

Tharisa plc

(Incorporated in the Republic of Cyprus with limited liability)

(Registration number HE223412)

JSE share code: THA

LSE share code: THS

A2X share code: THA

ISIN: CY0103562118

LEI: 213800WW4YWMVVZIJM90

('Tharisa' or the 'Company')

Results of the 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, 22 February 2023 (in terms of the notice dispatched on Thursday, 22 December 2022), were passed by the requisite majority. 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 22 February 2023: **302 596 743**

Total number of shares entitled to vote at the Annual General Meeting: **299 901 330**

Resolution	For	Against	Total shares voted in person or by proxy	Abstained
	Shares	Shares	Shares	Shares
	% of shares voted	% of shares voted	% of shares entitled to vote	% of shares entitled to vote
Ordinary resolution 1: Adoption of Annual Financial Statements	210 335 454 100%	0 0.00%	210 333 454 70.13%	41 315 0.01%
Ordinary resolution 2: Appointment of Ernst & Young as external auditors	210 335 454 100%	0 0.00%	210 333 454 70.13%	41 315 0.01%
Ordinary resolution 3.1: Re-election of Carol Bell as a non-executive director	209 803 928 99.75%	528 897 0.25%	210 332 825 70.13%	43 944 0.01%
Ordinary resolution 3.2: Re-election of Omar Kamal as a non-executive director	210 330 765 100%	2 060 0.00%	210 332 825 70.13%	43 944 0.01%

Ordinary resolution 3.3: Re-election of Roger Davey as a non-executive director	210 333 325 100%	500 0.00%	210 333 825 70.13%	42 944 0.01%
Ordinary resolution 4: Placement of authorised but unissued shares under the directors' control	135 891 801 64.60%	74 454 653 35.40%	210 346 454 70.13%	30 315 0.01%
Ordinary resolution 5: Dis-application of pre-emptive rights	137 199 476 65.23%	73 135 638 34.77%	210 335 114 70.13%	41 655 0.01%
Ordinary resolution 6: General authority to issue shares for cash	174 411 970 82.92%	35 922 644 17.08%	210 334 614 70.13%	42 155 0.01%
Ordinary resolution 7.1: Approval of the Group remuneration policy	203 426 951 96.72%	6 908 503 3.28%	210 335 454 70.13%	41 315 0.01%
Ordinary resolution 7.2: Approval of the Remuneration Implementation Report	200 975 020 95.55%	9 360 934 4.45%	210 335 954 70.13%	40 815 0.01%
Special resolution 1: General authority to repurchase shares	205 078 694 97.50%	5 258 560 2.50%	210 337 254 70.13%	39 515 0.01%
Ordinary resolution 8: Dividend	208 943 986 99.33%	1 404 268 0.67%	210 348 254 70.13%	28 515 0.01%
Ordinary resolution 9: Directors' authority to implement resolutions	210 334 329 100%	2 925 0.00%	210 337 254 70.13%	39 515 0.01%

Dividend currency conversion rates and timetable

The final dividend of US 4.0 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 and may therefore be subject to dividend withholding tax depending on the tax residency of the shareholder.

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 5 December 2022, being the currency conversion date, are as follows:

	Exchange rate	Dividend per share in payment currency
South Africa - JSE	ZAR 17.2587/US\$	69.03480 South African cents per share
United Kingdom - LSE	GBP 0.81486/US\$	3.25944 pence per share

The timetable for payment of the dividend is as follows:

Declaration and currency conversion date	Monday, 5 December 2022
Currency conversion rates announced	Thursday, 23 February 2023
Last day to trade <i>cum</i> -dividend rights on the JSE	Tuesday, 28 February 2023
Last day to trade <i>cum</i> -dividend rights on the LSE	Wednesday, 1 March 2023
Shares will trade <i>ex</i> -dividend rights on the JSE from	Wednesday, 1 March 2023
Shares will trade <i>ex</i> -dividend rights on the LSE from	Thursday, 2 March 2023
Record date for payment on both JSE and LSE	Friday, 3 March 2023
Dividend payment date	Wednesday, 15 March 2023

No dematerialisation or rematerialisation of shares within Strate will be permitted between Wednesday, 1 March 2023 and Friday, 3 March 2023, both days inclusive. No transfers between registers will be permitted between Thursday, 23 February 2023 and Friday, 3 March 2023, both days inclusive.

Tax implications of the dividend

Shareholders and Depository 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 69.03480 South African cents per share. Therefore, the net dividend of 55.22784 South African cents per share will be paid after 13.80696 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 69.03480 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 302 596 743 ordinary shares in issue on 22 February 2023, of which 299 901 330 carry voting rights and are eligible to receive dividends.

Paphos, Cyprus
23 February 2023

JSE Sponsor

Investec Bank Limited

Connect with us on [LinkedIn](#) and [Twitter](#) to get further news and updates about our business.

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About Tharisa

Tharisa is an integrated resource group critical to the energy transition and decarbonisation of economies. It incorporates exploration, mining, processing and the beneficiation, marketing, sales, and logistics of PGMs and chrome concentrates, using innovation and technology as enablers. Its principal operating asset is the Tharisa Mine, located in the south-western limb of the Bushveld Complex, South Africa. The mechanised mine has an 18 year pit life and can extend operations underground by at least 40 years. Tharisa also owns Karo Mining Holdings a development stage, low-cost, open-pit PGM asset located on the Great Dyke in Zimbabwe. The Company is committed to reducing its carbon emissions by 30% by 2030 and the development of a roadmap is continuing to be net carbon neutral by 2050. Tharisa plc is listed on the Johannesburg Stock Exchange (JSE: THA) and the Main Board of the London Stock Exchange (LSE: THS).