

Board Charter and relationship with management

**Telix Pharmaceuticals Limited
ACN 616 620 369**

Adopted by the Board on
31 August 2017





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1 Introduction

The board of Directors (**Board**) of Telix Pharmaceuticals Limited (the **Company**) has adopted this board charter and relationship with management (**Charter**) to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance, international best practice and applicable laws.

This Charter includes an overview of:

- (a) Board composition;
- (b) the Board's role and responsibilities;
- (c) the relationship and interaction between the Board and management;
- (d) the authority delegated by the Board to management and Board Committees; and
- (e) Board process.

The Board Charter and the charters adopted by the Board for its standing Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company, create shareholder value and engender the confidence of the investment community.

This Charter is to be reviewed by the Board as required and at least annually.

2 Board composition

2.1 Board composition and size

- (a) The Board, together with the Remuneration and Nomination Committee, determines the size and composition of the Board, subject to the terms of the Company's Constitution and applicable law, including the rules concerning board limits under the *Corporations Act 2001* (Cth) (**Corporations Act**). The number of Directors and the composition of the Board must at all times be appropriate for the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.
- (b) It is intended that the Board should comprise a majority of independent Non-executive Directors and comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. It is intended that the Chair of the Board (**Chair**) should be an independent Non-executive Director.
- (c) The Company seeks to have Directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the business. The Board, together with the Remuneration and Nomination Committee, will review the skills represented by Directors on the Board and determine whether the composition and mix of those skills remain appropriate for the



Company's strategy, subject to limits imposed by the Constitution and the terms served by existing Non-executive Directors.

2.2 Appointment and re-election of Directors

- (a) The Board is appointed by the shareholders.
- (b) Non-executive Directors are engaged through a letter of appointment setting out the terms and conditions of their appointment. Executive Directors and other senior management will have their roles and responsibilities and the Company's expectations set out in a service contract.
- (c) When a vacancy arises, the Nomination and Remuneration Committee will identify candidates with appropriate skills, knowledge, experience, independence and expertise to recommend to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the Company's Constitution, but must stand for election by shareholders at the next annual general meeting.
- (d) Before each annual general meeting, the Chair will assess the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chair) will conduct the review of the Chair.

2.3 Director independence and tenure

- (a) The Board regularly reviews the independence of each Non-executive Director in light of information relevant to this assessment as disclosed by each Non-executive Director to the Board.
- (b) The Board only considers Directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment. The Board has adopted a definition of independence that is based on that set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (3rd edition) (see Annexure 1).
- (c) The Nomination and Remuneration Committee will assess the independence of each Non-executive Director in light of interests disclosed by them at least annually at or around the time that the Nomination and Remuneration Committee considers candidates for election to the Board. Each Non-executive Director must provide the Board with all relevant information for this. If a Non-executive Director's interests change, the assessment should be made as soon as practicable after the Nomination and Remuneration Committee becomes aware of the change.
- (d) If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely manner.
- (e) The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight in the Company and its operation and, therefore, an



increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.]

2.4 Performance evaluation

At least annually, the Directors will undertake performance evaluations of the Board, its Committees and individual Directors.

3 Board role and responsibilities

3.1 Board role

The Board's role is to:

- (a) represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies and performance. This includes overseeing the financial and human resources the Company has in place to meet its objectives and reviewing management performance;
- (b) protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- (c) set, review and ensure compliance with the Company's values and governance framework (including establishing and observing high ethical standards); and
- (d) ensure shareholders are kept informed of the Company's performance and major developments affecting its state of affairs.

3.2 Board key responsibilities

The responsibilities/functions of the Board include:

- (a) providing leadership and setting the strategic objectives of the Company;
- (b) monitoring the implementation and execution of the Company's strategy;
- (c) reviewing the skills, experience, expertise and diversity represented by the Directors on the Board and determining whether the composition and mix remain appropriate for the Company's strategy;
- (d) selecting, appointing, removing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Chief Executive Officer (**CEO**);
- (e) approving the appointment and removal of the Chief Financial Officer and Company Secretary;
- (f) approving the appointment of, determining the remuneration of, and planning succession of, members of key management personnel including Non-executive Directors;



- (g) approving the delegation of authority framework;
- (h) contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;
- (i) reviewing, ratifying and monitoring systems of risk management and internal control, and ethical and legal compliance, on a regular basis. This includes reviewing procedures to identify the main risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks;
- (j) approving the Company's remuneration policies;
- (k) developing and reviewing the Company's values and corporate governance policies and monitoring corporate culture;
- (l) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- (m) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (n) approving measurable objectives for achieving diversity on an annual basis;
- (o) approving the selection and termination of the external auditor, subject to any shareholder approvals;
- (p) developing and reviewing corporate governance principles and policies;
- (q) approving financial reports and other reports required at law or under the ASX Listing Rules to be adopted by the Board;
- (r) ensuring that shareholders are kept informed of the Company's performance and major developments affecting its state of affairs; and
- (s) performing such other functions as are prescribed by law or are assigned to the Board.

3.3 Director responsibilities

- (a) Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour.
- (b) Directors are required to comply with Board policies in relation to disclosing and managing conflicts of interest, dealing in the Company's securities and other rules applicable to Directors as adopted by the Board from time to time.
- (c) Directors will ensure that no decision or action is taken that has the effect of prioritising their personal interests over the Company's interests.
- (d) Non-executive Directors are required to consult with the Chair before accepting any new commitments which may impact on the time they have available to undertake their responsibilities as a Director of the Company.
- (e) Directors will be expected to participate in all education or training arranged for them by the Company.



4 Delegation of duties and powers

4.1 Relationship with management

- (a) Directors may delegate their powers as they consider appropriate. However, ultimate responsibility for strategy and control, and the performance of the Company, rests with the Directors.
- (b) The management team (being the CEO and other officers to whom the management functions is properly delegated):
 - (i) is responsible for implementing the strategic objectives, plans and budgets approved by the Board; and
 - (ii) is accountable to the Board for matters within its delegated authority.
- (c) Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.
- (d) Directors are entitled to request additional information from the management team at any time when they consider it appropriate.

4.2 Delegation to the CEO

- (a) The Board delegates to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those reserved to the Board and its Committees under their charters or under specific limitation or guidance from the Board.
- (b) The Board may impose further specific limits on CEO delegations, but will not fetter the ability of the CEO to manage the day to day affairs of the Company or control the affairs of the Company in relation to all matters other than those reserved to the Board and its Committees under their charters or under specific limitation or guidance from the Board.
- (c) The Board approves corporate objectives for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- (d) The CEO is responsible for implementing strategic objectives, plans and budgets approved by the Board.
- (e) The CEO has authority to delegate to the senior management team.

4.3 Delegation to Committees

- (a) The Board from time to time establishes Committees to streamline the discharge of its responsibilities and assist the Board to carry out its functions effectively and efficiently.
- (b) The Board adopts a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- (c) The permanent standing Committees of the Board are:



- (i) the Audit and Risk Committee; and
 - (ii) the Remuneration and Nomination Committee.
- (d) The Board may also delegate specific functions to ad hoc committees on an 'as needs' basis.
- (e) The powers delegated to these Committees are set out in Board resolutions and the Committee charters.
- (f) Directors are entitled to attend Committee meetings and receive Committee papers. Committees will maintain minutes of their meetings. Committees, through their Chairs, are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The Chair of each Committee will report back on Committee meetings to the Board at the next full Board meeting.
- (g) The role of a Committee is to operate within the terms of its charter and to make recommendations to the Board for decision.

5 Access to information and independent advice

- (a) Directors may access such information and (subject to prior approval as set out below) may seek such independent professional advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgment in decision making.
- (b) Directors will be entitled to:
- (i) access members of management, via the CEO or Company Secretary, at any time to request relevant and additional information or seek explanations;
 - (ii) have access to external auditors, without management present, to seek explanations or additional information; and
 - (iii) seek independent professional advice with the Chair's prior consent, which will not be unreasonably withheld or delayed, and which will be at the Company's expense.

6 Board process

6.1 Meetings

- (a) The Board will meet regularly. Directors will use all reasonable endeavours to attend Board meetings in person, however it is acknowledged that it is not appropriate or necessary for Directors living outside of Australia to attend all Board meetings in person. Accordingly, the Board will utilise appropriate technology to facilitate participation at Board meetings.
- (b) The Company's Constitution governs the regulation of Board meetings and proceedings.
- (c) The Board may conduct meetings by telephone, video conference or other electronic means.



- (d) Directors are committed to collective decision-making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst Directors. Individual Directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.
- (e) Directors, through the Chair, can raise agenda items to be considered during a meeting. Any Director-raised agenda items requiring a management response are to be formally placed on the agenda for a subsequent meeting.
- (f) Board papers are to be distributed by the Company Secretary in a manner and time that allows each Director to apply diligence and independence of thought to the matters at hand. Late papers will only be addressed in a meeting with the approval of the Chair.
- (g) Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.
- (h) All Directors are generally expected to prepare adequately, attend and participate at each Board meeting. All Directors should actively consider the sufficiency of the contents of the board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.
- (i) Periodically, Non-executive Directors will meet without Executive Directors or management present, for example to discuss management's performance.
- (j) The Board may request or invite management or external consultants or advisers to attend Board meetings, where necessary or desirable.
- (k) The auditor will have direct access to the Board.

6.2 The Chair

- (a) The Board will appoint one of its members to be Chair.
- (b) It is intended that the Chair should be an independent Non-executive Director who is not a current or former CEO of the Company.
- (c) The Chair represents the Board to the shareholders and communicates the Board's position.
- (d) The role and responsibilities of the Chair are to:
 - (i) chair Board and shareholder meetings and set the Board's agenda, allowing adequate time for discussion of all agenda items, in particular strategic issues;
 - (ii) ensure the efficient organisation and conduct of the Board's function;
 - (iii) brief all Directors in relation to issues arising at Board meetings and lead the Board in reviewing and discussing Board matters;
 - (iv) facilitate effective contribution by all Directors;



- (v) promote constructive and respectful relations between Board members and between the Board and management;
 - (vi) ensure that Non-executive Directors meet separately, as appropriate, to consider, amongst other things, management's performance;
 - (vii) review corporate governance matters with the Company Secretary and report on those matters to the Board;
 - (viii) oversee the process for Board performance review; and
 - (ix) monitor the role of the Company Secretary.
- (e) Where the Chair is absent from a Board meeting, a Chair for the meeting will be appointed by the present members of the Board.

6.3 The Company Secretary

- (a) The Board will appoint at least one Company Secretary to act as secretary of the Board.
- (b) The Company Secretary is accountable to the Board, through the Chair, on matters to do with the proper functioning of the Board.
- (c) In addition to responsibilities under the Corporations Act, the Company's Constitution, and matters specifically delegated, the role and responsibilities of the Company Secretary are to:
 - (i) act as a point of contact between the Board and management;
 - (ii) assist the Board and its Committees on governance matters;
 - (iii) monitor that policies and procedures of the Board and Committees are followed;
 - (iv) organise Board and Committee meetings and Director attendance, draft notices of meetings and resolutions for approval, and coordinate the dispatch of Board and Committee meeting papers;
 - (v) capture the business of Board and Committee meetings in the minutes, and circulate minutes from Committee meetings to the Board;
 - (vi) help organise and facilitate the professional development of Directors so that they can develop and maintain the skills and knowledge needed to perform their role as Directors effectively; and
 - (vii) advise the Company on compliance with its requirements under the Corporations Act regarding its registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission and ASX.
- (d) All Directors will have direct access to the Company Secretary.



Annexure 1

Telix Pharmaceuticals Limited

ACN 616 620 369

Adopted by the Board on 31 August 2017

Guidelines of the Board of Directors – Independence of Directors

Part 2 of the Charter refers to the 'independence' of Directors.

Without limiting the Board's discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors.

In general, Directors will be considered to be 'independent' if they are not members of management (a Non-executive Director) and they:

- (a) are not employed in an executive capacity by the Company or another group member, and there has been a period of at least three years between ceasing such employment and serving on the Board;
- (b) have not within the last three years been a partner, Director or senior employee of a provider of material professional services to the Company or another group member;
- (c) have not within the last three years been in a material business relationship (eg as a supplier or customer) with the Company or other group member or an officer of or otherwise associated directly or indirectly with someone with such a relationship;
- (d) are not a substantial shareholder of the Company ('substantial' meaning a greater than 5% holding, directly or indirectly), or officer of, or otherwise associated directly or indirectly with, a substantial shareholder of the Company;
- (e) have no material contractual relationship with the Company or another group member, other than as a Director of the Company;
- (f) do not have close family ties with any person who falls within any of the categories described above;
- (g) have not been a Director of the entity for such a period that his or her independence may have been compromised; and
- (h) are free from any other interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally.

Materiality

The Board will consider the materiality of the Directors' interests, position, association or relationship for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles.