



**Telix Pharmaceuticals Limited**  
ACN 616 620 369  
55 Flemington Road  
North Melbourne  
Victoria, 3051  
Australia

**ASX RELEASE**

## **Telix Notice of General Meeting**

Melbourne (Australia) – 6 March 2024. Telix Pharmaceuticals Limited (ASX: TLX, Telix, the Company) announces a general meeting of shareholders to be held at The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney, NSW 2000 and online via <https://meetings.linkgroup.com/TLXGM24> on Friday 5 April 2024 at 10.00am (Sydney time).

The shareholder pack, comprising the Notice of Meeting, Proxy Form and Online Guide, is attached.

Authorised for lodgement by:

A handwritten signature in blue ink, appearing to read "Genevieve Ryan".

Genevieve Ryan  
Company Secretary

### **About Telix Pharmaceuticals Limited**

Telix is a biopharmaceutical company focused on the development and commercialisation of diagnostic and therapeutic radiopharmaceuticals and associated medical devices. Telix is headquartered in Melbourne, Australia, with international operations in the United States, Europe (Belgium and Switzerland), and Japan. Telix is developing a portfolio of clinical and commercial stage products that aims to address significant unmet medical needs in oncology and rare diseases. Telix is listed on the Australian Securities Exchange (ASX: TLX).

Visit [www.telixpharma.com](http://www.telixpharma.com) for further information about Telix, including details of the latest share price, announcements made to the ASX, investor and analyst presentations, news releases, event details and other publications that may be of interest. You can also follow Telix on [X](#) and [LinkedIn](#).

Telix's lead imaging product, gallium-68 (<sup>68</sup>Ga) gozetotide injection (also known as <sup>68</sup>Ga PSMA-11 and marketed under the brand name Illuccix®), has been approved by the U.S. Food and Drug Administration (FDA),<sup>1</sup> by the Australian Therapeutic Goods Administration (TGA),<sup>2</sup> and by Health Canada.<sup>3</sup> Telix's miniaturised surgical gamma probe, SENSEI®, for minimally invasive and robotic-assisted surgery, has attained a marketing authorisation in the U.S., having been registered with the FDA and has attained a Conformité Européenne (CE) Mark for use in the European Economic Area for the intra-operative detection of sentinel lymph nodes (SLNs). With the exception of Illuccix® and SENSEI® as noted above, no Telix product has received a marketing authorisation in any jurisdiction.

### **Telix Investor Relations**

Ms. Kyahn Williamson  
Telix Pharmaceuticals Limited  
SVP Investor Relations and Corporate Communications  
Email: [kyahn.williamson@telixpharma.com](mailto:kyahn.williamson@telixpharma.com)

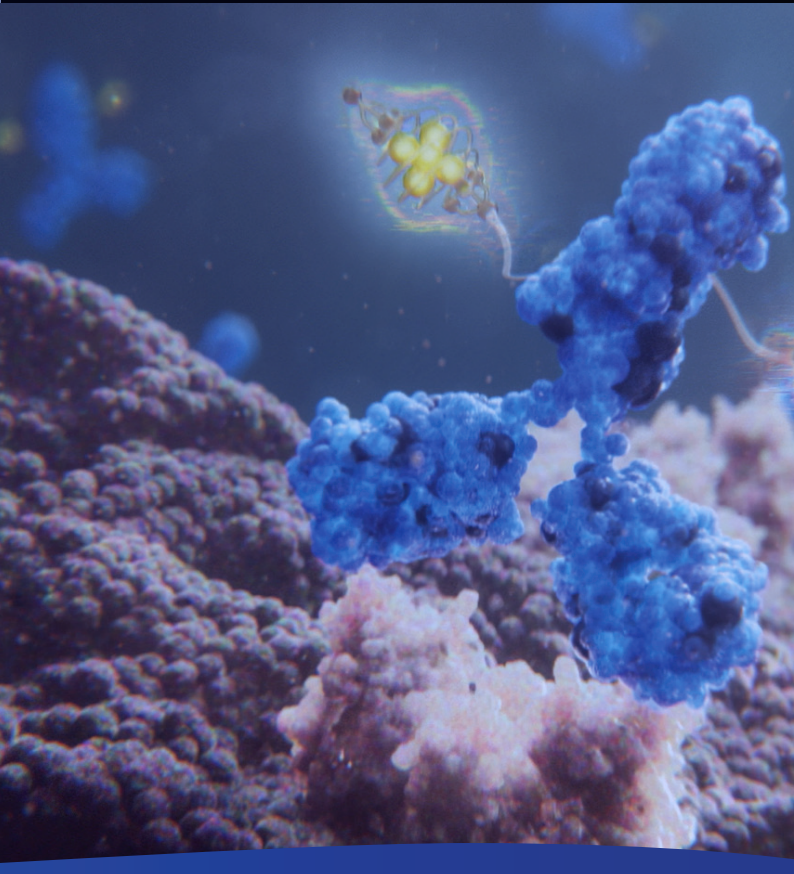
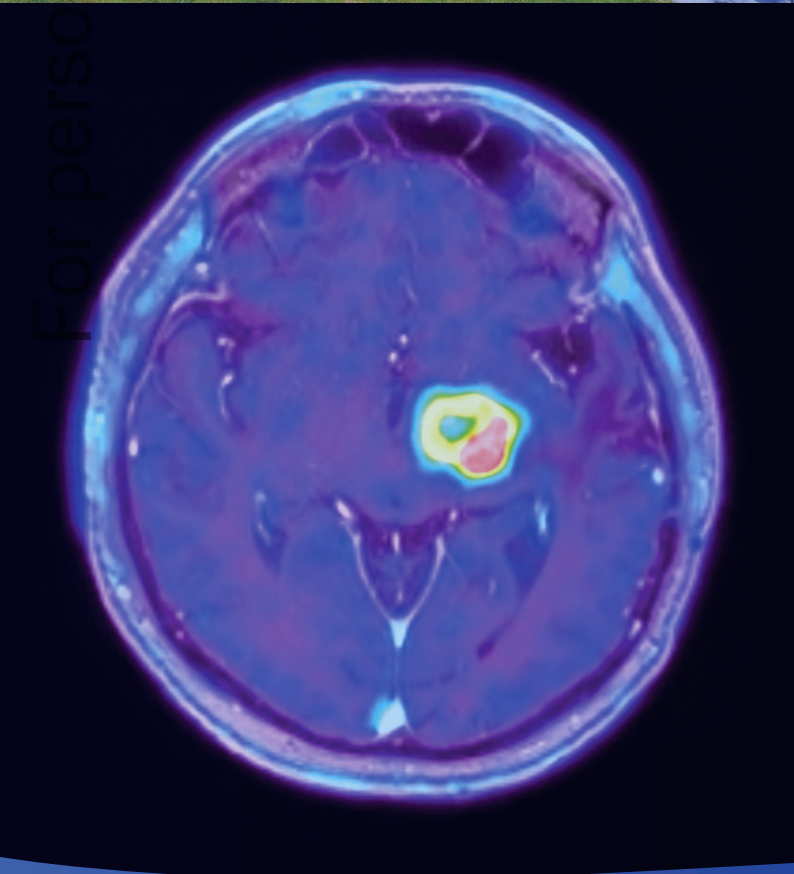
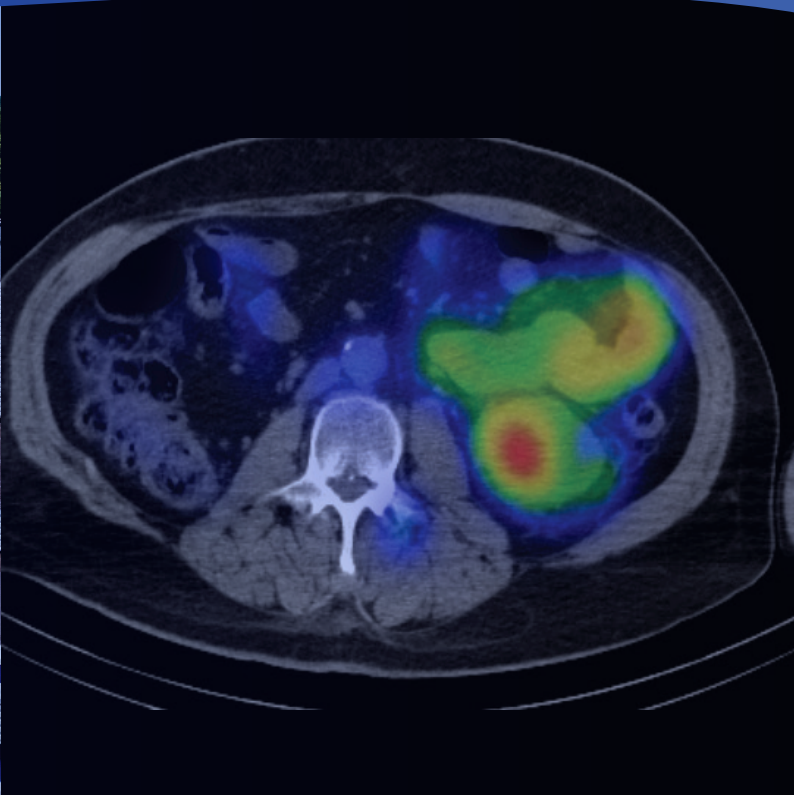
<sup>1</sup> Telix ASX disclosure 20 December 2021.

<sup>2</sup> Telix ASX disclosure 2 November 2021.

<sup>3</sup> Telix ASX disclosure 14 October 2022.

# Notice of General Meeting and Explanatory Notes

Telix Pharmaceuticals Limited ACN 616 620 369



## DATE OF MEETING

FRIDAY, 5 APRIL 2024

## TIME OF MEETING

10:00AM (SYDNEY TIME)

## MEETING WILL BE CONVENED AT

THE WESLEY CONFERENCE CENTRE,  
LYCEUM ROOM, 220 PITT STREET,  
SYDNEY NSW 2000 **AND ONLINE**

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# Invitation from the Chairman

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to attend a General Meeting of Telix Pharmaceuticals Limited (**Telix** or **Company**). The General Meeting will be held at 10.00am (Sydney time) on Friday, 5 April 2024 at The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney NSW 2000 (**Venue**) and via Telix's share registry's Virtual Meeting Platform at [meetings.linkgroup.com/TLXGM24](https://meetings.linkgroup.com/TLXGM24)

A number of defined terms are used in the Notice of Meeting and a glossary has been included after the Explanatory Notes.

## Inorganic growth through strategic transactions

Telix has an extensive track record of enabling growth and supporting revenue opportunities through strategic transactions, including acquisitions, collaborations or license agreements, or strengthening our footprint, technology and capabilities. We focus on accretive transactions that support our purpose and which contribute to supporting more patients through our industry-leading global network and theranostic portfolio of products and complementary technologies.

The past year has been no different with many important acquisitions and transactions completed or progressed to enable us to grow our product portfolio and capabilities, reduce reliance on third party vendors and strengthen our research, development, distribution, supply chain and manufacturing networks. Strategic transactions are also a key part of our future strategy for success and with interest in radiopharmaceuticals high, there are many options which are unique, timebound or transformational. As a global leader in radiopharmaceuticals, we are uniquely and strategically positioned to take advantage of available strategic transaction opportunities.

The purpose of this General Meeting is to ask for continuing Shareholder support to refresh Telix's placement capacity under the ASX Listing Rules to enable our growth strategy, mitigate risk and provide sufficient flexibility for future opportunities, including Telix's potential U.S. Nasdaq Listing.

## Recent strategic transactions

Over the last 12 months, Telix has acquired or agreed to acquire the following strategic and highly complementary assets (the **Acquisitions**):

- On 27 April 2023, we announced the acquisition of Dedicaid GmbH (**Dedicaid**), a spin-off from the Medical University Vienna (the **Dedicaid Acquisition**). Dedicaid's core asset is a clinical decision support software (**CDSS**) AI platform capable of rapidly generating indication specific CDSS applications from available datasets, for use with positron emission tomography (**PET**) and other imaging modalities. The Dedicaid Acquisition completed on 27 April 2023.
- On 21 June 2023, we announced the acquisition of Lightpoint Medical and its SENSEI® radio-guided surgery business (**Lightpoint Acquisition**). SENSEI® is an ultra-miniature robotic gamma probe that is able to provide radiopharmaceutical-based surgical guidance by enabling the intra-operative detection of cancer in real time. The Lightpoint Acquisition completed on 1 November 2023.
- On 8 February 2024, we announced the acquisition of QSAM Biosciences, Inc. (**QSAM**) and its lead asset Samarium-153-DOTMP (**QSAM Acquisition**). <sup>153</sup>Sm-DOTMP is a novel kit-based bone-seeking targeted radiopharmaceutical candidate that uses a "next-generation" chelating agent to deliver a proprietary formulation of Samarium-153 radioisotope. With two major potential applications – pain management of bone metastases and osteosarcoma therapy, including in paediatric patients – <sup>153</sup>Sm-DOTMP is highly aligned with Telix's existing therapeutic focus areas in urologic oncology (prostate and renal cancer) and musculoskeletal oncology (sarcoma). As at the date of this Notice of Meeting, the QSAM Acquisition is pending customary conditions, including regulatory approvals, but has not yet completed.
- On 27 February 2024, we announced the acquisition of IsoTherapeutics Group, LLC (**IsoTherapeutics**), a commercial-stage company, which provides radiochemistry and bioconjugation development and contract manufacturing services to many companies in the radiopharmaceutical industry, including Telix (**IsoTherapeutics Acquisition**). The IsoTherapeutics Acquisition will expand Telix's United States (**U.S.**) manufacturing footprint, allowing for greater control over the isotope supply chain, support the commercialisation of Telix's investigational therapeutic assets, and establish a centre for excellence in Good Manufacturing Practice bioconjugation and isotope processing. As at the date of this Notice of Meeting, the IsoTherapeutics Acquisition is pending customary conditions, including regulatory approvals, but has not yet completed.

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- On 5 March 2024, we announced the acquisition of ARTMS Inc. (**ARTMS**) and its advanced cyclotron-based isotope production platform, manufacturing plant and stockpile of ultra-pure rare metals required for consumable target production (**ARTMS Acquisition**). The ARTMS Acquisition is expected to further enhance the vertical integration of Telix's supply chain and manufacturing, by providing a greater level of control and security over each of Telix's diagnostic isotopes.

Telix has issued, or has agreed to issue to enable completion of the Acquisitions, fully paid ordinary shares (**Shares**) as part of the upfront consideration under each of the Acquisitions. In addition, Telix has issued performance rights in connection with the Lightpoint Acquisition (the 'Lightpoint Rights' – refer to section 3 of the Explanatory Notes for further details) and has agreed to issue performance rights in connection with the QSAM Acquisition (the 'QSAM Rights' – refer to section 5 of the Explanatory Notes for further details). These performance rights reflect potential future earn-out payment obligations based on the achievement of defined development and commercial milestones and, depending on the terms of the relevant agreement, may be settled in Shares or in cash.

The issue or agreement to issue Shares and performance rights utilises Telix's available capacity under Listing Rule 7.1. The purpose of this Meeting is to seek continued Shareholder support for our strategic growth agenda by ratifying or approving the issue or agreement to issue Shares and Rights under the Acquisitions so that the Shares and Rights are not included in Telix's available placement capacity under Listing Rule 7.1.

Accordingly, the items of business are set out below.

## Items of business

The Notice of Meeting details the formal business to be dealt with at the General Meeting. This will be to:

1. Ratify the issue of the Dedicaid Consideration Shares.
2. Ratify the issue of the Lightpoint Consideration Shares.
3. Ratify the issue of the Lightpoint Rights.
4. Approve the issue of the QSAM Consideration Shares.
5. Approve the issue of the QSAM Rights.
6. Approve the issue of the IsoTherapeutics Consideration Shares.
7. Approve the issue of the ARTMS Consideration Shares.

## De-risk of a Potential U.S. Listing

On 5 January 2024, Telix announced that it is considering an initial public offering of American Depository Shares (**ADSs**), representing its fully paid ordinary shares, and listing on the Nasdaq Global Market (the **U.S. Listing**).

Telix's ordinary shares are expected to remain listed on the ASX.

The number of ADSs that may be offered in connection with the potential U.S. Listing, the number of underlying shares that may be issued, the price for such instruments and the timing of the potential U.S. Listing have not been finalised. The potential issue of shares pursuant to the U.S. Listing would count towards Telix's capacity under Listing Rule 7.1 given no exception in Listing Rule 7.2 would apply.

## Board recommendations

The Board believes that Telix is in a strong position to enable current and future strategic transactions to maximise the opportunity for Shareholders' long-term return, including the potential U.S. Listing. The Board considers it to be in the interests of Shareholder to vote in favour of each Resolution because this will enable Telix to:

1. take advantage of current strategic transaction opportunities which are unique, timebound and transformational in the commercially dynamic radiopharmaceuticals industry;
2. retain flexibility for future strategic transaction opportunities, should the opportunity arise; and
3. maintain timing and execution flexibility in the event that Telix proceeds with the potential U.S. Listing.

For all the reasons set out above, the Board recommends that Shareholders **vote in favour** of each Resolution to grant Telix sufficient flexibility for the ultimate benefit of Shareholders and patients.

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## How to participate

Details of how to participate in the General Meeting are available on pages 28 to 30 of this Notice of Meeting, a summary of which is provided below.

### Physical attendance

Shareholders attending the General Meeting can register from 9.15am (Sydney time) on Friday, 5 April 2024 at the Venue. Shareholders are reminded to please bring your proxy form to assist with your registration at the General Meeting. Shareholders will have an opportunity to meet with Directors and senior executives, prior to, and at the conclusion of, the General Meeting.

### Online attendance

Shareholders attending the General Meeting online via Telix's share registry's Virtual Meeting Platform at [meetings.linkgroup.com/TLXGM24](https://meetings.linkgroup.com/TLXGM24) will be able to hear and view the General Meeting on your own devices, vote on the Resolutions, ask questions and will be treated as if you were present at the physical location of the General Meeting.

### Voting and questions

Shareholders are encouraged to lodge your vote online ahead of the General Meeting by visiting [investorcentre.linkgroup.com](https://investorcentre.linkgroup.com) and logging in to your portfolio. If you are lodging your votes via Single Holding Login you will need your holder identifier (SRN or HIN) and postcode. Alternatively, you may lodge your completed proxy form by post or fax to the number on the form.

I intend to vote all proxies without voting instructions that are exercisable by me in favour of each Resolution.

If you wish to submit a question to me in advance of the General Meeting, you can lodge your questions online at [investorcentre.linkgroup.com](https://investorcentre.linkgroup.com). When you have accessed your portfolio or shareholding online, select the 'Ask Question' option under 'Action'. Questions for Telix should be received by no later than 10.00am (**Sydney time**) on Wednesday, 3 April 2024. We will endeavour to respond to as many of the more frequently asked questions as possible at the General Meeting. You may also ask questions at the General Meeting.

The 2023 Annual Report which can be viewed online at [telixpharma.com/investor-centre](https://telixpharma.com/investor-centre) will be received and considered at Telix's 2024 Annual General Meeting (**AGM**), which will be held on Wednesday 22 May 2024. A notice of meeting for the AGM will be distributed separately to Shareholders.

We look forward to your attendance at the General Meeting.

Yours faithfully



**H Kevin McCann AO**  
Chairman

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# Notice of General Meeting

## Telex Pharmaceuticals Limited ACN 616 620 369

Notice is given that a General Meeting (the **General Meeting** or **Meeting**) of the Shareholders of Telex Pharmaceuticals Limited ACN 616 620 369 (**Telex**) will be convened as a hybrid General Meeting as follows:

<b>Time:</b>	10.00am (Sydney time)
<b>Date:</b>	Friday, 5 April 2024
<b>Physical location:</b>	The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney NSW 2000
<b>Attend online:</b>	<a href="https://meetings.linkgroup.com/TLXGM24">meetings.linkgroup.com/TLXGM24</a>

Under rule 7.5 of Telex's Constitution, Shareholders attending the General Meeting online will be able to hear and view the General Meeting on their own devices, vote on the Resolutions, ask questions and will be treated as if they were present at the General Meeting. Details of how to attend the General Meeting online can be found in the Virtual Meeting Online Guide lodged with the ASX and also accessible at [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).

The business to be considered at the General Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser.

## BUSINESS OF THE MEETING

### 1. Ratification of the issue of the Dedicaid Consideration Shares

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of the Dedicaid Consideration Shares, details of which are set out in the Explanatory Notes, be ratified by Shareholders.*

Note: a voting exclusion applies to this Resolution.

### 2. Ratification of the issue of the Lightpoint Consideration Shares

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of the Lightpoint Consideration Shares, details of which are set out in the Explanatory Notes, be ratified by Shareholders.*

Note: a voting exclusion applies to this Resolution.

### 3. Ratification of the issue of the Lightpoint Rights

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of the Lightpoint Rights, details of which are set out in the Explanatory Notes, be ratified by Shareholders.*

Note: a voting exclusion applies to this Resolution.

### 4. Approval to issue the QSAM Consideration Shares

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of the QSAM Consideration Shares, details of which are set out in the Explanatory Notes, be approved by Shareholders.*

Note: a voting exclusion applies to this Resolution.

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## 5. Approval to issue the QSAM Rights

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of the QSAM Rights, details of which are set out in the Explanatory Notes, be approved by Shareholders.*

Note: a voting exclusion applies to this Resolution.

## 6. Approval to issue the IsoTherapeutics Consideration Shares

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of the IsoTherapeutics Consideration Shares, details of which are set out in the Explanatory Notes, be approved by Shareholders.*

Note: a voting exclusion applies to this Resolution.

## 7. Approval to issue the ARTMS Consideration Shares

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of the ARTMS Consideration Shares, details of which are set out in the Explanatory Notes, be approved by Shareholders.*

Note: a voting exclusion applies to this Resolution.

### VOTING EXCLUSIONS

Telix will disregard any votes cast on any of the Resolutions in contravention of the Corporations Act 2001 (Cth) (**Corporations Act**).

In accordance with Listing Rule 14.11, Telix will disregard votes cast in favour of the Resolutions by or on behalf of the persons set out below.

Resolution	Voting exclusion
Resolution 1 – Ratification of the issue of the Dedicaid Consideration Shares	Any person who was issued Dedicaid Consideration Shares and any of their Associates.
Resolution 2 – Ratification of the issue of the Lightpoint Consideration Shares	Any person who was issued Lightpoint Consideration Shares and any of their Associates.
Resolution 3 – Ratification of the issue of the Lightpoint Rights	Any person who was issued Lightpoint Rights and any of their Associates.
Resolution 4 – Approval to issue the QSAM Consideration Shares	Any person who will receive QSAM Consideration Shares pursuant to the QSAM Acquisition and any other person who will obtain a material benefit as a result of the issue of the QSAM Consideration Shares (except a benefit solely by reason of being a holder of Shares in Telix), and any of their Associates.
Resolution 5 – Approval to issue the QSAM Rights	Any person who will receive QSAM Rights pursuant to the QSAM Acquisition and any other person who will obtain a material benefit as a result of the issue of the QSAM Rights (except a benefit solely by reason of being a holder of Shares in Telix), and any of their Associates.
Resolution 6 – Approval to issue the IsoTherapeutics Consideration Shares	Any person to whom IsoTherapeutics Consideration Shares will be issued pursuant to the IsoTherapeutics Acquisition and any other person who will obtain a material benefit as a result of the issue of the IsoTherapeutics Consideration Shares (except a benefit solely by reason of being a holder of Shares in Telix), and any of their Associates.
Resolution 7 – Approval to issue the ARTMS Consideration Shares	Any person to whom ARTMS Consideration Shares will be issued pursuant to the ARTMS Acquisition and any other person who will obtain a material benefit as a result of the issue of the ARTMS Consideration Shares (except a benefit solely by reason of being a holder of Shares in Telix), and any of their Associates.

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However, the voting exclusions set out above do not apply to a vote cast in favour of any of the above Resolutions if it is cast by:

- a person as proxy or attorney for a person entitled to vote on the Resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chairman of the General Meeting, as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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 directions given by the beneficiary to the holder to vote in that way.

The Chairman of the General Meeting intends to vote all available proxies (where the Chairman has been appropriately authorised) in favour of each Resolution. If you do not wish the Chairman to vote in favour of a Resolution as your proxy, it is important that you complete the voting directions in the proxy form.

Dated 6 March 2024

By order of the Board



**Genevieve Ryan**  
Company Secretary

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# Explanatory Notes

These Explanatory Notes have been prepared to provide Shareholders with important information regarding the items of business proposed for the General Meeting. They form part of the Notice of Meeting and should be read in conjunction with it.

## 1. Resolution 1 - Ratification of the issue of the Dedicaid Consideration Shares

### 1.1 Background and summary of the Dedicaid Acquisition

On 27 April 2023, Telix announced the acquisition of Dedicaid GmbH (**Dedicaid**) (the **Dedicaid Acquisition**).

Dedicaid's core asset is a clinical decision support software (**CDSS**) AI platform capable of rapidly generating indication-specific CDSS applications from available datasets, for use with positron emission tomography (**PET**) and other imaging modalities.

The Dedicaid Acquisition gives Telix the ability to rapidly generate CDSS applications that are highly complementary to Telix's radiopharmaceutical pipeline.

Pursuant to the terms of the Dedicaid Acquisition, Telix (through its wholly-owned subsidiary Telix Pharmaceuticals (Switzerland) GmbH) agreed to pay a purchase price comprising:

- €1.1 million payable in Shares; and
- a further €1.1 million contractual earn-out, payable in cash or Shares at Telix's election, subject to the achievement of regulatory approval of Dedicaid's AI platform in the U.S..

On 27 April 2023 Telix issued a total of 207,207 Shares to the vendors of Dedicaid (Professor Dr Thomas Beyer, Professor Dr Marcus Hacker and Dr Laszlo Papp) (**the Dedicaid Vendors**) at an effective issue price of approximately A\$8.73 per Share (**Dedicaid Consideration Shares**).

A total of 150,225 Dedicaid Consideration Shares are subject to a voluntary escrow restriction for a period of 12 months from issuance (expiring on 27 April 2024).

### 1.2 Listing Rules 7.1 and 7.4

Broadly speaking, subject to a number of exceptions prescribed in Listing Rule 7.2, Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to 15% of the total number of shares that the company had on issue at the start of the 12 month period (**15% Placement Capacity**).<sup>1</sup>

Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue did not breach Listing Rule 7.1 at the time of issue or agreement to issue. If shareholders subsequently approve the issue or agreement to issue under Listing Rule 7.4, the issue or agreement to 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 Listing Rule 7.1.

### 1.3 Summary of Resolution 1 and Listing Rule 7.5 disclosures

The issue of the Dedicaid Consideration Shares to the Dedicaid Vendors did not fit within any of the exceptions in Listing Rule 7.2 and, as the issue of the Dedicaid Consideration Shares has not yet been approved by Shareholders, these Shares are using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Dedicaid Consideration Shares (i.e. until 27 April 2024).

If Resolution 1 is passed, the Dedicaid Consideration Shares will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the Dedicaid Consideration Shares.

1. Telix is not eligible to seek shareholder approval under Listing Rule 7.1A to issue up to an additional 10% of the total number of shares it had on issue at the start of the 12 month period.

If Resolution 1 is not passed, the Dedicaid Consideration Shares will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the Dedicaid Consideration Shares. Failure to pass Resolution 1 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- a. The Dedicaid Consideration Shares were issued to the Dedicaid Vendors, being:
  - i. Professor Dr Thomas Beyer, who was issued 69,069 Dedicaid Consideration Shares;
  - ii. Professor Dr Marcus Hacker, who was issued 69,069 Dedicaid Consideration Shares; and
  - iii. Dr Laszlo Papp, who was issued 69,069 Dedicaid Consideration Shares.
- b. None of the Dedicaid Vendors are related parties of Telix, members of Telix's key management personnel, substantial holders or advisers to Telix, or associates of any of these classes of persons.
- c. A total of 207,207 fully paid ordinary shares in Telix were issued as Dedicaid Consideration Shares.
- d. All of the Dedicaid Consideration Shares were issued on 27 April 2023.
- e. The Dedicaid Consideration Shares were issued to satisfy Telix's obligation to pay the Dedicaid Vendors a total of €1.1 million in Telix Shares. Accordingly, Telix did not realise any cash proceeds by virtue of the issue of the Dedicaid Consideration Shares.
- f. The number of Dedicaid Consideration Shares was calculated by:
  - i. converting €1.1 million from Euros to Australian dollars at an agreed conversion rate of 1:1.6444 for a total of approximately A\$1,808,913; and
  - ii. dividing this amount by an agreed volume weighted average price of Shares at the time, being approximately A\$8.73, to derive a total of 207,207 Shares.
- g. A summary of the key terms of the Dedicaid acquisition agreement is contained in sections 1.1 and 1.3 of the Explanatory Notes. Telix's announcement of the Dedicaid Acquisition is available at [asx.com.au](http://asx.com.au) and Telix's website: [telixpharma.com/investor-centre/](http://telixpharma.com/investor-centre/).
- h. A voting exclusion statement is included in the Notice of Meeting.

#### 1.4 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 1.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 1.

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

## 2. Resolution 2 - Ratification of the issue of the Lightpoint Consideration Shares

### 2.1 Background and summary of Lightpoint Acquisition

On 21 June 2023, Telix announced the acquisition of Lightpoint Medical and its SENSEI® radio-guided surgery business via the purchase of Lightpoint Medical Ltd's wholly-owned subsidiary, Lightpoint Surgical Limited (**Lightpoint**) (the **Lightpoint Acquisition**).

SENSEI® is an ultra-miniature robotic gamma probe that is able to provide radiopharmaceutical-based surgical guidance by enabling the intra-operative detection of cancer in real time.

The Lightpoint Acquisition strengthens Telix's capabilities in deploying molecular imaging in the surgical setting. The acquisition also further enhances and differentiates Telix's innovation position and product depth in urology by enabling targeted radiation to be harnessed across the entire continuum of cancer patient care, from initial diagnosis and staging, to surgical intervention and therapeutic use.

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Pursuant to the terms of the Lightpoint Acquisition, Telix (through its wholly-owned subsidiary Telix Pharmaceuticals International Holdings Pty Ltd) agreed to pay a purchase price comprising:

- US\$20 million, payable in Shares; and
- a further up to US\$15 million earn-out, payable in cash or Shares at Telix's election, upon achievement of certain milestones relating to the ongoing development and commercialisation of the SENSEI probe.

The earn-out payment was implemented via the issue of performance rights, referred to as **Lightpoint Rights**, with an aggregate value of up to US\$15 million (assuming satisfaction of all of the performance milestones). Refer to section 3 of the Explanatory Notes and Annexure A for further details of the Lightpoint Rights.

On 1 November 2023, Telix issued a total of 3,298,075 Shares to Lightpoint Medical Ltd, as the vendor of Lightpoint (the **Lightpoint Vendor**), representing US\$19.6 million of consideration converted to approximately A\$30,889,422 at an effective issue price of A\$9.3659 per Share (**Lightpoint Consideration Shares**). The balance of the purchase price (US\$400,000) was paid in cash.

The Lightpoint Consideration Shares were issued subject to the following voluntary escrow restrictions:

- 25% of the Lightpoint Consideration Shares, being 824,519 Shares, were subject to voluntary escrow for 6 months from the date of issue;
- 25% of the Lightpoint Consideration Shares, being 824,519 Shares, were subject to voluntary escrow for 12 months from the date of issue; and
- 50% of the Lightpoint Consideration Shares, being 1,649,037 Shares, were subject to voluntary escrow for 24 months from the date of issue.

In addition, a total of 2,523,720 Lightpoint Rights were issued to the Lightpoint Vendor with each Lightpoint Right representing a 'Face Value' of approximately US\$5.9436 (for a total of US\$15 million).

## 2.2 Listing Rules 7.1 and 7.4

Refer to section 1.2 above for a description of Listing Rules 7.1 and 7.4.

## 2.3 Summary of Resolution 2 and Listing Rule 7.5 disclosures

The issue of the Lightpoint Consideration Shares to the Lightpoint Vendor did not fit within any of the exceptions in Listing Rule 7.2 and, as the issue of the Lightpoint Consideration Shares has not yet been approved by Shareholders, these Shares are using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the Lightpoint Consideration Shares (i.e. until 21 June 2024).

If Resolution 2 is passed, the Lightpoint Consideration Shares will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the Lightpoint Consideration Shares.

If Resolution 2 is not passed, the Lightpoint Consideration Shares will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the Lightpoint Consideration Shares. Failure to pass Resolution 2 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- a. The Lightpoint Consideration Shares were issued to the Lightpoint Vendor (Lightpoint Medical Ltd).
- b. The Lightpoint Vendor is not a related party of Telix, member of Telix's key management personnel, substantial holder or adviser to Telix, nor is it an associate of any of these classes of persons.
- c. A total of 3,298,075 fully paid ordinary shares in Telix were issued as Lightpoint Consideration Shares.
- d. All of the Lightpoint Consideration Shares were issued on 1 November 2023.

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- e. The Lightpoint Consideration Shares were issued to satisfy Telix's obligation to pay the Lightpoint Vendor a total of US\$19.6 million in Shares. Accordingly, Telix did not realise any cash proceeds by virtue of the issue of the Lightpoint Consideration Shares.
- f. The number of Lightpoint Consideration Shares was calculated by:
  - i. converting US\$19.6 million from U.S. dollars to Australian dollars at an agreed conversion rate of 1:1.576 for a total of approximately A\$30,889,422; and
  - ii. dividing this amount by an agreed volume weighted average price of Shares at the time (of A\$9.3659), to derive a total of 3,298,075 Shares.
- g. A summary of the key terms of the Lightpoint Acquisition agreement is contained in sections 2.1, 2.3, 3.2 and 3.4 of the Explanatory Notes and Annexure A. The Company's announcement of the Lightpoint Acquisition is available at [asx.com.au](https://asx.com.au) and on Telix's website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).
- h. A voting exclusion statement is included in the Notice of Meeting.

## 2.4 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 2.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 2.

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

## 3. Resolution 3 – Ratification of the issue of the Lightpoint Rights

### 3.1 Background and summary of Lightpoint Acquisition

The Lightpoint Acquisition is described at section 2.1 of the Explanatory Notes.

### 3.2 Lightpoint Rights

As noted at section 2.1 of the Explanatory Notes, the earn-out payment under the Lightpoint Acquisition was implemented via the issue of performance rights, referred to as **Lightpoint Rights**, with a maximum aggregate value of up to US\$15 million (assuming satisfaction of all of the performance milestones).

On 1 November 2023 a total of 2,523,720 Lightpoint Rights were issued to the Lightpoint Vendor in seven tranches, with each Lightpoint Right representing a 'face value' of approximately US\$5.9436 (for a total of US\$15 million).

The terms of issue of the Lightpoint Rights, including the formula by which they convert into Shares, are set out in detail in **Annexure A**.

### 3.3 Listing Rules 7.1 and 7.4

Refer to section 1.2 above for a description of Listing Rules 7.1 and 7.4.

### 3.4 Summary of Resolution 3

On satisfaction of the relevant milestone condition for each tranche, the Lightpoint Rights may be settled in cash or Shares at Telix's election and accordingly are considered to be equity securities for the purposes of Listing Rule 7.

The issue of the Lightpoint Rights to the Lightpoint Vendor did not fit within any of the exceptions in Listing Rule 7.2 and, as the issue of the Lightpoint Rights has not yet been approved by Shareholders, the issue of these equity securities is using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the Lightpoint Rights (i.e. until 21 June 2024).

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As described in Annexure A, each Lightpoint Right represents a 'face value' of US\$5.9436 and, if a milestone condition is satisfied and Telix elects to settle a tranche of Lightpoint Rights in Shares rather than cash, the number of Shares will be calculated as follows:

- First, by converting the face value of the tranche of Lightpoint Rights that have been satisfied (via the satisfaction of the relevant milestone condition by the relevant Deadline Date) into Australian dollars using the Reserve Bank of Australia foreign exchange rate on the date that the relevant milestone condition is satisfied (**Lightpoint Conversion Rate**).
- Second, by dividing that Australian dollar amount by the 20-day volume weighted average price of Shares up to the date of satisfaction of the relevant Milestone Condition (**Lightpoint VWAP**).

Accordingly, assuming all of the milestone conditions are satisfied and Telix elects to issue Shares to settle all of the Lightpoint Rights, the number of Shares to be issued will vary depending on the Lightpoint Conversion Rate and Lightpoint VWAP at the time of issue of any Shares.

The table below sets out a sensitivity analysis based on the assumption that all of the milestone conditions are satisfied and the US\$15 million of the Lightpoint Rights are settled via the issue of Shares at:

- various Lightpoint VWAPs of: \$11.50, \$5.75 and \$23.00; and
- various Lightpoint Conversion Rates of (USD:AUD): 1.50 (approximately AUD:USD 0.67); 1.75 (approximately AUD:USD 0.57) and 1.25 (approximately AUD:USD 0.80).

		Lightpoint VWAP		
		\$11.50	\$5.75	\$23.00
<b>Lightpoint Conversion Rate (USD:AUD)</b>	<b>1.50 (0.67)</b>	1,956,522 Shares	3,913,043 Shares	978,261 Shares
<b>Note: AUD:USD rate in brackets</b>	<b>1.75 (0.57)</b>	2,282,609 Shares	4,565,217 Shares	1,141,304 Shares
	<b>1.25 (0.80)</b>	1,630,435 Shares	3,260,870 Shares	815,217 Shares

Accordingly, on the basis of the assumptions set out above:

- a minimum of 815,217 Shares would be issued on conversion of all of the Lightpoint Rights into Shares, representing an increase of 0.25% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares); and
- a maximum of 4,565,217 Shares would be issued on conversion of all of the Lightpoint Rights into Shares, representing an increase of 1.41% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares).

The final number of Shares that may be issued (assuming conversion of all of the Lightpoint Rights into Shares) may be lower than the assumed minimum, or higher than the assumed maximum, depending on the Lightpoint VWAP and Lightpoint Conversion Rate at the time(s) of conversion of the Lightpoint Rights.

Further, Telix may elect to satisfy some or all of the Lightpoint Rights via cash payments rather than the issue of Shares.

To the extent that milestone conditions are not satisfied, no Shares will be issued and no cash payments will be made in respect of the relevant Lightpoint Rights.

If Resolution 3 is passed, the US\$15 million worth of Lightpoint Rights will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the Lightpoint Rights.

There is no floor on the price at which Shares may be issued on conversion of the Lightpoint Rights. Accordingly, if one or more milestone condition is satisfied within five years of the issue date of the Lightpoint Rights and Telix elects to issue Shares to settle the relevant Lightpoint Rights, the Lightpoint Rights could be highly dilutive to existing Shareholders if the VWAP of Telix Shares falls substantially over the period from the issue date of the Lightpoint Rights to the issue of Shares on settlement of the relevant Lightpoint Rights.

If Resolution 3 is not passed, the Lightpoint Rights will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the Lightpoint Rights (i.e. until 21 June 2024). Failure to pass Resolution 3 would limit

the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

### 3.5 Listing Rule 7.5 disclosures

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- a. The Lightpoint Rights were issued to the Lightpoint Vendor (Lightpoint Medical Ltd).
- b. The Lightpoint Vendor is not a related party of Telix, member of Telix's key management personnel, substantial holder or adviser to Telix, nor is it an associate of any of these classes of persons.
- c. A total of 2,523,720 Lightpoint Rights were issued to the Lightpoint Vendor in seven tranches, with each Lightpoint Right representing a 'Face Value' of approximately US\$5.9436 (for a total of US\$15 million).
- d. A summary of the material terms of issue of the Lightpoint Rights is provided in Annexure A.
- e. The number of Shares to be issued assuming satisfaction of all of the milestone conditions and conversion of all of the Lightpoint Rights to Shares is calculated by reference to a formula which is described in section 3.4 of the Explanatory Notes and Annexure A. Examples of the potential dilution in a range of different scenarios is provided in section 3.4 of the Explanatory Notes.
- f. All of the Lightpoint Rights were issued on 1 November 2023.
- g. The Lightpoint Rights were issued to satisfy Telix's earn-out obligations to pay the Lightpoint Vendor a total of up to US\$15 million in cash or Shares, subject to the satisfaction of the milestone conditions set out in Annexure A. Accordingly, Telix did not realise any cash proceeds by virtue of the issue of the Lightpoint Rights and will not realise any cash proceeds from the conversion of the Lightpoint Rights into Shares.
- h. A summary of the key terms of the Lightpoint Acquisition agreement is contained in sections 2.1, 2.3, 3.2 and 3.4 of the Explanatory Notes and Annexure A. Telix's announcement of the Lightpoint Acquisition and Appendix 3B of 21 June 2023 and its Appendix 2A and Appendix 3G of 2 November 2023 are available at [asx.com.au](https://asx.com.au) and on the Telix website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).
- i. A voting exclusion statement is included in the Notice of Meeting.

### 3.6 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 3.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 3.

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

## 4. Resolution 4 – Approval of the issue of the QSAM Consideration Shares

### 4.1 Background and summary of QSAM Acquisition

On 8 February 2024, Telix announced the acquisition of QSAM Biosciences, Inc. (**QSAM**) and its lead investigational drug Samarium-153-DOTMP (**QSAM Acquisition**).

<sup>153</sup>Sm-DOTMP is a novel kit-based bone-seeking targeted radiopharmaceutical candidate that uses a "next-generation" chelating agent to deliver a proprietary formulation of Samarium-153 radioisotope. With two major potential applications – pain management of bone metastases and osteosarcoma therapy, including in paediatric patients – <sup>153</sup>Sm-DOTMP is highly aligned with Telix's existing therapeutic focus areas in urologic oncology (prostate cancer), neuro-oncology (glioma), and musculoskeletal oncology (sarcoma).

Pursuant to the terms of the conditional term sheet between the parties,<sup>1</sup> Telix paid QSAM an upfront Collaboration and Option Fee of US\$2 million in cash (approximately A\$3.1 million at the time of payment) to advance development efforts based on mutually agreed goals and to provide sixty days of exclusivity pending completion of due diligence and execution of the QSAM Acquisition agreement.

1. The entry into a conditional term sheet to effect the proposed acquisition of QSAM was announced to ASX on 14 November 2023.

Pursuant to the terms of the QSAM Acquisition, Telix has agreed to pay the QSAM shareholders a purchase price comprising:

- a US\$33.1 million upfront payment, which will be satisfied by the issue of Shares at closing, subject to certain cash adjustments (at or after closing) which would be deducted off the upfront value and any amount of the upfront payment required to be settled in cash; and
- a further up to US\$90 million earn-out, payable in Telix Shares if the earn-out is payable within five years of completion to QSAM Sellers entitled to be issued Telix Shares, or otherwise payable in cash.

The earn-out payment will be implemented via the issue of performance rights, referred to as **QSAM Rights**, with an aggregate value of US\$90 million. Refer to section 5 of the Explanatory Notes for further details of the proposed terms of issue of the QSAM Rights.

As noted above, Telix has agreed to issue up to US\$33.1 million worth of Shares to the holders of QSAM shares (the **QSAM Vendors**) at the time of completion of the QSAM Acquisition (ignoring any cash payment). The maximum number of Shares to be issued on completion of the QSAM Acquisition will be 4,369,914 Shares (the **QSAM Consideration Shares**), calculated by:

- determining the volume weighted average price of Shares trading on ASX for the ten trading day period up to and including 6 February 2024, which was A\$11.6138 per Share;
- converting that Australian dollar VWAP to U.S. dollars using the AUD:USD exchange rate published in the Wall Street Journal on 6 February 2024 (of 1:0.6522), representing a U.S. dollar VWAP of US\$7.5745; and
- dividing US\$33.1 million by the U.S. dollar VWAP of US\$7.5745, resulting in the issue of a maximum of 4,369,914 QSAM Consideration Shares.

The QSAM Consideration Shares will be issued subject to the following voluntary escrow restrictions:

- QSAM Vendors who are directors, officers and employees will be subject to a 12 month escrow; and
- all other QSAM Vendors will be subject to a six month escrow.

The QSAM Consideration Shares will first be issued to an 'Exchange Agent', Equiniti Trust Company, LLC. The Exchange Agent will manage certain of the completion procedures that each QSAM Vendor is required to perform in respect of the QSAM Acquisition (consistent with practice for similar transactions in the U.S.). The Exchange Agent will transfer the QSAM Consideration Shares (and distribute any cash payments) to the QSAM Vendors on a pro rata basis (based on their QSAM shareholdings), as and when each QSAM Vendor completes the mandated completion procedures.

#### 4.2 Listing Rules 7.1 and 7.3

Refer to section 1.2 of the Explanatory Notes for a description of Listing Rule 7.1.

For shareholders to approve an issue or agreement to issue equity securities under Listing Rule 7.1, the notice of meeting must include the matters set out in Listing Rule 7.3.

Listing Rule 7.3.4 provides that the equity securities that are being approved for the purposes of Listing Rule 7.1 must be issued no later than 3 months after the date of the relevant meeting.

#### 4.3 Summary of Resolution 4 and Listing Rule 7.3 disclosures

The agreement to issue the QSAM Consideration Shares to the QSAM Vendors does not fit within any of the exceptions in Listing Rule 7.2 and, as the agreement to issue the QSAM Consideration Shares has not yet been approved by Shareholders, the agreement to issue QSAM Consideration Shares is using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the QSAM Consideration Shares.

If Resolution 4 is passed (and assuming the QSAM Consideration Shares are issued no later than 3 months after the date of the Meeting), the agreement to issue the QSAM Consideration Shares will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the QSAM Consideration Shares.

If Resolution 4 is not passed, the QSAM Consideration Shares will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over

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the 12 month period following the issue of the QSAM Consideration Shares. Failure to pass Resolution 4 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

If Resolution 4 is passed and the QSAM Consideration Shares are issued more than 3 months after the date of the Meeting, the QSAM Consideration Shares will be included in calculating Telix's 15% Placement Capacity on expiry of the 3 month period following the date of the Meeting.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- a. As described in section 4.1 of the Explanatory Notes, in the first instance the QSAM Consideration Shares will be issued to the 'Exchange Agent'. The Exchange Agent will then transfer the QSAM Consideration Shares (and any cash payments) to the holders of QSAM shares at completion (i.e. the QSAM Vendors) on a pro rata basis, as and when each QSAM Vendor completes the mandated completion procedures. As an OTC-traded company, QSAM has a significant number of shareholders and accordingly there are expected to be multiple-hundred QSAM Vendors.
- b. None of the QSAM Vendors are related parties of Telix, members of Telix's key management personnel, substantial holders or advisers to Telix, or associates of any of these classes of persons.
- c. A maximum of 4,369,914 fully paid ordinary shares in Telix will be issued as QSAM Consideration Shares, calculated in accordance with the methodology set out in section 4.1 of the Explanatory Notes.
- d. The QSAM Consideration Shares are expected to be issued on or around 4 April 2024 and, in any event, no later than 3 months after the date of the Meeting (failing which, Resolution 4 – if passed – would cease to have effect and the issue of the QSAM Consideration Shares would count towards Telix's 15% Placement Capacity from that time).
- e. The effective price for the issue of the QSAM Shares is A\$11.6138 per Share, calculated in accordance with the methodology set out in section 4.1 of the Explanatory Notes.
- f. The QSAM Consideration Shares will be issued to satisfy Telix's obligation to pay the QSAM Vendors a total of US\$33.1 million (less any cash payments). Accordingly, Telix will not realise any cash proceeds by virtue of the issue of the QSAM Consideration Shares.
- g. A summary of the key terms of the QSAM Acquisition agreement is contained in sections 4.1, 4.3, 5.2 and 5.4 of the Explanatory Notes and Annexure B. Telix's announcement of the QSAM Acquisition and Appendix 3B of 8 February 2024 are available at [asx.com.au](https://asx.com.au) and on Telix's website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/)
- h. A voting exclusion statement is included in the Notice of Meeting.

#### 4.4 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 4.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 4.

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

## 5. Resolution 5 – Approval of the issue of the QSAM Rights

### 5.1 Background and summary of QSAM Acquisition

The QSAM Acquisition is described at section 4.1 of the Explanatory Notes.

### 5.2 QSAM Rights

As noted at section 4.1 of the Explanatory Notes, the earn-out payment under the QSAM Acquisition is being implemented via the issue of performance rights, referred to as **QSAM Rights**, with an aggregate value of up to US\$90 million (depending on the satisfaction of four milestones). The QSAM Rights comprise 'Contingent Value Rights' (**CVRs**) issued and registered in the name of the QSAM Sellers pursuant to the Acquisition agreement and a contingent value rights agreement (**CVR Agreement**). Entry into the CVR Agreement and issue of the CVRs is subject to any revisions required by applicable law (including the Listing Rules).

On closing of the QSAM Acquisition, Telix will issue the number of QSAM Rights equal to the number of QSAM shares outstanding prior to a share consolidation QSAM will undertake in connection with the QSAM Acquisition.

Each QSAM Right entitles the holder to a rateable share of the relevant milestone payment.

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Telix expects to issue a total of approximately 4,445,282 QSAM Rights on closing. Accordingly, assuming all of the Milestone conditions are satisfied, each QSAM Right would be entitled to a payment in the aggregate of US\$20.2462. In the event that more QSAM Rights are issued each QSAM Right would be entitled to a smaller aggregate payment and likewise in the event that less QSAM Rights are issued each QSAM Right would be entitled to a larger aggregate payment.

A summary of the material terms of issue of the QSAM Rights, including the formula by which they convert into Shares, are set out in detail in **Annexure B**.

Pursuant to the CVR Agreement, Telix will appoint a 'Rights Agent', Equiniti Trust Company, LLC, to manage the QSAM Rights register on behalf of Telix and the QSAM Vendors. The Rights Agent will manage distribution of the relevant milestone payments by transferring the consideration to the relevant QSAM Vendors on a pro rata basis (based on their holding of QSAM Rights), if and when the relevant milestone condition is satisfied.

### 5.3 Listing Rules 7.1 and 7.3

Refer to section 1.2 of the Explanatory Notes for a description of Listing Rule 7.1 and to section 4.2 of the Explanatory Notes for a description of Listing Rule 7.3.

### 5.4 Summary of Resolution 5

On satisfaction of the relevant milestone condition, the consideration payable on the QSAM Rights will be settled in Shares (if the settlement occurs within the first five years of issuance of the QSAM Rights) or otherwise in cash (if the QSAM Rights are settled more than five years after issuance and in certain other prescribed circumstances). Accordingly, the QSAM Rights are considered to be equity securities for the purposes of Listing Rule 7.

The agreement to issue the QSAM Rights to the QSAM Vendors does not fit within any of the exceptions in Listing Rule 7.2 and, as the agreement to issue the QSAM Rights has not yet been approved by Shareholders, the agreement to issue these equity securities is using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the QSAM Rights.

The number of Shares to be issued on satisfaction of a milestone is based on the 'Milestone Share Price', which is calculated:

- first, by determining the volume weighted average price of Shares for the twenty trading days ending on the trading day immediately prior to Telix issuing the relevant Milestone notice (**QSAM VWAP**);
- second, by converting that Australian dollar VWAP to U.S. dollars using the exchange rate in the Wall Street Journal on the day before the date of the Milestone notice (**QSAM Conversion Rate**); and
- third, by dividing the U.S. dollar value attributable to the applicable milestone payment by the U.S. dollar VWAP calculated above.

As noted in section 5.1 of the Explanatory Notes, the QSAM Rights represent a maximum earn-out amount of US\$90 million in the aggregate, subject to clearly defined clinical and commercial milestones.

Accordingly the number of Shares to be issued in respect of the QSAM Rights will vary depending on the QSAM VWAP and QSAM Conversion Rate at the time of issue of any Shares.

The table below sets out a sensitivity analysis based on the assumption that all of the milestones are satisfied within five years of issuance of the QSAM Rights and all milestone payments are satisfied in Shares and assumes:

- various QSAM VWAPs of: \$11.50, \$5.75 and \$23.00; and
- various QSAM Conversion Rates of (USD:AUD): 1.50 (approximately AUD:USD 0.67); 1.75 (approximately AUD:USD 0.57) and 1.25 (approximately AUD:USD 0.80).

		QSAM VWAP		
		\$11.50	\$5.75	\$23.00
<b>QSAM Conversion Rate (USD:AUD)</b>	<b>1.50 (0.67)</b>	11,739,130 Shares	23,478,261 Shares	5,869,565 Shares
<b>Note: AUD:USD rate in brackets</b>	<b>1.75 (0.57)</b>	13,695,652 Shares	27,391,304 Shares	6,847,826 Shares
	<b>1.25 (0.80)</b>	9,782,609 Shares	19,565,217 Shares	4,891,304 Shares

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Accordingly, on the basis of the assumptions set out above:

- a. a minimum of 4,891,304 Shares would be issued in respect of all of the QSAM Rights into Shares, representing an increase of 1.51% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares); and
- b. a maximum of 27,391,304 Shares would be issued in respect of all of the QSAM Rights into Shares, representing an increase of 8.45% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares).

The final number of Shares that may be issued (assuming settlement of all consideration payable in respect of the QSAM Rights through the issue of Shares) may be lower than the assumed minimum, or higher than the assumed maximum, depending on the QSAM VWAP and QSAM Conversion Rate at the time(s) of settlement of the QSAM Rights. Further, the if milestones are satisfied more than five years after the date of issuance of the QSAM Rights, the relevant QSAM Rights will be settled by the payment of cash and no Shares will be issued.

To the extent that milestones are not satisfied, no Shares will be issued and no cash payments will be made.

If Resolution 5 is passed, the agreement to issue US\$90 million worth of QSAM Rights will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the QSAM Rights.

There is no floor on the 'Milestone Share Price'. Accordingly, if one or more milestone condition is satisfied within five years of the issue date of the QSAM Rights, the QSAM Rights could be highly dilutive to existing Shareholders if the VWAP of Telix Shares falls substantially over the period from the issue date of the QSAM Rights to the issue of Shares on settlement of the relevant QSAM Rights.

If Resolution 5 is not passed, the QSAM Rights will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the QSAM Rights. Failure to pass Resolution 5 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

If Resolution 5 is passed and the QSAM Rights are issued more than 3 months after the date of the Meeting, the QSAM Rights will be included in calculating Telix's 15% Placement Capacity on expiry of the 3 month period following the date of the Meeting.

### 5.5 Listing Rule 7.3 disclosures

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- a. As described in section 5.2 of the Explanatory Notes, the QSAM Rights will be issued to the QSAM Vendors pursuant to the CVR Agreement. Telix will appoint the 'Rights Agent' to manage the QSAM Rights register and distribute the milestone payments payable in respect of QSAM Rights to the relevant QSAM Vendors according to their holdings of QSAM Rights, if and when the relevant milestone condition is satisfied. As an OTC-traded company, QSAM has a significant number of shareholders and accordingly there are expected to be multiple-hundred QSAM Vendors on completion of the QSAM Acquisition.
- b. None of the QSAM Vendors are related parties of Telix, members of Telix's key management personnel, substantial holders or advisers to Telix, or associates of any of these classes of persons.
- c. Telix will issue the number of QSAM Rights equal to the number of QSAM shares outstanding prior to a share consolidation QSAM will undertake in connection with the QSAM Acquisition. Telix expects to issue a total of approximately 4,445,282 QSAM Rights. Accordingly, assuming all of the milestone conditions are satisfied, each QSAM Right would be entitled to a payment in the aggregate of US\$20.2462.
- d. A summary of the material terms of issue of the QSAM Rights is set out in Annexure B.
- e. The number of Shares to be issued assuming conversion of all of the QSAM Rights to Shares is calculated by reference to a formula which is described in section 5.4 of the Explanatory Notes and Annexure B.
- f. The QSAM Rights are expected to be issued on or around 4 April 2024 and, in any event, no later than 3 months after the date of the Meeting (failing which, Resolution 5 – if passed – would cease to have effect and the issue of the QSAM Rights would count towards Telix's 15% Placement Capacity from that time).

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- g. The QSAM Rights will be issued and registered in the name of the QSAM Vendors to satisfy Telix's earn-out obligations to pay the QSAM Vendors a total of up to US\$90 million, subject to the satisfaction of the milestone conditions attributable to the QSAM Rights set out in Annexure B. Accordingly, Telix did not realise any cash proceeds by virtue of the issue of the QSAM Rights and will not realise any cash proceeds from the settlement of any QSAM Rights by the issue of Shares.
- h. A summary of the key terms of the QSAM Acquisition agreement is contained in sections 4.1, 4.3, 5.2 and 5.4 of the Explanatory Notes and Annexure B. Telix's announcement of the QSAM Acquisition and Appendix 3B of 8 February 2024 are available at [asx.com.au](https://asx.com.au) and on Telix's website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).
- i. A voting exclusion statement is included in the Notice of Meeting.

## 5.6 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 5.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 5.

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

## Resolution 6 – Approval of the issue of the IsoTherapeutics Consideration Shares

### 6.1 Background and summary of the IsoTherapeutics Acquisition

On 27 February 2024, Telix announced the acquisition of U.S. based IsoTherapeutics Group, LLC (**IsoTherapeutics**), a specialty radiopharmaceutical development and bioconjugation firm, based in Angleton, Texas (**IsoTherapeutics Acquisition**). Founded in 2005, IsoTherapeutics is a privately held, commercial-stage company, which provides radiochemistry and bioconjugation development and contract manufacturing services to many companies in the radiopharmaceutical industry, including Telix. The IsoTherapeutics Acquisition will expand Telix's U.S. manufacturing footprint, allowing for greater control over the isotope supply chain, support the commercialisation of Telix's investigational therapeutic assets, and establish a centre for excellence in Good Manufacturing Practice bioconjugation and isotope processing. As at the date of this Notice of Meeting, the IsoTherapeutics Acquisition is pending customary conditions, including regulatory approvals, but has not yet completed.

Pursuant to the terms of the IsoTherapeutics Acquisition, Telix (through its wholly-owned subsidiary Telix Pharmaceuticals (US) Inc.) has agreed to pay the IsoTherapeutics shareholders a purchase price comprising:

- US\$6 million payable in Shares at completion;
- a cash amount of US\$2 million payable at completion, which is subject to customary working capital, debt and transaction expense adjustments;
- a further up to US\$5 million earn-out, payable in cash only, subject to meeting milestone conditions within 12 months of completion; and
- a two-year revenue share based on actual revenue earned from existing customers of IsoTherapeutics Group (total estimated cash payments ~US\$0.6 million (AU\$0.9 million)).

Accordingly, Telix has agreed to issue US\$6 million worth of Shares to the holders of IsoTherapeutics shares (the **IsoTherapeutics Vendors**) at the time of completion of the IsoTherapeutics Acquisition.

The number of Shares to be issued on completion of the IsoTherapeutics Acquisition (the **IsoTherapeutics Consideration Shares**), will be calculated by:

- first, converting US\$6 million from U.S. dollars to Australian dollars using the Reserve Bank of Australia foreign exchange rate on the business day prior to completion (**IsoTherapeutics Conversion Rate**); and
- second, by dividing this amount by the volume weighted average price of Shares for the ten trading days prior to completion (**IsoTherapeutics VWAP**).

The table below sets out a sensitivity analysis showing a range of different numbers of IsoTherapeutics Consideration Shares issued assuming:

- various IsoTherapeutics VWAPs of: \$11.50, \$10.00 and \$13.00; and
- various IsoTherapeutics Conversion Rates of (USD:AUD): 1.50 (approximately AUD:USD 0.67); 1.65 (approximately AUD:USD 0.61) and 1.35 (approximately AUD:USD 0.74).

		IsoTherapeutics VWAP		
		\$11.50	\$10.00	\$13.00
<b>IsoTherapeutics Conversion Rate (USD:AUD)</b>	<b>1.50 (0.67)</b>	782,609 Shares	900,000 Shares	692,308 Shares
<b>Note: AUD:USD rate in brackets</b>	<b>1.65 (0.61)</b>	860,870 Shares	990,000 Shares	761,538 Shares
	<b>1.35 (0.74)</b>	704,348 Shares	810,000 Shares	623,077 Shares

Accordingly, on the basis of the assumptions set out above:

- a. a minimum of 623,077 Shares would be issued on completion of the IsoTherapeutics Acquisition, representing an increase of 0.19% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares); and
- b. a maximum of 990,000 Shares would be issued on completion of the IsoTherapeutics Acquisition, representing an increase of 0.31% in the number of issued Shares (being 323,982,272 Shares as at 28 February 2024 and assuming no further issues of Shares).

The final number of Shares that may be issued may be lower than the assumed minimum, or higher than the assumed maximum, depending on the IsoTherapeutics VWAP and IsoTherapeutics Conversion Rate at completion of the IsoTherapeutics Acquisition.

All of the IsoTherapeutics Consideration Shares will be issued subject to voluntary escrow restrictions for a period of 12 months from the date of issue of the Shares.

### 6.2 Listing Rules 7.1 and 7.3

Refer to section 1.2 of the Explanatory Notes for a description of Listing Rule 7.1 and section 4.2 of the Explanatory Notes for a description of Listing Rule 7.3.

### 6.3 Summary of Resolution 6 and Listing Rule 7.3 disclosures

The agreement to issue the IsoTherapeutics Consideration Shares to the IsoTherapeutics Vendors does not fit within any of the exceptions in Listing Rule 7.2 and, as the agreement to issue the IsoTherapeutics Consideration Shares has not yet been approved by Shareholders, the agreement to issue IsoTherapeutics Consideration Shares is using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the IsoTherapeutics Consideration Shares.

If Resolution 6 is passed (and assuming the IsoTherapeutics Consideration Shares are issued no later than 3 months after the date of the Meeting), the agreement to issue the IsoTherapeutics Consideration Shares will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the IsoTherapeutics Consideration Shares.

If Resolution 6 is not passed, the IsoTherapeutics Consideration Shares will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the IsoTherapeutics Consideration Shares. Failure to pass Resolution 6 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

If Resolution 6 is passed and the IsoTherapeutics Consideration Shares are issued more than 3 months after the date of the Meeting, the IsoTherapeutics Consideration Shares will be included in calculating Telix's 15% Placement Capacity on expiry of the 3 month period following the date of the Meeting.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- a. The IsoTherapeutics Consideration Shares will be issued to the IsoTherapeutics Vendors, being:
  - i. Keith Frank, who is entitled to 25% of the IsoTherapeutics Consideration Shares;
  - ii. Jaime Simón, who is entitled to 60% of the IsoTherapeutics Consideration Shares; and
  - iii. Steve Ellebracht, who is entitled to 15% of the IsoTherapeutics Consideration Shares.



- b. None of the IsoTherapeutics Vendors are related parties of Telix, members of Telix's key management personnel, substantial holders or advisers to Telix, or associates of any of these classes of persons.
- c. A total of US\$6 million worth of fully paid ordinary shares in Telix will be issued as IsoTherapeutics Consideration Shares. The methodology for calculating the number of Shares to be issued is set out in section 6.1 of the Explanatory Notes.
- d. The IsoTherapeutics Consideration Shares are expected to be issued on or around 9 April 2024 and, in any event, no later than 3 months after the date of the Meeting (failing which, Resolution 6 – if passed – would cease to have effect and the issue of the IsoTherapeutics Consideration Shares would count towards Telix's 15% Placement Capacity from that time).
- e. The methodology for calculating the effective issue price of the IsoTherapeutics Consideration Shares to be issued is set out in section 6.1 of the Explanatory Notes.
- f. The IsoTherapeutics Consideration Shares will be issued to satisfy Telix's obligation to pay the IsoTherapeutics Vendors a total of US\$6 million in Shares. Accordingly, Telix will not realise any cash proceeds by virtue of the issue of the IsoTherapeutics Consideration Shares.
- g. A summary of the key terms of the IsoTherapeutics Acquisition agreement is contained in section 6.1 of the Explanatory Notes. Telix's announcement of the IsoTherapeutics Acquisition and Appendix 3B of 27 February 2024 are available at [asx.com.au](https://asx.com.au) and on Telix's website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/)
- h. A voting exclusion statement is included in the Notice of Meeting.

#### 6.4 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 6.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 6.

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

## 7. Resolution 7 – Approval of the issue of the ARTMS Consideration Shares

### 7.1 Background and summary of the ARTMS Acquisition

On 5 March 2024, Telix announced the acquisition of radioisotope production technology firm ARTMS Inc. (**ARTMS**) and its advanced cyclotron-based isotope production platform, manufacturing plant and stockpile of ultra-pure rare metals required for consumable target production (**ARTMS Acquisition**). ARTMS, based in Vancouver, BC (Canada), is a privately held, venture-backed company, which specialises in the physics, chemistry and materials science of cyclotron-produced radionuclides. A spin-out company from the internationally renowned TRIUMF particle accelerator centre, ARTMS is a commercial-stage company: its technology is used by the major manufacturing networks to optimise production of a range of medical radioisotopes. The ARTMS Acquisition is expected to further enhance the vertical integration of Telix's supply chain and manufacturing, by providing a greater level of control and security over each of Telix's diagnostic isotopes.

As at the date of this Notice of Meeting, the ARTMS Acquisition is pending customary conditions, including regulatory approvals, but has not yet completed.

Pursuant to the terms of the ARTMS Acquisition, Telix (through a wholly-owned Canadian subsidiary) has agreed to pay the ARTMS shareholders a purchase price comprising:

- US\$42.5 million payable in Shares at completion;
- US\$15 million payable in cash at completion, which is subject to customary working capital, debt and transaction expense adjustments;
- a further up to US\$24.5 million in contingent future earn out payments, payable in cash following achievement of certain clinical or commercial milestones; and
- cash earn-outs representing low single to low double-digit percentage of net sales of ARTMS products or Telix products prepared using ARTMS products for defined periods depending on the product and location where the sale occurs. All earn-outs which have not otherwise expired will terminate on the 10 year anniversary following completion of the ARTMS Acquisition.

Accordingly, Telix has agreed to issue US\$42.5 million worth of Shares to the holders of ARTMS shares (the **ARTMS Vendors**) at the time of completion of the ARTMS Acquisition.

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The number of Shares to be issued on completion of the ARTMS Acquisition (the **ARTMS Consideration Shares**), will be calculated by:

- first, determining the volume weighted average price of Shares for the ten trading days prior to the day of signing of the ARTMS Acquisition agreement (**ARTMS VWAP**);
- second, converting the Australian dollar ARTMS VWAP to U.S. dollars using the Reserve Bank of Australia foreign exchange rate on the business day prior to signing of the ARTMS Acquisition agreement (**ARTMS Conversion Rate**); and
- third, dividing US\$42.5 million by the U.S. dollar VWAP calculated above.

The ARTMS Acquisition agreement was signed on 4 March 2024 (Canadian time). Accordingly, the ARTMS VWAP and ARTMS Conversion Rate are as follows:

- a. an ARTMS VWAP of A\$11.5046 (for the 10 trading day period up to and including 1 March 2024); and
- b. an ARTMS Conversion Rate of AUD:USD 0.6510 (USD:AUD 1.5361) as at 1 March 2024 for a U.S. dollar VWAP of US\$7.4895.

Accordingly, a total of 5,674,636 ARTMS Consideration Shares (subject to rounding) will be issued at completion of the ARTMS Acquisition.

All of the ARTMS Consideration Shares to be issued to management, employees or key consultants of ARTMS will be issued subject to voluntary escrow restrictions for a period of 12 months from the date of issue of the Shares. The balance of the ARTMS Consideration Shares will be subject to voluntary escrow restrictions for a period of three months from the date of issue of the Shares.

## 7.2 Listing Rules 7.1 and 7.3

Refer to section 1.2 of the Explanatory Notes for a description of Listing Rule 7.1 and section 4.2 of the Explanatory Notes for a description of Listing Rule 7.3.

## 7.3 Summary of Resolution 7 and Listing Rule 7.3 disclosures

The agreement to issue the ARTMS Consideration Shares to the ARTMS Vendors does not fit within any of the exceptions in Listing Rule 7.2 and, as the agreement to issue the ARTMS Consideration Shares has not yet been approved by Shareholders, the agreement to issue ARTMS Consideration Shares is using up part of Telix's 15% Placement Capacity. This reduces Telix's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the agreement to issue the ARTMS Consideration Shares.

If Resolution 7 is passed (and assuming the ARTMS Consideration Shares are issued no later than 3 months after the date of the Meeting), the agreement to issue the ARTMS Consideration Shares will be excluded in calculating Telix's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the agreement to issue the ARTMS Consideration Shares.

If Resolution 7 is not passed, the ARTMS Consideration Shares will be included in calculating Telix's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the ARTMS Consideration Shares. Failure to pass Resolution 7 would limit the flexibility of Telix to pursue future near term strategic transactions and would reduce the number of Shares that could be issued pursuant to the potential U.S. Listing (potentially to such a level that would make the U.S. Listing unfeasible, depending on the outcome of the other Resolutions).

If Resolution 7 is passed and the ARTMS Consideration Shares are issued more than 3 months after the date of the Meeting, the ARTMS Consideration Shares will be included in calculating Telix's 15% Placement Capacity on expiry of the 3 month period following the date of the Meeting.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- a. The ARTMS Consideration Shares will be issued to the ARTMS Vendors, comprising the shareholders of ARTMS on completion of the ARTMS Acquisition.
- b. None of the ARTMS Vendors are related parties of Telix, members of Telix's key management personnel, substantial holders or advisers to Telix, or associates of any of these classes of persons.

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- c. A total of 5,674,636 fully paid ordinary shares in Telix (subject to rounding) will be issued as ARTMS Consideration Shares (being US\$42.5 million worth of ARTMS Consideration Shares at the ARTMS Conversion Rate and ARTMS VWAP). The methodology for calculating the number of ARTMS Consideration Shares to be issued is set out in section 7.1 of the Explanatory Notes.
- d. The ARTMS Consideration Shares are expected to be issued on or around 16 April 2024 and, in any event, no later than 3 months after the date of the Meeting (failing which, Resolution 7 – if passed – would cease to have effect and the issue of the ARTMS Consideration Shares would count towards Telix's 15% Placement Capacity from that time).
- e. The effective issue price of the ARTMS Consideration Shares is A\$11.5046 per Share (being the ARTMS VWAP). The methodology for calculating the effective issue price of the ARTMS Consideration Shares to be issued is set out in section 7.1 of the Explanatory Notes.
- f. The ARTMS Consideration Shares will be issued to satisfy Telix's obligation to pay the ARTMS Vendors a total of US\$42.5 million in Shares. Accordingly, Telix will not realise any cash proceeds by virtue of the issue of the ARTMS Consideration Shares.
- g. A summary of the key terms of the ARTMS Acquisition agreement is contained in section 7.1 of the Explanatory Notes. Telix's announcement of the ARTMS Acquisition and Appendix 3B of 5 March 2024 are available at [asx.com.au](https://asx.com.au) and Telix's website: [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).
- h. A voting exclusion statement is included in the Notice of Meeting.

#### 7.4 Board recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of Resolution 7.

Each of the Directors intends to vote their respective shareholdings in favour of Resolution 7.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 7.

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# Glossary

Term	Meaning
<b>15% Placement Capacity</b>	As defined in section 1.2 of the Explanatory Notes.
<b>Acquisitions</b>	The Dedicaid Acquisition, Lightpoint Acquisition, QSAM Acquisition, IsoTherapeutics Acquisition and ARTMS Acquisition (and <b>Acquisition</b> means any of them).
<b>ADSs</b>	American Depository Shares, representing Shares, to be issued in connection with the potential U.S. Listing (if it proceeds).
<b>ARTMS</b>	ARTMS Inc.
<b>ARTMS Acquisition</b>	As defined in section 7.1 of the Explanatory Notes.
<b>ARTMS Consideration Shares</b>	As defined in section 7.1 of the Explanatory Notes.
<b>ARTMS Conversion Rate definition</b>	As defined in section 7.1 of the Explanatory Notes
<b>ARTMS Vendors</b>	As defined in section 7.1 of the Explanatory Notes.
<b>ARTMS VWAP</b>	As defined in section 7.1 of the Explanatory Notes
<b>Associate</b>	As defined in the Listing Rules.
<b>ASX</b>	ASX Limited and the securities exchange it operates.
<b>Board</b>	The board of Directors of Telix.
<b>Chairman</b>	The chairman of the General Meeting.
<b>Company</b>	Telix.
<b>Director</b>	A director of Telix.
<b>Dedicaid</b>	Dedicaid GmbH.
<b>Dedicaid Acquisition</b>	As defined in section 1.1 of the Explanatory Notes,
<b>Dedicaid Consideration Shares</b>	As defined in section 1.1 of the Explanatory Notes,
<b>Dedicaid Vendors</b>	As defined in section 1.1 of the Explanatory Notes,
<b>Explanatory Notes</b>	The explanatory notes to the Notice of Meeting.
<b>General Meeting or Meeting</b>	The extraordinary general meeting of Shareholders convened by the Notice of Meeting.
<b>IsoTherapeutics</b>	IsoTherapeutics Group, LLC.
<b>IsoTherapeutics Acquisition</b>	As defined in section 6.1 of the Explanatory Notes.
<b>IsoTherapeutics Consideration Shares</b>	As defined in section 6.1 of the Explanatory Notes.
<b>IsoTherapeutics Vendors</b>	As defined in section 6.1 of the Explanatory Notes.
<b>Lightpoint</b>	Lightpoint Surgical Ltd.
<b>Lightpoint Acquisition</b>	As defined in section 2.1 of the Explanatory Notes.
<b>Lightpoint Consideration Shares</b>	As defined in section 2.1 of the Explanatory Notes.
<b>Lightpoint Conversion Rate</b>	As defined in section 3.4 of the Explanatory Notes.
<b>Lightpoint Rights</b>	As defined in section 3.2 of the Explanatory Notes (the terms of issue of which are summarised in Annexure A).
<b>Lightpoint Vendors</b>	As defined in section 2.1 of the Explanatory Notes.
<b>Lightpoint VWAP</b>	As defined in section 3.4 of the Explanatory Notes.
<b>Listing Rules</b>	The Listing Rules of the ASX.
<b>Notice of Meeting</b>	This Notice of Meeting convening the General Meeting, which includes (as the context requires) the Chairman's Letter, the Explanatory Notes, this Glossary, the Annexures and the proxy form.
<b>QSAM</b>	QSAM Biosciences, Inc.
<b>QSAM Acquisition</b>	As defined in section 4.1 of the Explanatory Notes.
<b>QSAM Consideration Shares</b>	As defined in section 4.1 of the Explanatory Notes.
<b>QSAM Conversion Rate</b>	As defined in section 5.4 of the Explanatory Notes.
<b>QSAM Rights</b>	As defined in section 5.2 of the Explanatory Notes (the terms of issue of which are summarised in Annexure B).
<b>QSAM Vendors</b>	As defined in section 4.1 of the Explanatory Notes.
<b>QSAM VWAP</b>	As defined in section 5.4 of the Explanatory Notes.
<b>Resolutions</b>	The resolutions contained in the Notice of Meeting.
<b>Shares</b>	A fully paid ordinary share in the capital of Telix.
<b>Shareholders</b>	Holders of Shares.
<b>Telix</b>	Telix Pharmaceuticals Limited ACN 616 620 369 (and, when the context requires, its wholly-owned direct and indirect subsidiaries).
<b>U.S. Listing</b>	As defined in the Chairman's Letter.
<b>VWAP</b>	Volume weighted average price.

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# Annexure A – Summary of Terms of Issue of Lightpoint Rights

- A total of 2,523,720 Lightpoint Rights were issued to the Lightpoint Vendor in seven tranches, corresponding to seven separate 'Milestones Events' relating to the ongoing development and commercialisation of the SENSEI probe as set out in paragraph (c) below.
- Each Lightpoint Right has a face value of US\$5.9436.
- The seven tranches of Lightpoint Rights are described below.

Tranche 1	
Milestone Condition	At least five sites having entered into a contract to purchase GMP grade SENSEI product.
Deadline Date	12 months after the date on which Completion occurs ( <b>Completion</b> having occurred on 1 November 2023).
Number of Lightpoint Rights	252,372.
Total Face Value	US\$1.5 million.
Tranche 2	
Milestone Condition	At least ten sites having entered into a contract to purchase GMP grade SENSEI product (including the sites in Tranche 1).
Deadline Date	24 months after the date on which Completion occurs.
Number of Lightpoint Rights	252,372.
Total Face Value	US\$1.5 million.
Tranche 3	
Milestone Condition	Demonstrated full compliance with the EU Medical Device Registration Approval, including a finalised EU Declaration of Conformity and finalised registration.  National language versions of the packaging and instructions in German, French, Spanish, Dutch, and Italian available and published on Telix's website.
Deadline Date	12 months after the date on which Completion occurs.
Number of Lightpoint Rights	630,930.
Total Face Value	US\$3.75 million.
Tranche 4	
Milestone Condition	Decrease the 'Probe' per-use Cost of Goods Sold by a factor of at least five.
Deadline Date	24 months after the date on which Completion occurs.
Number of Lightpoint Rights	630,930.
Total Face Value	US\$3.75 million.
Tranche 5	
Milestone Condition	Development of ISO 13485 (medical device Quality Management System) design environment required to develop software as a medical device.
Deadline Date	12 months after the date on which Completion occurs.
Number of Lightpoint Rights	252,372.
Total Face Value	US\$1.5 million.

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Tranche 6	
<b>Milestone Condition</b>	Phase gate review of image fusion software completed in accordance with Tranche 5.
<b>Deadline Date</b>	24 months after the date on which Completion occurs.
<b>Number of Lightpoint Rights</b>	252,372.
<b>Total Face Value</b>	US\$1.5 million.
Tranche 7	
<b>Milestone Condition</b>	Completion of a feasibility assessment of a gamma probe.
<b>Deadline Date</b>	12 months after the date on which Completion occurs.
<b>Number of Lightpoint Rights</b>	252,372.
<b>Total Face Value</b>	US\$1.5 million.

- d. The Lightpoint Rights will fully vest and be capable of conversion to Shares on satisfaction of the applicable Milestone Condition, or such earlier date that Telix determines. On satisfaction of the Milestone Condition, Telix may elect to: (i) pay a cash amount representing the face value of the Lightpoint Rights that have been satisfied; or (ii) satisfy the Lightpoint Rights via the issue of Shares.
- e. The number of Shares to be issued on satisfaction of a tranche of Lightpoint Rights is calculated by:
- i. First, determining the face value of the tranche of Lightpoint Rights that have been satisfied (via the satisfaction of the Milestone Condition by the relevant Deadline Date).
  - ii. Second, converting that amount into AUD using the Reserve Bank of Australia conversion rate on the date that the relevant Milestone Condition is satisfied.
  - iii. Third, dividing that AUD amount by the 20-day volume weighted average price of Shares up to the date of satisfaction of the relevant Milestone Condition.
- f. Telix will apply for quotation of any Shares issued on satisfaction of the Lightpoint Rights. Any such Shares will be fully paid ordinary shares and will be escrowed as follows: (i) 50% of the Shares to be escrowed for 6 months from issue; and (ii) 50% of the Shares to be escrowed for 12 months from issue.
- g. The Lightpoint Rights will lapse if the relevant Milestone Condition has not been met on the agreed Deadline Date for each Tranche (unless the Deadline Date is extended by agreement). No Shares may be issued to satisfy any Lightpoint Rights after the five-year anniversary of the issue date of the Lightpoint Rights.
- h. The Lightpoint Rights are not transferrable, unless the transfer:
- i. occurs as a result of the distribution by the Lightpoint Vendor of the Lightpoint Rights to its shareholders (in proportion to their shareholding in the Lightpoint Vendor) pursuant to a voluntary liquidation of the Lightpoint Vendor; or
  - ii. is approved by Telix and the ASX.
- i. If the Lightpoint Vendor is the holder of the Lightpoint Rights, the Lightpoint Rights will automatically lapse if there is a change of control of the Lightpoint Vendor.
- j. If there is a change of control or delisting from the ASX of Telix, to the extent that Lightpoint Rights have not been satisfied at the time but are subsequently satisfied by the Deadline Date, Telix may elect to satisfy the Lightpoint Rights by the issue of shares or make a cash payment.
- k. The Lightpoint Rights will not be quoted on ASX or any other securities exchange.
- l. Holders of Lightpoint Rights will not be entitled to participate in new issues of securities offered to holders of shares such as bonus issues and entitlement issues.
- m. The Lightpoint Rights do not confer on the holder:
- i. an entitlement to vote, except as otherwise required by law;
  - ii. any entitlement to a dividend, whether fixed or at the discretion of Telix;
  - iii. any right to a return of capital, whether in a winding up of Telix, upon a reduction of capital of Telix or otherwise; or
  - iv. any right to participate in the surplus profits or assets of Telix upon a winding up of Telix.
- n. The Lightpoint Rights and the rights and obligations of holders are governed by the laws of Victoria.

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## Annexure B – Summary of Terms of Issue of QSAM Rights

- a. The QSAM Acquisition earn-out will be in the form of performance rights (**QSAM Rights**), comprising 'Contingent Value Rights' (**CVRs**) granted by Telix to the QSAM Vendors at closing pursuant to the Merger Agreement and Contingent Value Rights Agreement (**CVR Agreement**).
- b. On closing of the QSAM Acquisition, Telix will issue the number of QSAM Rights equal to the number of QSAM shares outstanding prior to a share consolidation QSAM will undertake in connection with the QSAM Acquisition, expected to be approximately 4,445,282 QSAM Rights on closing.
- c. The QSAM Rights will have an aggregate value of US\$90 million, assuming satisfaction of all milestones during the 'Milestone Period', being the period of 10 years post issue of the QSAM Rights. Accordingly, assuming satisfaction of all milestones, each QSAM Right would be entitled to a payment in the aggregate of US\$20.2462.
- d. The QSAM Rights will be issued with four separate milestones relating to the ongoing development and commercialisation of QSAM's products, as set out below.

Milestone 1	
Milestone Condition	Successful completion of a pivotal clinical trial utilising a QSAM product candidate.
Milestone Amount	US\$10 million.
Milestone 2	
Milestone Condition	First commercial sale of a QSAM product in a 'Major Market Country' (being the U.S., France, Germany, Italy, Spain, Japan, United Kingdom, Australia, Canada, Brazil or China) after receipt of all requisite regulatory approvals.
Milestone Amount	US\$20 million.
Milestone 3	
Milestone Condition	First commercial sale of a QSAM product in any Major Market Country after receipt of all requisite regulatory approvals for an indication other than the indication which resulted in the achievement of Milestone 2.
Milestone Amount	US\$10 million.
Net Sales Milestone	
Milestone Condition	Net worldwide sales of all QSAM products of US\$500 million.
Milestone Amount	US\$50 million.

- e. On the achievement of the applicable Milestone, Telix will:
  - i. issue ordinary shares to satisfy the Milestone Amount if the Milestone is satisfied within five years of the issue of the QSAM Rights; or
  - ii. otherwise satisfy the Milestone Amount in cash (if the Milestone is satisfied more than five years after the issue of the QSAM Rights or in certain other limited circumstances in which Telix is required to satisfy the payment in cash).
- f. The number of Telix shares to be issued on satisfaction of a Milestone is based on the 'Milestone Share Price', calculated by:
  - i. First, by determining the volume weighted average price of Telix shares for the twenty trading days ending on the trading day immediately prior to Telix issuing the relevant Milestone notice.
  - ii. Second, by converting that Australian dollar VWAP to U.S. dollars using the exchange rate in the Wall Street Journal on the day before the date of the Milestone notice.
  - iii. Third, by dividing the Milestone Amount for the applicable Milestone (as set out in the table above) by the U.S. dollar VWAP calculated above.
- g. Each holder will receive a rateable share of the Milestone Amount (i.e. Shares issued by Telix or cash payment) payable on satisfaction of a Milestone.
- h. Telix will apply for quotation of any Telix shares issued on satisfaction of the QSAM Rights. Any such shares will be fully paid ordinary shares and will not be subject to any escrow restrictions.
- i. No Telix shares may be issued to satisfy any QSAM Rights after the five-year anniversary of the issue date of the QSAM Rights.

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- j. The QSAM Rights are not transferrable except in certain limited circumstances (including upon death, pursuant to a court order, by operation of law, or to the beneficial holder of the QSAM Rights) and at all times subject to the ASX Listing Rules. No Telix shares may be issued to satisfy any QSAM Rights that have been transferred (other than where transferred by a nominee to the beneficial holder of the QSAM Rights, i.e. where no transfer of the underlying ownership has occurred).
- k. The transfer of QSAM Rights is permitted only in accordance with the terms of the CVR Agreement and in compliance with applicable securities laws, including the ASX Listing Rules.
- l. The QSAM Rights will not be quoted on ASX or any other securities exchange.
- m. The QSAM Rights shall not have any voting or dividend rights (whether fixed or at the discretion of Telix) and interest shall not accrue on any amounts payable in respect of QSAM Rights.
- n. The QSAM Rights shall not represent any equity or ownership interest in Telix, any constituent company to the QSAM merger transaction or any of their affiliates.
- o. The QSAM Rights shall not confer any right:
  - i. to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
  - ii. to participate in the surplus profit or assets of Telix upon a winding up; or
  - iii. to participate in new issues of securities such as bonus issues or entitlement issues.
- p. The QSAM Rights terminate on the earlier of payment of all Milestone Payments and the expiration of the Milestone Period.
- q. The agreement pursuant to which QSAM Rights will be issued will be governed by the Laws of the State of Delaware, without giving effect to principles or rules of conflict of laws to the extent such principles or rules would require or permit the applications of laws of another jurisdiction.

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# Information for shareholders

By hosting a hybrid meeting, Telix will enable shareholders to attend in person or online. Details of how to attend and participate online can be found in the Virtual Meeting Online Guide, released to ASX and also accessible at [telixpharma.com/investor-centre/](https://telixpharma.com/investor-centre/).

## Eligibility

### Shareholders

Shareholders will be eligible to vote and ask questions at the General Meeting if they are registered holders of ordinary shares in Telix as at 7.00pm (Sydney time) on Wednesday, 3 April 2024. Shareholders attending the General Meeting can register from 9.15am (Sydney time) on Friday, 5 April 2024 at the Venue. Please bring your proxy form to assist with your registration at the Meeting.

If you have any questions in relation to your shareholding(s), please contact our share registry at +61 1300 554 474 or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au).

### Proxies

A Shareholder entitled to be present virtually and vote at the General Meeting is entitled to appoint a proxy. A proxy need not be a Shareholder.

The appointment of one or more proxies will not preclude a Shareholder from being present virtually, voting and asking questions.

A Shareholder entitled to cast more than one vote on a resolution may appoint two proxies, in which case the Shareholder should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the Shareholder's votes.

Shareholders are encouraged to direct their proxies how to vote on each resolution by selecting the 'for', 'against' or 'abstain' box for each item on the proxy form. If a proxy chooses to vote, then he/she must vote in accordance with the directions set out in the proxy appointment form.

If the Chairman of the General Meeting is appointed, or taken to be appointed, as a proxy but the appointment does not direct the proxy how to vote on a resolution, then the Chairman intends to exercise the relevant Shareholder's votes in favour of the relevant resolution (subject to the other provisions of these notes, including any voting exclusions set out in this Notice).

In order for the proxy appointment to be valid, completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.00am (Sydney time) on Wednesday, 3 April 2024 in one of the following ways:

By mail	Telix Pharmaceuticals Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
Online	<a href="https://investorcentre.linkgroup.com">investorcentre.linkgroup.com</a>
By mobile device	using the QR code in the proxy form, or enter the voting link <a href="https://investorcentre.linkgroup.com">investorcentre.linkgroup.com</a> into your mobile device
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)

### Attorneys

A Shareholder may appoint an attorney to participate in the General Meeting, including vote, on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by our share registry by no later than 10.00am (Sydney time) on Wednesday, 3 April 2024.

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## Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present in person or virtually at the Meeting.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to Telix).

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from our share registry or online at [linkmarketservices.com.au](http://linkmarketservices.com.au).

## Voting and questions

### Voting

Shareholders can vote:

- by attending the Meeting and voting in person or by attorney or, in the case of body corporate shareholders, by corporate representative;
- by attending the Meeting and voting via the Virtual Meeting Platform, in person or by attorney or, in the case of body corporate Shareholders, by corporate representative; or
- by appointing a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder.

Shareholders' questions are welcome at the General Meeting. In the interests of all present, Shareholders are asked to confine questions to matters before the Meeting that are relevant to Shareholders as a whole.

### How to ask questions prior to the General Meeting

Shareholders are strongly encouraged to submit questions before the Meeting so that Telix can consider and address relevant questions. Questions can be submitted by Shareholders before the meeting online at [investorcentre.linkgroup.com](http://investorcentre.linkgroup.com) by logging into your portfolio or holding, selecting voting and then 'ask a question'.

Submitting questions in advance of the Meeting will facilitate a considered reply of relevant questions, but will not stop any Shareholder, proxy, attorney or corporate representative from asking questions at the Meeting should they wish to do so.

Questions for Telix should be received no later than 10.00am (Sydney time) on Wednesday, 3 April 2024.

The 2023 Annual Report will be received and considered at Telix's 2024 Annual General Meeting, which will be held on Wednesday, 22 May 2024. Full details of the agenda and instructions to participate in the Annual General Meeting will be provided to shareholders when the Notice of Meeting is released.

### How to be present, vote and ask questions online

Shareholders who would prefer to participate online will have the opportunity to be present virtually and will be able to vote and ask questions via an online platform (including lodging a vote in real time).

The online platform can be accessed at [meetings.linkgroup.com/TLXGM24](http://meetings.linkgroup.com/TLXGM24). To vote or ask a question, Shareholders will need their holder identifier (SRN, HIN or employee identification) and postcode. Proxies will need to enter the proxy number that Link will send via email 24 hours before the Meeting.

Voting will open at commencement of registration.

More information regarding online participation at the General Meeting, including how to vote and ask questions through the online platform is available in the Virtual Meeting Online Guide. The Guide is available on Telix's website and has been lodged with the ASX.

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**Poll**

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting.

**Technical difficulties**

In the event that technical issues arise during the course of the Meeting, Telix will have regard to the impact of the technical issues on Shareholders participating and casting direct votes online.

The Chairman of the Meeting may, in exercising his powers as the Chairman, issue any instructions for resolving any issue and may continue the Meeting if it is appropriate to do so.

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**LODGE YOUR VOTE**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**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

**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:

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

**A VOTE DIRECTLY**

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

**i** in relation to the General Meeting of the Company to be held at **10:00am (Sydney time) on Friday, 5 April 2024**, 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 General Meeting of the Company to be held at **10:00am (Sydney time) on Friday, 5 April 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney NSW 2000 or logging in online at <https://meetings.linkgroup.com/TLXGM24> (refer to details in the Virtual Annual General Meeting Online Guide).

**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**

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Ratify the issue of the Dedicaid Consideration Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
2 Ratify the issue of the Lightpoint Consideration Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3 Ratify the issue of the Lightpoint Rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Approval to issue the QSAM Consideration Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5 Approval to issue the QSAM Rights.				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue the IsoTherapeutics Consideration Shares.				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue the ARTMS Consideration Shares.				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* 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.

**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 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.

### 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General 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 **10:00am (Sydney time) on Wednesday, 3 April 2024**, 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

<https://investorcentre.linkgroup.com>

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

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

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# Virtual Meeting Online Guide

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## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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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
- Edge – 92.0 and up

**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

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## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/TLXGM24>

## 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.

# Virtual Meeting Online Guide continued

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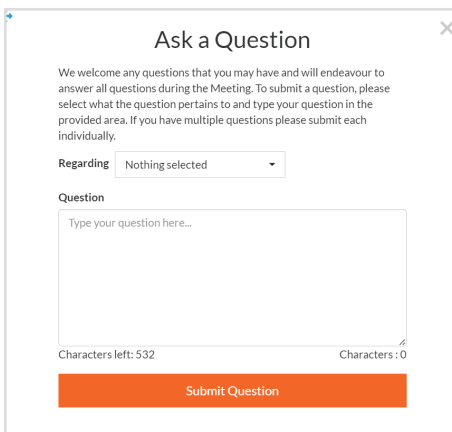
## 2. How to ask a question

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

If you have yet to obtain a voting card, you will be prompted to enter your security holder 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.

### 2a. How to ask a written question

The 'Ask a Question' box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



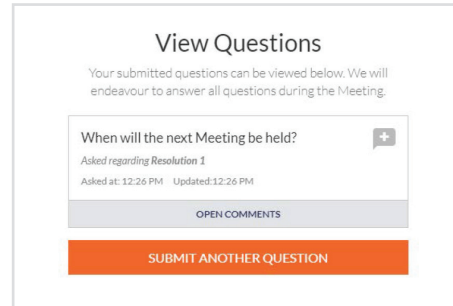
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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

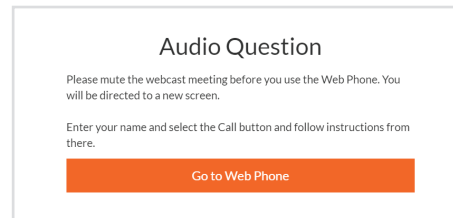
A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

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.

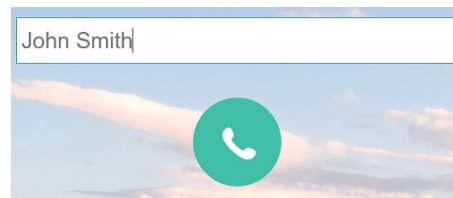


### 2b. How to ask an audio question



#### Step 1

Click on 'Go to Web Phone'



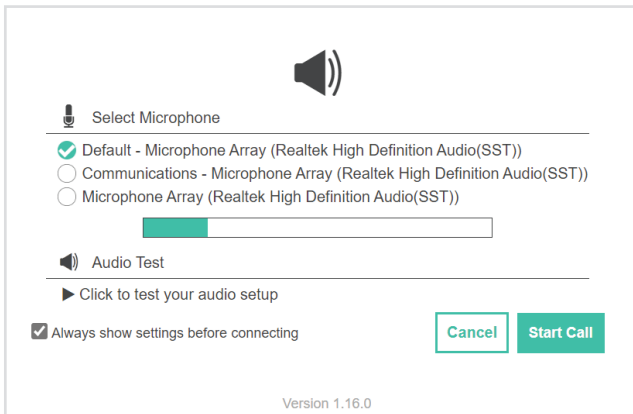
#### Step 2

Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

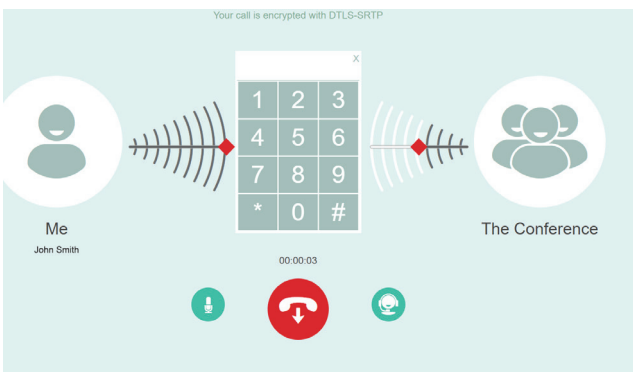


### Step 3

A box will pop up with a microphone test. Select **'Start Call'**



### Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press \*1 on the keypad on your screen 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 the keypad.

### Step 5

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 6

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

### Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

## 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.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)