Audit and Risk Committee Charter

Telix Pharmaceuticals Limited
ACN 616 620 369

Adopted by the Board
effective on 11 December 2025*

* Australian Eastern Time

1 Purpose and authority

1.1 Purpose

The purpose of this Audit and Risk Committee Charter (**Charter**) is to specify the authority delegated to the Audit and Risk 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. It has the authority delegated to it by the Board, and the power to undertake the roles and exercise the responsibilities as set out in this Charter and 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 independent Non-Executive Directors;

(b) only Directors who have not participated in the preparation of the financial statements of Telix or any current subsidiary at any time during the past three years; and

(c) a minimum of three members of the Board.

Each member of the Committee must be "independent" in accordance with (i) the listing standards of the Nasdaq Stock Market, including Nasdaq Listing Rule 5605(a)(2) and (ii) Rule 10A-3(b)(1) under the U.S. Securities Exchange Act of 1934, as amended (**Exchange Act**).

All Committee members must be able to read and understand fundamental financial statements, including Telix's balance sheet, income statement, and cash flow statement, at the time of such member's appointment to the Committee, and possess a sufficient understanding of the industry in which Telix operates, to be able to effectively discharge the Committee's responsibilities.

At least one member of the Committee must have relevant formal qualifications and experience (i.e., be a qualified accountant or other finance professional with experience of financial and accounting matters) and shall be designated by the Board as an "audit committee financial expert" (as defined by applicable Securities and Exchange Commission rules) for US purposes.

The Board may appoint additional independent Non-Executive 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.

Committee members should devote the necessary time and attention so that the Committee can carry out its responsibilities effectively.

Non-Committee members, including members of management and the internal and external auditor, may attend meetings 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 appropriately qualified independent Non-Executive Director who is not the Chairperson of the Board. 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.

The Committee Chair will attend Telix's annual general meetings to respond to any shareholder questions on the Committee's activities.

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 review and make recommendations to the Board in relation to its accounting, auditing, financial reporting, risk management, legal and regulatory compliance and sustainability responsibilities. The Committee aims to bring transparency, focus and independent judgement to its role and responsibilities.

The Committee's key responsibilities and functions are to:

(a) oversee the preparation of Telix's and its subsidiary entities (**Group**) financial reports and other periodic corporate reports;

(b) maintain and continually improve the quality, accuracy and integrity of Telix's external financial reports and other periodic corporate reports;

(c) oversee the internal and external audit functions;

(d) recommend and oversee the shareholders' appointment of the external auditor;

(e) be responsible for the remuneration, retention, independence and oversight of the external auditor;

(f) oversee Telix's relationship with its external auditor;

(g) ensure that Telix applies and maintains appropriate accounting and business policies and procedures;

(h) oversee the effectiveness of Telix's legal and regulatory compliance framework;

(i) oversee the adequacy and effectiveness of Telix's risk management framework and internal controls;

(j) oversee the process of identification and management of financial and non-financial risks;

(k) oversee the Group's sustainability strategy and reporting framework, including in respect of material environmental and social risks (including related to climate change); and

(l) provide a forum for communication between the Board and Telix's management in relation to audit and risk matters affecting Telix.

4 Committee's responsibilities

The Committee's responsibilities are to advise and make recommendations to the Board in respect of the following matters.

4.1 Internal controls

The Committee's primary responsibilities are to:

(a) advise the Board on the appropriateness of significant policies and procedures relating to financial processes and disclosures and review the effectiveness of Telix's internal control framework;

(b) oversee investigations of breaches or potential breaches of internal controls, and incidents identified as risks, particularly in relation to accounts and financial reporting;

(c) monitor and report to the Board on taxation management and compliance; and

(d) ensure adequate procedures are established for the receipt, retention and treatment of concerns received by Telix regarding accounting, internal accounting controls and auditing matters.

4.2 External reporting

The Committee is responsible for overseeing the adequacy of Telix's corporate reporting processes. The processes should be formal and rigorous to safeguard the integrity of Telix's corporate reporting and facilitate independent verification.

The Committee's primary responsibilities are to:

(a) actively oversee and review the adequacy and effectiveness of Telix's corporate reporting and disclosure processes (including the process to verify the integrity of any periodic corporate reporting that is not audited or reviewed by the external auditor), oversee and review the outputs of those processes and make recommendations to the Board in relation to those matters;

(b) recommend to the Board whether the directors' report (excluding the remuneration report), annual report, corporate governance statement and modern slavery statement should be approved based on the Committee's assessment of the content;

(c) review Telix's financial statements for accuracy, for adherence to accounting standards and policies, including the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (**PCAOB**) and the SEC, and to ensure they reflect the understanding of the Committee members of, and otherwise provide a true and fair view of, the financial position and performance of Telix, as a basis for recommendation to and adoption by the Board;

(d) review, assess and make recommendations to the Board in respect of the appropriateness of material estimates, accounting judgements and significant choices exercised by management in preparing Telix's financial statements (including the solvency and going concern assumptions) by:

    (i) examining the processes used; and

    (ii) seeking verification from the external auditor;

(e) review management's processes for compliance with laws, regulations and other requirements relating to the preparation of accounts and corporate reporting by Telix of financial and non-financial information and make recommendations to the Board;

(f) establish procedures for the receipt, retention and treatment of complaints received by Telix regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters and make recommendations to the Board;

(g) review management processes supporting external reporting, and any complaints or concerns raised internally regarding financial or accounting processes and practices and make recommendations to the Board;

(h) ensure that procedures are in place which are designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management and make recommendations to the Board; and

(i) receive and review declarations and certifications made by the Group Chief Executive Officer and Group Chief Financial Officer to the Board with respect to the Group's financial statements under applicable laws and regulations, including those required by Rule 13A-14 under the Exchange Act.

4.3 External audit

The Committee's primary responsibility is to review and make recommendations to the Board in relation to the:

(a) reporting of financial information;

(b) appropriate application and amendment of accounting policies; and

(c) the shareholders' appointment of the external auditor.

The Committee also provides a link between the external auditor, the Board and management of Telix.

The following are intended to form part of the normal procedures for the Committee's audit responsibility:

(a) **Appointment**

    (i) review the procedures for selection and appointment of the external auditor and monitor the external auditor for compliance with the rotation of external audit engagement partners, in accordance with applicable law;

(ii) assume the sole and direct responsibility for the selection, recommendation and appointment by shareholders of the external auditor;

(iii) assume sole and direct responsibility for the remuneration, terms of engagement, evaluation, retention, and when necessary, change of the external auditor;

(iv) develop and oversee the implementation of Telix's policy on the engagement of the external auditor to supply non-audit services and monitor compliance with that policy;

(v) evaluate whether to recommend to the Board that an external auditor be removed;

(b) **Independence**

(i) review the performance, independence and objectivity of the external auditor;

(ii) provide advice to the Board as to whether the Committee is satisfied that the provision of non-audit services is compatible with the general standard of independence, and an explanation of why those non-audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by applicable laws to be included in Telix's annual report;

(iii) review, and in its sole discretion, pre-approve all audit services and permitted non-audit services in accordance with Telix's Permitted Non-Audit Services Engagement Policy and applicable laws;

(c) **Meetings and ongoing communication**

(i) invite the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;

(ii) meet with the external auditor without management present at least once a year;

(iii) raise with the external auditor and resolve any specific points of divergence with Telix's management regarding financial reporting;

(d) **Review**

(i) review written disclosures, declarations and letters provided by the external auditor, including disclosures, declarations and letters required by applicable law and/or relating to the external auditor's independence;

(ii) receive and review reports and other communications required to be made by the external auditor regarding:

(A) all critical accounting policies and practices to be used in Telix's financial statements;

(B) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with Telix's management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor;

(C) other material written communications between the external auditor and Telix's management; and

(D) all other matters required to be communicated by the external auditor to the Committee under the applicable requirements of the PCAOB;

(iii) receive and review reports on the external audit of Telix's financial statements;

(iv) review and make recommendations to the Board in relation to the scope, results, adequacy and effectiveness of the annual audit, placing emphasis on areas where the Committee believes special attention is necessary or where the auditor has made a recommendation or finding;

(v) review and monitor representation letters signed by management and assess that information provided is complete and appropriate; and

(vi) monitor management's responses to the external auditor's findings and recommendations.

The external auditor will attend Telix's annual general meeting and be available to answer questions from security holders relevant to the audit.

4.4 Internal audit

The Committee's responsibilities include overseeing the effectiveness, independence and objectivity of the internal audit function, in particular:

(a) approving the appointment, terms of engagement and removal of the head of the internal audit function;

(b) reviewing the role, responsibilities and resources of the internal audit function;

(c) meeting with the head of the internal audit function as and when the Committee considers it necessary, or on request from the head of the internal audit function, with or without other members of management being present;

(d) evaluating the scope, effectiveness and adequacy of the internal audit plan and work program;

(e) approving annually the internal audit plan (and any changes thereto);

(f) considering the implications of, and evaluating management's responsiveness to, internal audit findings and recommendations;

(g) overseeing, and advising the Board on, the plans, performance, leadership and objectivity of the internal audit function and the integrity of the internal audit process; and

(h) overseeing the co-ordination of, and interaction between, the internal audit function and the external auditor.

4.5 Related party transactions

The Committee has a responsibility to review and monitor the legality, propriety and materiality of related party transactions on an ongoing basis and, where necessary, their appropriate disclosure. The Committee will also review Telix's policies and procedures for reviewing and approving or ratifying transactions required to be disclosed under applicable law.

4.6 Sustainability matters

The Committee's responsibility is to oversee Telix's sustainability strategy and reporting framework and make recommendations to the Board. This includes oversight of and recommendations related to material sustainability matters relevant to the Group, including healthcare governance (including access to medicine) and environmental governance (including related to climate change).

5 Risk management

(a) The Committee's responsibilities are to:

(i) oversee management's implementation of the Group's enterprise risk management framework, having regard to the risk appetite approved by the Board;

(ii) review Telix's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk that are material to the achievement of the Group's strategy and plans;

(iii) review Telix's policies and processes to ensure that they are adequate to manage risks, including with respect to procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

(iv) review reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks, including (where necessary) on an urgent basis; and

(v) make recommendations to the Board regarding risks Telix faces, action it should take, the adequacy of Telix's risk management framework, and disclosure of risk.

The following are intended to form part of the normal procedures for the Committee's risk management responsibilities:

(b) **risk management framework**: oversee that management designs and implements an appropriate and effective risk management framework which:

(i) aims to identify, protect against, detect, respond to and recover from risks, and to review and improve that framework;

(ii) includes risks relevant to Telix;

(iii) adequately deals with contemporary and emerging risks and opportunities, including related to conduct, digital disruption, cyber-security, artificial intelligence, privacy and data breaches, sustainability, including related to climate change, national or global health crises, epidemics and pandemics; and

(iv) is developed and reviewed with input from the internal and external auditor, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;

(c) **review the risk management framework** at least annually to determine that it continues to be sound, and to identify any changes to material risks and whether they remain within the risk appetite set by the Board with input from management, the internal and external auditor, compliance staff and other experts and consultants as relevant and in light of relevant standards and industry guidance;

(d) **report and make recommendations to the Board** on risk management issues and Telix's risk management framework, including in respect of the following issues:

(i) **insurance**: at least annually, review and make recommendations to the Board in relation to the structure and adequacy of Telix's insurance program having regard to Telix's business and the insurable risks associated with its business;

(ii) **fraud**: monitor Telix's exposure to fraud, oversee investigations of allegations of fraud or malfeasance and make recommendations to the Board in relation to any incident involving fraud or other breakdown of Telix's internal controls;

(iii) **treasury**: monitor the ongoing effectiveness of Telix's treasury function including compliance with Telix's Treasury Policy and overall operations;

(iv) **exchange rate and other financial risks**: review Telix's overall risk management approach covering foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and investment of excess liquidity;

(v) **economic disruption**: review and make recommendations in respect of Telix's preparedness for events which may lead to economic disruption such as acts of war, terrorist activity, civil disruption, natural disasters, epidemics, pandemics and other major events which may have an impact on Telix's prospects, the prospects of the pharmaceutical industry or the Australian or global economy as a whole; and

(vi) **business continuity planning**: review and make recommendations in respect of Telix's business continuity planning for any operational disruptions that may arise, including as a result of acts of war, terrorist activity, civil disruption, natural disasters, cyber threat, epidemics, pandemics and other major events which may have an impact on Telix's operations; and

(e) **disclosure**: oversee the preparation of summaries and make recommendations to the Board for the:

(i) annual report: of the main internal and external risk sources that could adversely affect Telix's prospects for future financial years, for inclusion in the operating and financial review section of the annual report; and

(ii) corporate governance statement: in Telix's annual report or on its website, including in relation to each reporting period:

(A) whether the review of Telix's risk management framework has taken place and, if appropriate, insights gained from the review and changes made as a result; and

(B) whether Telix has any material exposure to environmental or social risks, including related to climate change, and if so how it intends to manage those risks.

6 Legal and regulatory compliance

The Committee's responsibilities are to:

(a) review and assess the effectiveness of the Group's compliance program in ensuring compliance with relevant regulatory and legal requirements;

(b) review compliance reports prepared by management in relation to the Group's compliance with statutory, legal and other regulatory requirements, and identifying and considering any matters that may have a material impact on the Group's activities, and report on those matters to the Board; and

(c) review and discuss with management and the external auditor the overall adequacy and effectiveness of Telix's legal, regulatory and ethical compliance programs.

7 Other

Perform any other duty or undertaking that the Board may request from time to time.

8 Rights of access and authority to management and auditors

The Committee has rights of access to management and to auditors (internal and external) without management present, and rights to seek explanations and additional information from both management and auditors.

The Committee has the authority to:

(a) require management or others to attend meetings and to provide any information or advice that the Committee requires;

(b) access Telix's documents and records;

(c) obtain advice and input from independent counsel, accountants and other experts (for example, risk consultants), without seeking approval of the Board or management (where the Committee considers such action necessary or appropriate); and

(d) access and interview management and the internal or external auditor (with or without management present).

The Committee is empowered, without further action by the Board, to cause Telix to (i) pay the compensation of the external auditor established by the Committee and (ii) pay the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

Relevant information will be distributed to Committee members as it becomes available.

9 Review

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

10 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Annexure 1.

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 Chairperson 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.

Attendance by management and advisors

The Group Chief Executive Officer and Group Chief Financial Officer are expected to attend each scheduled meeting of the Committee (unless their attendance is not required) and a standing invitation will be issued to the internal and external auditor.

The Committee Chair may invite any person from time to time to attend meetings of the Committee. The Committee may request management and others to provide such input and advice as is required.

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.