



People, Culture, Nomination and Remuneration Committee Charter

Telix Pharmaceuticals Limited
ACN 616 620 369

Adopted by the Board effective
on 13 November 2024*

1 Purpose and authority

1.1 Purpose

The purpose of this Committee Charter (**Charter**) is to specify the authority delegated to the People, Culture, Nomination and Remuneration Committee (**Committee**) by the board of Directors (**Board**) of Telix Pharmaceuticals Limited (**Telix**) and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with Telix's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2 Membership of the Committee

2.1 Composition and size

The Committee will comprise:

- (a) only Non-Executive Directors;
- (b) only independent Directors; and
- (c) a minimum of three members of the Board.

The Board may appoint additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Each member is expected to possess skills and experience to carry out his or her responsibilities as a member of the Committee.

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

Non-Committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair. Directors who are not Committee members are entitled to attend Committee meetings and receive Committee papers where there is no conflict of interest.

2.2 Committee Chair

The Committee Chair should be an independent Non-Executive Director. The Board has adopted a definition of independence as set out in the Board Charter. The Committee Chair is appointed by the Board.

If, for a particular Committee meeting, the Committee Chair is not present, the Committee may elect a Chair for the meeting.

2.3 Secretary

The Group Company Secretary (or delegate) is the secretary of the Committee and must attend all Committee meetings.

3 Committee's role

The Committee's role is to assist the Board in discharging its responsibilities in relation to:

- (a) Telix and its subsidiary entities (**Group**) people and culture, and remuneration policies and practices to ensure they are aligned with Telix's purpose, values, strategic objectives and risk appetite;
- (b) the size and composition of the Board and evaluation of its performance;
- (c) the appointments, succession planning and remuneration for Non-Executive Directors;

- (d) the appointment, succession planning, remuneration and performance of the Group Chief Executive Officer (**CEO**), Group Chief Financial Officer (**CFO**) and other members of the Group Executive Team (**GET**) (as recommended by the CEO), including executive key management personnel (as defined in section 9 of the Corporations Act and under AASB 124 *Related Party Disclosures*) (**Key Management Personnel**);
- (e) the review of the Group's policies in relation to retention and termination for the CEO and other GET members;
- (f) the approval of the appointment and removal of the Group Company Secretary;
- (g) the Group's key people and organisational culture strategies and their alignment with Telix's purpose and strategy;
- (h) measurable objectives for achieving diversity; and
- (i) the oversight of the Group's Workplace Health and Safety program.

4 Committee's responsibilities

The Committee's key responsibilities are to undertake and make recommendations to the Board in respect of the following:

4.1 People and culture

- (a) reviewing and overseeing the Group's key people and organisational culture strategies and initiatives, and their alignment with the Group's purpose, strategy and values;

4.2 Diversity and Inclusion

- (a) reviewing Telix's policies and activities in respect of diversity and inclusion, including strategies or changes to address any gender pay gap;
- (b) on an annual basis, review the effectiveness of the Diversity and Inclusion Policy by:
 - (i) assessing Telix's measurable objectives and its progress towards achieving them;
 - (ii) reporting to the Board recommending any changes to the measurable objectives;
 - (iii) reviewing the relative proportion of women and men on the Board, in senior executive positions and in the workforce at all levels of the Group; and
 - (iv) reviewing Telix's disclosures regarding diversity to meet applicable disclosure obligations under the ASX Corporate Governance Principles and Recommendations and Nasdaq Listing Rules and other applicable legislation, and any disclosures to be made in Telix's annual report and corporate governance statement.

4.3 Remuneration

- (a) reviewing and making recommendations to the Board on:
 - (i) the Group's remuneration framework and policies to confirm that they:
 - A. support Telix's strategic objectives and long-term financial soundness;
 - B. encourage and sustain a culture aligned with Telix's purpose, strategy and values; and
 - C. are aligned with the Group's risk management framework and risk appetite;
 - (ii) the remuneration of Non-Executive Directors (including fees, travel and other benefits);
 - (iii) the remuneration arrangements, including fixed, short-term and long-term remuneration arrangements (including performance targets applicable to any incentive and/or equity plans and the level and nature of participation in the Group's incentive and/or equity plans) of the CEO and other GET members. The CEO will not be present during voting or deliberations on his or her compensation;
 - (iv) the remuneration outcomes for the CEO and other GET members, including whether the Board should consider exercising any discretion in respect of awards;
- (b) overseeing the Group's compliance obligations in relation to the remuneration of Key Management Personnel and other Group employees;

- (c) overseeing the establishment and implementation of the remuneration framework applied across the Group (including remuneration policies and plans for the Group);
- (d) recommending to the Board any changes to the overall Group policy regarding remuneration;
- (e) reviewing any proposed new, or any amendment to the terms of existing incentive and/or equity plans for Directors, the CEO and other GET members;
- (f) delegating power for the operation and administration of all Group incentive and equity plans to management (as appropriate), within the approved remuneration framework;
- (g) overseeing management's preparation of the annual remuneration report for inclusion in the Group's annual report;
- (h) monitoring and providing input to the Board regarding the perspective of external proxy advisers and shareholders on the remuneration policies, practices and the annual remuneration report of Telix.

4.4 Board composition, competencies and diversity

- (a) reviewing and making recommendations to the Board in relation to Board composition, competencies and diversity, including:
 - (i) periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of Telix and Group and assessing the skills currently represented on the Board;
 - (ii) regularly reviewing the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole;
 - (iii) assisting the Board to develop and regularly review its board skills matrix detailing the mix of skills, knowledge and experience the Board currently has or is seeking to achieve in its membership, including in relation to any emerging business or governance issues;
 - (iv) developing strategies to set measurable objectives for achieving diversity in the composition of the Board.

4.5 Board nomination, succession, induction and development

- (a) developing and periodically reviewing Board succession plans, Director induction programs and continuing Director development, including:
 - (i) developing and reviewing succession plans of the Board (including the role of Chair of the Board) to maintain an appropriate mix of skills, experience, independence, knowledge and diversity over time, having regard to the strategic direction of Telix and Group;
 - (ii) identifying existing Directors who are due for re-election by rotation at annual general meetings, in accordance with Telix's Constitution, ASX Listing Rules and other applicable laws;
 - (iii) identifying suitable candidates to fill any Board vacancies and nominating candidates for the approval of the Board;
 - (iv) overseeing the process for recruitment of new Directors, including evaluating the balance of skills, experience, independence, knowledge and diversity on the Board, having regard to the strategic direction of Telix and the Group;
 - (v) conducting appropriate checks before appointing a Director;
 - (vi) ensuring that all Non-Executive Directors receive a formal letter of appointment and all executive Directors have received a service contract;
 - (vii) regularly reviewing and assessing the independence of each existing Non-Executive Director, and assessing the independence of any proposed new Non-Executive Director;
 - (viii) reviewing disclosures, including a statement in the annual report and corporate governance statement detailing the Committee's activities.

- (ix) developing and reviewing training and development program for Directors (including induction processes and ongoing education) and regularly reviewing the effectiveness of these programs.

4.6 Board and Committee performance

- (a) Developing and overseeing the performance evaluation process for the Board, its Committees and individual Directors having regard to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, Nasdaq Listing Rules and other applicable laws, and reporting the findings to the Board, including:
 - (i) scheduling, at least annually, internal or external performance reviews of the Board, its Committees and individual Directors.
 - (ii) reviewing the time commitment required by Non-Executive Directors and whether these time commitments are being met.

4.7 CEO and senior management appointment and succession planning

- (a) approving the appointment of the CEO, CFO and other executive Key Management Personnel, and the general terms of their employment contracts, including any termination payments;
- (b) overseeing the succession plans and processes for the CEO and other GET members;
- (c) reviewing the Group's policies in relation to retention and termination for the CEO and other GET members;
- (d) reviewing talent management within the Group generally;

4.8 CEO and senior management annual performance review

- (a) assisting the Chairman of the Board in the annual performance review of the CEO;
- (b) overseeing the annual performance review of other GET members;

4.9 Workplace health and safety

- (a) overseeing the Group's Workplace Health and Safety program to ensure compliance with applicable laws and alignment to the Group's culture strategies;

4.10 Other

- (a) reviewing the Board Charter every two years (or more regularly as required), and recommending any amendments for Board consideration;
- (b) approving the appointment of remuneration consultants for the purposes of the Corporations Act and other applicable laws; and
- (c) performing any other duties and undertaking or overseeing any specific projects as the Board may from time to time request.

5 Reporting and disclosure

The Committee will:

- (a) liaise with the Audit and Risk Committee and the Board in relation to Telix's remuneration-related reporting in its financial statements and the remuneration report required by the Corporations Act;
- (b) approve an annual remuneration report containing information on Telix's remuneration policy, practices and make recommendations to the Board for the inclusion of the remuneration report in Telix's annual report; and
- (c) make recommendations to the Board regarding the process for evaluating performance of the Board, its Committees and the Directors individually.

The Committee Chair, or if they are unavailable, a Committee member, will attend Telix's annual general meetings to respond to any shareholder questions on the Committee's activities or, if appropriate, Telix's remuneration arrangements.

6 Access to information and advisers

The Committee shall have direct access to all resources necessary, at its sole discretion, to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management, or engaging external remuneration consultants, to provide information to the Committee.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any external remuneration consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause Telix to pay the compensation, as determined by the Committee, of any remuneration consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, an external remuneration consultant, legal counsel or other advisor only after taking into consideration the applicable factors affecting the independence of such an advisor as specified under applicable law.

The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

7 Review

The Committee will conduct a review of this Charter at least annually and recommend any proposed amendments to the Board for approval.

Annexure 1 - Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet four times per year.

Committee members may attend meetings in person or by telephone or video conference.

At the end of each reporting period, the Board will disclose the number of times the Committee met throughout that reporting period and the individual attendance of each Committee member at those meetings.

Quorum

The quorum is at least 2 members.

Convening and notice of meeting

Any member may, and the Group Company Secretary must upon request from any member, the auditor or the Chair of the Board, convene a meeting of the Committee.

Notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation will be circulated by the Group Company Secretary to each Committee member and any other individual invited to attend. There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Minutes

Minutes of meetings of the Committee must be kept by the Group Company Secretary and, after approval by the Committee Chair must be entered into a minute book maintained for that purpose and be open at all times for inspection by any Director.

Reporting

It is intended that a report of the actions of the Committee or a copy of the minutes of the Committee meeting or both will be included in the Board papers for the next Board meeting following a meeting of the Committee.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

The Committee Chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors may, within the Board meeting, request information of members of the Committee.