

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

ASX RELEASE

Telix Notice of Annual General Meeting

Melbourne (Australia) – 22 April 2024. Telix Pharmaceuticals Limited (ASX: TLX, Telix, the Company) announces its Annual 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/TLXAGM2024 on Wednesday 22 May 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:

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 <u>www.telixpharma.com</u> 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 <u>LinkedIn</u>.

Telix's lead imaging product, gallium-68 (⁶⁸Ga) gozetotide injection (also known as ⁶⁸Ga PSMA-11 and marketed under the brand name Illuccix®), has been approved by the U.S. Food and Drug Administration (FDA),¹ by the Australian Therapeutic Goods Administration (TGA),² and by Health Canada.³ 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

¹ Telix ASX disclosure 20 December 2021.

² Telix ASX disclosure 2 November 2021.

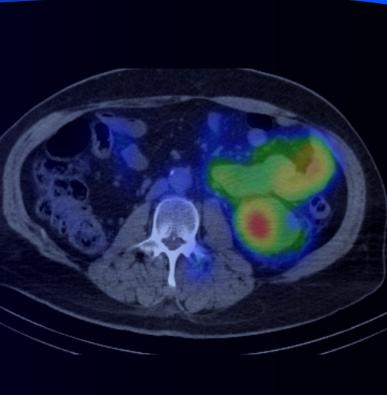
³ Telix ASX disclosure 14 October 2022.

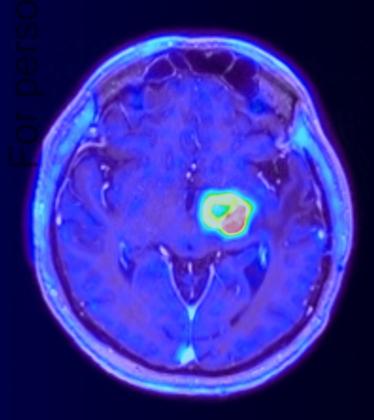
Notice of Annual General Meeting and Explanatory Notes

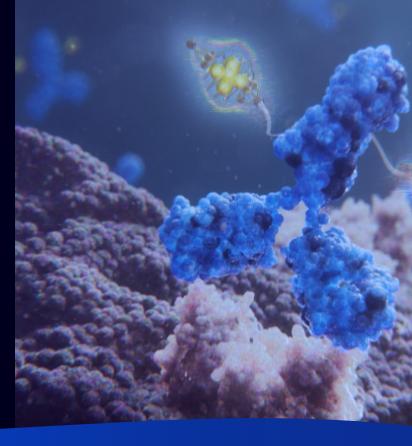
Telix Pharmaceuticals Limited ACN 616 620 369











DATE OF MEETINGWEDNESDAY, 22 MAY 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**

Invitation from the Chairman

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to attend the upcoming Annual General Meeting (AGM) of Telix Pharmaceuticals Limited (Telix or Company). The AGM will be held at 10.00am (Sydney time) on Wednesday, 22 May 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/TLXAGM2024.

Shortly after opening the AGM, I will address the Meeting and then our Managing Director and Group Chief Executive Officer (MD & CEO), Dr Christian Behrenbruch, will review Telix's operations and performance over the year to 31 December 2023. The items of business set out in this Notice of Meeting will then be addressed with shareholders and proxies having an opportunity to ask questions about the management and operations of the Company.

A glossary of defined terms used in this Notice of Meeting is included after the Explanatory Notes.

Items of business

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

Receive and consider the financial and other formal reports for the financial year ended 31 December 2023

- 1. Adopt the 2023 Remuneration report
- 3. Approve the amended Equity Incentive Plan and the issue of equity securities under the Equity Incentive Plan
- Adopt the 2023 Remuneration report
 Re-elect Dr Andreas Kluge as Director
 Approve the amended Equity Incentive
 Approve the grant of Performance Sha Executive Officer
 Approve an increase in the maximum and How to participate
 Details of how to participate in the AGM are provided below. 4. Approve the grant of Performance Share Appreciation Rights to the Managing Director and Group Chief
 - 5. Approve an increase in the maximum aggregate remuneration for the Non-Executive Directors

Details of how to participate in the AGM are available on pages 22 - 24 of this Notice of Meeting, a summary of which is

Physical attendance

Shareholders attending the AGM can register from 9.15am (Sydney time) on Wednesday, 22 May 2024 at the Venue. Shareholders are reminded to please bring your proxy form to assist with your registration at the AGM. Shareholders will ■ have an opportunity to meet with Directors and senior executives at the conclusion of the AGM. Light refreshments will be provided.

Online attendance

Shareholders attending the AGM online via Telix's share registry's Virtual Meeting Platform at meetings.linkgroup.com/ TLXAGM2024 will be able to hear and view the AGM on their own devices, vote on the Resolutions and ask questions and will be treated as if they were present at the physical location of the AGM.

Voting and questions

Shareholders are encouraged to lodge their vote online ahead of the AGM by visiting investorcentre.linkgroup.com and logging in to their portfolio or shareholding. 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 or Telix's Auditor, PricewaterhouseCoopers (PwC), in advance of the Meeting, you can lodge your questions online at investorcentre.linkgroup.com. When you have accessed your portfolio or shareholding online, select the 'Ask Question' option under 'Action'. Questions for the Company should be received by no later than 10.00am (Sydney time) on Monday 15 May 2024. We will endeavour to respond to as many of the more frequently asked questions as possible at the AGM. You may also ask questions at the Meeting.

The 2023 Annual Report can be viewed online at annualreport.telixpharma.com/2023/. Telix's website also offers Shareholders details of the latest share price, announcements made to ASX, investor and analyst presentations and many other publications that may be of interest.

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

Yours faithfully

H Kevin McCann AO

Clon Gacum

Chairman

Notice of Annual General meeting

Telix Pharmaceuticals Limited ACN 616 620 369

Notice is given that the Annual General Meeting (**AGM** or the **Meeting**) of the shareholders of Telix Pharmaceuticals Limited ACN 616 620 369 (**Telix** or the **Company**) will be convened as a hybrid meeting as follows:

Time: 10.00am (Sydney time)

Date: Wednesday, 22 May 2024

Physical location: The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney NSW 2000

Attend online: meetings.linkgroup.com/TLXAGM2024

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

The business to be considered at the AGM 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, legal or other professional adviser.

BUSINESS OF THE MEETING

Financial and other formal reports

To receive and consider the Financial report of the Company, and the Directors' report and Auditor's report of the Company (PricewaterhouseCoopers) for the financial year ended 31 December 2023.

1. Adoption of Remuneration report

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

That, in accordance with section 250R(2) of the Corporations Act, the Remuneration report as set out in the Company's Annual Report for the financial year ended 31 December 2023 be adopted.

Note: a voting exclusion applies to this Resolution.

Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Re-election of Dr Andreas Kluge as Director

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

That Dr Andreas Kluge, who retires by rotation in accordance with the Constitution and the Listing Rules, and being eligible for re-election, be re-elected as a Director.

3. Approval of amendments to Telix Equity Incentive Plan and issue of equity securities under the Telix Equity Incentive Plan

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

That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the amendments to the Telix Equity Incentive Plan and the issue of equity securities under the Telix Equity Incentive Plan, as described in the Explanatory Notes, be approved.

Note: a voting exclusion applies to this Resolution.

4. Approval of grant of Performance Share Appreciation Rights to the Managing Director and Group Chief Executive Officer

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

That, for the purposes of Listing Rule 10.14 and for all other purposes, the grant of 144,037 Performance Share Appreciation Rights to the Managing Director and Group Chief Executive Officer, Dr Christian Behrenbruch, on the terms detailed in the Explanatory Notes, be approved.

Note: a voting exclusion applies to this Resolution.

5. Approval of increase in maximum aggregate remuneration for Non-Executive Directors

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

That the maximum aggregate remuneration that may be paid to the Non-Executive Directors in any year be set at \$1,350,000, to be divided between the Non-Executive Directors in the manner determined by the Board from time to time, pursuant to and in accordance with Rule 8.3(a) of the Constitution and Listing Rule 10.17 and for all other purposes.

Note: a voting exclusion applies to this Resolution.

Voting exclusions

Telix will disregard any votes cast on any of the Resolutions by or on behalf of the persons set out below.

)	Resolution	Voting exclusion
	Resolution 1 – Adoption of Remuneration report	Any votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250R of the Corporations Act.
)	Resolution 3 – Approval of amendments to Telix Equity Incentive Plan and issue of equity securities under the Telix Equity Incentive Plan	Any person eligible to participate in the Telix Equity Incentive Plan and their Associates. Any votes cast by Key Management Personnel or their Closely Related Parties in
<i>)</i>		contravention of section 250BD of the Corporations Act.
)	Resolution 4 – Approval of grant of Performance Share Appreciation Rights to the Managing Director and Group Chief Executive Officer	Any votes cast by Dr Christian Behrenbruch and any of his Associates, and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Telix Equity Incentive Plan and any of their Associates.
_		Any votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.
)	Resolution 5 – Approval of increase in maximum aggregate remuneration for Non-	Any votes cast by any Director of Telix and any of their Associates.
	Executive Directors	Any votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.

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 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 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 22 April 2024

By order of the Board

Company Secretary

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.

Financial and other formal reports

The Corporations Act requires that the Financial report, the Directors' report and the Auditor's report of the Company for the financial year ended 31 December 2023 be laid before the AGM.

Neither the Corporations Act nor the Constitution requires a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM in respect of the Financial report, the Directors' report or the Auditor's report of the Company for the financial year ended 31 December 2023. However, Shareholders will be given a reasonable opportunity to comment and raise questions with respect to these reports and the operations or performance of the Company generally at the AGM.

A reasonable opportunity will be given to Shareholders at the AGM to ask the Company's Auditor (PricewaterhouseCoopers) questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor. Shareholders are encouraged to submit questions in advance of the AGM in accordance with the instructions on page 23 of the Notice of Meeting.

Shareholders may view Telix's 2023 Annual Report on the Company's website at annualreport.telixpharma.com/2023/ or request a copy from the Company at any time.

Resolution 1 - Adoption of Remuneration report

1.1 Background

The Remuneration report for the financial year ended 31 December 2023 is set out in the Directors' report contained in the 2023 Annual report and is also available on the Company's website at telixpharma.com/investor-centre/.

The Remuneration report sets out in detail the Company's policy for determining remuneration for Directors and other Key Management Personnel. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Shareholders will be given a reasonable opportunity to comment on and ask questions about the Remuneration report.

Notwithstanding the non-binding nature of the vote on Resolution 1, the Board will take note of the outcome of the vote when considering future remuneration matters.

1.2 Board recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1. The Chairman intends to vote all available proxies in favour of Resolution 1.

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Resolution 2 - Re-election of Dr Andreas Kluge as Director

2.1 Background

In accordance with rule 8.1 of the Company's Constitution and Listing Rules 14.4 and 14.5, Dr Andreas Kluge will retire and, being eligible, offer himself for re-election at the AGM.

2.2 Biography of Dr Kluge

Dr Kluge is the Co-Founder of Telix (along with Dr Christian Behrenbruch) and was appointed Executive Director on 3 January 2017. In a transition which was planned to occur following the appointment of the Group Chief Medical Officer, Dr Kluge became a Non-Executive Director on 2 June 2020.

Dr Kluge is the Founder, General Manager and Medical Director of ABX-CRO Advanced Pharmaceutical Services GmbH (since August 2002), a full service Contract Research Organisation for Phase I-III biological, radiopharmaceutical and anticancer trials based in Dresden, Germany. He was also Founder and was founding CEO of ABX GmbH (from September 1996 to July 2002), one of the leading manufacturers of radiopharmaceutical precursors globally.

Dr Kluge's clinical research and development experience in radiochemistry, molecular imaging and clinical development is highly valued by the Board.

Dr Kluge received his doctorate degree in Medicine from the Free University of Berlin. He is a registered physician and the author of numerous patents and publications in the field of nuclear medicine, neurology, infection and immunology.

2.3 Board recommendation

The Directors (other than Dr Kluge) unanimously recommend that eligible Shareholders vote in favour of Resolution 2. Dr Kluge makes no recommendation in relation to Resolution 2 due to his interest in the Resolution. The Chairman intends to vote all available proxies in favour of Resolution 2.

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Resolution 3 – Approval of amendments to Telix Equity Incentive Plan and issue of equity securities under the Telix Equity Incentive Plan

3.1 Background

Resolution 3 seeks Shareholder approval for the amendments made, and amendments proposed to be made, to the Telix Equity Incentive Plan (EIP) and for the issue of equity securities under the amended EIP for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes.

A key component of remuneration provided to senior employees and executives are long-term incentives. Long-term incentives ensure employees have part of their remuneration aligned with Shareholder success.

At the 2022 AGM held on 18 May 2022, Shareholders approved:

- the amendments made to the EIP to allow for the issue of Share Appreciation Rights, or SARs; and
- the issue of up to 15,600,000 equity securities under the amended EIP in the three years following the 2022 AGM for the purposes of Listing Rule 7.2, Exception 13(b).

A new employee share scheme regime under the Corporations Act took effect on 1 October 2022, replacing the class relief provided under ASIC Class Order 14/1000.

The Company has amended the EIP as described in section 3.3 below to ensure that the EIP is compliant with the new employee share scheme regime (together with certain other amendments as set out below). The amended EIP was adopted by the Board on 22 February 2024.

In addition, the Board intends to make certain additional amendments to the EIP if required to comply with anticipated legal and regulatory requirements. These are to include a compensation recovery policy to apply to all compensation granted under the EIP to the extent the compensation constitutes 'incentive-based compensation' (being compensation that is granted, earned or vested based wholly or in part upon the attainment of financial reporting measures, share pri or shareholder return) that the Eligible Employee received.

In conjunction with the approval of the amendments to the EIP, the Company also seeks to refresh the number of equit securities that can be issued under the amended EIP for the purposes of Listing Rule 7.2, Exception 13(b).

3.2 Listing Rule 7.1 and Listing Rule 7.2, Exception 13(b)

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

Listing Rule 7.2, Exception 13(b) sets out an exception to Listing Rule 7.1 which provides that issues under an employee granted under the EIP to the extent the compensation constitutes 'incentive-based compensation' (being compensation that is granted, earned or vested based wholly or in part upon the attainment of financial reporting measures, share price

In conjunction with the approval of the amendments to the EIP, the Company also seeks to refresh the number of equity

incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1. Listing Rule 7.2, Exception 13(b) ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting approving the scheme for the purposes of Listing Rule 7.2, Exception 13(b).

In order to ensure that Listing Rule 7.2, Exception 13(b) can continue to be relied on, and to refresh the number of equity securities that can be issued under the EIP, the Company seeks Shareholder approval for the amendments to the EIP, including the amendments intended to be made if required to comply with anticipated legal and regulatory requirements relating to the compensation recovery policy, for the purposes of Listing Rule 7.2, Exception 13(b).

If Resolution 3 is passed, the Company will be able to issue a limited number of equity securities under the amended EIP to eligible participants over a period of 3 years from the date of the AGM without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period under Listing Rule 7.1.

The maximum number of equity securities per year to be issued under the EIP for which approval is sought under Listing Rule 7.2, Exception 13(b) is 32,405,821 equity securities, representing 10% of the number of Shares on issue as at 5 April 2024, being 324,058,209 Shares.

If Resolution 3 is not passed, any issue of equity securities under the amended EIP will count towards the Company's capacity limit of 15% of total ordinary securities that can be issued in any 12 month period without Shareholder approval, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue (unless the securities are otherwise approved by Shareholders or issued under another relevant exception).

3.3 Amendments to Telix Equity Incentive Plan

A copy of the amended EIP is available on the Company's website telixpharma.com/investor-centre/corporategovernance.

In summary, the amendments made to the EIP that were adopted by the Board on 22 February 2024 are as follows:

- all references to ASIC Class Order 14/1000 and related rules have been removed;
- the Board has expressly reserved the right to revoke an offer of equity securities under the EIP up until the time the grant is made;
- the Board has expressly reserved the right to delay an allocation of Shares if it considers that the allocation would be inappropriate in the circumstances;
- all Rights issued under the EIP will expire 10 years after the allocation date of the Rights, unless another expiry date is nominated in the offer of Rights or the Rights have otherwise expired under the terms of the EIP;
- Options and Restricted Shares issued under the EIP will no longer automatically lapse or be forfeited if the holder is
- the definition of 'Eligible Employee' has been amended to exclude 'any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the EIP'.

As noted in section 3.1 above, the Board also intends to make additional amendments to the EIP by including a compensation recovery policy, if required to comply with anticipated legal and regulatory requirements.

The proposed compensation recovery policy is a 'clawback' policy and provides that if Telix is required to prepare an 'Accounting Restatement', Telix will attempt to recover, reasonably promptly, from each 'Covered Person' any 'Erroneously Awarded Compensation' that was received by such 'Covered Person' during the 'Recovery Period'. For

- une Board nas expressly reserved the right to del inappropriate in the circumstances;
 all Rights issued under the EIP will expire 10 years nominated in the offer of Rights or the Rights hav
 Options and Restricted Shares issued under the I declared bankrupt or becomes insolvent; and
 the definition of 'Eligible Employee' has been ame be eligible to receive a grant of Incentive Securiti
 As noted in section 3.1 above, the Board also intends compensation recovery policy, if required to comply
 The proposed compensation recovery policy is a 'cla an 'Accounting Restatement', Telix will attempt to receive an 'Accounting Restatement', Telix will attempt to receive the purposes of the compensation recovery policy:

 'Accounting Restatement' means a requirement the noncompliance of Telix with any financial reporting including any required accounting restatement to material to the previously issued financial statement corrected in the current period or left uncorrected.
 'Covered Person' means a person who served as principal accounting officer (or if there is no such charge of a principal business unit, division, or fundificer who performs a significant policy-making

 'Accounting Restatement' means a requirement that Telix prepare an accounting restatement due to the material noncompliance of Telix with any financial reporting requirement under applicable and relevant securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period;
 - 'Covered Person' means a person who served as an 'Executive Officer' (being the president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president of Telix in charge of a principal business unit, division, or function (such as sales, administration, or finance) and any other officer who performs a significant policy-making function) at any time during the relevant performance period;
 - 'Erroneously Awarded Compensation' means the amount of incentive-based compensation that was received that exceeds the amount of incentive-based compensation that otherwise would have been received had the amount of the incentive-based compensation been determined based on the restated amounts (in the Accounting Restatement); and
 - 'Recovery Period' means the three fiscal years immediately preceding the earlier of: (a) the date that it is determined that an Accounting Restatement is required; or (b) the date a court, regulatory or other legally authorized body directs Telix to prepare an Accounting Restatement.

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3.4 Information required by Listing Rule 7.2, Exception 13(b)

As noted in section 3.1 above, at the 2022 AGM held on 18 May 2022, Shareholders approved certain amendments to the EIP and the issue of up to 15,600,000 equity securities under the amended EIP in the three years following the 2022 AGM for the purposes of Listing Rule 7.2, Exception 13(b).

Since that time, Telix has issued a total of:

- 1,459,666 equity securities under the EIP in the remainder of 2022 (comprising SARs and Rights), of which 139,672 equity securities were issued to Dr Christian Behrenbruch pursuant to Shareholder approval under Listing Rule 10.14 which was obtained at the 2022 AGM held on 18 May 2022;
- 6,689,368 equity securities under the EIP in 2023 (comprising SARs and Rights), of which 120,268 equity securities were issued to Dr Christian Behrenbruch pursuant to Shareholder approval under Listing Rule 10.14 which was obtained at the 2023 AGM held on 24 May 2023; and
- 440,000 equity securities under the EIP in 2024.

As noted in section 3.2 above, the maximum number of equity securities to be issued under the EIP for which approval is sought under Listing Rule 7.2, Exception 13(b) is 32,405,821 equity securities, representing 10% of the number of Shares on issue as at 5 April 2024 being 324,058,209.

The proposed grant of equity securities to Dr Christian Behrenbruch as contemplated by Resolution 4 will not count towards this maximum number given the grant must be separately approved under Listing Rule 10.14.

3.5 Board recommendation

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

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

Resolution 4 – Approval of grant of Performance Share Appreciation Rights to the Managing Director and Group Chief Executive Officer

4.1 Background

Shareholder approval is sought for the grant of 144,037 Performance Share Appreciation Rights (**PSARs** or **2024 PSARs**) to Dr Christian Behrenbruch, Managing Director and Group Chief Executive Officer (**MD & CEO**), as his long-term variable remuneration (**LTVR**) for 2024.

Subject to shareholder approval, PSARs will be granted to Dr Behrenbruch under the Telix EIP shortly after this 2024 AGM. If shareholder approval is not provided, the Board will provide Dr Behrenbruch with his 2024 LTVR through alternative arrangements, which may include the provision of cash (but which cannot include equity securities, unless approved by shareholders), subject to the terms in this Resolution.

4.2 MD & CEO Remuneration

As described in section 8.3.1 of the 2023 Remuneration report, as a result of the Mercer Consulting (Australia) Pty Ltd (Mercer) review and remuneration recommendation provided in 2023, the Board has implemented year one of the recommended remuneration changes for the MD & CEO. This has resulted in an increase to Total Target Remuneration (TTR) targeting the market median (50th percentile) which requires an appropriate change to the current TTR which is nearer the 25th percentile. In addition, as Mercer found that the MD & CEO's remuneration is heavily weighted to total fixed remuneration (TFR) compared to the market benchmark, changes were made to the remuneration mix to increase the weighting of variable pay (short term variable remuneration (STVR) and LTVR). This better aligns with shareholder interests by increasing the proportion of variable performance-based remuneration held by the MD & CEO.

The MD & CEO's remuneration package from 1 January 2024 is as follows:

Rece colony	TFR	STVR at target		LTVF	VR at target ¹		Remuneration mix
Base salary	IFK	% base	\$	% base	\$	HR	Remuneration mix
\$570,780	\$634,993	65%	\$371,007	100%	\$570,780	\$1,576,780	40 / 24 / 30

1. LTVR maximum opportunity is 150% at target (subject to achievement of a stretch financial performance condition)

The comparator group used by Mercer to determine the market benchmark data incorporated 40 global listed companies in the health care sector, with a focus on the biotechnology, pharmaceutical and health care supply industries. The companies were chosen based on the six-month average market capitalisation and revenue (to 31 August 2023), with Telix positioned near the median of the comparator group.

It is noted that the MD & CEO's 2024 TTR, as detailed in the above table, remains below U.S. peers in the comparator group.

4.3 Key terms of the 2024 LTVR

Full details regarding the 2024 LTVR are provided in section 5.3.3 of the 2023 Remuneration report.

The purpose of LTVR is to reward long-term performance aligned with the delivery of Telix's strategic objectives. LTVR is delivered using PSARs subject to achievement of 3 year performance and vesting conditions, to align the interests of the MD & CEO with shareholders and reward the achievement of long-term, sustainable performance and shareholder value creation. The LTVR has a maximum vesting opportunity of 150% of target where stretch performance is achieved.

PSARs provide the right to acquire shares in Telix equal in value to the gain above the notional 'exercise' price, subject to the satisfaction of performance conditions set by the Board, and terms and conditions over the Performance Period (1 January 2024 to 31 December 2026 for 2024 PSARs). PSARs are used rather than options to minimise shareholder dilution.

The notional exercise price allows exercise of PSARs by determining the value of the PSAR (if any) at the time of exercise by subtracting the notional exercise price from the current market price of Shares at exercise on a cashless basis.

The notional exercise price is the volume weighted average price (**VWAP**) of Shares over the 20 trading days following the announcement of the 2023 full year annual results. The current market price is the daily VWAP of all Shares sold on ASX during the 20 trading days prior to the exercise.

The Board has adopted this 20 trading day period as a reasonable period to calculate the notional exercise price on the basis that trading in the Shares at this time is undertaken with the most current financial information available to investors.

The Board retains the right to determine that PSARs are settled via a cash equivalent value of the vested element after testing. Shares provided on exercise may be either purchased on market or via new issue.

Following vesting, vested PSARs have a two year exercise period after which they expire.

4.4 Details of the MD & CEO PSARs

Shareholder approval is sought to grant Dr Behrenbruch 144,037 2024 PSARs (**MD & CEO PSARs**), being his maximum LTVR opportunity. The number is calculated by dividing the MD & CEO 's 2024 maximum LTVR opportunity (\$856,170 or 150% of his LTVR opportunity/base salary of \$570,780) by \$5.9441, being the concluded value per 2024 PSAR as detailed in section 4.5 of this resolution.

The MD & CEO PSARs will be tested against the performance and vesting conditions after the release of the audited full year results announcement for 2026 (in February/March 2027). They will have an exercise period of two years from vesting, making the total term 5 years and 3 months. At the end of the exercise period, the MD & CEO PSARs will expire (March 2029).

No amount is payable by Dr Behrenbruch to receive the grant of MD & CEO PSARs.

The notional exercise price for each MD & CEO PSAR is \$11.94, being the VWAP for the 20 trading days from lodgment of the Company's 2023 Annual Report with ASX (on 22 February 2024) until 21 March 2024 (inclusive).

When added to the other remuneration elements, the Board considers that the proposed issue of MD & CEO PSARs to Dr Behrenbruch will produce a TTR that is appropriate given the Company's circumstances for 2024, based on market benchmarking and the current Telix executive remuneration policy.

4.5 Black Scholes valuation methodology

The MD & CEO PSARs have been valued in accordance with the Black Scholes valuation methodology undertaken by an independent corporate adviser engaged by the Company.

Assumptions	Value
Valuation date	21 March 2024
Underlying share price	\$13.27
Notional exercise price	\$11.94
Term	5 years and 3 months
Risk-free rate	3.77%
Dividend yield	Nil
Volatility	60%
Fair Value of a MD & CEO PSAR	\$7.5882
Non-market vesting conditions weighted probability of achievement	78.33%
Concluded value	\$5.9441

In relation to certain of the assumptions outlined above:

 the valuation date occurred following determination of the notional exercise price and is applied for PSARs issued under Telix's EIP for 2024;

- the underlying share price of \$13.27 was the closing price of Shares on ASX on 21 March 2024, the valuation date. The Board considers it to be reasonable to use this underlying share price on the basis that the most recent "spot price" is typically used in a Black Scholes calculation;
- the risk-free rate was determined based on government bond interest rates with a term of equal duration taken from the Reserve Bank of Australia website on the valuation date; and
- the volatility of the Shares was determined by the independent corporate adviser in accordance with AASB 2 Share-based Payment paragraph B22, being the annualised standard deviation of the continuously compounded daily change in price of the Company's shares over a period of time. The volatility was examined over a 6-month to 5-year period prior to, and including, the valuation date. The Board considers the volatility assumption to be reasonable in the circumstances.

Non-market vesting condition probability of achievement determination

In determining the concluded value of each PSAR tranche, the Company has applied a probability of achievement of the non-market-based vesting conditions to the fair value of each tranche. This is aligned to the treatment prescribed by paragraphs 19 and 20 of AASB 2, such that the Company recognise a share-based payment charge based on an estimate of the number of equity instruments expected to vest. To determine this probability of achievement, the Company has assessed the likelihood of achieving each of the vesting conditions outlined below. These probabilities have been weighted in line with the vesting scales to determine an overall weighted probability associated with the non-market vesting conditions associated with the PSARs at the inception of the Performance Period.

4.6 Performance conditions for MD & CEO PSARs

The 144,037 MD & CEO PSARs granted at the maximum LTVR opportunity are subject to three performance conditions over the Performance Period. They will be tested after the 2026 full year results announcement based on the following:

- financial measure: Adjusted EBITDAR (Earnings before interest, tax, depreciation, amortisation, and research & development expenses) - 50% of PSARs vest at target (threshold, target and stretch outcome up to 100% at target);
- product milestone 1: Marketing authorisation submitted in a commercially relevant jurisdiction for prostate cancer therapy - 25% PSARs vest at target (hit/miss measure); and
- product milestone 2: Interim data readout from global phase III trial in renal cancer therapy 25% PSARs vest at target (hit/miss measure).

Further details summarised below:

Performance condition	Testing outcome & % resultant vesting	Performance result	Number of MD & CEO PSARs subject to condition	PSARS value (at grant using concluded value)
Adjusted	below threshold (0%)	Less than US\$410 million	Nil	Nil
EBITDAR (50% at target) ¹	threshold (25%)	US\$410 million	24,005	\$142,688
	target (50%)	US\$450 million	Up to an additional 24,005	\$142,688
	stretch (100%)	US\$490 million	Up to an additional 48,013	\$285,394
Product	below threshold (0%)	not achieved	Nil	Nil
milestone 1 (25% at target)	target (25%)	achieved	24,006	\$142,694
Product	below threshold (0%)	not achieved	Nil	Nil
milestone 2 (25% at target)	target (25%)	achieved	24,006	\$142,694
Maximum			144,037	\$856,158

^{1.} Where performance is between threshold and target or between target and stretch, there is a straight line vesting between 25 and 50% and 50 and 100% respectively.

If any performance and vesting condition is not satisfied during the Performance Period, the PSARs for that condition will automatically lapse at the end of the Performance Period (unless otherwise determined by the Board).

4.7 Exercise of vested MD & CEO PSARs

Vested MD & CEO PSARs may be exercised at any time between the vesting date in approximately March 2027 and two years thereafter by the MD & CEO submitting an exercise notice. Upon exercise, the value of each MD & CEO PSAR (MD & CEO PSARs Value) will be calculated as follows and will be converted into Shares based on the current market price at the time (or a cash payment or a combination of cash and Shares, as determined by the Board):

MD & CEO PSARs Value for each PSAR exercised = Current market price of Shares at time of exercise less notional exercise price of the PSAR

If the MD & CEO PSARs Value at the time of exercise is:

- · zero or negative, the MD & CEO PSARs will have no value and no entitlement to Shares (or cash); or
- positive, each MD & CEO PSAR will have value and may be realised by the issue of Shares at the current market price (or a cash payment or a combination of cash and Shares, if determined by the Board).

It is expected that the MD & CEO PSARs Value will be settled in Shares, and if unexercised by the expiry of the exercise period they will lapse.

The total number of Shares to be allocated at the time of exercise of the MD & CEO PSARs will be calculated by:

- calculating the MD & CEO PSARs Value of each MD & CEO PSAR;
- multiplying the MD & CEO PSARs Value for each MD & CEO PSAR by the total number of MD & CEO PSARs exercised; and
- dividing this amount by the current market price of Shares at the time (rounding up to the nearest whole number).

4.8 Dealing and disposal restrictions

PSARs may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Shares allocated following the vesting of PSARs are not subject to any specific trading restrictions other than the general restrictions set out in the Company's Securities Dealing Policy.

4.9 Chapter 2E of the Corporations Act

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

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations
 Act: and
- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Directors (other than Dr Behrenbruch, who abstains) that the exception set out in section 211(1) of the Corporations Act (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the MD & CEO PSARs to Dr Behrenbruch under Listing Rule 10.14 as contemplated by Resolution 4, but not under Chapter 2E of the Corporations Act.

4.10 Listing Rule 10.14

Under Listing Rule 10.14, shareholder approval is required in order for a company to issue equity to a director under an employee incentive scheme.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the MD & CEO PSARs to Dr Behrenbruch. Further, Listing Rule 7.2, exception 14 provides that Listing Rule 7.1 does not apply to an issue of securities made with approval under Listing Rule 10.14. Accordingly, if Resolution 4 is passed, the MD & CEO PSARs will not count towards the Company's placement capacity under Listing Rule 7.1 and will not count towards the number of equity securities approved under Resolution 3 for the purposes of Listing Rule 7.2, Exception 13(b) (if passed).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the MD & CEO PSARs.

4.11 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- Dr Christian Behrenbruch is a related party by virtue of being a Director who falls within Listing Rule 10.14.1;
- 144,037 MD & CEO PSARs are to be allocated to Dr Behrenbruch. The actual number available for exercise will
 depend on the satisfaction of the performance and vesting conditions as set out in these Explanatory Notes (and the
 share price of the Company at exercise);
- Dr Behrenbruch's total remuneration package for the year ending 31 December 2024 (as detailed in section 4.2 of these Explanatory Notes) consists of the following:
 - base salary of \$570,780;
 - total fixed remuneration of \$634,993 (inclusive of base salary and superannuation);
 - STVR of up to \$371,007 (target/maximum 65% of 2024 base salary). STVR rewards performance against annual
 financial and non-financial corporate objectives approved by the Board at the commencement of each year,
 maintaining a focus on underlying value creation within the business operations. Payment and treatment of any
 STVR is at the discretion of the Board; and
 - LTVR of up to \$856,158 (maximum 150% of 2024 base salary) representing 144,037 MD & CEO PSARs.

Dr Behrenbruch was previously issued with:

- 120,268 2023 PSARs at the maximum LTVR opportunity (for nil consideration), which will vest and become exercisable upon achievement of performance conditions over a three year period (1 January 2023 to 31 December 2025) as approved by Shareholders at the Company's 2023 AGM held on 24 May 2023. This represented a fair value of \$356,739, being approximately 75% of his 2023 base salary; and
- 139,672 2022 PSARs at the maximum LTVR opportunity (for nil consideration), which will vest and become
 exercisable upon achievement of performance conditions over a three year period (1 January 2022 to
 31 December 2024) as approved by Shareholders at the Company's 2022 AGM held on 18 May 2022. This
 represented a fair value of \$339,752, being approximately 75% of his 2022 base salary.
- the material terms of the MD & CEO PSARs, along with an explanation of why PSARs are being used, are detailed in sections 4.3 to 4.8 (inclusive) of these Explanatory Notes;
- the MD & CEO PSARs will be issued to Dr Behrenbruch no later than 12 months after the date of the AGM and it is anticipated they will be allocated on one date. The Company expects to grant them within one month of the AGM;
- the MD & CEO PSARs will be issued for nil cash consideration and accordingly no funds will be raised by their issue;
- the material terms of the scheme the PSARs will be granted under, being the EIP Rules, are detailed in Resolution 3. A
 copy of the EIP Rules is available on the Company's website telixpharma.com/investor-centre/;
- there is no loan associated with the grant or exercise of the MD & CEO PSARs;
- in the event Dr Behrenbruch ceases employment with the Company before the MD & CEO PSARs vest, a pro rata portion of the unvested PSARs based on the portion of the first year of the measurement period served will remain on-foot to the usual testing and vesting date. In the event of termination of employment by the Company for cause, all unvested PSARs are forfeited;
- in the event of a change of control of the Company, the Board may determine that all or a specified number of the MD & CEO PSARs will vest or cease to be subject to restrictions on a change of control event in accordance with the Company's EIP Rules; and
- the table on the following page sets out examples of potential realised value, and the number of Shares that may be allocated, assuming the vesting and exercise of all 144,037 MD & CEO PSARs at various current market prices at the time of exercise. It assumes that the stretch vesting condition associated with Tranche 1 is met in full. The table also shows the potential dilution that the exercise of MD & CEO PSARs may result in, based on the total number of issued Shares being 324,058,209 Shares as at 5 April 2024.

Market price at exercise	Less notional exercise price	Total PSARs Value	Equivalent number of shares	Dilution
\$10.00	Nil	Nil	Nil	Nil
\$12.00	\$0.04	\$5,761	481	0.0001%
\$14.00	\$2.04	\$293,835	20,989	0.0065%
\$16.00	\$4.04	\$581,909	36,370	0.0112%

- shares issued (if any) on vesting and exercise of the MD & CEO PSARs will rank equally with fully paid ordinary shares
 of the Company;
- details of any securities issued under the Telix EIP to Directors following Shareholder approval will be published in the Company's Annual Report relating to the period in which they were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Telix EIP after Resolution 4 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14; and
- a voting exclusion statement in relation to Resolution 4 is included in the Notice of Meeting.

4.12 Board recommendation

The Directors (other than Dr Behrenbruch) unanimously recommend that eligible Shareholders vote in favour of Resolution 4.

Dr Behrenbruch makes no recommendation in relation to Resolution 4 due to his interest in the Resolution.

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

Resolution 5 – Approval of increase in maximum aggregate remuneration for Non-Executive Directors

5.1 Background

Shareholder approval is sought to increase the maximum aggregate remuneration (**fee pool**, or **fee limit**) for Non-Executive Directors (**NEDs**) to \$1,350,000 from the current fee limit of \$700,000.

Subject to shareholder approval, the increase will allow NEDs to be paid remuneration up to this amount in aggregate in any given year in a manner determined by the Board from time to time.

In accordance with Rule 8.3(a) of the Constitution and Listing Rule 10.17, the fee pool for NEDs is determined from time to time by the Company at a general meeting. The current fee pool of \$700,000 was approved by shareholders at the 2021 AGM held on 12 May 2021.

As disclosed in the 2023 Remuneration report, total NED remuneration paid for 2023 was \$584,541 (inclusive of superannuation, Committee and other fees), within the fee limit of \$700,000 as follows:

Board and Committee fees ¹	Chair	Member
Board	\$170,000	\$86,000
Audit and Risk Committee	\$15,000	\$7,500
People, Culture, Remuneration and Nomination Committee	\$15,000	\$7,500

1. In 2023, NED fees were paid exclusive of superannuation, with any required superannuation paid in addition to the stated fees. It is also noted that Dr Andreas Kluge was on a leave of absence for 6 months of 2023 and was not paid during that time.

NEDs do not receive any performance-based remuneration.

As detailed in section 9.2.2 of the 2023 Remuneration report, in 2023, the People, Culture, Nomination and Remuneration Committee appointed Mercer to provide market benchmarking remuneration (not a recommendation) for NEDs. Based on the market benchmarking provided, the Board determined to adjust the Company's current NED fees (subject to shareholder approval to increase the NED fee pool) as they are significantly below market median benchmark remuneration.

To address this, if Shareholder approval of Resolution 5 is obtained, the annualised NED fees (inclusive of superannuation, where applicable) will apply from 1 January 2024 as follows:

Board and Committee fees¹	Chair	Member
Board	\$230,000	\$115,000
Audit and Risk Committee	\$30,000	\$10,000
People, Culture, Remuneration and Nomination Committee	\$20,000	\$10,000

^{1.} Where the proposed NED fees are increased, the travel allowance available in 2023 for internationally based NEDs who travel to and from Australia to attend two Board and/or Committee meetings or other Board related matters per year (\$10,000 per annum) will no longer apply.

Based on current Board and Committee memberships, aggregate NED fees would be \$800,000 on an annual basis if Resolution 5 is approved.

The Directors seek that the maximum aggregate remuneration for NEDs in any year be set at \$1,350,000, to be divided among the NEDs in the manner determined by the Board from time to time.

The proposed increase allows the Board to increase NED fees to reflect the growth and size of Telix, its increasing global footprint and significantly increasing revenues and cash flow generation and the additional time required of Directors to manage the growth of the Company. Although an increase in the NED fee pool is being sought, it does not imply that the full amount will be used. The fee pool is a cap on the maximum annual fees that the Company is permitted to pay its NEDs in any one financial year. There is no legal requirement or obligation necessitating the Company to pay NED fees to the maximum limit.

If Resolution 5 is passed, the aggregate annual remuneration pool for NEDs will change from \$700,000 to \$1,350,000, representing an increase of \$650,000.

If Resolution 5 is not passed, the aggregate annual remuneration pool for NEDs will remain at \$700,000. This would limit the Board's ability to increase the remuneration of the NEDs as outlined above and would also limit the Board's ability to appoint any additional NEDs.

5.2 Information provided in accordance with Listing Rule 10.17

The following information is provided in relation to the proposed increase to the aggregate remuneration of NEDs in accordance with Listing Rule 10.17:

- the aggregate annual remuneration pool for NEDs for the year ended 31 December 2023 was \$700,000. The
 aggregate NED remuneration of the Company for the year ended 31 December 2023 utilised \$584,541 of this amount
 (noting that Dr Andreas Kluge was on a leave of absence for 6 months of 2023 and was not paid during that time);
- if Resolution 5 is passed, the aggregate annual remuneration for NEDs will be increased to \$1,350,000, representing an increase of \$650,000;
- at the 2022 AGM held on 18 May 2022, Shareholders approved the issue of 52,070 Share Appreciation Rights to Ms
 Tiffany Olson. Other than this, there have been no securities issued to a NED under Listing Rules 10.11 or 10.14 with the
 approval of Shareholders at any time within the preceding three years; and
- avoting exclusion statement in relation to Resolution 5 is included in the Notice of Meeting.

5.3 Board recommendation

In the interests of corporate governance, the Directors abstain from providing a recommendation in relation to Resolution 5.

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

Glossary

Term	Meaning
Associate	As defined in the Listing Rules.
ASX	ASX Limited or the securities exchange it operates (as the context requires).
Board	The board of Directors of Telix.
Chairman	The chairman of the General Meeting.
Closely Related Parties	A closely related party of a member of the Key Management Personnel means:
	a. a spouse or child of the member;
	b. a child of the member's spouse;
	c. a dependent of the member or a member's spouse;
	d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
	e. a company the member controls; or
	f. a person prescribed by the Corporations Regulations 2001 (Cth).
Constitution	The constitution of Telix.
Corporations Act	The Corporations Act 2001 (Cth).
Director	A director of Telix.
EBITDAR	Earnings before interest, taxes, depreciation, amortisation and research and development expenses.
EIP	The Telix Equity Incentive Plan.
Key Management Personnel	As defined in the Listing Rules.
Listing Rules	The Listing Rules of ASX.
LTVR	Long term variable remuneration.
MD & CEO PSARs	As defined in section 4.3 of the Explanatory Notes.
Performance Period	The measurement period of the MD & CEO PSARs proposed to be granted under Resolution 4, as described in section 4.2 of the Explanatory Notes.
Non-Executive Director or NED	A non-executive director of Telix.
Notice of Meeting	This Notice of Meeting convening the AGM, which includes (as the context requires) the Chairman's Letter, the Explanatory Notes, this Glossary and the proxy form.
PSAR	A Performance Share Appreciation Right, being a Share Appreciation Right (as defined in the EIP) with performance conditions issued under the EIP.
Remuneration report	The Remuneration report contained in the Company's 2023 Annual Report.
Resolutions	The resolutions contained in the Notice of Meeting.
Shares	A fully paid ordinary share in the capital of Telix.
STVR	Short term variable remuneration.
TTR	Total target remuneration.
Venue	The venue of the AGM, being The Wesley Conference Centre, Lyceum Room, 220 Pitt Street, Sydney NSW 2000.
VWAP	Volume weighted average price.
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Information for shareholders

By hosting a hybrid AGM, the Company 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/.

Eligibility

Shareholders

Shareholders will be eligible to vote and ask questions at the AGM if they are registered holders of ordinary shares in the Company as at 7.00pm (Sydney time) on Monday, 20 May 2024. Shareholders attending the AGM can register from 9.15am (Sydney time) at the Venue. Please bring your proxy form to assist with your registration at the AGM.

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.

Proxies

A shareholder entitled to be present and vote at the AGM is entitled to appoint a proxy. A proxy need not be a shareholder of the Company.

The appointment of one or more proxies will not preclude a shareholder from being present, 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 AGM 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 of Meeting).

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 Monday, 20 May 2024 in one of the following ways:

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

)	By mail	Telix Pharmaceuticals Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
	Online	investorcentre.linkgroup.com
	By mobile device	using the QR code in the proxy form, or enter the voting link investorcentre.linkgroup.com 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 AGM, including to vote, on his or her behalf. For an appointment to be effective for the AGM, 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 Monday, 20 May 2024.

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 AGM 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 AGM.

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

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 prior to admission in accordance with this Notice of Meeting. A form of the certificate may be obtained from our share registry or online at www.linkmarketservices.com.au.

Noting and questions

Shareholders can vote:

- by attending the AGM and voting in person or by attorney or, in the case of body corporate shareholders, by corporate representative;
- by attending the AGM and voting via the Virtual Meeting Online 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 AGM on their behalf. A proxy does not need to be a shareholder of the Company.

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

How to ask questions prior to the AGM

Shareholders are strongly encouraged to submit questions before the meeting so that the Company can consider and address relevant questions as part of the AGM presentation. Questions can be submitted by shareholders before the meeting online at investorcentre.linkgroup.com by logging into your portfolio or holding, selecting voting and then 'ask a question'.

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

Questions for the Company should be received no later than 10.00am (Sydney time) on Wednesday 15 May 2024.

Questions for the Auditor in relation to the conduct of the audit (including the independence of the Auditor), the preparation and content of the Auditor's report and the accounting policies adopted by Telix should be received no later than 10.00am (Sydney time) on Wednesday, 15 May 2024.

Telix and the Auditor will respond to as many of the more frequently asked questions at the AGM. Please note that individual responses will not be sent.

How to be present, vote and ask questions virtually (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 electronically via an online platform (including lodging a vote in real time).

The online platform can be accessed at meetings.linkgroup.com/TLXAGM2024. 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 AGM.

Voting will open at commencement of registration.

More information regarding online participation at the AGM, 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 ASX.

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 AGM, the Company will have regard to the impact of the technical issues on shareholders participating and casting direct votes online.

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



STEP 1 Please mark either A or B



LODGE YOUR VOTE

ONLINE

https://investorcentre.linkgroup.com

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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



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VOTING/PROXY FORM

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

Α

VOTE DIRECTLY

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



in relation to the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Wednesday, 22 May 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.

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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

Emai

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (Sydney time) on Wednesday, 22 May 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/TLXAGM2024 (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 3, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

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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

EP 2

Resolutions

- 1 Adopt the 2023 Remuneration report
- 2 Re-elect Dr Andreas Kluge as Director
- 3 Approve the amended Equity Incentive Plan and the grant of equity securities under the Equity Incentive Plan

For Against Abstain*

- 4 Approve the grant of Performance Share Appreciation Rights to the Managing Director and Group Chief Executive Officer
- 5 Approve an increase in the maximum aggregate remuneration of the Non-Executive Directors

Fo	r	Against	Abstain
r	r	Against	ADStain

(i)	* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.
	computing the required majority.

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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).

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/Proxy Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

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

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) on each of the first Voting/Proxy Form and the second Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) 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 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.

LODGEMENT OF A VOTING/PROXY 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 Monday, 20 May 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/Proxy 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/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN)..



BY MAIL

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



BY FAX

+61 2 9287 0309



RV HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

^{*} in business hours (Monday to Friday, 9:00am-5:00pm)



Virtual Meeting Online Guide

Before you begin

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

Supported browsers are:

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

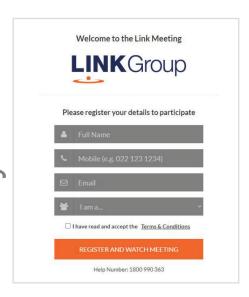
To attend and vote you must have your securityholder number and postcode.

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

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide



Step 1

Open your web browser and go to https://meetings.linkgroup.com/TLXAGM2024

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.

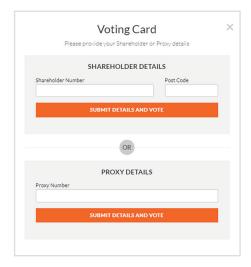
- On the left a live webcast of the Meeting starts automatically once the meeting has commenced.
 If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right the presentation slides that will be addressed during 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.

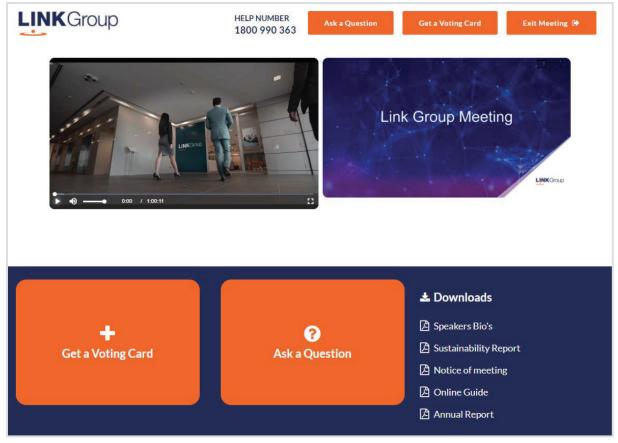


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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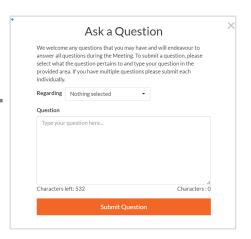
2. How to ask a question

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.



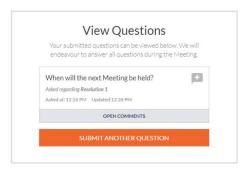
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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.

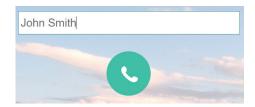


2b. How to ask an audio question



Step 1

Click on 'Go to Web Phone'

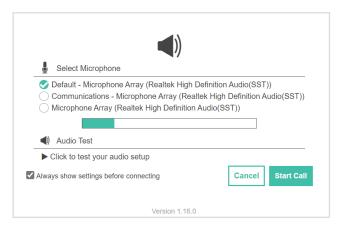


Step 2

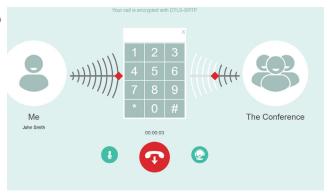
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

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