

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDINGS

As at 31 December 2008, the following interests in the ordinary shares of Noventa represented more than 3% of the ordinary shares in issue:

Shareholder:	Number of shares	% holding
Highland African Ventures	14,488,593	36.73%
BlackRock Investment Management	6,382,307	16.18%
Varroville Finance	2,638,830	6.69%
Kerias Management Trading	2,025,581	5.13%
Lochside International	1,765,415	4.48%
Noventa EBT	1,743,928	4.42%
Metage Capital	1,616,716	4.10%
Investec Trust (Guernsey)	1,229,235	3.12%

DIRECTORS AND DIRECTORS' INTERESTS

Directors who held office during the year and until the date of these accounts were:

Director	Date appointed	Executive / Non-executive	Independent
Burt RO	1 January 2007	Non-executive	Yes
Delafield PGR	1 January 2007	Non-executive	Yes
Hinxman M	3 November 2006	Executive	No
Moncreiffe Hon. PDEM	3 November 2006	Non-executive	No
Wood C (<i>Chairman</i>) ⁽¹⁾	1 January 2007	Executive	No

⁽¹⁾ C Wood appointed as executive chairman on 20th September 2007, previously held appointment as non-executive chairman.

Director	Date appointed	Date resigned
Herselman Dr JP	3 November 2006	30 November 2008
Mokoena Professor TR	1 January 2007	24 September 2008
Richardson MH	3 November 2006	24 September 2008
Emerson RV	24 September 2007	8 June 2009

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DIRECTORS AND DIRECTORS' INTERESTS

Directors' interests

As at the date of this report, the interest of the directors and their related entities in the shares and options of Noventa Limited were:

	Ordinary shares held	Options over ordinary shares
Wood C	1,229,235 ⁽¹⁾	1,000,000 ⁽²⁾
Hinxman M	93,023	716,116 ⁽³⁾

⁽¹⁾ C Wood is interested in these ordinary shares by virtue of his interest as a potential beneficiary in a discretionary trust which has an indirect interest in those ordinary shares.

⁽²⁾ The option over ordinary shares was issued to C Wood by the Noventa Employee Benefit Trust on 24th September 2007 at an exercise price of £1.15 per share.

⁽³⁾ The options over ordinary shares were issued to M Hinxman as follows:

9 July 2008: 164,700 options at an exercise price of £1.15 per share

10 March 2009: 551,416 options at an exercise price of £0.155 per share

According to the register of directors' interest, other than as disclosed above, no rights to subscribe for shares of the company or any other group company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Details of the nature and amount of each element of remuneration earned by each director of the Group during the financial year are shown in the table below.

Directors	Directors' fees US\$000	Base salary US\$000	Consulting fees US\$000	Total US\$000
Burt RO ⁽¹⁾	59	-	38	97
Delafield PGR	61	-	-	61
Emerson RV	47	-	-	47
Herselman Dr JP	-	317	-	317
Hinxman M	-	215	-	215
Hunter AG	12	-	-	12
Mokoena Prof TR	47	-	-	47
Moncreiffe Hon. PDEM	40	-	-	40
Richardson MH	36	-	-	36
Wood C	-	513	-	513
Directors' emoluments and fees	302	1,045	38	1,385

⁽¹⁾ Includes payments to GraviTa for consulting services.

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DIRECTORS AND DIRECTORS' INTERESTS *(continued)*

Senior management	Base Salary US\$000	Consulting fees US\$000	Total US\$000
Russell F	58	-	58
Whitehouse D	240	-	240
Rademeyer L	56	-	56
Senior managements' emoluments	354	-	354

Meetings of directors

The Board has amended the standing committees to streamline the execution of its responsibilities: the Audit Committee has been re-constituted as the Audit and Risk Committee, the Remuneration and the Nomination Committee has been amalgamated and the Health, Safety, Environment & Community Committee remains unchanged. Other committees may be formed from time to time to deal with specific matters. Each committee operates under a charter approved by the Board detailing their role, structure, responsibilities and membership requirements. Each committee comprises a majority of non-executive directors and is chaired by a non-executive director.

The number of meetings of the Board of directors of Noventa held during the year ended 31 December 2008 and the number of meetings attended by each director is tabled below:

Director	Number of meetings held while in office				
	Board	Remuneration	Audit	HSE	Nomination
Burt RO	7	2	-	3	-
Delafield PGR	7	2	3	-	-
Emerson RV	7	-	-	-	-
Herselman Dr JP	5	-	-	3	-
Hinxman M	7	-	-	-	-
Mokoena Prof TR	5	-	2	3	1
Moncreiffe Hon. PDEM	7	2	3	-	-
Richardson MH	5	-	-	-	-
Wood C	7	1	-	-	1

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DIRECTORS AND DIRECTORS' INTERESTS *(continued)*

Meetings of directors *(continued)*

Director	Number of meetings attended				
	Board	Remuneration	Audit	HSE	Nomination
Burt RO	5	2	-	2 ^(†)	-
Delafield PGR	6	2	3 ^(†)	-	-
Emerson RV	6	-	-	-	-
Herselman Dr JP	4	-	-	2	-
Hinxman M	7	-	-	-	-
Mokoena Prof TR	3	-	2	2	1 ^(†)
Moncreiffe Hon. PDEM	6	1 ^(†)	3	-	-
Richardson MH	3	-	-	-	-
Wood C	7 ^(†)	1	-	-	1

[†] *Chairman*

ZERO COUPON CONVERTIBLE LOAN NOTES

On 7 March 2008 the Company raised \$3 million from Highland African Ventures Limited ("HAVL"), an existing substantial shareholder, in the form of a zero coupon convertible unsecured loan note ("Convertibles A"). The proceeds from the Convertibles A were used to fund additional working capital and operational costs as a consequence of the delays experienced in ramping up production to targeted levels.

The Convertibles A were issued on the following principal terms:

- Convertible into ordinary shares or non-voting ordinary shares at an effective £1.75 per share; the terms of which were changed to £1.00 per share prior to the private placement of shares in May 2008.
- Convertible at the holder's discretion into ordinary shares at any time.
- Convertible at the Company's discretion into non-voting ordinary shares at any time following the creation of a new class of non-voting ordinary shares.
- The holder may require some or all of the Convertibles A to be repaid in the event of an issue by the Company of new ordinary shares for cash on the basis that the entire proceeds are immediately applied by the holder in subscribing for its entitlement to such new ordinary shares.

The Convertibles A were converted into fully paid ordinary shares on 8 July 2008.