

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')

Capital reduction and cash distribution to shareholders, currency conversion rates and timetable

Further to the announcement on 2 February 2017 that the proposed capital reduction and gross return of capital to shareholders of US\$0.01 per share (the Distribution) was approved by shareholders by special resolution, shareholders are informed that the requisite approval by the Paphos District Court was obtained, the necessary submissions made to the Cyprus Registrar of Companies, and that the capital reduction is now effective.

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 Distribution will be paid from contributed capital and constitutes a return of capital.

The currency equivalents of the Distribution, based on the weighted average of the South African Reserve Bank's daily rate at approximately 10:30 (UTC +2) on 19 May 2017, are as follows:

	Exchange rate	Distribution per share in payment currency
South Africa – JSE	ZAR 13.2874/US\$	13.2874 South African cents per share
United Kingdom -- LSE	GBP 0.7694/US\$	0.7694 pence per share

The timetable for the Distribution is as follows:

Currency conversion date	Friday 19 May 2017
Currency conversion rates announced	Tuesday 23 May 2017
Last day to trade <i>cum</i> -Distribution rights on the JSE	Tuesday 6 June 2017
Last day to trade <i>cum</i> -Distribution rights on the LSE	Wednesday 7 June 2017
Shares will trade <i>ex</i> -Distribution rights on the JSE from	Wednesday 7 June 2017
Shares will trade <i>ex</i> -Distribution rights on the LSE from	Thursday 8 June 2017
Record date for payment on both JSE and LSE	Friday 9 June 2017
Distribution payment date	Wednesday, 14 June 2017

No dematerialisation or rematerialisation of shares within Strate will be permitted between Wednesday 7 June 2017 and Friday 9 June 2017, both days inclusive. No transfers between registers will be permitted between Friday 19 May 2017 and Friday 9 June 2017.

Tax implications of the Distribution

Shareholders and Depository Interest holders should note that information provided should not be regarded as tax advice. All shareholders and Depository Interest holders should consult their brokers, CSDP and/or tax advisors with regard to how they will be impacted by the Distribution.

South African tax residents

For tax purposes, South African shareholders are advised that the Distribution constitutes a foreign return of capital and will therefore have Capital Gains Tax implications for South African tax residents.

The Distribution will first reduce the base cost of the shares in the shareholder's hands to ZARnil, and any excess will be treated as a capital gain at the time of receipt or accrual of the distribution. The taxable capital gain will be calculated as follows:

- in the case of a natural person or special trust (as defined), 40% of the net capital gain;
- in any other case, 80% of the net capital gain.

UK tax residents

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

Cyprus tax residents

For Cyprus tax resident and domiciled shareholders who are individuals, the Distribution constitutes a return of capital as it represents an amount lower than the paid up share capital. Shares listed on any recognised stock exchange are excluded from the Cyprus Capital Gains Tax provisions. There are no withholding taxes on distributions to shareholders which are Cypriot legal persons.

Additional information required by the JSE Listing Requirements

1. Tharisa had a total of 256 981 571 ordinary shares in issue on 19 May 2017.
2. The Distribution will be paid out of the share premium account.

Paphos, Cyprus

23 May 2017

JSE Sponsor

Investec Bank Limited

Please direct any queries to Tharisa's Transfer Secretaries

Computershare Investor Services Proprietary Limited

Registration number: 2004/003647/07

Rosebank Towers, 15 Biermann Avenue, Rosebank 2196
(PO Box 61051, Marshalltown 2107)

South Africa

Telephone +27 11 370 5000 or 0861 100 930 (South Africa toll free)

Email enquiries Web.Queries@Computershare.co.za

Computershare Investor Services PLC

Registration number: 3498808

The Pavilions, Bridgwater Road, Bristol BS13 8AE

England, United Kingdom

Telephone +44 (0370) 702 0000

Email enquiries [!UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk)

Cymain Registrars Limited

Registration number: HE174490

26 Vyronos Avenue, 1096 Nicosia

Cyprus

Telephone Int + 357 22104 452

Email enquiries registry@cymainregistrars.com.cy

Investor Relations contact:**Tharisa plc**

Sherilee Lakmidas

+27 11 996 3538

+27 79 276 2529

slakmidas@tharisa.com

Broker contacts:**Peel Hunt LLP (Joint Broker)**

Matthew Armitt / Ross Allister

+44 207 7418 8900

BMO Capital Markets Limited (Joint Broker)

Jeffrey Couch/Neil Haycock/Thomas Rider

+44 020 7236 1010