

GIBRALTAR COMPANY NUMBER 60528
INFORMATION CIRCULAR
Fiscal Year 2004

1. SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation of proxies by the Management Power Chips plc ("Company") for use at its Annual Meeting of Members to be held 8 September 2004 in Gibraltar and via the Internet at www.powerchips.gi, with the Record Date of the meeting being 15 July 2004, for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be by mail, e-mail, fax, Internet web site, telephone or in person by Officers and Directors of the Company. The cost of solicitation will be borne by the Company. The information contained herein is given as of 31 March 2004, unless otherwise indicated. All dollar figures set forth are expressed in United States Dollars. All accounting is done in Gibraltar GAAP (Generally Accepted Accounting Principles).

2. QUORUMS AND VOTING:

The authorised share capital of the Company is £100,000 GBP, consisting solely of one class of common shares divided into 10,000,000 shares with par value of £0.01 GBP per share, of which 8,021,256 shares were outstanding at the close of business 31 March 2004.

Each holder of record of a common share as of the Record Date for the meeting is entitled to attend the meeting and to cast one vote for each share. Proxies are being accepted by hand delivery, mail, e-mail, fax, and the Company's Internet website at www.powerchips.gi. Any resolution to be voted upon at the meeting must be approved by a majority of the votes cast, unless the Company's Articles of Association stipulate a number or proportion of the votes cast in excess of a majority. The meeting will proceed as long as there is a quorum at the meeting place including the voted proxies.

3. REVOCATION OF PROXIES:

Each shareholder has the power to revoke a proxy at any time as long as it has not been exercised. In addition to revocation in any other manner permitted by law, a member giving a proxy pursuant to this solicitation who wishes to revoke the proxy instrument may do so in writing. This revocation must be executed by the member, or by his attorney authorized in writing, or, if the member is a Corporation, under its Corporate seal or by an officer or attorney thereof duly authorized, and received by mailed, or deposited, at any office of the Company, via e-mail to proxy@powerchips.gi, or by fax to +350-59059 at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of such meeting on the day of the meeting, or adjournment thereof.

4. PRINCIPAL HOLDERS OF VOTING SHARES:

To the knowledge of the Directors and Officers of the Company there is no person who beneficially owns or exercises control or direction over shares carrying more than ten percent of the votes attached to shares of the Company as of 31 March 2004 except: 5,215,722 shares held by Borealis Technical Limited (which is a 98% owned subsidiary of Borealis Exploration Limited), which is 65% of the outstanding shares.

5. ELECTION OF DIRECTORS:

<u>Present Directors</u>	<u>Remaining Term</u>
Wayne S. Marshall, Ph.D.	up for election
Giulio Pontecorvo, Ph.D.	up for election
Robert T. Bauer, M.S.	up for election
Rodney T.Cox, Ph.D.	1 year
Stuart Harbron, Ph..D.	1 year
Peter Vanderwicken, A.B.	1 year
Isaiah W. Cox, A.B.	2 years
Iris Oren Cox, J.D.	2 years
Nechama J. Cox, Ph.D.	2 years

The proxy will be voted for the following proposed nominees (or for a substitute nominee in the event of contingencies not known at present) who will serve for a period of 1, 2 or 3 years, or their successors if they are elected or appointed in accordance with the Articles of Association of the Company. Respective reported share totals are as 1 June 2004.

WAYNE S. MARSHALL became a Director of the Company on 23 March 2000. He retired as a Professor of Business Administration from Long Island University, where he remains an Emeritus Professor. Dr. Marshall is Chairman of the Executive and Compensation Committees, and a member of the Audit Committee of the Company. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Roche Bay plc, Credits Holdings Limited, Borealis Roche Bay Limited and Faraway plc. He is a Member of the Council of The VSBM Foundation Limited among other foundations based in Gibraltar. Wayne S. Marshall beneficially owns directly or indirectly 80,764 shares of Power Chips plc.

GIULIO PONTECORVO became a Director of the Company on 28 August 2003. Dr. Pontecorvo is a Professor Emeritus at the Columbia University Graduate School of Business, and has served on numerous National Academy of Science committees. Professor Pontecorvo has advised the United Nations, the World Bank and other multilateral organizations on a variety of economic and environmental issues, and has published widely on many economic, financial and environmental topics. He is currently also a Director of Borealis Exploration Limited, Cool Chips plc, Chorus Motors plc, and Photon Power plc. Giulio Pontecorvo beneficially owns directly or indirectly 5000 shares of Power Chips plc.

ROBERT T. BAUER became a Director on 17 May 2004. Mr. Bauer is also a Director of Borealis Exploration Limited, Chorus Motors plc and Cool Chips plc. Mr. Bauer is an Advisory Software Engineer at IBM Corporation and holds adjunct faculty positions at the Oregon Graduate Institute, Portland State University, and Portland Community College. Mr. Bauer beneficially owns directly or indirectly 4000 shares of Power Chips plc.

THE PRESENT POSITION AND OFFICE WITH THE COMPANY IF APPLICABLE, AND THE PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT OF THE INCUMBENT DIRECTORS AND OFFICERS ARE AS FOLLOWS. UNLESS OTHERWISE STATED, SUCH OCCUPATION OR EMPLOYMENT HAS CONTINUED FOR MORE THAN THE LAST FIVE YEARS.

RODNEY T. COX became Chief Executive Officer on 11 February 1997. Dr. Cox became a Director and Chairman of the Board of the Company on 23 March 2000. He is a member the Executive, Audit and Compensation Committees. He was a Partner in The Parmenides Group until February 2000. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Roche Bay plc, Credits Holdings Limited, Borealis Roche Bay Limited and Faraway plc. He is a Member of the Council of the Hart Cox Foundation Limited, Jeremiah Toyam Cox Foundation Limited, and the Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. Rodney T. Cox beneficially owns directly or indirectly 114,280 shares of Power Chips plc.

STUART HARBRON became a Director of the Company on 23 July 2002. Dr Harbron is Chief Patent Officer for the Company. He is the owner of The Enzyme Technology Consultancy, a consulting business specializing in providing IP intelligence to the biotechnology industry. He is currently also a Director of Chorus Motors plc and Cool Chips plc. Dr. Harbron is a Member of the Council of the Edgar Research Foundation. Stuart Harbron beneficially owns directly or indirectly 4,000 shares of Power Chips plc.

PETER VANDERWICKEN became a Director of the Company on 6 September 2000. Mr. Vanderwicken is Chairman of the Audit Committee of the Company. He is the President of the Plumstead Group, Inc., a consulting firm, and was the publisher of its Financial Digest, a newsletter for corporate financial executives until 1 January 2004. He is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Faraway plc and Roche Bay plc. He is a Member of the Council of the Trixie Foundation Limited. Peter Vanderwicken beneficially owns directly or indirectly 11,849 shares of Power Chips plc.

ISAIAH W. COX became a Director of the Company on 23 March 2000. Mr. Cox is President, Chief Operating Officer, a member of the Executive Committee and Compensation Committee of the Company. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Credits Holdings Limited, Borealis Roche Bay Limited and Faraway plc. He is a Member of the Council of the BH Foundation Limited, the Hart Cox Foundation Limited, and the Jeremiah Toyam Cox Foundation Limited, among other foundations based in Gibraltar. Isaiah W. Cox beneficially owns directly or indirectly 21,750 shares of Power Chips plc.

IRIS OREN COX became a Director of the Company on 24 July 2001. Ms. Cox has worked with Intellectual Property for the Company since 1997. She was appointed General Counsel on 1 October 2002 and is a member of the Oregon State Bar and the US Patent Bar. She is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips plc, Faraway plc, Photon Power plc and Roche Bay plc. She is a Member of the Council for the Cox Hart Foundation Limited, the Jeremiah Toyam Cox Foundation Limited, and for the Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. Iris Oren Cox beneficially owns directly or indirectly 5,600 shares of Power Chips plc.

NECHAMA J. COX became a Director of the Company on 1 August 2001. Dr. Cox is the European Regional Manager of the Company as well as Borealis Technical Limited, Chorus Motors plc and Cool Chips plc. In 1999, she founded the Mishkan School as well as being a Founding Governor of the Noam Primary School. She is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips plc and Photon Power plc. Dr. Cox is a Member of the Council of the Hart Cox Foundation Limited, and the Jeremiah Toyam

Cox Foundation Limited, among other foundations based in Gibraltar. Nechama J. Cox beneficially owns directly or indirectly 20,275 shares of Power Chips plc.

Fidecs Management Limited (formerly known as BDO Fidecs Management Limited) became Corporate Secretary of the Company on 21 May 2001.

6. APPOINTMENT OF AUDITORS:

Unless otherwise specified therein, it is presently intended to vote the proxy to appoint Moore Stephens, Chartered Accountants, Gibraltar, as auditors of the Company, to hold office until the next annual meeting of shareholders, and to authorize the Directors to fix their remuneration.

7. INSURANCE:

The Company indemnifies all of its Officers and Directors against any legal actions or threatened legal actions that are in any way related to their relationship to the Company. The indemnification includes paying all legal bills and all costs of any kind relating to any such claims.

8. INTEREST OF LARGE SHAREHOLDERS IN MATERIAL TRANSACTIONS WITH THE COMPANY:

Borealis Technical Limited collects a nominal annual retainer fee for managing the business of Power Chips plc, but pays all of Power Chips plc expenses. All funds raised by the sale of Power Chips plc shares go to Borealis Technical Limited, where they become an account payable to Power Chips plc.

9. MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:

The Board of Directors is proposing to the Members to amend the Company's Memorandum of Association and Articles of Association. Please carefully review the proposed amended Memorandum and Articles of your Company, which can be found at www.powerchips.gi/investor/corpinfo.shtml.

10. GENERAL:

The Management knows of no matter to come before the Annual Meeting other than the matters referred to in the Notice of the Meeting. If any matters that are not now known to the Management should properly come before the meeting, the accompanying proxy instrument will be voted on such matters in accordance with the best judgment of the person or persons voting it.

The contents and sending of this information have been approved by the Directors of the Company.

Dated 30 July 2004

Power Chips plc

A large, stylized handwritten signature in black ink, appearing to read 'R T Cox', is written over the company name.

Rodney T. Cox, Ph.D.
CEO/Chairman of the Board

A large, stylized handwritten signature in black ink, appearing to read 'I W Cox', is written below the first signature.

Isaiah W. Cox, A.B.
President/COO