



**Telix Pharmaceuticals Limited
ACN 616 620 369**

**Notice of Annual General Meeting
Explanatory Memorandum**

Date of Meeting
Wednesday 18 May 2022

Time of Meeting
11.00am (Melbourne time)

Meeting will be convened at
The Events Centre, Collins Square
727 Collins Street, Melbourne VIC 3008

and

via Virtual Meeting Online Platform

LETTER FROM THE CHAIRMAN

Dear Shareholder

I am pleased to invite you to participate in the Annual General Meeting of Telix Pharmaceuticals Limited for 2022. I enclose the Notice of Meeting, which sets out the items of business, and the Explanatory Memorandum, which explains each of the Resolutions to be considered at the Annual General Meeting.

The meeting will be held at 11.00am (Melbourne time) on Wednesday, 18 May 2022. The physical AGM will be convened at The Events Centre, Collins Square, 727 Collins Street, Melbourne VIC 3008.

I do hope you will be able to join us in person on the day. However should circumstances prevent this the Company will host a hybrid Annual General Meeting to enable Shareholders to attend in person or via the Virtual Meeting Online Platform. Under Rule 7.3(d) of the Company's Constitution, Shareholders attending the hybrid Annual General Meeting will be able to hear and view the Annual General Meeting on their own devices, vote on resolutions, ask questions and will be treated as if they were present at the physical location of the Annual General Meeting. Details of how to attend the hybrid Annual General Meeting can be accessed at <https://telixpharma.com/investors/>.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

You may submit written questions in advance by completing the questions form and lodging it through the Share Registry's website (www.linkmarketservices.com.au) or by emailing the Company Secretary: company.secretary@telixpharma.com. Questions will be collated and we will seek to address as many of the raised questions and topics as possible. You may also ask questions at the Meeting.

In case you are not able to attend the Meeting to vote in person or have difficulties using the Virtual Meeting Online Platform, the Board encourages you to complete your Proxy Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your proxy online via the Share Registry's website at www.linkmarketservices.com.au. I intend to vote all proxies without voting instructions that are exercisable by me in favour of each Resolution.

We look forward to seeing you.

Yours faithfully



H Kevin McCann AO
Chairman

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Shareholders of Telix Pharmaceuticals Limited ACN 616 620 369 (**Telix** or the **Company**) will be convened as follows:

Time: 11.00am (Melbourne time)
Date: Wednesday, 18 May 2022
Physical Location: The Events Centre, Collins Square, 727 Collins Street, Melbourne VIC 3008
Attend online: <https://meetings.linkgroup.com/TLX22>

The Company will host a hybrid Annual General Meeting and will enable Shareholders to attend the Meeting via the Virtual Meeting Online Platform.

Under Rule 7.3(d) of the Company's Constitution, Shareholders attending the hybrid Annual General Meeting will be able to hear and view the Annual General Meeting on their own devices, vote on resolutions, ask questions and will be treated as if they were present at the Annual General Meeting. Details of how to attend the hybrid Annual General Meeting can be found in the Virtual Meeting Online Guide which can be accessed at <https://telixpharma.com/investors/>.

The business to be considered at the Annual General Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to the Resolutions. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary and throughout this Notice of Meeting and Explanatory Memorandum.

BUSINESS OF THE MEETING

Financial Statements and Report

To receive and consider the financial report, the Directors' report and the auditor's report for the financial year ended 31 December 2021.

Resolution 1 – Adoption of the Remuneration Report

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

'That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report as set out in the Company's annual report for the financial year ended 31 December 2021 be adopted.'

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting exclusion applies to this Resolution.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 2 – Re-election of Ms Jann Skinner as Director

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

'That Ms Jann Skinner, being a Director who retires by rotation in accordance with Rule 8.1(d) of the Constitution and Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of Telix Pharmaceuticals Limited.'

The Directors (with Ms Skinner abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Election of Ms Tiffany Olson as Director

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

'That Ms Tiffany Olson, being a Director whose tenure ends at the conclusion of this Annual General Meeting in accordance with Rules 8.1(c) and (h) of the Constitution, and being eligible for election, be elected as a Director of Telix Pharmaceuticals Limited.'

The Directors (with Ms Olson abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 – Approval of Telix Equity Incentive Plan

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

'That for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the adoption by the Company of an equity incentive scheme titled Telix Equity Incentive Plan and the issues of securities under that plan, on the terms and conditions set out in the Explanatory Memorandum, be approved by Shareholders.'

Note: A voting exclusion applies to this Resolution.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 5 – Approval of issue of Managing Director SARs to Dr Christian Behrenbruch

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

'That the issue of Managing Director SARs to Dr Christian Behrenbruch (or nominee), details of which are set out in the Explanatory Memorandum, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

The Directors (with Dr Behrenbruch abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 6 – Approval of issue of Non-Executive Director SARs to Ms Tiffany Olson

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

'That the issue of Non-Executive Director SARs to Ms Tiffany Olson (or nominee), details of which are set out in the Explanatory Memorandum, is approved under and for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

The Directors (with Ms Olson abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 7 – Approval of issue of Shares under the Placement

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

'That the issue of 22,727,273 Shares under the Placement, details of which are set out in the Explanatory Memorandum, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 8 – Approval of issue of Employee SARs to Participating Employees

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

'That the issue of Employee SARs to Participating Employees, details of which are set out in the Explanatory Memorandum, is approved under and for the purposes of Listing Rule 7.4 and for all other purposes.'

Note: A voting exclusion applies to this Resolution.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 9 – Approval of amendments to the Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

'That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendments to the Company's Constitution as set out in the Explanatory Memorandum.'

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Other Business

To consider any other business which may be properly and lawfully brought before the Annual General Meeting in accordance with the Company's Constitution and the Corporations Act.

For further details regarding each Resolution, Shareholders are referred to the notes to voting and Explanatory Memorandum that accompany, and form part of, this Notice of Meeting.

Dated 14 April 2022

By order of the Board of Directors



Melanie Farris
Company Secretary

Notes related to voting

1 Entitlement to vote and how to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (Melbourne time) on Monday, 16 May 2022.

You may vote by attending the meeting in person (subject to potential exclusions for health and safety reasons), by attending via the Virtual Meeting Online Platform, by proxy or duly authorised representative.

In case you are not able to attend the Meeting to vote in person or have difficulties using the Virtual Meeting Online Platform, the Board encourages you to complete your Proxy Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your proxy online via the Share Registry's website at www.linkmarketservices.com.au.

The Meeting will be held at 11.00am (Melbourne time) on Wednesday, 18 May 2022. The Meeting will be a hybrid meeting and the physical place of the Meeting will be The Events Centre, Collins Square, 727 Collins Street, Melbourne VIC 3008.

By hosting a hybrid Annual General Meeting, the Company will enable Shareholders to attend in person or online. Details of how to attend and participate in the hybrid Annual General Meeting can be found in the Virtual Meeting Online Guide, which will be released to ASX and can also be accessed at <https://telixpharma.com/investors/>.

2 Voting exclusion statement

Corporations Act

Resolution	Person excluded or prohibited from voting
Resolution 1 – Adoption of the Remuneration Report	The Company will disregard votes cast by a member of the Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast by such persons as proxy unless the appointment specifies the way the proxy is to vote on the resolution and the vote is not cast on behalf of a person that is prohibited from voting.
Resolution 4 – Approval of Telix Equity Incentive Plan	The Company will disregard votes cast by Key Management Personnel or their closely related parties as proxy in contravention of section 250BD of the Corporations Act (unless the appointment specifies the way the proxy is to vote on the resolution).
Resolution 6 – Issue of Non-Executive Director SARs to Tiffany Olson	The Company will disregard votes cast (in any capacity) by or on behalf of: <ul style="list-style-type: none">• a related party of the Company to whom the Resolution would permit a financial benefit to be given; or• an associate of such a related party, however a vote may be cast if:<ul style="list-style-type: none">• it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and• it is not cast on behalf of a related party or associate of a kind referred to above.
Resolution 8 – Approval of issue of Employee SARs to Participating Employees	The Company will disregard votes by Key Management Personnel or their closely related parties as proxy in contravention of section 250BD of the Corporations Act (unless the appointment specifies the way the proxy is to vote on the resolution).

ASX Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard any votes cast in favour of the following resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 4 – Approval of Telix Equity Incentive Plan	Any person eligible to participate in the Telix Equity Incentive Plan and their Associates.
Resolution 5 – Approval of issue of Managing Director SARs to Dr Christian Behrenbruch	Each of the Directors of the Company, including Dr Christian Behrenbruch, their nominees(s), any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution, any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Telix Equity Incentive Plan and any of their Associates.
Resolution 6 – Approval of issue of Non-Executive Director SARs to Ms Tiffany Olson	Each of the Directors of the Company, including Ms Tiffany Olson, their nominees(s), any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution, any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Telix Equity Incentive Plan and any of their Associates.
Resolution 7 – Approval of issue of Shares under the Placement	Any person who participated in the Placement (or is a counterparty to an agreement being approved) and any of their Associates.
Resolution 8 – Approval of issue of Employee SARs to Participating Employees under the Telix Equity Incentive Plan	Any Participating Employee who is issued Employee SARs (or is a counterparty to an agreement being approved) and any of their Associates.

However, the Company need not disregard any vote on the above resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Each of the Resolutions will be determined by a poll.
- (c) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (d) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (e) If you wish to appoint a proxy and are entitled to do so, then complete and return the proxy form provided.
- (f) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting. For this purpose, an "Appointment of Corporate Representative" form may be obtained by contacting the Share Registry on +61 1300 554 474 or online at www.linkmarketservices.com.au. Corporate representatives should lodge this documentation with the Share Registry by no later than 11.00am (Melbourne time) on Monday, 16 May 2022.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Monday, 16 May 2022.
- (h) If you have any queries on how to cast your votes please contact the Company Secretary via company.secretary@telixpharma.com.

3 Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting, so that it is received by no later than 11.00am (Melbourne time) on Monday, 16 May 2022 at:

Online	www.linkmarketservices.com.au
By mail:	Telix Pharmaceuticals Limited c/- Link Market Services Limited Locked Bag A14, Sydney South NSW 1235 Australia
By fax:	+61 2 9287 0309
By hand:	Link Market Services Limited* Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 *During business hours (Monday to Friday, 9:00am – 5:00pm)

Appointing a body corporate as proxy

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

Your Proxy Form

The Proxy Form is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete your Proxy Form and return it in accordance with the instructions set out on the Proxy Form. You can also lodge your proxy online via the Share Registry's website at www.linkmarketservices.com.au.

Chairman of the Meeting's intention regarding undirected proxies

The Chairman of the Meeting will vote all proxies without voting instructions that are exercisable by the Chairman of the Meeting in favour of each Resolution.

4 Corporate representatives and attorneys

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the Meeting. The appointment must comply with section 250D of the Corporations Act and the representative should be provided with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that corporate Shareholder's or proxy's representative.

The representative should send evidence of his or her appointment to the Company (including any authority under which it has been signed), by no later than 11.00am (Melbourne time) on Monday, 16 May 2022.

Any Shareholder entitled to attend and vote at the Meeting may appoint an attorney to act on its behalf at the Meeting. An attorney may but need not be a member of the Company. Any attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed (or a certified copy) are received by the Company in the same manner, and by the same time, as outlined for Proxy Forms.

5 Shareholder questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively email the Company Secretary: company.secretary@telixpharma.com.

Shareholders may submit written questions to the Company's Auditor, PricewaterhouseCoopers, if the question is relevant to the preparation and content of PricewaterhouseCoopers' auditor's report for the year ended 31 December 2021, the conduct of its audit of the Company's financial report for the year ended 31 December 2021, the accounting policies adopted by the Company and/or the independence of the Auditor.

Relevant written questions for the Auditor must be received by the Company by no later than 5.00pm (Melbourne time), Wednesday 11 May 2022. Please send any written questions to: Company Secretary, Melanie Farris via company.secretary@telixpharma.com.

Explanatory Memorandum

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

1 Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report for the Company for the year end 31 December 2021 be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions with respect to these reports at the Meeting.

In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's annual report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's annual report on the Company's website at <http://www.telixpharma.com/> or may request a copy from the Company at any time.

A reasonable opportunity will be given to Shareholders at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

2 Resolution 1 – Adoption of Remuneration Report

Under sections 249L and 250R of the Corporations Act, public companies are required to meet disclosure requirements in respect of Director and executive remuneration, and to include a Remuneration Report in the Directors' report to Shareholders.

The Remuneration Report for the 12 months ended 31 December 2021 commences on page 45 of the 2021 Annual Report.

The vote on Resolution 1 is advisory only and will not be binding on the Board or the Company.

Notwithstanding the non-binding nature of the vote, the Board will take note of the outcome of the vote when considering future remuneration matters.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the relevant remuneration report at two consecutive annual general meetings (with a 25% or more vote "against" commonly referred to as a "first strike" or "second strike"), the Company will be required to put to Shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called to consider the election of directors of the company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2021 Annual General Meeting, a "first strike" was **not** recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

3 Resolution 2 – Re-Election of Ms Jann Skinner as a Director

3.1 Constitution and ASX Listing Rule 14.4

Rule 8.1(d) of the Company's Constitution and Listing Rule 14.4 provide that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or re-election.

This is the third annual general meeting since Ms Jann Skinner was elected to the Board by Shareholders under Rule 8.1(h) of the Constitution. Accordingly, Ms Skinner retires by rotation at the Annual General Meeting and, being eligible, offers herself for re-election as a Director.

3.2 Biography of Ms Jann Skinner

Ms Skinner was appointed by the Board as an independent, Non-Executive Director on 19 June 2018.

Ms Skinner has extensive experience in audit and accounting and in the insurance industry. She was a partner of PricewaterhouseCoopers for 17 years before retiring in 2004. Ms Skinner is an independent non-executive director of QBE Insurance Group Limited, where she also serves as Chair of the Audit Committee and Deputy Chair of the Risk & Capital Committee. She also serves as a Director of the Create Foundation Limited and HSBC Bank Australia Limited. Ms Skinner is a Fellow of both Chartered Accountants Australia & New Zealand and the Australian Institute of Company Directors.

Ms Skinner serves as Chair of the Audit and Risk Committee and as a member of the People, Culture, Nomination and Remuneration Committee.

3.3 Recommendation

The Directors (with Ms Skinner abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2 on the basis of Ms Skinner's experience, qualifications and valuable contribution to the Board.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

4 Resolution 3 – Election of Ms Tiffany Olson as a Director

Ms Tiffany Olson was appointed by the Board as an independent, Non-Executive Director of the Company on 31 March 2022 under Rule 8.1(b) of the Constitution.

4.1 Constitution and ASX Listing Rule 14.4

Rule 8.1(c) of the Constitution provides that a director appointed by the Board under Rule 8.1(b), who is not a chief executive officer, holds office until the conclusion of the next annual general meeting following his or her appointment. Rule 8.1(h) provides that the members may by resolution at a general meeting appoint an eligible person to be a director, either as an addition to the existing directors or to fill a casual vacancy.

ASX Listing Rule 14.4 provides that a director who is appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

In accordance with Rule 8.1(c) of the Constitution and ASX Listing Rule 14.4, Ms Olson's tenure as a Director ends at the conclusion of this Meeting and she offers herself for election as a Director at this Meeting.

4.2 Biography of Ms Tiffany Olson

Ms Olson brings to the Company a depth of experience in commercialisation and corporate strategy in oncology, including in the radiopharmaceutical sector. Her most recent executive role was with Cardinal Health, the largest provider of radiopharmaceuticals in the United States, where she was President of Cardinal Health Nuclear & Precision Health Solutions overseeing Cardinal's radiopharmaceutical manufacturing and nuclear pharmacy network. During her eight-year tenure in this role, Ms Olson led a major business transformation which led to increased market share and profit growth. Prior to her role at Cardinal Health, Ms Olson served as President of NaviMed and in executive roles at Eli Lilly and Roche, where she attained the position of President and CEO of Roche Diagnostics Corporation.

Ms Olson currently serves as a Board member for Castle Biosciences; ERF, Education & Research Foundation for Nuclear Medicine & Molecular Imaging; and is on the Langham Logistics Advisory Board. She holds a Bachelor of Business from the University of Minnesota and an MBA from St. Thomas University in Minnesota. Ms Olson has received many recognitions for her work in healthcare. She was named one of the "10 Best Women Leaders of 2020" by Industry Era and was the first woman to receive the Life Science Alley Luminary Award.

Ms Olson is a citizen and resident of the United States (US).

Ms Olson serves as a member of the Audit and Risk Committee.

4.3 Recommendation

The Directors (with Ms Olson abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3 on the basis of Ms Olson's depth of relevant skills, experience and background in the Company's key growth market - namely her deep experience in the manufacturing, marketing and distribution of radiopharmaceuticals in the US as well as experience of the regulatory and compliance requirements of the US Food and Drug Administration - and the Board's confidence in her expected contribution to the Company.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

5.1 Background

A key component of remuneration provided to executives and employees are long-term incentives. Long-term incentives ensure employees have part of their remuneration align with Shareholder success. The Company's practice has been to issue unlisted Options in accordance with the Telix Equity Incentive Plan approved by Shareholders, most recently at the Company's annual general meeting on 12 May 2021.

The previous version of the Company's Equity Incentive Plan allows for the issue of a range of "Incentive Securities", including Rights, which are Incentive Securities with no exercise price where the value of the vested and exercised Right is, in effect, the market price of Shares. Rights are sometimes called "zero exercise price options".

In 2022, the Company engaged an independent consultant specialising in remuneration policy, market competitiveness and benchmarking, to undertake a review of the remuneration of Key Management Personnel. The review's outcomes included a recommendation to update the Company's Equity Incentive Plan to allow for the issue of Share Appreciation Rights (or **SARs**).

SARs are functionally equivalent to "cashless exercise options" and are described in further detail at Section 5.2 below.

The update to the Telix Equity Incentive Plan provides the Company with greater flexibility to offer long-term incentive instruments that are attractive to employees and in line with current industry practice as recommended by an independent consultant. Accordingly, the Company is seeking Shareholder approval for the updated Equity Incentive Plan which permits the issue of SARs for the purposes of ASX Listing Rule 7.2, Exception 13(b).

Other than providing for the issue of SARs, no significant changes have been made to the Equity Incentive Plan that was approved by Shareholders at the 2021 Annual General Meeting.

Resolution 4 seeks Shareholder approval for the employee incentive scheme titled Telix Equity Incentive Plan (**Telix Equity Incentive Plan**), and the proposed grant of securities under the plan, in accordance with ASX Listing Rule 7.2 (Exception 13(b)). A summary of the Telix Equity Incentive Plan is provided at Schedule 1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue a limited number of securities under the Telix Equity Incentive Plan to eligible participants over a period of three years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

If Resolution 4 is not passed the Company may issue securities to eligible participants under the Telix Equity Incentive Plan, however the issue of securities will count towards the Company's capacity limit of 15% of total ordinary securities that can be issued in any 12 month period without Shareholder approval, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue (unless the securities are otherwise approved by Shareholders, for example under Resolutions 5 and 6).

If approved, the proposed issue of securities under Resolutions 5 and 6 will not count towards the Company's capacity limit of 15% under Listing Rule 7.1 by virtue of the operation of Listing Rule 7.2, Exception 14. Listing Rule 7.2, Exception 14 provides that an issue of securities made with approval under Listing Rule 10.14 (such as Resolutions 5 and 6) will not count towards a company's capacity under Listing Rule 7.1. On that basis, Resolutions 5 and 6 are not dependent on the passing of Resolution 4.

The objective of the Telix Equity Incentive Plan is to attract, motivate and retain key employees and it is considered by the Company that the approval of the Telix Equity Incentive Plan and the issue of securities, including SARs, under the Telix Equity Incentive Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of securities under the Telix Equity Incentive Plan to a related party (or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained) will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

5.2 Information regarding Share Appreciation Rights (or SARs)

Share Appreciation Rights are a form of Right that are able to be issued under the Telix Equity Incentive Plan that only produces value when, at the time of exercise, the “Current Market Price” (defined in Schedule 1) of Shares exceeds a notional price determined by the Board which is specified in the Invitation.

The notional exercise price of a SAR is not an amount payable in cash on exercise of the SAR but rather a notional amount used to determine the value of the SAR (if any) at the time of exercise, by reference to the difference between the notional exercise price and the “Current Market Price” of Shares.

If at the time of exercise of a SAR the Current Market Price of Shares:

- (a) is more than the notional exercise price of the SARs being exercised – then the difference in value will be paid to the Participant via the allocation of Shares (to be issued at the Current Market Price) or a cash payment; and
- (b) is less than the notional exercise price of the SARs being exercised – then the SARs will have no value and the participant will not receive Shares or cash on exercise of the SARs.

Accordingly, SARs are functionally equivalent to an option that can be exercised on a cashless basis (which may be settled in cash rather than Shares if the Board elects to do so).

Shares may be issued on exercise of SARs on a ratio that is not necessarily one Share for one SAR.

5.3 Information required by the ASX Listing Rules

A summary of the key terms and conditions of the Telix Equity Incentive Plan is set out in Schedule 1. In addition, a copy of the Telix Equity Incentive Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Telix Equity Incentive Plan can also be sent to Shareholders upon request to the Company Secretary or accessed at the Company’s website: <https://telixpharma.com/investors/#corporate-governance> or the ASX’s website (www.asx.com.au). Shareholders are invited to contact the Company if they have any queries or concerns.

The original Telix Equity Incentive Plan was approved by Shareholders at the Annual General Meeting held on 22 May 2019 and again at the Annual General Meeting held on 12 May 2021. The Telix Equity Incentive Plan is being presented for approval again as a result of being updated to allow the grant of SARs as an alternative to the existing forms of Incentive Securities covered by the Plan.

The Company has previously issued 25,573,848 unlisted Options and Rights under the previous Telix Equity Incentive Plan including 1,657,992 unlisted Options and Rights since the previous Telix Equity Incentive Plan was last approved by Shareholders at the Annual General Meeting held on 12 May 2021.

On 5 April 2022, the Company issued 2,690,291 Employee SARs under the current Telix Equity Incentive Plan (see Resolution 8).

The maximum number of Equity Securities which may be issued under the Telix Equity Incentive Plan during the three years following the date of this Meeting is 15,600,000 Equity Securities, being approximately 5% of the Company’s issued Shares as at the date of this Notice of Meeting (312,245,400 Shares). The maximum number of 15,600,000 Equity Securities is not intended to be a prediction of the actual number of Equity Securities to be issued under Telix Equity Incentive Plan during the period for which the approval (if given) will be valid, rather it is simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)). Any grant in excess of the ceiling will count towards the Company’s capacity under Listing Rule 7.1 (absent Shareholder approval). It is not intended that the Board will make any grant in excess of the ceiling. Further, the Board targets that the number of Equity Securities on issue under the Telix Equity Incentive Plan not exceed 10% of the Company’s issued Shares.

A voting exclusion statement in relation to Resolution 4 is included in the Notice.

5.4 Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

6 Resolution 5 – Approval of issue of Managing Director SARs to Dr Christian Behrenbruch

6.1 Background

As part of the financial year 2021 annual performance and remuneration review an offer of FY2022 long term variable remuneration (LTVR) Share Appreciation Rights (**Managing Director SARs**) is proposed to be made to Dr Behrenbruch. LTVR is remuneration that may vest subject to the achievement of set performance hurdles and/or requirements over a period of up to five years. LTVR is offered as part of Dr Behrenbruch’s Total Target

Remuneration Package (**TTRP**) to build alignment between the Company's management and the Company's shareholders and other stakeholders over the long term. The offer of LTVR is subject to Shareholder approval.

The Company proposes to issue the Managing Director SARs to Dr Behrenbruch (or his nominee) under the Telix Equity Incentive Plan (if approved under Resolution 5) on the terms and conditions set out in Schedule 1 and summarised in section 6.2 below.

If Resolution 5 is approved, Dr Behrenbruch will be invited to apply for the Managing Director SARs, a form of Rights that may be issued under the updated Telix Equity Incentive Plan. These Rights may vest when performance-based Vesting Conditions are satisfied. The Rights are indeterminate Rights which are an entitlement to the value of a Share (less a notional exercise price determined by the Board (**Notional Exercise Price**)) which may be settled either in cash and/or in Shares (at the Board's discretion).

See section 5.2 and Schedule 1 of this Explanatory Memorandum for a description of SARs.

The type of equity proposed to be granted has been selected by the Board, based on independent advice from a specialist remuneration consultant engaged by the Board, because it creates a strong link between performance and reward.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders,

unless it obtains approval of its shareholders.

The issue of the Managing Director SARs falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 5 seeks the required Shareholder approval of the issue of the Managing Director SARs under and for the purposes of Listing Rule 10.14 and for all other purposes.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Managing Director SARs. Further, Listing Rule 7.2, Exception 12 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 5 is approved, the Managing Director SARs will not count towards the Company's placement capacity under Listing Rule 7.1. On the basis that Shareholders will consider the grant of Managing Director SARs under Resolution 5, Resolution 5 is not subject to Resolution 4.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Managing Director SARs.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Directors (other than Dr Behrenbruch, who abstains) that the exception set out in section 211(1) of the Corporations Act (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Managing Director SARs to Dr Behrenbruch under Listing Rule 10.14 as contemplated by Resolution 5, but not under Chapter 2E of the Corporations Act.

6.2 Further details of the Managing Director SARs

Term

The Managing Director SARs that are the subject of this resolution will have a term that ends on the five year anniversary of the date of grant of the SARs. If the SARs are not granted within one month of the date of this Meeting, the SARs will expire on the five year anniversary of this Meeting.

The Managing Director SARs can be exercised at any time after Vesting. If not exercised during the term, the Managing Director SARs will lapse.

Cost of Rights and Notional Exercise Price

No amount is payable by Dr Behrenbruch for the Managing Director SARs, either in respect of their issue, or their exercise.

The Notional Exercise Price for each SAR is \$4.95, being the VWAP for the 20 trading days from lodgement of the Company's annual report with ASX (on 24 February 2022) until 23 March 2022.

The Board determined that the 20 trading day period from lodgement of the FY2021 annual report was a reasonable period to calculate the Notional Exercise Price in the circumstances on the basis that trading in the Shares after lodgement of the annual report is done with the most current financial information available to investors. Further, this pricing period was used to determine the Notional Exercise Price of SARs for the Participating Employees – see Resolution 8.

The Nominal Exercise Price for the Managing Director SARs is the same as for the Non-Executive Director SARs – see Resolution 6.

Black Scholes valuation methodology

The Managing Director SARs have been valued in accordance with the Black Scholes valuation methodology, as set out below. The valuation was undertaken by an independent corporate adviser engaged by the Company.

Assumptions	
Valuation Date	5 April 2022
Underlying Share Price	\$4.70
Notional Exercise Price	\$4.95
Term	5 years
Risk-free rate	2.62%
Dividend yield	Nil
Volatility	60.00%
Fair Value of a Managing Director SAR	\$2.4325

In relation to certain of the assumptions outlined above, the Board notes as follows:

- (a) The Valuation Date was the last date on which the Managing Director SARs could be valued prior to finalisation of the Notice of Meeting.
- (b) The Underlying Share Price of \$4.70 was the closing price of Shares on ASX on 4 April 2022, the day prior to the Valuation Date. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent "spot price" is typically used in a Black Scholes calculation.
- (c) The risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.
- (d) The volatility of the Shares was determined by the independent corporate adviser in accordance with AASB 2 paragraph B22, being the annualised standard deviation of the continuously compounded daily change in price of the Company's shares over a period of time. The volatility was examined over a 6-month to 5-year period prior to, and including, the Valuation Date. The Board considers the volatility assumption to be reasonable in the circumstances.

Number of Managing Director SARs and calculation methodology

It is proposed that Dr Behrenbruch will be invited to apply for three tranches of Managing Director SARs, for a total of 139,672 SARs, in relation to Resolution 5 as follows:

- (a) **Tranche 1 – 93,114** Managing Director SARs with an EBITRD (Earnings before Interest, Taxes and R&D expense on a three-year cumulative basis) Performance Vesting Condition (see below), to be allocated as follows;
 - (i) Up to 50%, or **46,557** Managing Director SARs, for achievement of the **Target** EBITRD Performance Vesting Condition; and
 - (ii) Up to 50%, or **46,557** Managing Director SARs, for achievement of the **Stretch** EBITRD Performance Vesting Condition.

The total value of Tranche 1 represents an amount comprising 50% of Dr Behrenbruch's base remuneration of \$453,000, being \$226,500 (representing 93,114 Managing Director SARs at the

fair value of \$2.4325), which have been allocated on a 50:50 basis between the Target and Stretch Performance Vesting Conditions.

- (b) **Tranche 2 – 23,279** Managing Director SARs with a vesting condition of FDA or EMA approval for marketing TLX101-CDx.

The total value of Tranche 2 represents an amount comprising 12.5% of Dr Behrenbruch's base remuneration of \$453,000, being \$56,625 (representing 23,279 Managing Director SARs at the fair value of \$2.4325).

- (c) **Tranche 3 – 23,279** Managing Director SARs with a vesting condition of FDA or EMA approval for marketing TLX250-CDx.

The total value of Tranche 3 represents an amount comprising 12.5% of Dr Behrenbruch's base remuneration of \$453,000, being \$56,625 (representing 23,279 Managing Director SARs at the fair value of \$2.4325).

In summary, a total of 139,672 Managing Director SARs are proposed to be issued under Resolution 5. This represents a fair value of \$339,752.14, being approximately 75% of Dr Behrenbruch's base salary. Of this number, 46,557 SARs (at fair value of \$113,249.90, or approximately 25% of Dr Behrenbruch's base and 1/3 of the available SARs) will vest on satisfaction of the Stretch Vesting Condition associated with Tranche 1.

When added to the other remuneration elements, the Board considers that the proposed grant of Managing Director SARs will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances for FY2022, based on market benchmarking and the current Telix executive remuneration policy.

Measurement Period

The Measurement Period is the period over which performance Vesting Conditions are assessed.

For Tranches 1, 2 and 3, the **Measurement Period will be from 1 January 2022 to 31 December 2024.**

Vesting Conditions

Vesting Conditions are conditions that are used to determine the extent, if any, of vesting of Managing Director SARs.

If any Vesting Condition is not satisfied during the Measurement Period, the SARs associated with the Tranche will automatically lapse at the end of the Measurement Period (unless otherwise determined by the Board).

For Tranche 1 – The Managing Director SARs' vesting condition assesses the Company's EBITRD calculated over the Measurement Period. The vesting scale for this performance vesting metric is as follows:

Performance Level	EBITRD	% Vesting of Tranche 1 Grant
Stretch	\$120 million	100%
Between Target and Stretch	Pro-rata	Pro-rata
Target	\$100 million	50%
Between Threshold and Target	Pro-rata	Pro-rata
Threshold	\$80 million	25%
Below Threshold	< \$80 million	0%

For the purposes of Tranche 1, EBITRD is defined as Earnings before Interest, Taxes and R&D expense on a three-year cumulative basis over the Measurement Period as evidenced in the Company's audited annual reports for the Measurement Period.

For Tranche 2 – The Managing Director SARs vesting condition is to gain FDA or EMA approval for marketing of TLX101-CDx in the Measurement Period. The vesting scale for this performance vesting metric is as follows:

Performance Level	Approval for marketing for TLX101-CDx by the FDA or EMA	% Vesting of Tranche 2 Grant
Target	Approval is granted	100%
Below Threshold	Approval has not been granted	0%

For Tranche 3 – The Managing Director SARs vesting condition is to gain FDA or EMA approval for marketing of TLX250-CDx in the Measurement Period. The vesting scale for this performance vesting metric is as follows:

Performance Level	Approval for marketing for TLX250- CDx by the FDA or EMA	% Vesting of Tranche 3 Grant
Target	Approval is granted	100%
Below Threshold	Approval has not been granted	0%

Exercise of Vested Managing Director SARs

Vested Rights may be exercised at any time between the Vesting Date and the end of their Term, by the Participant submitting an Exercise Notice, failing which they will lapse.

Upon exercise of vested Rights the value of each Managing Director SAR (**Managing Director SARs Value**) will be calculated as follows and will either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:

<i>Managing Director SARs Value for each Right exercised</i>	=	<i>Current Market Price at the time of exercise of the Managing Director SAR</i>	less	<i>Notional Exercise Price of the Managing Director SAR</i>
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In the event that the Managing Director SARs Value at the time of exercise is zero or negative, the Managing Director SAR will have no value and Dr Behrenbruch will have no entitlement to cash or Shares on exercise of the Managing Director SARs.

In the event that the Managing Director SARs Value at the time of its exercise is positive, each Managing Director SAR will have value and Dr Behrenbruch will be entitled to realise that value by the payment of cash, the issue of Shares or a mix of both (as determined by the Board in accordance with the Telix Equity Incentive Plan Rules).

In the event that Managing Director SARs are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Managing Director SARs will be calculated by:

- (a) first, calculating the Managing Director SARs Value of each Managing Director SAR;
- (b) second, multiplying the Managing Director SARs Value for each Managing Director SAR by the total number of Managing Director SARs exercised (**Total Managing Director SARs Value**); and
- (c) third, dividing the Total Managing Director SARs Value by the Current Market Price (rounding up to the nearest whole number).

The **Current Market Price** is defined in the Telix Equity Incentive Plan as the daily weighted average market price of all Shares sold on ASX during the 20 trading days prior to the exercise.

It is expected that the SARs Value will be settled in Shares.

Dealing and Disposal Restrictions

Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.

6.3 Information provided in accordance with Listing Rule 10.15

For the purpose of Resolution 5, the following information is provided in relation to the proposed issue of the Managing Director SARs in accordance with Listing Rule 10.15:

- (a) The related party is Dr Christian Behrenbruch and he is a related party by virtue of being a Director who falls within Listing Rule 10.14.1.
- (b) The number of Managing Director SARs to be allocated to Dr Behrenbruch (or his nominee) is 139,672 SARs. The actual number available for exercise by Dr Behrenbruch will depend on the satisfaction of the Vesting Conditions as set out in section 6.2 above (and the share price performance of the Company).
- (c) The “Notional Exercise Price” of each SAR is \$4.95 and accordingly the value that may be realised by Dr Behrenbruch for each Managing Director SAR (the **Managing Director SARs Value**) is an amount equal to the Current Market Price less the Notional Exercise Price at the time of exercise of the Managing Director SARs.
- (d) The number of Shares that may be allocated on exercise of the Managing Director SARs is calculated in accordance with the formula in Schedule 1 (as set out in section 6.2 above).
- (e) The table below sets out a number of examples of the value which may be realised, and the number of Shares that may be allocated, assuming the vesting and exercise of all 139,672 of Dr Behrenbruch’s proposed Managing Director SARs at various “Current Market Prices” at the time of exercise. It assumes that the Stretch Vesting Condition associated with Tranche 1 is met in full.

The table also shows the potential dilution that the exercise of Managing Director SARs may result in, based on the total number of issued Shares being 312,245,000 Shares.

Example	Assumed Current Market Price	Managing Director SARs Value for each Managing Director SAR exercised	Total Managing Director SARs Value	Shares to be issued at the Assumed Current Market Price	Dilution
1	\$4.50	Nil	Nil	Nil	Nil
2	\$6.00	\$1.05	\$146,655.60	24,443	0.008%
3	\$8.00	\$3.05	\$425,999.60	53,250	0.02%
4	\$10.00	\$5.05	\$705,343.60	70,535	0.02%

- (f) Dr Behrenbruch’s remuneration package for the financial year ending 31 December 2022 consists of the following:
 - (i) Base remuneration package of \$453,000 (inclusive of statutory superannuation).
 - (ii) Short Term Variable Remuneration (**STVR**): Eligible to receive an STVR payment of up to approximately 32% of FY2022 base remuneration. STVR rewards performance against annual Key Performance Indicators (KPIs), maintaining a focus on underlying value creation within the business operations. Corporate objectives, KPIs, weightings and targets are approved by the Board at the commencement of each year. Payment and treatment of any STVR is at the discretion of the Board.
 - (iii) Long Term Variable Remuneration (**LTVR**): LTVR is remuneration that may vest subject to the achievement of set performance hurdles and/or requirements over a period of up to five years.

The fair value of the proposed FY2022 LTVR grant of 139,672 Managing Director SARs using the Black Scholes methodology is \$339,752.14, being approximately 75% of Dr Behrenbruch’s base salary. Of this number, 46,557 Managing Director SARs (at fair value of \$113,249.90, or approximately 25% of Dr Behrenbruch’s base salary and 1/3 of the available SARs) will vest on satisfaction of the Stretch Vesting Condition associated with Tranche 1.

- (g) Dr Behrenbruch was issued with 100,708 options (for nil consideration, which vest upon achievement of \$100 million in product sales before cost of goods sold), 200,000 options (for nil consideration, which vest on 23 January 2023) and 400,000 options (for nil consideration, which fully vested on 24 January 2022), each under the Telix Equity Incentive Plan, as approved at the

Company's annual general meetings held on 12 May 2021, 12 May 2020, 22 May 2019 respectively. No other Directors have received securities under the Telix Equity Incentive Plan.

- (h) A summary of the key terms and conditions of the Telix Equity Incentive Plan and the Managing Director SARs (including the term of the SARs and the applicable Vesting Conditions) is set out in section 6.2 of this Explanatory Memorandum and Schedule 1. The value attributable to the Managing Director SARs is the Black Scholes Right Value as set out above, being \$339,752.14. Shares issued (if any) on Vesting and exercise of the Managing Director SARs will rank equally with fully paid ordinary Shares.
- (i) The type of equity proposed to be granted has been selected, based on independent advice from a specialist remuneration consultant engaged by the Board, because the Board considers that it creates a strong link between performance and reward. None are contemplated in the case of existing Non-Executive Directors.
- (j) The Managing Director SARs will be granted to Dr Behrenbruch no later than 12 months after the date of the Annual General Meeting and it is anticipated the Managing Director SARs will be allocated on one date. The Company expects to grant the Managing Director SARs within one month after the date of the Annual General Meeting.
- (k) The Managing Director SARs will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Managing Director SARs. Likewise, no funds will be raised on exercise of the Non-Executive Director SARs on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the Participant).
- (l) The people referred to in Listing Rule 10.14 who are eligible to participate in the Telix Equity Incentive Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Managing Director SARs to Dr Christian Behrenbruch and Non-Executive Director SARs to Ms Olson under the Telix Equity Incentive Plan as described in this Explanatory Memorandum (see Resolution 6 and section 7 below in relation to the proposed issue of Non-Executive Director SARs to Ms Olson). Shareholder approval will be sought prior to the issue of any other securities to Directors under the Telix Equity Incentive Plan.
- (m) A voting exclusion statement in relation to Resolution 5 is included in the Notice.
- (n) There is no loan associated with the grant or exercise of the Managing Director SARs.
- (o) Details of any securities issued under the Telix Equity Incentive Plan to Directors following Shareholder approval will be published in the Company's Annual Report relating to the period in which they were issued.
- (p) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Telix Equity Incentive Plan after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (q) The trading history of Shares on ASX over the 12 months up to and including 5 April 2022 is set out in section 7.3(f) of the Explanatory Memorandum (below).

6.4 Recommendation

Dr Behrenbruch abstains from making a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material personal interest in the outcome of Resolution 5, unanimously recommend that Shareholders vote in favour of Resolution 5. The Board is not aware of any other information that would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

7 Resolution 6 – Approval of issue of Non-Executive Director SARs to Ms Tiffany Olson

7.1 Background

The Board has agreed, subject to obtaining Shareholder approval, to grant Non-Executive Director SARs to Ms Tiffany Olson (or her nominee), pursuant to the Telix Equity Incentive Plan on the terms and conditions set out in Schedule 1 and as described in this section 7. The Board considers that the proposed issue is appropriate consideration to induce Ms Olson, a high-calibre professional with the skills, expertise and experience as identified by the Board as value-adding, to join the Company as a Director. The proposed issue, recommended by an independent, specialist remuneration consultant engaged by the Board, will also reward her expected future commitment and contribution to the Company in her role as a Director.

If Resolution 6 is approved, Ms Olson will be invited to apply for the Non-Executive Director SARs.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

In addition, Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive share scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders,

unless it obtains approval of its shareholders.

The issue of the Non-Executive Director SARs falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

It is the view of the Directors that the exceptions set out in sections 210 to 216 of the Corporations Act may not apply in the current circumstances, given that the Non-Executive Director SARs are being issued in addition to the non-executive director fees to be paid to Ms Olson.

Accordingly, Shareholder approval is sought for the issue of the Non-Executive Director SARs to Ms Olson as contemplated by Resolution 6.

Resolution 6 seeks the required Shareholder approval to the issue of the Non-Executive Director SARs under and for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Non-Executive Director SARs. Further, Listing Rule 7.2, Exception 12 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 6 is passed, the Non-Executive Director SARs will not count towards the Company's placement capacity under Listing Rule 7.1. On the basis that Shareholders will consider the grant of Non-Executive Director SARs under Resolution 6, Resolution 6 is not subject to Resolution 4.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Non-Executive Director SARs.

7.2 Further details of the proposed grant of Non-Executive Director SARs

Instrument

If this resolution is approved, Ms Olson will be invited to apply for Non-Executive Director SARs under the Telix Equity Incentive Plan. SARs are a form of Rights that may be issued under the updated Telix Equity Incentive Plan as described at section 5.2 and Schedule 1.

The type of equity proposed to be granted has been selected because it creates alignment between non-executive directors and Shareholders, without compromising their independence.

Term

The Non-Executive Director SARs that are the subject of this resolution will have a term that ends on the four year anniversary of the date of grant of the Non-Executive Director SARs (at which time they will lapse). If the Non-Executive Director SARs are not granted within one month of the date of this Meeting, the Non-Executive Director SARs will expire on the four year anniversary of this Meeting.

Cost of Rights and Notional Exercise Price

No amount is payable by Ms Olson for the Non-Executive Director SARs, either in respect of their issue, or their exercise.

The Notional Exercise Price for each Non-Executive Director SAR is \$4.95, being the VWAP for the 20 trading days from lodgement of the Company's annual report with ASX (on 24 February 2022) until 23 March 2022.

The Board determined that the 20 trading day period from lodgement of the FY2021 annual report was a reasonable period to calculate the Notional Exercise Price in the circumstances on the basis that trading in the Shares after lodgement of the annual report is done with the most current financial information available to investors.

The Nominal Exercise Price for the Non-Executive Director SARs is the same as for the Managing Director SARs (see Resolution 5) and the Participating Employees (see Resolution 8).

Vesting Conditions

All Non-Executive Director SARs will vest on the date that is the three year anniversary of the grant date, subject to the continued tenure of Ms Olson as Non-Executive Director over the vesting period (or as otherwise determined by the Board, including in a “good leaver” scenario, as set out in the Telix Equity Incentive Plan).

There is no performance-related vesting condition attaching to the grant of Non-Executive Director SARs.

Black Scholes valuation methodology

The Non-Executive Director SARs have been valued in accordance with the Black Scholes valuation methodology, as set out below. The valuation was undertaken by an independent corporate adviser engaged by the Company.

Assumptions	
Valuation Date	5 April 2022
Underlying Share Price	\$4.70
Notional Exercise Price	\$4.95
Term	4 years
Risk-free rate	2.55%
Dividend yield	Nil
Volatility	60.00%
Fair Value of a Non-Executive Director SAR	\$2.1865

In relation to certain of the assumptions outlined above, the Board notes as follows:

- (a) The Valuation Date was the last date on which the Non-Executive Director SARs could be valued prior to finalisation of the Notice of Meeting.
- (b) The Underlying Share Price of \$4.70 was the closing price of Shares on ASX on 4 April 2022, the day prior to the Valuation Date. The Board considers it to be reasonable to use this Underlying Share Price on the basis of advice that the most recent “spot price” is typically used in a Black Scholes calculation.
- (c) The risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the Valuation Date.
- (d) The volatility of the Shares was determined by the independent corporate adviser in accordance with AASB 2 paragraph B22, being the annualised standard deviation of the continuously compounded daily change in price of the Company’s shares over a period of time. The volatility was examined over a 6-month to 5-year period prior to, and including, the Valuation Date. The Board considers the volatility assumption to be reasonable in the circumstances.

Number of Non-Executive Director SARs and calculation methodology

The Board has determined that Ms Olson will be granted \$113,850 worth of Non-Executive Director SARs. The value of the Non-Executive Director SARs is commensurate with the value of the Options granted to Mr Oliver Buck in October 2017 (\$113,850) and the value of Options granted to Ms Jann Skinner on her appointment as Non-Executive Director in 2019 (\$115,830). The Company has achieved significant growth in its operations since the grant of Options to Ms Skinner and Mr Buck.

The number of Non-Executive Director SARs to be granted to Ms Olson will be calculated by dividing the dollar value of the grant, being \$113,850, by the valuation of each Non-Executive Director SAR determined in accordance with the Black Scholes valuation methodology, being \$2.1865.

Accordingly, a total of **52,070 Non-Executive Director SARs** are proposed to be issued to Ms Olson.

Exercise of Vested Non-Executive Director SARs

Vested Non-Executive Director SARs may be exercised at any time between the Vesting Date and the end of their Term, by the Participant submitting an Exercise Notice, failing which they will lapse.

Upon exercise of vested Non-Executive Director SARs the value of each Non-Executive Director SAR (**Non-Executive Director SARs Value**) will be calculated as follows and will either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:

<i>Non-Executive Director SARs Value for each Right exercised</i>	=	<i>Current Market Price at the time of exercise of the Non-Executive Director SAR</i>	less	<i>Notional Exercise Price of the Non-Executive Director SAR</i>
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In the event that the Non-Executive Director SARs Value at the time of exercise is zero or negative, the Non-Executive Director SAR will have no value and Ms Olson will have no entitlement to cash or Shares on exercise of the Non-Executive Director SAR.

In the event that the Non-Executive Director SARs Value of a Non-Executive Director SAR at the time of its exercise is positive, each Non-Executive Director SAR will have value and Ms Olson will be entitled to realise that value by the payment of cash, the issue of Shares or a mix of both (as determined by the Board in accordance with the Telix Equity Incentive Plan Rules).

In the event that Non-Executive Director SARs are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Non-Executive Director SARs will be calculated by:

- (a) first, calculating the Non-Executive Director SARs Value of each Non-Executive Director SAR;
- (b) second, multiplying the Non-Executive Director SARs Value for each Non-Executive Director SAR by the total number of Non-Executive Director SARs exercised (**Total Non-Executive Director SARs Value**); and
- (c) third, dividing the Total Non-Executive Director SARs Value by the Current Market Price (rounding up to the nearest whole number).

The **Current Market Price** is defined in the Telix Equity Incentive Plan as the daily weighted average market price of all Shares sold on ASX during the 20 trading days prior to the exercise.

It is expected that the Non-Executive Director SARs Value will be settled in Shares.

Dealing and Disposal Restrictions

Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.

7.3 Information provided in accordance with Chapter 2E and Listing Rule 10.15

For the purpose of Resolution 6, the following information is provided in relation to the proposed issue of the Non-Executive Director SARs in accordance with the requirements of sections 217 to 227 of the Corporations Act and Listing Rule 10.15:

- (a) The related party is Ms Tiffany Olson (or her nominee) and she is a related party by virtue of being a Director who falls within Listing Rule 10.14.1.
- (b) The number of Non-Executive Director SARs to be allocated to Ms Olson (being the nature of the financial benefit being provided to Ms Olson) is 52,070 Non-Executive Director SARs.
- (c) The "Notional Exercise Price" of each Non-Executive Director SAR is \$4.95 and accordingly the value that may be realised by Ms Olson for each Non-Executive Director SAR (the **Non-Executive Director SARs Value**) is an amount equal to the Current Market Price less the Notional Exercise Price at the time of exercise of the Non-Executive Director SARs.
- (d) The number of Shares that may be issued on exercise of the Non-Executive Director SARs is calculated in accordance with the formula set out in section 7.2 above (and also in Schedule 1).
- (e) The table below sets out a number of examples of the value which may be realised, and the number of Shares that may be allocated, on vesting and exercise of all 52,070 of Ms Olson's proposed Non-Executive Director SARs at various "Current Market Prices" at the time of exercise (being the 20 day VWAP prior to exercise) and utilising the Notional Exercise Price of \$4.95.

The table also shows the potential dilution that the exercise of Non-Executive Director SARs may result in, based on the total number of issued Shares being 312,245,000 Shares.

Example	Assumed Current Market Price	Non-Executive Director SARs Value for each Non-Executive Director SAR exercised	Total Non-Executive Director SARs Value	Shares to be issued at the Assumed Current Market Price	Dilution
1	\$4.50	Nil	Nil	Nil	None
2	\$6.00	\$1.05	\$54,673.50	9,113	0.003%

3	\$8.00	\$3.05	\$158,813.50	19,852	0.006%
4	\$10.00	\$5.05	\$262,953.50	26,296	0.008%

- (f) The trading history of Shares on ASX over the 12 months up to and including 5 April 2022 is set out in the table below:

	Price	Date
Highest	\$8.82	17 January 2022
Lowest	\$3.56	13 May 2021
Last	\$4.53	5 April 2022

- (g) Ms Olson's remuneration package for the financial year ending 31 December 2022 consists of the following:
- (i) Non-Executive Director fee comprising A\$94,300 on an annual basis, pro-rated for the time of service (inclusive of any applicable statutory superannuation payments). The fee comprises an annual base fee of A\$86,000 and an annual Audit and Risk Committee fee of \$8,300.
 - (ii) The one-off proposed grant of Non-Executive Director SARs described in this section 7.
 - (iii) Eligibility to participate in the Telix Equity Incentive Plan at the discretion of the Board. Any issue of securities is subject to Shareholder approval. The Board does not intend to make any further grant of securities to Ms Olson in FY2022.
- (h) The Company has not issued any Equity Securities to Ms Olson under the Telix Equity Incentive Plan, any other employee incentive scheme or in any other circumstance. Ms Olson has no interest in Telix securities (other than the proposed Non-Executive Director SARs).
- (i) A summary of the key terms and conditions of the Telix Equity Incentive Plan and the Non-Executive Director SARs (including the term of the Non-Executive Director SARs and the fact that the Non-Executive Director SARs are granted on a fully vested basis) is set out in section 7.2 of this Explanatory Memorandum and Schedule 1.
- (j) Shares issued (if any) on exercise of the Non-Executive Director SARs will rank equally with fully paid ordinary Shares.
- (k) The type of equity proposed to be granted has been selected, based on independent advice from a specialist remuneration consultant engaged by the Board, because the Board considers that it creates alignment between Non-Executive Directors and Shareholders, without compromising their independence.
- (l) The Non-Executive Director SARs will be granted to Ms Olson no later than 12 months after the date of the Annual General Meeting and it is anticipated the Non-Executive SARs will be allocated on one date. The Company expects to grant the Non-Executive Director SARs within one month after the date of the Annual General Meeting.
- (m) The Non-Executive Director SARs will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Non-Executive Director SARs. Likewise, no funds will be raised on exercise of the Non-Executive Director SARs on the basis that the Notional Exercise Price is a notional amount used to calculate the SARs Value (and is not payable in cash by the Participant).
- (n) The people referred to in Listing Rule 10.14 who are eligible to participate in the Telix Equity Incentive Plan are all of the Directors of the Company. At this time Shareholder approval is only sought in relation to the issue of the Managing Director SARs to Dr Christian Behrenbruch and Non-Executive Director SARs to Ms Olson under the Telix Equity Incentive Plan as described in this Explanatory Memorandum (see Resolution 5 and section 6 above in relation to the proposed issue of SARs to Dr Behrenbruch). Shareholder approval will be sought prior to the issue of any other securities to Directors under the Telix Equity Incentive Plan.
- (o) A voting exclusion statement in relation to Resolution 6 is included in the Notice.
- (p) There is no loan associated with the grant or exercise of the Non-Executive Director SARs to Ms Olson.

- (q) Details of any securities issued under the Telix Equity Incentive Plan to Directors following Shareholder approval will be published in the Company's Annual Report relating to the period in which they were issued.
- (r) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Telix Equity Incentive Plan after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (s) The Non-Executive Director SARs have been valued by the Company's independent corporate adviser in accordance with the Black Scholes valuation methodology as set out at section 7.2 above. The value is not necessarily the market price of the Non-Executive Director SARs for taxation purposes or any other purposes.
- (t) The value of the Non-Executive Director SARs, being \$113,850 (calculated in accordance with the methodology above) was chosen by reference to the value of equivalent grants of equity securities to Non-Executive Directors Ms Jann Skinner and Mr Oliver Buck. Since the time of that grant, the Company has achieved significant growth in its operations and market capitalisation.
- (u) The Directors (other than Ms Olson), who do not have a material interest in the outcome of Resolution 6, unanimously recommend that Shareholders vote in favour of Resolution 6 for the following reasons:
 - (i) the primary purpose of the grant of the Non-Executive Director SARs is to attract a high quality, independent Non-Executive Director, with the skills and experience identified by the Board as being desirable to add value to the Board, and to provide cost effective consideration to Ms Olson for agreeing to join the Board. The Non-Executive Director SARs will reward Ms Olson's contribution to the Company in her role as a Director, whilst allowing the Company to maintain cash reserves for its operations. The Board (other than Ms Olson) considers the grant of the Non-Executive Director SARs to Ms Olson to be reasonable, given the necessity to attract high calibre professionals to the Company;
 - (ii) the Board (other than Ms Olson) considered the extensive experience and reputation of Ms Olson, the current market price of Shares, the implied value of the Non-Executive Director SARs, current market practices (informed by independent advice) and the quantum and value of prior grants of options to Non-Executive Directors when determining the number and terms of Non-Executive Director SARs to be issued under Resolution 6;
 - (iii) the Non-Executive Director SARs have an appropriate vesting schedule (being three years from grant), which is aligned with Shareholder interests;
 - (iv) the Board (other than Ms Olson) does not consider there are any significant opportunity costs to the Company in issuing the Non-Executive Director SARs to Ms Olson and considers the proposed grant to be the most appropriate alternative;
 - (v) the Board has received independent remuneration advice that the issue of Non-Executive Director SARs creates alignment between Non-Executive Directors and Shareholders, without compromising their independence; and
 - (vi) commentary relating to ASX Corporate Governance Principles and Recommendation (at Box 8.2) states (inter alia) that non-executive directors should normally be remunerated by way of fees in the form of cash, non-cash benefits, superannuation contributions or salary sacrifice into equity. It goes on to note that it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders, however non-executive directors generally should not receive options or rights with performance hurdles. The Board (other than Ms Olson) considers the issue of Non-Executive Director SARs to Ms Olson is an effective method available to Shareholders to consider in remunerating Ms Olson as opposed to a cash payment, given the Company's desire to maintain its cash for the development of the Company's technology and the considerations discussed in this section 7.3(u) generally. Further, there is no performance-related vesting condition that applies to the Non-Executive Director SARs – the vesting condition is tenure-based.
- (v) Shareholders should consider the above matters carefully before deciding how to vote on Resolution 6.
- (w) Ms Olson abstains from making a recommendation to Shareholders in relation to Resolution 6 due to her material personal interest in the outcome of the Resolution.
- (x) The Board is not aware of any other information that would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.

7.4 Recommendation

As set out in section 7.3, Ms Olson abstains from making a recommendation to Shareholders in relation to Resolution 6 due to her material personal interest in the outcome of the Resolution. The other Directors, who do not have a material personal interest in the outcome of Resolution 6, unanimously recommend that Shareholders vote in favour of Resolution 6.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

8 Resolution 7 – Approval of issue of Shares under the Placement

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of Shares under the Placement announced by the Company on 24 January 2022.

8.1 Background

On 24 January 2022, the Company announced:

- (a) a placement of 22,727,273 Shares (**Placement Shares**) to new and existing professional and sophisticated investors at \$7.70 per Share to raise approximately A\$175m before costs (**Placement**); and
- (b) a share purchase plan open to eligible Shareholders allowing them to purchase up to A\$30,000 worth of new Shares at the same price as the Placement to raise up to a further A\$25m (**Share Purchase Plan**).

The Placement was joint lead managed by Taylor Collison Limited, Wilsons Corporate Finance Limited and Jefferies (Australia) Pty Ltd (the **Joint Lead Managers**). The Placement was not underwritten.

On 2 March 2022, the Company announced that, due to changed market conditions, the Board had resolved to cancel the Share Purchase Plan.

The issue of Shares under the Placement took place utilising the Company's capacity under Listing Rule 7.1. Shareholder approval of the Placement is sought under Listing Rule 7.4.

8.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Placement Shares does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 7 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

8.3 Information provided in accordance with Listing Rule 7.5

For the purpose of Resolution 7, the following information is provided in relation to the issue of the Shares under the Placement in accordance with Listing Rule 7.5:

- (a) The number of Shares issued under Listing Rule 7.1 in connection with the Placement was 22,727,273 Shares, as follows:
 - (i) 22,047,273 Shares were issued on 28 January 2022;

- (ii) 519,481 Shares were issued on 31 January 2022; and
 - (iii) 160,519 Shares were issued on 8 February 2022.
- (b) The Placement Shares were issued at different times due to an unanticipated delay in the settlement of certain of the Placement Shares.
 - (c) The price at which Placement Shares were issued was \$7.70 per Share. The Company raised a total of \$175,000,002 (before costs) under the Placement.
 - (d) Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
 - (e) The allottees of the Shares were sophisticated and institutional investors who were invited to participate in the Placement bookbuild by agreement between the Company and the Joint Lead Managers. No related party, member of the Key Management Personnel, substantial holder or adviser to Telix, or any Associate of any of them, was issued 1% or more of the Company's issued capital under the Placement.
 - (f) Funds raised from the Placement are being used to execute on the Company's late-stage clinical product pipeline and advance multiple programs towards commercialisation, particularly the ProstACT (prostate cancer therapy) clinical program. The Company also intends to use the additional funds to further expand its pipeline and capabilities around Targeted Alpha Therapy (TAT). These activities are in parallel to the launch of Telix's first commercial product Illuccix® (kit for the preparation of gallium-68 (⁶⁸Ga) gozetotide (also known as ⁶⁸Ga PSMA-11) injection), which recently attained a marketing authorisation from the U.S. Food and Drug Administration (FDA).
 - (g) A voting exclusion statement in relation to Resolution 7 is included in the Notice.

8.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

The Chairman intends to vote undirected proxies in favour of Resolution 7.

9 Resolution 8

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of SARs to Employees (**Employee SARs**).

9.1 Background

On 5 April 2022, the Company issued a total of 2,690,291 Employee SARs to 128 employees of the Company (**Participating Employees**) under the Telix Equity Incentive Plan (see Schedule 1).

The issue of Employee SARs took place utilising the Company's capacity under Listing Rule 7.1.

This is because, notwithstanding that Telix Shareholders approved the former Telix Equity Incentive Plan for the purposes of Listing Rule 7.2, Exception 13 in May 2021, there has been a material change to the terms of the Telix Equity Incentive Plan such that Listing Rule 7.2, Exception 13 has ceased to be available in relation to grants under the Telix Equity Incentive Plan.

The changes to the Telix Equity Incentive Plan were to facilitate the issue of Share Appreciation Rights – see Resolution 4 and section 5 of the Explanatory Memorandum.

On that basis, Shareholder approval for the issue of Employee SARs to participating employees is sought under Listing Rule 7.4.

9.2 Listing Rules 7.1 and 7.4 and Listing Rule 10.14

An overview of Listing Rules 7.1 and 7.4 is provided in section 8.2 above.

The issue of the Employee SARs does not fit within any of the exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 8 seeks Shareholder approval of the issue of the Employee SARs under and for the purposes of Listing Rule 7.4.

Listing Rule 10.14 provides that a company must not permit a director, or an associate of a director (or a person whose relationship with the company, a director or associate is such that ASX considers that approval is required) to acquire an equity security under an employee incentive scheme without the approval of shareholders.

None of the Participating Employees are persons to whom Listing Rule 10.14 applies and, as such, the grant of Employee SARs to Participating Employees does not require Shareholder approval under Listing Rule 10.14.

If Resolution 8 is passed, the issue of the Employee SARs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 8 is not passed, the issue of the Employee SARs will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue.

9.3 Key terms of issue of the Employee SARs

Overview

The Employee SARs are Share Appreciation Rights issued under the Telix Equity Incentive Plan (see Schedule 1). A total of 2,690,291 Employee SARs have been granted to 128 Participating Employees. The grant was made as part of the long-term incentive component of the remuneration of the Participating Employees.

Term

The Employee SARs that are the subject of this resolution have a term that ends on the five year anniversary of the date of grant of the SARs (at which time they will lapse).

Cost of Employee SARs and Notional Exercise Price

No amount is payable by the Participating Employees for the Employee SARs, either in respect of their issue, or their exercise.

The Notional Exercise Price for each SAR is \$4.95, being the VWAP for the 20 trading days following lodgement of the Company's annual report with ASX (on 24 February 2022) (being 25 February to 24 March 2022).

This is the same Notional Exercise Price as the SARs proposed to be granted to Dr Christian Behrenbruch and Ms Tiffany Olson – see Resolutions 5 and 6.

Vesting Conditions

The Employee SARs have the same vesting conditions, in the same proportional tranches, as the Managing Director SARs – see section 6.2 of the Explanatory Memorandum.

Black Scholes valuation methodology

The Employee SARs have been valued in accordance with the Black Scholes valuation methodology by an independent corporate adviser engaged by the Company.

The Employee SARs were issued on the same terms as the Managing Director SARs are proposed to be issued and accordingly the same valuation methodology applies. See section 6.2 of the Explanatory Memorandum.

Each Employee SAR has been valued at fair value of \$2.4325 and accordingly the total value of the grant of Employee SARs is \$6,544,132.

9.4 Information provided in accordance with Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5

- (a) The number of Employee SARs granted to Participating Employees was 2,690,291 Employee SARs.
- (b) The Employee SARs were issued on 5 April 2022 for nil cash consideration.
- (c) The Company will not raise any cash proceeds from the exercise of the Employee SARs.
- (d) The "Notional Exercise Price" of each Employee SAR is \$4.95. The value that may be realised by the Participating Employees for each SAR (the **SARs Value**) is an amount equal to the Current Market Price less the Notional Exercise Price at the time of exercise of the Employee SARs.
- (e) The number of Shares that may be issued on exercise of the Employee SARs is calculated in accordance with the formula set out in Schedule 1 (see also sections 6.3 and 7.2).

- (f) The table below sets out a number of examples of the value which may be realised, and the number of Shares that may be allocated, on vesting and exercise of all 2,690,291 Employee SARs at various “Current Market Prices” at the time of exercise (being the 20 day VWAP prior to exercise) and utilising the Notional Exercise Price of \$4.95.

The table also shows the potential dilution that the exercise of Employee SARs may result in, based on the total number of issued Shares being 312,245,000 Shares.

Example	Assumed Current Market Price	SARs Value for each Right exercised	Total SARs Value	Shares to be issued at the Assumed Current Market Price	Dilution
1	\$4.50	Nil	Nil	Nil	None
2	\$6.00	\$1.05	\$2,824,805.55	470,801	0.15%
3	\$8.00	\$3.05	\$8,205,387.55	1,025,674	0.33%
4	\$10.00	\$5.05	\$13,585,969.55	1,358,597	0.44%

- (g) The Employee SARs are Share Appreciation Rights issued under the Telix Equity Incentive Plan. Each Employee SAR is issued on the same terms and ranks equally with all other Employee SARs.
- (h) The recipients of the Employee SARs are the Participating Employees (see section 9.3 above). None of the Participating Employees are persons to whom Listing Rule 10.14 applies.
- (i) The Employee SARs were issued as the long-term incentive component of the Participating Employees’ remuneration.
- (j) A voting exclusion statement in relation to Resolution 8 is included in the Notice.

9.5 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

The Chairman intends to vote undirected proxies in favour of Resolution 8.

10 Resolution 9 – Approval of Amendments to the Constitution

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act.

The Company’s Constitution has not been changed since the Company’s listing on the ASX. The Board considers it is necessary or desirable to modernise parts of the Company’s Constitution as described below.

Resolution 9 is a special resolution which will enable the Company to amend the Constitution in the manner described in this Explanatory Memorandum.

A full copy of the Constitution showing the proposed changes which would come into effect (in mark-up) if Resolution 9 is passed is available on the Company’s website: <https://telixpharma.com/investors/#corporate-governance>

10.1 Summary of the proposed changes

A summary of the more significant proposed amendments to the Company’s Constitution is as follows:

- (a) a clause confirming the primacy of the Listing Rules while the Company is admitted to the Official List has been included that reflects the current version of the clause in the Listing Rules;
- (b) the restricted security provisions (relating to ASX-imposed escrow) have been updated to reflect minor amendments to Listing Rule 15.12;
- (c) new provisions have been included relating to the use of technology for general meetings and the electronic despatch of meeting documentation;
- (d) changes to the general meeting provisions have been made in relation to the approval of resolutions by way of a poll rather than a show of hands;
- (e) the provisions concerning the sale by the Company of non-marketable parcels of shares have been updated;

- (f) the Company acknowledges that it will usually pay the reasonable expenses incurred by a Director in respect of the cost of professional advisers engaged by that Director to assist with the discharge of the Director's duties.

An overview of the more significant changes to the Constitution is set out below. Shareholders should note that this is a summary only and consideration should be given to the full text of the proposed amendments.

Use of Technology in relation to General Meetings and Voting Method

The COVID-19 pandemic and responses to it limited the ability to hold large meetings including shareholder meetings. This has resulted in the widespread adoption of virtual and hybrid shareholder meetings and the electronic issuance of notices and other meeting documents. The holding of virtual and hybrid meetings was supported by temporary changes in the law, but has always been permitted by the Company's Constitution.

The *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)* (**Amending Act**) was recently passed to provide for permanent changes to the Corporations Act in relation to the holding of virtual and hybrid shareholder meetings and the electronic despatch of notices and other meeting related documents. The Amending Act also contains provisions potentially impacting on when and how the Company is required to conduct polls.

The proposed amendments to the Constitution include provisions aimed at responding to the provisions of the Amending Act so that the Company may continue to hold meetings by virtual or hybrid means as the Board considers appropriate, may despatch notices and other meeting related documents electronically and comply with requirements in relation to the conduct of polls.

10.2 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

Glossary

In the Notice of Meeting and this Explanatory Memorandum the following defined terms have the following meanings:

Annual General Meeting or **Meeting** means the annual general meeting of Shareholders convened by this Notice of Meeting.

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given in the ASX Listing Rules.

ASX means ASX Limited or the securities exchange market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

Board means the board of Directors of the Company.

Chair or **Chairman** means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or a member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Telix** means Telix Pharmaceuticals Limited ACN 616 620 369.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Current Market Price has the meaning given in Schedule 1.

Director means a director of the Company.

EMA means the European Medicines Agency.

Employee SARs means the 2,690,291 Share Appreciation Rights granted to Participating Employees, as described in section 9 of the Explanatory Memorandum.

Equity Securities has the meaning given in the ASX Listing Rules.

FDA means the United States Food and Drug Administration.

Joint Lead Managers means the joint lead managers of the Placement, being Taylor Collison Limited, Wilsons Corporate Finance Limited and Jefferies (Australia) Pty Ltd.

Key Management Personnel has the meaning given in the Listing Rules.

Managing Director SARs means the Share Appreciation Rights proposed to be issued to Dr Christian Behrenbruch pursuant to Resolution 5, as described in Section 6 of the Explanatory Memorandum.

Non-Executive Director SARs means the Share Appreciation Rights proposed to be issued to Ms Tiffany Olson pursuant to Resolution 6, as described in Section 7 of the Explanatory Memorandum.

Notice of Meeting or **Notice** means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

Notional Exercise Price in relation to a SAR has the meaning given in Schedule 1.

Participating Employees means the employees of the Company (or its subsidiaries) who were granted Employee SARs, as described in section 9 of the Explanatory Memorandum.

Placement has the meaning given at Section 8.1 of the Explanatory Memorandum.

Resolution means a resolution contained in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Share Appreciation Rights or **SARs** means a right issued under the Telix Equity Incentive Plan that is designated by the Board as, and has the characteristics of, a share appreciation right as described in the Telix Equity Incentive Plan.

Shareholder means a holder of a Share.

Share Registry means the Company's share registry, Link Market Services Limited.

Telix means Telix Pharmaceuticals Limited ACN 616 620 369.

Telix Equity Incentive Plan means the equity incentive plan to be approved by Shareholders pursuant to Resolution 4, as summarised at Schedule 1.

Trading Day means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.

VWAP or volume weighted average price has the meaning given in the Listing Rules.

Schedule 1 – Summary of terms of Telix Equity Incentive Plan





The key terms of the Telix Equity Incentive Plan (**Plan**) are as set out below.

The full Telix Equity Incentive Plan is available on the Company's website:

<https://telixpharma.com/investors/#corporate-governance>

Term	Description					
Eligibility	Offers may be made at the Board's discretion to employees of the Company (including the Non-Executive Directors) and any other person that the Board determines to be eligible to receive a grant under the Plan.					
Types of securities	<p>The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:</p> <ul style="list-style-type: none"> • Rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions and include Share Appreciation Rights; • Options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • Restricted Shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions. 					
Share Appreciation Rights	<p>Share Appreciation Rights are a form of Right to be issued under the proposed Equity Incentive Plan that only produce value when, at the time of exercise, the "Current Market Price" of Shares exceeds a notional price determined by the Board which is specified in the Invitation.</p> <p>The Notional Exercise Price of a Share Appreciation Right is not an amount payable in cash on exercise of the Share Appreciation Right but rather a notional amount used to determine the value of the Share Appreciation Right (if any) at the time of exercise, by reference to the "Current Market Price" of Shares. Accordingly, Share Appreciation Rights are functionally equivalent to an Option that can be exercised on a cashless basis.</p> <p>Upon exercise of vested Rights the value of each Share Appreciation Right (SARs Value) will be calculated as follows and will be either be paid in cash, converted into Shares based on the then Share price, or a combination of cash and Shares, as determined by the Board:</p> <table border="1" data-bbox="488 1160 1469 1272"> <tr> <td style="text-align: center;"><i>SARs Value for each Right exercised</i></td> <td style="text-align: center;">=</td> <td style="text-align: center;"><i>Current Market Price at the time of exercise of the Share Appreciation Right</i></td> <td style="text-align: center;">less</td> <td style="text-align: center;"><i>Notional Exercise Price of the Share Appreciation Right</i></td> </tr> </table> <p>In the event that the SARs Value at the time of exercise is zero or negative, the Share Appreciation Right will have no value and the Participant will have no entitlement to cash or Shares on exercise of the Share Appreciation Right.</p> <p>In the event that the SARs Value of a Share Appreciation Right at the time of its exercise is positive, each Share Appreciation Right will have value and the Participant will be entitled to realise that value by the payment of cash, the issue of Shares or a mix of both (as determined by the Board in accordance with the Equity Incentive Plan Rules).</p> <p>In the event that Share Appreciation Rights are to be satisfied by the allocation of Shares (which is the Board's intention), the total number of Shares to be allocated at the time of exercise of the Share Appreciation Rights will be calculated by:</p> <ol style="list-style-type: none"> (a) first, calculating the SARs Value of each Share Appreciation Right; (b) second, multiplying the SARs Value for each Share Appreciation Right by the total number of Share Appreciation Rights exercised (Total SARs Value); and (c) third, dividing the Total SARs Value by the Current Market Price (rounding up to the nearest whole number). <p>The Current Market Price is defined in the Equity Incentive Plan as the volume weighted average price (as defined in the Listing Rules) during the 20 trading days prior to the exercise.</p> <p>Accordingly, Shares may be issued on exercise of Share Appreciation Rights on a ratio that is not 1:1.</p>	<i>SARs Value for each Right exercised</i>	=	<i>Current Market Price at the time of exercise of the Share Appreciation Right</i>	less	<i>Notional Exercise Price of the Share Appreciation Right</i>
<i>SARs Value for each Right exercised</i>	=	<i>Current Market Price at the time of exercise of the Share Appreciation Right</i>	less	<i>Notional Exercise Price of the Share Appreciation Right</i>		




Term	Description
Offers under the Plan	The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer Rights, Options and Restricted Shares in individual offer documents. Offers must be accepted by the employee and can be made on an opt-in or opt-out basis.
Plan limit	Where an offer is made in reliance on ASIC Class Order 14/1000, the total number of Shares issued (or in the case of Rights and Options, the total number of Shares which would be issued if those Rights or Options were exercised) must not exceed 5% of the total number of Shares on issue. The Board targets that the number of Equity Securities on issue under the Telix Equity Incentive Plan not exceed 10% of the Company's issued Shares.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a Right, Option or Restricted Share under the Plan.
Vesting	Vesting of Rights, Options and Restricted Shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated. Subject to the Plan Rules and the terms of the specific offer document, any Rights, Options or Restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.
Cessation of employment	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.
Clawback and Malus and preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback and malus" powers if, for example, the participant has acted or failed to act in a way that contributed to the Group incurring significant reputational harm, a significant unexpected financial loss, impairment charge, cost or provision; acted or failed to act in a way that contributed to Telix making a material financial misstatement; and/or committed a breach or non-compliance with the Telix Code of Conduct and/or any other employee or governance related policies.
Change of control	The Board may determine that all or a specified number of a participant's Rights, Options or Restricted Shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions and corporate actions	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Dealing Policy.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

LODGE YOUR VOTE	
	ONLINE www.linkmarketservices.com.au
	BY MAIL Telix Pharmaceuticals Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND* Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or *During business hours Monday to Friday
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE YOUR VOTE

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11.00am (Melbourne time) on Monday, 16 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 ONLINE www.linkmarketservices.com.au Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).	 BY MOBILE DEVICE Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding. To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.	QR Code 
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HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Telix Pharmaceuticals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11.00am (Melbourne time) on Wednesday, 18 May 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting at **The Events Centre, Collins Square, 727 Collins Street, Melbourne VIC 3008** or you can participate by logging in online at <https://meetings.linkgroup.com/TLX22> (refer to details in the Annual General Meeting Online Guide).

Important for Resolutions 1, 4, 5, 6 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5, 6 & 8 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jann Skinner as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Ms Tiffany Olson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of Telix Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of issue of Managing Director SARs to Dr Christian Behrenbruch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of issue of Non-Executive Director SARs to Ms Tiffany Olson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of issue of Employee SARs to Participating Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

TLX PRX2201N



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/TLX22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

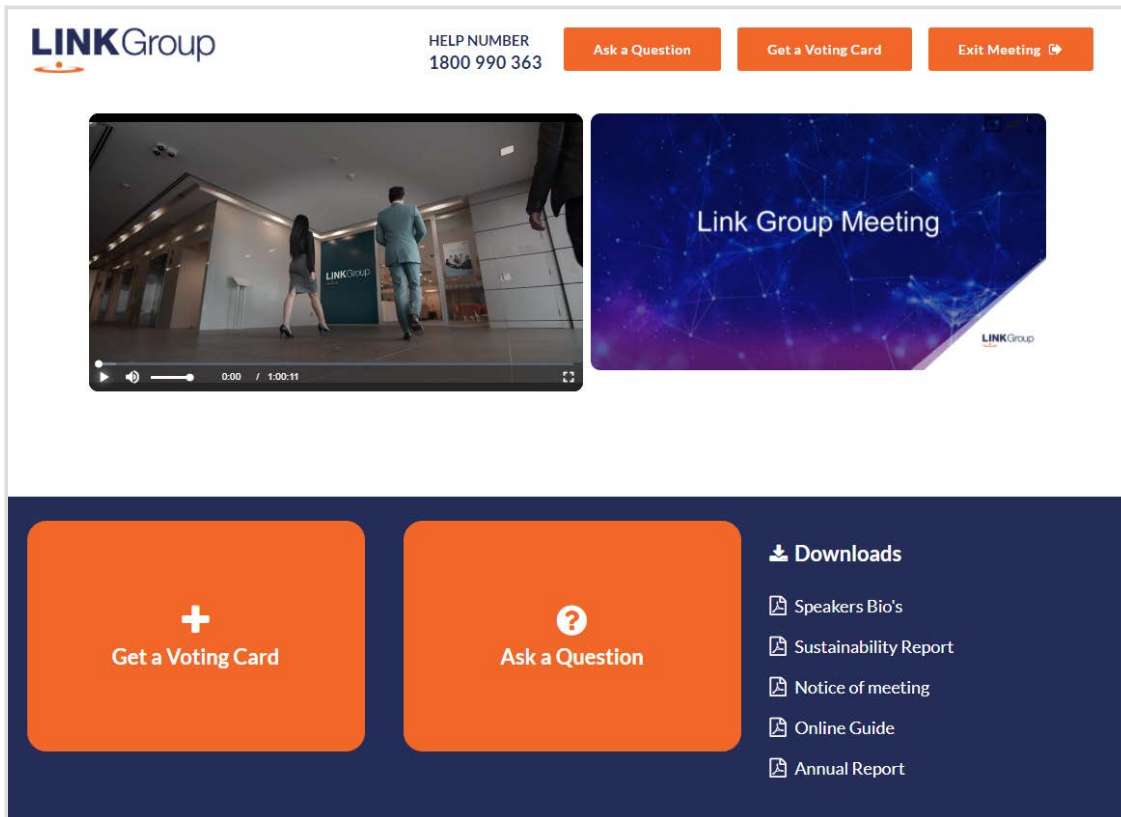
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

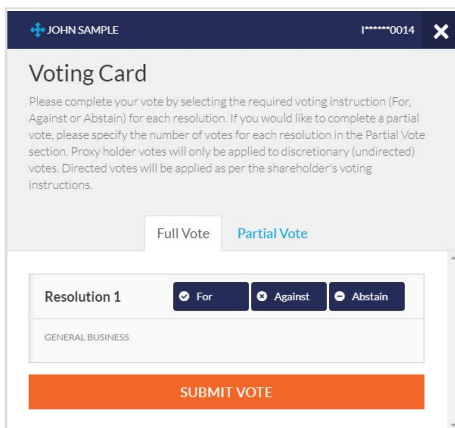
To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.



Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

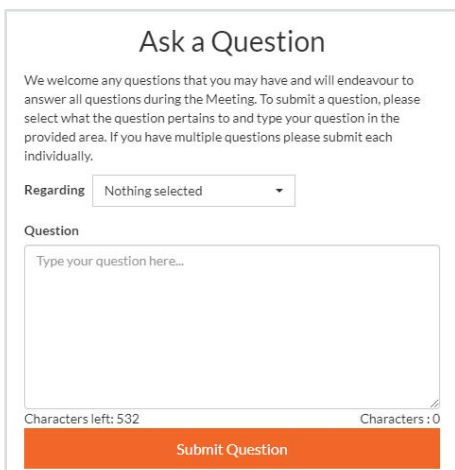
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



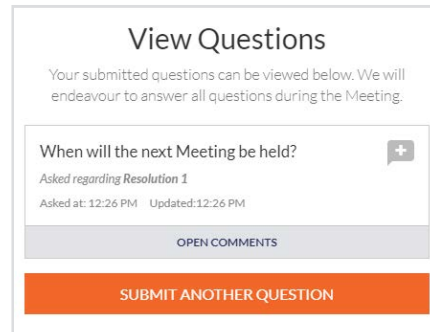
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

Before the Meeting, you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 875 033 or +61 7 3145 4068

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au