

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: 213800VVW4YWMMVZJM90
('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, 18 February 2026 (in terms of the notice dispatched on Friday, 19 December 2025), 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 18 February 2026: **302 596 743**

Total number of shares entitled to vote at the Annual General Meeting: **296 259 295**

Resolution	For	Against	Total shares voted in person or by proxy	Abstained
	Shares	Shares	Shares	Shares
	% of shares voted (in relation to shares voted at the meeting)	% of shares voted (in relation to shares voted at the meeting)	% of shares entitled to vote (in relation to total issued share capital)	% of shares entitled to vote (in relation to total issued share capital)
Ordinary resolution 1: Adoption of Annual Financial Statements	215 736 213 100%	- 0.00%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 2: Re-appointment of BDO as external auditors	215 735 341 100%	872 0.00%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 3.1: Election of Vasileios Vergopoulos as a non-executive director	215 733 841 100%	2 372 0.00%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 3.2: Re-election of Roger Davey as a non-executive director	215 326 797 99.81%	409 416 0.19%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 3.3: Re-election of Hao Chen as a non-executive director	215 649 083 99.96%	87 130 0.04%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 4: Placement of authorised but unissued shares under the directors' control	145 780 902 67.57%	69 955 311 32.43%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 5: Dis-application of pre-emptive rights	145 691 916 67.53%	70 040 425 32.47%	215 732 341 71.29%	13 609 0.00%
Ordinary resolution 6: General authority to issue shares for cash	173 376 624 80.37%	42 356 589 19.63%	215 733 213 71.29%	12 737 0.00%
Ordinary resolution 7.1: Approval of the Group remuneration policy	213 127 871 98.79%	2 608 342 1.21%	215 736 213 71.29%	9 737 0.00%
Ordinary resolution 7.2: Approval of the Remuneration Implementation Report	213 214 129 98.83%	2 522 084 1.17%	215 736 213 71.29%	9 737 0.00%
Special resolution 1: General authority to repurchase shares	215 734 247 99.99%	10 903 0.01%	215 745 150 71.30%	800 0.00%

Ordinary resolution 8:	215 735 513	1 500	215 737 013	8 937
Final dividend	100%	0.00%	71.30%	0.00%
Ordinary resolution 9:	215 735 341	-	215 735 341	10 609
Directors' authority to implement resolutions	100%	0.00%	71.29%	0.00%

Dividend currency conversion rates and timetable

The final dividend of US 1.5 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 1 December 2025, being the currency conversion date, are as follows:

	Exchange rate	Dividend per share in payment currency
South Africa - JSE	ZAR 17.07920/US	25.61880 South African cents per share
United Kingdom - LSE	GBP 0.75654/US	1.13481 pence per share

The timetable for payment of the dividend is as follows:

Declaration and currency conversion date	Thursday, 1 December 2025
Currency conversion rates announced	Thursday, 19 February 2026
Last day to trade <i>cum</i> -dividend rights on the JSE	Tuesday, 24 February 2026
Last day to trade <i>cum</i> -dividend rights on the LSE	Wednesday, 25 February 2026
Shares will trade <i>ex</i> -dividend rights on the JSE from	Wednesday, 25 February 2026
Shares will trade <i>ex</i> -dividend rights on the LSE from	Thursday, 26 February 2026
Record date for payment on both JSE and LSE	Friday, 27 February 2026
Dividend payment date	Wednesday, 11 March 2026

No dematerialisation or rematerialisation of shares within Strate will be permitted between Wednesday, 25 February 2026 and Friday, 27 February 2026, both days inclusive.

No transfers between registers will be permitted between Thursday, 19 February 2026 and Friday, 27 February 2026, 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. Funds will be paid from Cyprus.

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 25.61880 South African cents per share. Therefore, the net dividend of 20.49504 South African cents per share will be paid after 5.12376 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 25.61880 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 2026, of which 296 259 295 carry voting rights and are eligible to receive dividends.

Paphos, Cyprus
19 February 2026

JSE Sponsor

Investec Bank Limited

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About Tharisa - delivering on expansion and growth opportunities, commercialising technology solutions

Tharisa is an integrated resource group playing a pivotal role in the global energy transition and the decarbonisation of economies. Leveraging innovation and technology, Tharisa covers the entire value chain - exploration, mining, processing, beneficiation, marketing, sales, and logistics - for PGMs and chrome concentrates. The low cost, multigenerational Tharisa Mine is located on the southwestern limb of the Bushveld Complex, South Africa, the largest source of PGMs and chrome globally. Development of the Karo Platinum Project, a tier-one PGM project on Zimbabwe's Great Dyke, further reinforces Tharisa's growth strategy. Investments in downstream beneficiation, including proven chrome and PGM alloy production, will add significant value when commercialised. Tharisa is committed to reducing carbon emissions by 30% by 2030 and the sustainability roadmap targets net carbon neutrality by 2050. Through Redox One, Tharisa is advancing proprietary iron-chromium redox flow battery technology, utilising the very commodities it mines to support long-duration energy storage - a key component in the transition to renewable energy.

Tharisa plc is listed on the Johannesburg Stock Exchange (JSE: THA) and the London Stock Exchange (LSE: THS, Equity Shares (Transition) Category).

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