

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 changes to the board of directors

Shareholders are advised that all the resolutions tabled at the Annual General Meeting of shareholders held on Wednesday, 1 February 2017 (in terms of the notice dispatched on Thursday, 22 December 2016), 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 1 February 2017: 256 981 571

Total number of shares entitled to vote at the Annual General Meeting: 256 981 571

Resolution	For	Against	Total shares voted in person or by proxy	Abstained
	Shares % of shares voted	Shares % of shares voted	Shares % of issued share capital	Shares % of issued share capital
Ordinary resolution 1: Adoption of Annual Financial Statements	198 832 585 100%	- 0%	198 832 585 77.372%	61 807 0.024%
Ordinary resolution 2: Re-appointment of KPMG as external auditors	198 576 822 100%	- 0%	198 576 822 77.273%	317 570 0.124%
Ordinary resolution 3.1: Re-election of Dr Omar Kamal as a non-executive director	198 830 685 99.999%	1 900 0.001%	198 832 585 77.372%	61 807 0.024%
Ordinary resolution 3.2: Re-election of Dr Carol Bell as a non-executive director	198 832 585 100%	- 0%	198 832 585 77.372%	61 807 0.024%
Ordinary resolution 4: Placement of authorised but unissued shares under the directors' control	155 819 567 78.468%	42 757 255 21.532%	198 576 822 77.273%	317 570 0.124%

Ordinary resolution 5: Dis-application of pre-emptive rights	155 760 572 78.461%	42 759 155 21.539%	198 519 727 77.251%	374 665 0.146%
Ordinary resolution 6: General authority to issue shares for cash	151 094 421 76.089%	47 482 401 23.911%	198 576 822 77.273%	317 570 0.124%
Ordinary resolution 7: Approval of the Group remuneration policy	191 787 793 96.582%	6 786 399 3.418%	198 574 192 77.272%	320 200 0.125%
Special resolution 1: General authority to repurchase shares	198 748 061 99.957%	84 524 0.043%	198 832 585 77.372%	61 807 0.024%
Special resolution 2: Capital reduction	198 773 590 99.999%	1 900 0.001%	198 775 490 77.350%	118 902 0.046%
Ordinary resolution 8: Directors' authority to implement resolutions	198 832 585 100%	- 0%	198 832 585 77.372%	61 807 0.024%

Retirement and appointment of non-executive directors

In compliance with Section 3.59 of the Listings Requirements of the JSE Limited, the Tharisa Board of Directors (the Board) hereby notifies its shareholders of the following changes to the Board:

As per the Notice of Annual General Meeting, Mr Brian Chi Ming Cheng, a non-executive director, retired by rotation at the Annual General Meeting and did not make himself available for re-election. Brian is consequently no longer a director of Tharisa, effective 1 February 2017. The Board thanks Brian for the invaluable contribution he has made to the Group over the period he has served on the Board.

The Board is pleased to announce that Brian Cheng's alternate director, Joanna Ka Ki Cheng, has been appointed to the Board as a non-executive director with effect from 1 February 2017.

Joanna, a Canadian national, is a Chartered Accountant and a member of the Institute of Chartered Accountants of Ontario, Canada. She has more than 20 years' experience in business development, investment and management and is the Director – Environment of NWS Infrastructure Management Limited, a wholly owned subsidiary of NWS Holdings Limited. Before joining NWS Infrastructure Management Limited, Joanna worked at audit firms in Canada and Hong Kong.

The Board welcomes Joanna and looks forward to her continued contribution.

Paphos, Cyprus

1 February 2017

JSE Sponsor

Investec Bank Limited

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