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**Telix Pharmaceuticals Limited  
ACN 616 620 369**

**Notice of Annual General Meeting  
Explanatory Memorandum**

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**Date of Meeting**

Tuesday 12 May 2020

**Time of Meeting**

11.30am (Melbourne time)

**Meeting will be convened at**

Telix Pharmaceuticals Limited  
Suite 401, 55 Flemington Road  
North Melbourne, VIC 3051

and

**via Hybrid AGM**

via Teleconference  
and Videoconference

<https://agmlive.link/TLX20>

## LETTER FROM THE CHAIRMAN

Dear Shareholder

I am pleased to invite you to participate in the Annual General Meeting of Telix Pharmaceuticals Limited. 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 11.30am (Melbourne time) on Tuesday 12 May 2020. The AGM will be convened primarily at the offices of Telix Pharmaceuticals Limited, Suite 401, 55 Flemington Road, North Melbourne VIC 3051.

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) outbreak. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

The Board recognises that the outbreak and associated social distancing measures (including travel restrictions and bans on gathers of certain sizes) has made holding the Annual General Meeting in one venue impractical and contrary to medical guidance. It may even become necessary for the health and safety of all involved, or due to changes in Government restrictions on gathering size, for the Company to exclude Shareholders from the primary venue of the Annual General Meeting.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company requests that Shareholders **do not** attend the Annual General Meeting in person.

Instead, the Company intends to host a hybrid Annual General Meeting to enable Shareholders to attend via video or teleconference. Shareholders are strongly encouraged to attend via video or teleconference, rather than attending in person. Details of how to attend the hybrid Annual General Meeting can be accessed at <https://telixpharma.com/investors/>.

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 and ask questions and will be treated as if they were present at the physical location of the Annual General Meeting.

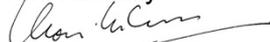
The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's recent performance and answer any questions you may have.

You may submit written questions in advance by completing the enclosed questions form or by emailing the Company Secretary. Questions will be collated and we will seek to address as many of the raised questions and topics as possible.

If you would like to submit a written question, or if you have general questions in relation to the upcoming Annual General Meeting or the hybrid Annual General Meeting arrangements, please contact Melanie Farris, Company Secretary, by email to [melanie.farris@telixpharma.com](mailto:melanie.farris@telixpharma.com).

In case you are not able to attend the meeting to vote in person or have difficulties using the hybrid Annual General Meeting facilities, the Board encourages you to complete the enclosed Proxy Form and return it by mail or fax in accordance with the instructions provided as soon as possible. Alternatively, you can lodge your votes online via the share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). I intend to vote all proxies without voting instructions that are exercisable by me in favour of each Resolution.

Yours faithfully



H Kevin McCann AO  
Chairman

Telix Pharmaceuticals Limited ACN 616 620 369  
**Notice of Annual General Meeting**

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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 at Telix Pharmaceuticals Limited, Suite 401, 55 Flemington Road, North Melbourne VIC 3051 at:

**Time:** 11.30am (Melbourne time)  
**Date:** Tuesday 12 May 2020  
**Attend via:** <https://agmlive.link/TLX20>

**For the reasons set out in the Chairman’s Letter, the Company requests that Shareholders do not attend the Annual General Meeting in person.**

Instead, the Company intends to host a hybrid Annual General Meeting to enable Shareholders to attend via video or teleconference. Shareholders are strongly encouraged to attend via video or teleconference, rather than attending in person. Details of how to attend the hybrid Annual General Meeting can be accessed at <https://telixpharma.com/investors/>.

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 and ask questions and will be treated as if they were present at the physical location of the Annual General Meeting.

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.

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## **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 2019.

### **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 2019 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 (see item 2 of the notes related to voting below).

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

### **Resolution 2 – Re-election of Mr Kevin McCann as Director**

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

*'That Mr Kevin McCann, 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 Mr McCann abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

### **Resolution 3 – Re-election of Mr Oliver Buck as Director**

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

*'That Mr Oliver Buck, 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 Mr Buck abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

### **Resolution 4 – Re-election of Dr Mark Nelson as Director**

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

*'That Dr Mark Nelson, 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 Dr Nelson abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

### **Resolution 5 – Approval of issue of Incentive Options to Dr Christian Behrenbruch**

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

*'That the issue of 200,000 Incentive Options 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 (see item 2 of the notes related to voting below).

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

### **Resolution 6 – 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 30,770,000 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 (see item 2 of the notes related to voting below).

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

### **Resolution 7 – Renewal of proportional takeover bid provisions in the Constitution**

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

*'That, for the purposes of sections 648G and 136(2) of the Corporations Act and for all other purposes, the Company's Constitution be modified such that the proportional takeover bid provisions contained in Rule 6 of the Company's Constitution be renewed for a further period of three years commencing from the date of this Meeting.'*

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

**Resolution 8 – Approval of 10% Placement Facility**

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

*'That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.'*

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 9<sup>th</sup> April 2020

By order of the Board of Directors



Melanie Farris  
Company Secretary

## Notes related to voting

### 1 Entitlement to vote and how to vote

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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 Sunday, 10 May 2020.

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

The meeting will be held at 11.30am (Melbourne time) on Tuesday 12 May 2020. The AGM will be convened at the offices of Telix Pharmaceuticals Limited, Suite 401, 55 Flemington Road, North Melbourne VIC 3051.

**For the reasons set out in the Chairman's Letter, the Company requests that Shareholders do not attend the Annual General Meeting in person.**

Instead, the Company intends to host a hybrid Annual General Meeting to enable Shareholders to attend via video or teleconference. Shareholders are strongly encouraged to attend via video or teleconference, rather than attending in person. Details of how to attend the hybrid Annual General Meeting can be accessed at <https://telixpharma.com/investors/>.

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 and ask questions and will be treated as if they were present at the physical location of the Annual General Meeting.

You may also lodge your vote online in advance of the AGM by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Alternatively, you may submit your proxy form by mail, fax or delivery to the share registry.

### 2 Voting exclusions

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#### Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Remuneration Report for the year ended 31 December 2019 or their Closely Related Parties, regardless of the capacity in which the vote is cast.

However the Company need not disregard a vote on Resolution 1 if it is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### Resolution 5 – Approval of issue of Incentive Options to Dr Christian Behrenbruch

The Company will disregard any votes cast in favour of the resolution by each of the Directors including Dr Christian Behrenbruch, their nominee(s), any other person who will obtain a material benefit as a result of the issue of securities in accordance with this resolution and any of their Associates, unless the vote is cast by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided 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.

## **Resolution 6 – Approval of issue of Shares under the Placement**

The Company will disregard any votes cast in favour of the resolution by any person or entity who participated in the issue of Shares under the Placement and any Associates of those persons, unless the vote is cast by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided 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.

### **3 Voting by proxy**

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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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

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 11.30am (Melbourne time) on Sunday, 10 May 2020 at:

Online	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
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 1A Homebush Bay Drive, Rhodes NSW 2138

### **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 is enclosed**

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

If you are unable to attend the Annual General Meeting, please complete the enclosed proxy form and return it in accordance with the instructions set out on the Proxy Form.

## **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**

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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 (address above) in advance of the meeting (including any authority under which it has been signed) or hand it in at the commencement of the Meeting.

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 Questions for the Auditor**

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Shareholders may submit written questions to the Company's Auditor, PricewaterhouseCoopers, if the question is relevant to the content of PricewaterhouseCoopers' auditor's report for the year ended 31 December 2019, the conduct of its audit of the Company's financial report for the year ended 31 December 2019, 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), Tuesday 5 May 2020. Please send any written questions to:

Company Secretary, Melanie Farris c/- [melanie.farris@telixpharma.com](mailto:melanie.farris@telixpharma.com).

## Explanatory Memorandum

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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

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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 2019 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

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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 2019 commences on page 23 of the 2019 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 2019 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 Resolutions 2 to 4 – Re-Election of Kevin McCann, Oliver Buck and Mark Nelson as Directors

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Mr Kevin McCann, Mr Oliver Buck and Dr Mark Nelson were appointed as Directors of the Company in 2017, prior to the Company listing on the ASX in November 2017.

### **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 three years, whichever is longer. Listing Rule 14.4 applies such that a Director appointed prior to the Company's initial public offering and admission to ASX must not hold office (with-out re-election) past the third annual general meeting following admission or three years, whichever is longer.

This is the third annual general meeting since the appointment of Mr McCann, Mr Buck and Dr Nelson and the Company's admission to ASX. Accordingly, Mr McCann, Mr Buck and Dr Nelson retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election as a Director.

### **3.2 Biography of Mr Kevin McCann AO BA LLB (Hons) LLM (Harvard) Life Fellow AICD**

Mr McCann is Chairman of China Matters. He is a member of the Male Champions of Change, a Pro-Chancellor of the University of Sydney, a Trustee of the Sydney Opera House Trust and a Director of the US Studies Centre. He is currently a Non-executive Director of Evans Dixon Limited (ASX:ED1). Previously, Kevin has been Chairman of Macquarie Group and Macquarie Bank Limited, Chairman of Origin Energy Limited, Healthscope Limited and ING Management Limited. Kevin practiced as a commercial lawyer as a partner of Allens Arthur Robinson from 1970 to 2004 and was Chairman of Partners from 1995 to 2004. Kevin has a Bachelor Arts and a Bachelor of Law (Honours) from Sydney University and a Master of Law from Harvard University. He was made an Officer of the Order of Australia for services to business, corporate governance and gender equality in January 2020, and is a Life Fellow of the Australian Institute of Company Directors.

### **3.3 Biography of Mr Oliver Buck Dipl Phys (Theoretical Biophysics, TUM)**

Mr Buck is a bio-physicist who has spent his professional career in a variety of entrepreneurial and management positions in industrial companies. Oliver has served as founder and Managing Director of several companies in the fields of manufacturing, technology, demilitarisation, pharmaceuticals and information technologies. Oliver is the co-founder of ITM Isotopen Technologien München AG, one of the largest isotope manufacturing and distribution companies in the world, founded with Technical University of Munich. Since 2012, Oliver has acted as senior advisor to the CEO in a role that continues to support the ITM group as it has become a leader in next generation medical isotopes and theranostics. Oliver holds a graduate degree in theoretical physics from the Technical University of Munich and is an alumnus of the German National Academy for Security Policy and the 'Young Leaders Program' of the Atlantik Brücke/American Council on Germany.

### **3.4 Biography of Dr Mark Nelson BSc (Hons) (Melb) MPhil (Cantab) PhD (Melb)**

Dr Nelson is Chairman and Co-Founder of the Caledonia Investments Group, and a Director of The Caledonia Foundation. He is Chairman of Art Exhibitions Australia, a Director of Kaldor Public Art Projects, Director of The Mindgardens Neuroscience Network, and serves as a Governor of the Florey Neurosciences Institute. Previously Mark was a Director of The Howard Florey Institute of Experimental Physiology and Medicine, and served on the Commercialisation Committee of the Florey Institute. Mark was educated at the University of Melbourne and University of Cambridge (UK).

### **3.5 Recommendation**

The Directors (with Mr McCann abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Directors (with Mr Buck abstaining) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Directors (with Dr Nelson abstaining) unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 2, 3 and 4.

### 4.1 Background

As part of the financial year 2019 remuneration review an offer of 200,000 unlisted share options (**Incentive Options**) was made to Dr Behrenbruch as a tool to both incentivise and retain. The offer was made subject to Shareholder approval.

The Company proposes to issue the Incentive Options to Dr Christian Behrenbruch (or his nominee) under the Telix Equity Incentive Plan on the terms and conditions set out in Schedule 2.

The Incentive Options are exercisable at \$2.23 each at any time from their date of issue up to their expiry on 12 January 2024.

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 Incentive Options falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Incentive Options.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Incentive Options.

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) 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 Incentive Options to Dr Behrenbruch under Listing Rule 10.14 as contemplated by Resolution 5, but not under Chapter 2E of the Corporations Act.

### 4.2 Further details of Incentive Options

The Incentive Options offered have a four-year term from the date of offer, with an expiry date of 12 January 2024. The exercise price of \$2.23 per Incentive Option is a 43% premium to the five-day volume weighted average closing price prior to the day of offer (\$1.56). The Incentive Options remain unvested for a three-year period from the day of offer, and 'cliff vest' on 13 January 2023.

The Company considers that this grant of Incentive Options allows the Company to maintain cash reserves for its operations whilst rewarding the CEO for his commitment, achievements and ongoing contribution to the Company.

If the Incentive Options granted to Dr Behrenbruch are exercised for cash, a total of 200,000 Shares would be allotted and issued for total consideration received by the Company of \$446,000. This would increase the number of Shares on issue from 253,799,999 to 253,999,999 (assuming that no other options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 0.08%.

#### 4.3 Information provided in accordance with Listing Rule 10.15

For the purpose of Resolution 5, the following information provided in relation to the proposed issue of Incentive Options in accordance with Listing Rule 10.15:

- (a) The related party is Dr Christian Behrenbruch (or nominee) and he is a related party by virtue of being a Director which falls within Listing Rule 10.14.1.
- (b) The number of Incentive Options (being the nature of the financial benefit being provided) to be allocated to Dr Behrenbruch (or his nominee) is 200,000 Incentive Options.
- (c) The Incentive Options will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the Incentive Options. The exercise price of each of the Incentive Options is \$2.23.
- (d) Dr Behrenbruch's current total remuneration package for the current financial year (ending 31 December 2020) consists of the following:
  - (i) Base salary: \$317,240.
  - (ii) Superannuation: Paid at Government determined levels.
  - (iii) Short Term Incentives: Eligible to receive an annual STI of up to 30% of base remuneration. Payment and treatment of any STI is at the discretion of the Board.
  - (iv) Long Term Incentives: Eligible to participate in the Telix Equity Incentive Plan at the discretion of the Board. Any issue of securities is subject to Shareholder approval.
- (e) Dr Behrenbruch was issued with 400,000 options (for nil consideration) under the Telix Equity Incentive Plan as approved at the Company's annual general meeting on 22 May 2019. No other Directors have received securities under the Telix Equity Incentive Plan.
- (f) 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. However, at present, Shareholder approval is only sought in relation to the issue of the Incentive Options to Dr Christian Behrenbruch under the Telix Equity Incentive Plan as described in this Notice. Shareholder approval will be sought prior to the issue of any other securities to Directors under the Telix Equity Incentive Plan.
- (g) A summary of the key terms and conditions of the Telix Equity Incentive Plan is set out in Schedule 1.
- (h) A voting exclusion statement in relation to Resolution 5 is included in the Notice.
- (i) There is no loan associated with the grant of the Incentive Options.
- (j) The Incentive Options will be granted to Dr Behrenbruch no later than 1 month after the date of the Annual General Meeting and it is anticipated the Incentive Options will be allocated on one date.
- (k) Shares issued on exercise of the Incentive Options will rank equally with fully paid ordinary Shares.
- (l) The Incentive Options will be issued on the terms set out in Schedule 2.
- (m) Details of any securities issued under the Telix Equity Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) 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.

#### 4.4 Recommendation

Dr Behrenbruch declines to make 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, 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.

## **5 Resolution 6 – Approval of issue of Shares under the Placement**

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Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Placement announced on 17 July 2019.

### **5.1 Background**

On 17 July 2019, the Company announced:

- (a) a placement of 30,770,000 Shares to new and existing professional and sophisticated investors at \$1.30 per Share to raise approximately A\$40m before costs (**Placement**); and
- (b) a share purchase plan open to eligible Shareholders allowing them to purchase up to A\$15,000 worth of new Shares at the same price as the Placement to raise up to a further A\$5m (**Share Purchase Plan**).

The Placement Shares were issued on 24 July 2019.

On 19 August 2019, the Company announced that the Share Purchase Plan had been oversubscribed. On 22 August 2019, 3,846,128 Shares were issued under the Share Purchase Plan.

The issue of Shares under the Placement took place under the Company's capacity under Listing Rule 7.1. The issue of Shares under the Share Purchase Plan falls within Listing Rule 7.2 Exception 5, and so did not use the Company's capacity under Listing Rule 7.1.

Shareholder approval of the Placement is sought under Listing Rule 7.4.

### **5.2 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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting. The Company obtained approval under Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25% at its most recent annual general meeting on 22 May 2019 (**Listing Rule 7.1A Mandate**).

The Placement 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 Placement.

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 6 seeks Shareholder approval of the Placement under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 as extended to 25% under the Listing Rule 7.1A Mandate, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

If Resolution 6 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1 as extended to 25% under the Listing Rule 7.1A Mandate, effectively

decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the Placement.

### **5.3 Information provided in accordance with Listing Rule 7.5**

For the purpose of Resolution 6, 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 30,770,000 Shares.
- (b) The price at which Shares were issued under the Placement was \$1.30 per Share.
- (c) Shares issued under the Placement are fully paid ordinary shares and rank equally in all respects with the Company's other Shares on issue.
- (d) 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 lead manager of the Placement. The participants in the Placement either did not fall within one of the categories of investors identified in ASX Listing Rules Guidance Note 21 or were not issued more than 1% of the Company's current issued capital.
- (e) Shares issued under the Placement were issued on 24 July 2019.
- (f) Funds raised from the Placement are being used to support the Company's clinical activity and commercial product launch including:
  - (i) Completion of European clinical activity for TLX591-CDx (prostate imaging) to support an EU marketing authorisation;
  - (ii) Commercial-scale manufacturing and Biologics License Application (BLA) preparedness for TLX250-CDx (renal cancer imaging);
  - (iii) Commencement of Phase III clinical activity in Australia for TLX591 (prostate therapy);
  - (iv) Commercial launch of TLX591-CDx (branded as illumet™) in the United States;
  - (v) Pipeline and indication expansion; and
  - (vi) Working capital.
- (g) A voting exclusion statement in relation to Resolution 6 is included in the Notice.

### **5.4 Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in favour of Resolution 6.

## **6 Resolution 7 – Renewal of proportional takeover bid provisions in the Constitution**

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### **6.1 Background**

A proportional takeover bid is an off-market takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's Shares in the Company (i.e. less than 100%). Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of the Shareholders Shares and retain the balance of the Shares.

Under section 648D of the Corporations Act, a company may include provisions in its constitution to the effect that the registration of a transfer giving effect to a takeover contract for a proportional takeover bid is prohibited unless a resolution to approve the bid is passed by shareholders in accordance with the requirements of the Corporations Act. These provisions cease to apply at the end of three years after they were inserted into the constitution or last renewed by shareholders. The provisions are renewed in the same manner in which the constitution is altered to insert the provisions.

Rule 6 of the Company's Constitution sets out the mechanism permitted by section 648D of the Corporations Act and which is governed by its related provisions (sections 648D to 648H of the Corporations Act). The text of Rule 6 has been reproduced in Schedule 3 to this Notice.

Rule 6 was included in the Company's Constitution at the time of its adoption by Shareholders at an extraordinary general meeting on 13 October 2017. Accordingly, Rule 6 will cease to have effect on 12 October 2020 unless renewed.

Under section 648G of the Corporations Act, the Company may renew the proportional takeover bid provisions for a further three years.

Resolution 7 provides for the renewal of Rule 6 of the Company's Constitution for a further three years from the date of the Meeting.

## **6.2 Information provided in accordance with section 648G(5) of the Corporations Act**

For the purpose of Resolution 7, the following information is provided in relation to the proposed renewal of Rule 6 of the Constitution in accordance with section 648G(5) of the Corporations Act.

### **Effect of Rule 6 of the Constitution**

The effect of Rule 6 of the Constitution is that, if a proportional takeover bid is made to Shareholders, the Directors are obliged to convene a general meeting of Shareholders to be held 15 days or more before the offer closes. The purpose of the meeting is to vote on a resolution to approve the proportional takeover bid.

For the resolution on the proposed proportional takeover bid to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. If no such resolution is voted on within the required timeframe, the resolution is deemed to have been approved. This, in effect, means that Shareholders as a body may only prohibit a proportional takeover bid by rejecting such a resolution.

If the resolution on the proposed proportional takeover bid is approved or deemed to have been approved, transfers of Shares under that proportional takeover bid (provided they are in all other respects in order for registration) must be registered.

If the resolution on the proposed proportional takeover bid is rejected, registration of any transfer of Shares resulting from that proportional takeover bid is prohibited and the offer is deemed by the Corporations Act to have been withdrawn.

Rule 6, if renewed, will expire three years after the date of the Meeting unless renewed by a further special resolution of Shareholders.

Rule 6 does not apply to full takeover bids.

### **Reasons for proposing the renewal of Rule 6 of the Constitution**

The reason for proposing the renewal of Rule 6 is that the Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. If the rule is renewed, the benefit is that Shareholders will be able to collectively decide on whether a proportional takeover bid is permitted to succeed having weighed up whether the advantages outweigh the disadvantages in the particular circumstances of the bid, or vice versa.

### **Awareness of Directors of proposal to acquire or increase a substantial interest in the Company**

At the date this Notice of Meeting was approved by Directors before despatch to Shareholders, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Review of the advantages and disadvantages for Directors and Shareholders for the past three years**

As there have been no proportional takeover bids made for the Company in the period since the adoption of Rule 6, there are no actual circumstances against which the Directors have had the opportunity to review the advantages or disadvantages of Rule 6. The Directors are not aware of any proposed bid which did not proceed during that period because of Rule 6.

### **Potential advantages and disadvantages of renewal of Rule 6 of the Constitution to the Directors and to Shareholders**

The Directors consider that the renewal of Rule 6 would have no advantage or disadvantage for them other than the advantage of enabling them to formally ascertain the views of Shareholders in relation to any proportional takeover bid. The Directors remain free to make a

recommendation in relation to whether a proportional takeover bid for the Company should be recommended or rejected.

The potential advantages for Shareholders of the proportional takeover bid provisions include that:

- (a) Shareholders will have the right to decide by majority vote whether a proportional takeover bid should proceed;
- (b) The provisions may help prevent Shareholders being locked in as minority shareholders; and
- (c) The provisions may improve the bargaining power of Shareholders and therefore may result in any proportional takeover bid being adequately priced.

The potential disadvantages for Shareholders of the proportional takeover bid provisions include that:

- (a) The provisions may discourage a proportional takeover bid being made, which may be the only takeover offer to be made for the Company;
- (b) Shareholders may lose an opportunity to sell a portion of their Shares in the Company at a premium; and
- (c) The chance that a proportional takeover bid is successful may be reduced.

### **6.3 Recommendations**

The Board considers that the potential advantages to Shareholders of having the proportional takeover provisions in place outweigh the potential disadvantages.

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

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

## **7 Resolution 8 – Approval of 10% Placement Facility**

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The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (available on the ASX website at [www.asx.com.au](http://www.asx.com.au)).

### **7.1 ASX Listing Rule 7.1A**

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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 8 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without further Shareholder approval.

If Resolution 8 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Should the Company's market capitalisation exceed \$300 million or the Company be included in the S&P/ASX 300 on the date of the Annual General Meeting, Resolution 8 will no longer be effective and will be withdrawn.

## **7.2 Further requirements of ASX Listing Rule 7.1A**

### **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 8 will be 12 May 2021); or
- the date of the approval by holders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(“10% Placement Period”).

### **Class of Equity Securities issued under ASX Listing Rule 7.1A**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has only one quoted class of Equity Security, being Shares.

### **Issue price of Equity Securities issued under ASX Listing Rule 7.1A3**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(the “Minimum Price”).

### **ASX Listing Rule 7.1A4**

In accordance with Listing Rule 7.1A, when the Company issues Equity Securities pursuant to the 10% Placement Facility, it will:

- state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- give the ASX immediately after the issue a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4(b).

## **7.3 Specific information required by ASX Listing Rule 7.3A**

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 8:

### **Placement Period**

If Shareholder approval is granted for Resolution 8, that approval will expire at the end of the 10% Placement Period.

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

### **Minimum Price**

The Equity Securities will be issued at an issue price of not less than the Minimum Price (defined above).

### **Purpose**

The Company may seek to issue the Equity Securities for the following purposes for cash consideration, in order to raise funds for the acquisition of new assets or investments (including

expenses associated with such acquisitions), to expedite development of the Company's projects and for general working capital.

### Dilution

Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the meeting where approval is sought (i.e. the date of this Meeting); and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the market price of Shares (as at close of trade on 20 March 2020 ("**Issue Price**")) and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Number of Shares on issue: Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.435 50% decrease in Issue Price	\$0.87 Issue Price	\$1.74 100% increase in Issue Price
Current Variable A 222,509,999	10% voting dilution (shares)	22,251,000	22,251,000	22,251,000
	Funds raised	\$9,679,185.00	\$19,358,370.00	\$38,716,740.00
50% increase in current Variable A 333,764,999	10% voting dilution (shares)	33,376,500	33,376,500	33,376,500
	Funds raised	\$14,518,777.50	\$29,037,555.00	\$58,075,110.00
100% increase in current Variable A 445,019,998	10% voting dilution (shares)	44,502,000	44,502,000	44,502,000
	Funds raised	\$19,358,370.00	\$38,716,740.00	\$77,433,480.00

The table also shows two examples of where:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval, for example, a pro rata entitlement offer or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Issue Price.

The table above has been prepared on the following additional assumptions:

- the Company issues the maximum number of Shares available under the 10% Placement Facility; and
- the table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

### **Allocation**

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However the allottees could consist of current Shareholders or new investors (or both).

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a range of factors including:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

### **Prior approval**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's 2019 AGM held on 22 May 2019, but the Company has not previously used any of the additional placement capacity approved at that time.

### **Voting exclusion statement**

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A2. Accordingly, there is no exclusion statement in respect of Resolution 8.

## **7.4 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.

## Glossary

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

**10% Placement Period** has the meaning given to that term in Section 7.2 of this Explanatory Memorandum.

**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 KMP 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).

**Director** means a director of the Company.

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

**Incentive Options** has the meaning given to that term in Section 4.1 of this Explanatory Memorandum.

**Listing Rule 7.1A Mandate** has the meaning given to that term in Section 5.2 of this Explanatory Memorandum.

**Minimum Price** has the meaning given to that term in Section 7.2 of this Explanatory Memorandum.

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

**Placement** has the meaning given to that term in Section 5.1 of this 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 Purchase Plan** has the meaning given to that term in Section 5.1 of this Explanatory Memorandum.

**Shareholder** means a holder of a Share.

**Telix Equity Incentive Plan** means the Company's employee incentive scheme titled Telix Equity Incentive Plan adopted at the Company's annual general meeting on 22 May 2019, the key terms of which are summarised in Schedule 1.

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

**VWAP** means volume weighted average market price.

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## Schedule 1 – Summary of terms of Telix Equity Incentive Plan

The key terms of the Telix Equity Incentive Plan are as follows:

Term	Description
Eligibility	Offers may be made at the Board's discretion to employees of the Company (including the 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"> <li>• performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions;</li> <li>• options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and</li> <li>• restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.</li> </ul>
Offers under the Plan	<p>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 performance rights, options and restricted shares in individual offer documents.</p> <p>Offers must be accepted by the employee and can be made on an opt-in or opt-out basis.</p>
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 performance rights and options, the total number of Shares which would be issued if those performance rights or options were exercised) must not exceed 5% of the total number of Shares on issue.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
Vesting	<p>Vesting of performance 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.</p> <p>Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated.</p> <p>Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>
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 preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant's performance 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.

Term	Description
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.

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## Schedule 2 – Summary of terms of the Incentive Options

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The Incentive Options (the “**Options**”) to be issued entitle the holder to subscribe for fully paid ordinary shares in the Company (“**Shares**”) on the following terms and conditions.

- (a) The Options are exercisable at a price of \$2.23 each (“**Exercise Price**”) at any time from the date of issue of the Options up to the expiry of the Options on 12 January 2024 (“**Option Exercise Period**”), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one Share.
- (c) The Company must give each Option holder a certificate or statement stating:
  - (i) the number of Options issued to the Option holder;
  - (ii) the exercise price of the Options; and
  - (iii) the date of issue of the Options and the Option Expiry Period.
- (d) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (e) The Options will be fully transferrable in accordance with the Constitution of the Company and, for such time as the Company is listed, the Listing Rules of the ASX will apply.
- (f) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options rank equally with other issued Shares from the date they are issued by the Company.
- (g) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (h) If listed, the Company must give an Option holder, in accordance with the Listing Rules, notice of:
  - (i) the proposed terms of the issue or offer proposed under paragraph (g); and
  - (ii) the right to exercise the Option holder's Options under paragraph (g).
- (i) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (j) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the exercise price of each Option is reduced in accordance with the Listing Rules.
- (k) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (l) Any calculations or adjustments which are required to be made under the Option terms of issue will be made by the board of directors of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (m) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (i) to (k) (inclusive) to the exercise price of any Options held by an Option

holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of an Option.

- (n) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options form (to be obtained from the Company or its share registry), and effect payment of the Exercise Price by:
- (i) paying to the Company, in immediately available funds, an amount equal to the Exercise Price multiplied by the number of Options being exercised; or
  - (ii) cashless exercise, in which case the Option holder will be issued such number of Shares for each Option as is calculated according to the following formula:

$$(A-B) * \frac{X}{A}$$

**Where:**

- **A** equals the closing price of Shares on ASX on the trading day immediately preceding the date of delivery of the Notice of Exercise of Options form; and
  - **B** equals the Exercise Price; and
  - **X** equals the number of Shares issuable on exercise of the Option, assuming the Option was exercised for cash.
- (o) The Options are exercisable on any Business Day during the Option Exercise Period. An Option holder may only exercise Options in multiples of 50,000, unless the Option holder exercises all of its Options.
- (p) If an Option holder exercises less than the total number of its Options, the Company must cancel the Option certificate (if any) and issue the Option holder a new certificate or holding statement for the remaining number of Options held by the Option holder.
- (q) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraphs (n) and (o) and, if applicable, cleared funds are received by the Company. The Company shall within 10 days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a shareholder statement to the holder.
- (r) If applicable, the Company will apply to ASX for official quotation of the Shares issued on exercise of the Options.
- (s) The Company will advise holders at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (t) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria.
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## Schedule 3 – Proportional Takeover Bid Provisions

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Rule 6 of the Company's Constitution reads as follows:

### 6 Plebiscite to approve proportional takeover bids

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#### 6.1 Definitions

The meanings of the terms used in this rule 6 are set out below.

Defined Term	Meaning
Approving Resolution	in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 6.3.
Approving Resolution Deadline	in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	a takeover bid that is made or purports to be made under section 618(1)(b) of the Act in respect of securities included in a class of securities in the company.
Relevant Class	in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

#### 6.2 Transfers not to be registered

Despite rules 5.1(c) and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 6.3.

#### 6.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the Board must:
- (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
  - (ii) ensure that the resolution is voted on in accordance with this rule 6.3, before the Approving Resolution Deadline.
- (b) The provisions of this constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 6.3(a), as if that meeting were a general meeting of the company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 6.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.

- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on in accordance with this rule 6.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 6.3 on the Approving Resolution Deadline.

#### **6.4 Sunset**

Rules 6.1, 6.2 and 6.3, cease to have effect at the end of three years beginning:

- (a) where those rules have not been renewed in accordance with the Act, on the date that those rules were adopted by the company; or
  - (b) where those rules have been renewed in accordance with the Act, on the date those rules were last renewed.
-

## 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  
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

## VOTING FORM

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

**STEP 1** Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **11.30am (Melbourne time) on Tuesday, 12 May 2020**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

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 **11.30am (Melbourne time) on Tuesday, 12 May 2020 at Telix Pharmaceuticals Limited, Suite 401, 55 Flemington Road, North Melbourne, VIC 3051 (the Meeting)** and at any postponement or adjournment of the Meeting. **Important for Resolutions 1 & 5:** 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 & 5, even though the Resolution 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

**STEP 2**

### Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
2 Re-election of Mr Kevin McCann as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3 Re-election of Mr Oliver Buck as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Re-election of Dr Mark Nelson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5 Approval of issue of Incentive Options to Dr Christian Behrenbruch				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of Shares under the Placement				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Renewal of proportional takeover bid provisions in the Constitution				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of 10% Placement Facility				<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 3**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 and email 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 Voting 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 Voting 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 Voting Form and the second Voting 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.30am (Melbourne time) on Sunday, 10 May 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

Telix Pharmaceuticals Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**