

Tharisa plc

(Incorporated in the Republic of Cyprus with limited liability)

(Registration number HE223412)

JSE share code: THA

LSE share code: THS

ISIN: CY0103562118

('Tharisa')

Results of Annual General Meeting and dividend conversion rates and timetable

Shareholders are advised that all the resolutions tabled at the Annual General Meeting of shareholders held on Wednesday, 23 January 2019 (in terms of the notice dispatched on Thursday, 13 December 2018), were passed by the requisite majority, with the exception of Resolution 6 (General authority to issue shares for cash). A poll was conducted on each resolution.

Details of the results of voting at the Annual General Meeting are as follows:

Total number of shares in issue on 23 January 2019: 265 000 000

Total number of shares entitled to vote at the Annual General Meeting: 263 806 832

Resolution	For	Against	Total shares voted in person or by proxy	Abstained
	Shares % of shares voted	Shares % of shares voted	Shares % of shares entitled to vote	Shares % of shares entitled to vote
Ordinary resolution 1: Adoption of Annual Financial Statements	232 645 345 100.00%	2 600 0.00%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 2: Appointment of Ernst & Young as external auditors	232 645 345 100.00%	2 600 0.00%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 3.1: Election of Zhong Liang Hong as a non-executive director	232 645 345 100.00%	2 600 0.00%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 3.2: Re-election of David Salter as a non-executive director	226 807 940 97.49%	5 840 005 2.51%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 3.3: Re-election of Antonis Djakouris as a non- executive director	214 420 809 92.17%	18 227 136 7.83%	232 647 945 88.19%	1 000 0.00%

Ordinary resolution 4: Placement of authorised but unissued shares under the directors' control	158 850 540 68.28%	73 797 405 31.72%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 5: Dis-application of pre-emptive rights	158 850 540 68.28%	73 797 405 31.72%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 6: General authority to issue shares for cash	158 852 831 68.28%	73 795 114 31.72%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 7.1: Approval of the Group remuneration policy	209 246 747 89.94%	23 401 198 10.06%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 7.2: Approval of the Remuneration Implementation Report	209 244 456 89.94%	23 401 198 10.06%	232 645 654 88.19%	3 291 0.00%
Special resolution 1: General authority to repurchase shares	204 575 134 87.93%	28 072 811 12.07%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 8: Dividend	232 645 345 100.00%	2 600 0.00%	232 647 945 88.19%	1 000 0.00%
Ordinary resolution 8: Directors' authority to implement resolutions	232 645 345 100.00%	2 600 0.00%	232 647 945 88.19%	1 000 0.00%

Dividend currency conversion rates and timetable

The final dividend of US\$ 2 cents per share having been approved by shareholders, Tharisa advises as follows:

Shareholders on the principal Cyprus register will be paid in US\$, shareholders whose shares are held through Central Securities Depository Participants (CSDPs) and brokers and are traded on the JSE will be paid in South African Rand (ZAR) and holders of Depository Interests traded on the LSE will be paid in Sterling (GBP). The dividend will be paid from income reserves.

The currency equivalents of the dividend, based on the weighted average of the South African Reserve Bank's daily rate at approximately 10:30 (UTC +2) on 28 November 2018, being the currency conversion date, are as follows:

	Exchange rate	Dividend per share in payment currency
South Africa - JSE	ZAR 13.9723/US\$	27.9446 South African cents per share
United Kingdom - LSE	GBP 0.7847/US\$	1.5695 pence per share

The timetable for payment of the dividend is as follows:

Declaration and currency conversion date	Wednesday, 28 November 2018
Currency conversion rates announced	Thursday, 24 January 2019
Last day to trade <i>cum</i> -dividend rights on the JSE	Tuesday, 12 February 2019
Last day to trade <i>cum</i> -dividend rights on the LSE	Wednesday, 13 February 2019
Shares will trade <i>ex</i> -dividend rights on the JSE from	Wednesday, 13 February 2019
Shares will trade <i>ex</i> -dividend rights on the LSE from	Thursday, 14 February 2019
Record date for payment on both JSE and LSE	Friday, 15 February 2019
Dividend payment date	Wednesday, 27 February 2019

No dematerialisation or rematerialisation of shares within Strate will be permitted between Wednesday, 13 February 2019 and Friday, 15 February 2019, both days inclusive. No transfers between registers will be permitted between Thursday, 24 January 2019 and Friday, 15 February 2019, both days inclusive.

Tax implications of the dividend

Shareholders and Depositary Interest holders should note that information provided should not be regarded as tax advice.

Shareholders are advised that the dividend declared will be paid out of income reserves and may therefore be subject to dividend withholding tax depending on the tax residency of the shareholder.

South African tax residents

South African shareholders are advised that the dividend constitutes a foreign dividend. For individual South African tax resident shareholders, dividend withholding tax of 20% will be applied to the gross dividend of 27.9446 South African cents per share. Therefore, the net dividend of 22.35568 South African cents per share will be paid after 5.58892 South African cents in terms of dividend withholding tax has been applied. Shareholders who are South African tax resident companies are exempt from dividend tax and will receive the dividend of 27.9446 South African cents per share. This does not constitute legal or tax advice and is based on taxation law and practice in South Africa. Shareholders should consult their brokers, financial and/or tax advisors with regard to how they will be impacted by the payment of the dividend.

UK tax residents

UK tax residents are advised that the dividend constitutes a foreign dividend and that they should consult their brokers, financial and/or tax advisors with regard to how they will be impacted by the payment of the dividend.

Cyprus tax residents

Individual Cyprus tax residents are advised that the dividend constitutes a local dividend and that they should consult their brokers, financial and/or tax advisors with regard to how they will be impacted by the payment of the dividend.

Additional information required by the JSE Listing Requirements

Tharisa has a total of 265 000 000 ordinary shares in issue on 23 January 2019, of which 263 806 832 carry voting rights and are eligible to receive dividends.

Paphos, Cyprus
24 January 2019

JSE Sponsor
Investec Bank Limited

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