation from engaging in a "business combination" with an "interested stockholder" (generally, one who beneficially owns 15% or more of the voting power) for a period of three years following the date that the stockholder became an "interested stockholder" unless:

- prior to that time the corporation's board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an "interested stockholder";
- upon completion of the transaction that resulted in the stockholder becoming an "interested stockholder," the "interested stockholder" owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, subject to specified adjustments; or
- at or subsequent to that time, the business combination is approved by the corporation's board of directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least 66<sup>2</sup>/3% of the outstanding voting stock that is not owned by the "interested stockholder."

The three-year prohibition on business combinations with an "interested stockholder" does not apply under certain circumstances, including business combinations with a corporation that does not have a class of voting stock that is:

- listed on a national security exchange; or
- held of record by more than 2,000 stockholders;

unless, in each case, this result was directly or indirectly caused by the "interested stockholder" or from a transaction in which a person became an "interested stockholder."

The term "business combination" is defined to include a wide variety of transactions, including mergers, consolidations, sales or other dispositions of 10% or more of a corporation's assets and various other transactions that may benefit an "interested stockholder."

Under the Rice certificate of incorporation, Rice has opted out of this section of the DGCL.

Section 2538 of Subchapter 25D of the PBCL requires certain transactions with an "interested shareholder" to be approved by a majority of disinterested shareholders. "Interested shareholder" is defined broadly to include any shareholder who is a party to the transaction or who is treated differently than other shareholders and affiliates of the corporation.

Subchapter 25E of the PBCL requires a person or group of persons acting in concert which acquires 20% or more of the voting shares of the corporation to offer to purchase the shares of any other shareholder at "fair value." "Fair value" means the value not less than the highest price paid by the controlling person or group during the 90-day period prior to the control transaction, plus a control premium. Among other exceptions, shares acquired directly from the corporation in a transaction exempt from the registration requirements of the Securities Act, are not counted towards the determination of whether the 20% share ownership threshold has been met for purposes of Subchapter 25E.

Subchapter 25F of the PBCL generally establishes a 5-year moratorium on a "business combination" with an "interested shareholder." "Interested shareholder" is defined generally to be any beneficial owner of 20% or more of the corporation's voting stock. "Business combination" is defined broadly to include mergers, consolidations, asset sales and certain self-dealing transactions. Certain restrictions apply to business combination following the 5-year period. Among other exceptions, Subchapter 25F will be rendered inapplicable if the board of directors approves the proposed business combination, or approves the interested shareholder's acquisition of 20% of the voting shares, in either case prior to the date on which the shareholder first becomes an interested shareholder.

Subchapter 25G of the PBCL provides that "control shares" lose voting rights unless such rights are restored by the affirmative vote of a majority of (i) the disinterested shares (generally, shares held by persons other than the acquiror, executive officers of the corporation and certain employee stock plans) and (ii) the outstanding voting shares of the corporation. "Control shares" are defined as shares which, upon acquisition, will result in a person or group acquiring for the first time voting control over (a) 20%, (b) 33 1/3% or (c) 50% or more of the outstanding shares, together with shares acquired within 180 days of attaining the applicable threshold and shares purchased with the intention of attaining such threshold. A corporation may redeem control shares if the acquiring person does not request restoration of voting rights as permitted by Subchapter 25G. Among other exceptions, Subchapter 25G does not apply to a merger, consolidation or a share exchange if the corporation is a party to the transaction agreement.

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Subchapter 25H of the PBCL provides that if any person or group publicly discloses that the person or group may acquire control of the corporation, or a person or group acquires, or publicly discloses an offer or intent to acquire, 20% or more of the voting power of the corporation and, in either case, sells shares in the following 18 months, then the profits from such sale must be disgorged to the corporation if the securities that were sold were acquired during the 18-month period or within the preceding 24 months.

If shareholders approve a control share acquisition under Subchapter 25G, the corporation is also subject to Subchapters 25I and 25J of the PBCL. Subchapter 25I provides for a minimum severance payment to certain employees terminated within two years of the approval. Subchapter 25J prohibits the abrogation of certain labor contracts prior to their stated date of expiration.

EQT has elected to opt out of Subchapter 25G and Subchapter 25H of the PBCL.

**DUTIES OF DIRECTORS**

Under Delaware law, the standards of conduct for directors have developed through Delaware court case law. Generally, directors of Delaware corporations are subject to a duty of loyalty and a duty of care. The duty of loyalty requires directors to refrain from self-dealing and the duty of care requires directors in managing the corporate affairs to use that level of care which ordinarily careful and prudent persons would use in similar circumstances. When directors act consistently with their duties of loyalty and care, their decisions generally are presumed to be valid under the business judgment rule.

Under the PBCL, the standard of conduct for directors is governed by statute. The PBCL requires that a director of a Pennsylvania corporation perform his or her duties: (1) in good faith, (2) in a manner he or she reasonably believes to be in the best interests of the corporation, and (3) with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

**APPRAISAL RIGHTS AND DISSENTERS' RIGHTS**

Rice stockholders are entitled to appraisal rights under Section 262 of the DGCL, provided they satisfy the special criteria and conditions set forth in Section 262 of the DGCL. Rice common stock held by stockholders that do not vote for approval of the merger and make a demand for appraisal in accordance with Delaware law will not be converted into EQT common stock, but will be converted into the right to receive from the combined company consideration determined in accordance with Delaware law.

Under the PBCL, as well as the governing documents of EQT, the EQT shareholders are not entitled to dissenters' rights in connection with the merger or the transactions contemplated by the merger.

See "The Merger—Appraisal Rights and Dissenters' Rights"

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## LEGAL MATTERS

The legality of the shares of EQT common stock issuable in the merger will be passed upon for EQT by Reed Smith LLP, Pittsburgh, Pennsylvania. Certain U.S. federal income tax consequences relating to the transactions will be passed upon for EQT by Wachtell, Lipton, Rosen & Katz and for Rice by Vinson & Elkins LLP.

## EXPERTS

### EQT

The consolidated financial statements of EQT Corporation and Subsidiaries appearing in EQT Corporation's Annual Report (Form 10-K) for the year ended December 31, 2016 (including the schedule appearing therein), and the effectiveness of EQT Corporation and Subsidiaries' internal control over financial reporting as of December 31, 2016 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The information incorporated by reference into this joint proxy statement/prospectus as of December 31, 2016 relating to EQT's estimated quantities of its proved natural gas and oil reserves is derived from an audit report prepared by Ryder Scott Company, L.P., independent petroleum engineers, as stated in its audit report with respect thereto. This information is incorporated by reference into this joint proxy statement/prospectus in reliance upon the authority of such firm as experts with respect to the matters covered by their report and the giving of their report.

### Rice

The consolidated financial statements Rice Energy Inc. appearing in Rice Energy's Annual Report (Form 10-K) for the year ended December 31, 2016, and the effectiveness of Rice Energy Inc.'s internal control over financial reporting as of December 31, 2016 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in auditing and accounting.

Estimates of Rice's oil and natural gas reserves, related future net cash flows and the present values thereof related to Rice's properties as of December 31, 2016 incorporated in this joint proxy statement by reference from Rice's Annual Report on Form 10-K filed with the SEC on March 1, 2017, were based upon reserve reports prepared by independent petroleum engineers, Netherland, Sewell & Associates, Inc. Rice has incorporated these estimates by reference upon the authority of such firm as an expert in such matters.

### Vantage

The audited consolidated financial statements of Vantage Energy, LLC as of December 31, 2015 and 2014 and for each of the years in the three-year period ended December 31, 2015, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audited consolidated financial statements of Vantage Energy II, LLC as of December 31, 2015 and 2014 and for each of the years in the three-year period ended December 31, 2015, have been incorporated by reference herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

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## SHAREHOLDER AND STOCKHOLDER PROPOSALS

### EQT

EQT will hold a regular annual meeting in 2018 regardless of whether the merger is completed.

For inclusion in EQT's proxy statement and form of proxy relating to EQT's 2018 annual meeting of shareholders, shareholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act must be received at EQT's principal executive offices no later than October 30, 2017. Shareholders proposals submitted pursuant to Rule 14a-8 should be addressed to EQT Corporation, 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attention: Corporate Secretary.

In accordance with the EQT bylaws, for a proposal of a shareholder to be raised from the floor and presented at EQT's 2018 annual meeting of shareholders (other than a shareholder proposal intended to be included in EQT's proxy statement and submitted pursuant to Rule 14a-8 promulgated under the Exchange Act), a shareholder's notice must be hand-delivered or mailed by certified or registered mail, return receipt requested, to EQT's principal executive offices, together with all supporting documentation required by the EQT bylaws, not prior to December 20, 2017 nor later than January 19, 2018. Shareholder proposals should be addressed to EQT Corporation, 625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222, Attention: Corporate Secretary.

Under the EQT bylaws, a shareholder, or group of twenty or fewer shareholders, owning continuously for at least three years shares of EQT representing an aggregate of at least 3% of the voting power entitled to vote in the election of directors, may nominate and include in EQT's 2018 proxy statement director nominees constituting the greater of (i) two and (ii) 20% of the EQT board, provided that such nominations are submitted in writing and received by EQT's Corporate Secretary not earlier than September 30, 2017, and not later than the close of business on October 30, 2017, and contain the required information set forth in the EQT bylaws.

### Rice

If the merger agreement is approved by the requisite vote of the Rice stockholders and the merger is completed, Rice will become an indirect wholly owned subsidiary of EQT and, consequently, will not hold an annual meeting of its stockholders in 2018. Rice stockholders will be entitled to participate, as shareholders of EQT following the merger, in the 2018 annual meeting of shareholders of EQT.

If the merger agreement is not adopted by the requisite vote of the Rice stockholders or if the transactions are not completed for any reason, Rice intends to hold an annual meeting of its stockholders in 2018.

Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals submitted for inclusion in Rice's proxy statement and proxy card for the next annual meeting would have to be received by Rice's corporate secretary no later than December 18, 2017 if the next annual meeting were held within 30 days of May 31, 2018. In the event that Rice elects to hold its next annual meeting more than 30 days before or after May 31, 2018, such stockholder proposals would have to be received by Rice a rea