

Directors' remuneration report

The Remuneration Committee is responsible for determining the remuneration and incentive packages for the Executive Directors and senior management. The employment terms for Executive Directors and senior management are designed to attract and retain individuals of the right calibre. Incentives are structured so as to align their interests with those of the shareholders by rewarding Executive Directors and senior management for enhancing shareholder value.

Remuneration policy

The remuneration policy aims to attract and retain Executive Directors and senior management who are incentivised to achieve performance, therefore serving the best interests of the shareholders.

Base salaries

The policy of the Board is to pay base salaries which are competitive with those paid to Executive Directors and senior management in organisations of similar size and market sector.

Performance related bonuses

In order to retain and incentivise the Executive Directors and senior management, performance related bonuses are awarded on the achievement of performance criteria that are approved by the Remuneration Committee. It is the policy of the Board that the performance criteria of all such bonuses should be relevant and stretching.

Share options

The Board believes that the granting of share incentives encourages a broad alignment of the interests of the Executive Directors and senior management with the earnings and asset growth of the Company to the mutual benefit of both shareholders and participants. As at 30 June 2010 the following options for directors were in place to subscribe for ordinary shares in the Company.

	Exercise price (pence)	Date of grant	Expiry date	At 30 June 2010	At 30 June 2009
Adonis Pouroulis	44.0	5 September 2003	5 September 2013	500,000	500,000
	85.0	16 June 2005	16 June 2015	250,000	250,000
	79.5	31 May 2006	31 May 2016	250,000	250,000
	27.5	12 March 2009	12 March 2019	250,000	250,000
	45.5	30 September 2009	30 September 2019	100,000	–
	60.5	17 March 2010	16 March 2020	100,000	–
David Abery	44.0	5 September 2003	5 September 2013	500,000	500,000
	85.0	16 June 2005	16 June 2015	250,000	250,000
	79.5	31 May 2006	31 May 2016	250,000	250,000
	27.5	12 March 2009	12 March 2019	750,000	750,000
	45.5	30 September 2009	30 September 2019	350,000	–
	60.5	17 March 2010	16 March 2020	350,000	–
Johan Dippenaar	85.0	16 June 2005	16 June 2015	750,000	750,000
	79.5	31 May 2006	31 May 2016	250,000	250,000
	27.5	12 March 2009	12 March 2019	750,000	750,000
	45.5	30 September 2009	30 September 2019	350,000	–
	60.5	17 March 2010	16 March 2020	350,000	–
Jim Davidson	85.0	16 June 2005	16 June 2015	750,000	750,000
	79.5	31 May 2006	31 May 2016	250,000	250,000
	27.5	12 March 2009	12 March 2019	750,000	750,000
	45.5	30 September 2009	30 September 2019	350,000	–
	60.5	17 March 2010	16 March 2020	350,000	–

As at 30 June 2010, the total number of Petra shares under option was 21,798,001 (representing 6.18% of the Company's issued share capital) of which the number granted to the Directors is 8,800,000 (representing 2.50% of the Company's issued share capital).

Directors' remuneration

The following table gives a breakdown of the remuneration of the individual Directors who held office during the year ended 30 June 2010.

	Base remuneration	Performance related bonus	2010 Total	2009 Total
	£	£	£	£
Executive Directors				
A Pouroulis	120,000	96,000	216,000	144,000
J Dippenaar	225,000	180,000	405,000	233,695
D Abery	225,000	180,000	405,000	233,695
J Davidson	225,000	180,000	405,000	233,695
	795,000	636,000	1,431,000	845,085
Non-Executive Directors*				
C Segall #	25,000	–	25,000	25,000
V Ruffer	3,069	–	3,069	5,000
Dr. O Kamal** #	13,125	–	13,125	–
	41,194	–	41,194	30,000

Although the Company's reporting currency is US Dollars, these figures are stated in Sterling as the Director's service contracts denominate the payments in Sterling.

* The Board determines the Non-Executive Directors' fees in the absence of the relevant Non-Executive Director. The Non-Executive Directors are paid fees for their services; no bonuses or other amounts are paid.

** Dr. Omar Kamal joined the Petra Board as Non-Executive Director in February 2010, at which time Volker Ruffer resigned as Non-Executive Director.

Members of the Remuneration and Audit Committees.



By order of the Board

David Abery

Director

24 November 2010