

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')

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, 19 February 2025 (in terms of the notice dispatched on Friday, 20 December 2024), 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 19 February 2025: **302 596 743**

Total number of shares entitled to vote at the Annual General Meeting: **297 245 854**

Resolution	For	Against	Total shares voted in person or by proxy	Abstained
	Shares % of shares voted (in relation to shares voted at the meeting)	Shares % of shares voted (in relation to shares voted at the meeting)	Shares % of shares entitled to vote (in relation to total issued share capital)	Shares % of shares entitled to vote (in relation to total issued share capital)
Ordinary resolution 1: Adoption of Annual Financial Statements	202 193 882 100%	7 202 0.00%	202 201 084 66.82%	13 879 0.00%
Ordinary resolution 2: Re-appointment of BDO as external auditors	202 185 769 99.99%	12 912 0.01%	202 198 681 66.82%	16 282 0.01%
Ordinary resolution 3.1: Election of Gloria Zvaravanhu as a non-executive director	202 161 564 99.98%	38 310 0.02%	202 199 874 66.82%	15 089 0.00%
Ordinary resolution 3.2: Re-election of David Salter as a non-executive director	200 759 236 99.29%	1 441 848 0.71%	202 201 084 66.82%	13 879 0.00%
Ordinary resolution 3.3: Re-election of Carol Bell as a non-executive director	202 190 503 99.99%	10 581 0.01%	202 201 084 66.82%	13 879 0.00%
Ordinary resolution 4: Placement of authorised but unissued shares under the directors' control	192 490 101 95.20%	9 710 983 4.80%	202 201 084 66.82%	13 879 0.00%
Ordinary resolution 5: Dis-application of pre-emptive rights	195 969 217 96.92%	6 231 867 3.08%	202 201 084 66.82%	13 879 0.00%
Ordinary resolution 6: General authority to issue shares for cash	192 480 013 95.19%	9 722 563 4.81%	202 202 576 66.82%	12 387 0.00%
Ordinary resolution 7.1: Approval of the Group remuneration policy	196 627 999 97.24%	5 572 246 2.76%	202 200 245 66.82%	14 718 0.00%
Ordinary resolution 7.2: Approval of the Remuneration Implementation Report	196 627 999 97.24%	5 574 577 2.76%	202 202 576 66.82%	12 387 0.00%
Special resolution 1: General authority to repurchase shares	198 191 765 98.01%	4 020 748 1.99%	202 212 513 66.83%	2 450 0.00%
Ordinary resolution 8:	202 191 995	10 581	202 202 576	12 387

Final dividend	99.99%	0.01%	66.82%	0.00%
Ordinary resolution 9:	202 188 172	12 912	202 201 084	13 879
Directors' authority to implement resolutions	99.99%	0.01%	66.82%	0.00%

Dividend currency conversion rates and timetable

The final dividend of US 3.0 cents per share having been approved by shareholders, Tharisa advises as follows:

Shareholders on the principal Cyprus register will be paid in USD, shareholders whose shares are held through Central Securities Depository Participants (CSDPs) and brokers and are traded on the JSE will be paid in ZAR and holders of Depository Interests traded on the LSE will be paid in 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 28 November 2024, being the currency conversion date, are as follows:

	Exchange rate	Dividend per share in payment currency
South Africa - JSE	ZAR 18.25060/US	54.75180 South African cents per share
United Kingdom - LSE	GBP 0.79051/US	2.37154 pence per share

The timetable for payment of the dividend is as follows:

Declaration and currency conversion date	Thursday, 28 November 2024
Currency conversion rates announced	Thursday, 20 February 2025
Last day to trade <i>cum</i> -dividend rights on the JSE	Tuesday, 25 February 2025
Last day to trade <i>cum</i> -dividend rights on the LSE	Wednesday, 26 February 2025
Shares will trade <i>ex</i> -dividend rights on the JSE from	Wednesday, 26 February 2025
Shares will trade <i>ex</i> -dividend rights on the LSE from	Thursday, 27 February 2025
Record date for payment on both JSE and LSE	Friday, 28 February 2025
Dividend payment date	Wednesday, 12 March 2025

No dematerialisation or rematerialisation of shares within Strate will be permitted between Wednesday, 26 February 2025 and Friday, 28 February 2025, both days inclusive. No transfers between registers will be permitted between Thursday, 20 February 2025 and Friday, 28 February 2025, 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 54.75180 South African cents per share. Therefore, the net dividend of 43.80144 South African cents per share will be paid after 10.95036 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 54.75180 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 Listings Requirements

Tharisa has a total of 302 596 743 ordinary shares in issue on 19 February 2024, of which 297 245 854 carry voting rights and are eligible to receive dividends.

Paphos, Cyprus
20 February 2025

JSE Sponsor

Investec Bank Limited

Connect with us on [LinkedIn](#) 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 multi-generational Tharisa Mine, located in the south-western limb of the Bushveld Complex, South Africa. Tharisa is also developing the Karo Platinum Project, a low-cost, open-pit PGM asset located on the Great Dyke in Zimbabwe, while simultaneously focusing on beneficiation in the form of chrome and PGM alloys. A 15-year Power Purchase Agreement with Etana for the procurement of wheeled renewable energy and a 40 MW solar project under construction will ensure that Tharisa Minerals' drive to reduce its carbon footprint by 30% by 2030 is well within reach, forming a major part of a roadmap to become net carbon neutral by 2050. Redox One is accelerating the development of a proprietary iron chromium redox flow long-duration battery utilising the commodities we mine. Tharisa plc is listed on the Johannesburg Stock Exchange (JSE: THA) and the Main Board of the London Stock Exchange (LSE: THS).

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