



Power Chips plc

GIBRALTAR COMPANY NUMBER 60528 INFORMATION CIRCULAR Fiscal Year 2013

1. SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation of proxies by the Management of Power Chips plc ("Company") for use at its Annual Meeting of Members to be held 26 June 2013 in Gibraltar and via the Internet at www.powerchips.gi, with the Record Date of the meeting being 10 May 2013, 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 2013, unless otherwise indicated. All dollar figures set forth are expressed in United States Dollars. All accounting is done in Gibraltar Generally Accepted Accounting Principles (GAAP) with Comparisons to International Financial Reporting Standards (IFRS).

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 8,035,118 shares were outstanding at the close of business 31 March 2013.

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 authorised in writing, or, if the member is a Corporation, under its Corporate seal or by an officer or attorney thereof duly authorised, and received by mailed, or deposited, at any office of the Company, via e-mail to proxy@powerchips.gi, or by fax to +44.207.504.3593 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 2013 except:

Borealis Technical Limited (which is a 98% owned subsidiary of Borealis Exploration Limited) owns and controls 5,212,693, which is 64.87% of the outstanding shares

5. ELECTION OF DIRECTORS:

Present Directors

Ing. Jan Váňa
Wayne S. Marshall, Ph.D.
Rodney T. Cox, Ph.D.
Peter Vanderwicken, A.B.
Isaiah W. Cox, A.B.
Nechama J. Cox, Ph.D.

Remaining Term

Up for election
Up for election
1 year
1 year
2 years
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 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 at 31 March 2013.

WAYNE S. MARSHALL became a Director of the Company on 23 March 2000. He is Professor Emeritus of Business Administration at Long Island University. Dr. Marshall is Chairman of the Executive and Compensation Committees, and a member of the Audit Committee of the Company and for all of the following Companies: Borealis Exploration Limited since 11 September 1985; Avto Metals plc, 06 October 2004; Chorus Motors plc, 21 December 1999; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; WheelTug plc, 09 February 2005 and 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005, except for Roche Bay plc where he holds no position. He is also a Director of Borealis Exploration Limited since 11 September 1985; Avto Metals plc, 6 October 2004; Chorus Motors plc, 21 December 1999; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000 and WheelTug plc, 9 February 2005. In addition, except for Roche Bay plc, Dr Marshall has been serving as a Director of 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005. In addition, he is a member of the council of The Jeremiah Toyam Cox Foundation Limited (JTFCFL) and the VSBM Foundation Limited and is on the board of Shiloh Limited International Inc. (SLII), a Panamanian company wholly owned by JTFCFL. Wayne S. Marshall beneficially owns directly or indirectly 71,800 shares of Power Chips plc.

JAN VÁŇA has been nominated to become a Director of the Company. He has also been nominated to become a Director of Avto Metals plc, Borealis Exploration Limited, Chorus Motors plc and Cool Chips plc; and is a Director and Consultant of WheelTug plc since 14 July 2011. Mr. Váňa has been involved in many aspects of aviation; former Czech Air Force Pilot, vice-minister of Defence, member of the Board of Directors of Czech Airlines and commercial director of ABS Jets (largest business jet operator and MRO in the CEE), and outstanding experience from aviation projects management at CEE/European civilian/military market, Mr. Váňa managed the infrastructure of suppliers, facilities and equipment in Prague for the November 2010 and June 2012 tests.. Mr. Váňa beneficially owns directly or indirectly 1 share 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.

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. In addition he is a Director and a member of the Executive and Compensation Committees for all of the following Companies: Borealis Exploration Limited since 15 February 1994; Avto Metals plc, 6 October 2004; Chorus Motors plc, 21 December 1999; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; WheelTug plc, 9 February 2005 and 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005. He is also their President and Chief Operating Officer except for Chorus Motors plc where he is President, for WheelTug plc where he is Chief Executive Officer, and for Roche Bay plc where he holds no position. Mr. Cox is also a member of the Council of several Gibraltar Charitable Foundations, including The Jeremiah Toyam Cox Foundation Limited (JTFCFL), the Cox Hart Foundation Charitable Foundation, the Nechama Cohen Cox Foundation, and the BH Foundation. There are more than 10 members of the Council of each of these foundations. Mr. Cox is also a member of the Board of Directors of Shiloh Limited International, Inc., a corporation, which is wholly owned by JTFCFL, which also owns other business entities including The Parmenides Group, a partnership wholly owned by JTFCFL. Mr. Cox has no ownership interest in these various entities and has received to date no remuneration for any services performed on behalf of these various charitable entities. None of these individual Charitable Foundations, companies or partnerships directly own over 10% of any of the Borealis Family of Companies shares although they do hold shares as nominees and custodians for other unaffiliated entities that have control in aggregate of in excess of 10% of the outstanding shares in all of the Borealis Family of Companies. Isaiah W. Cox beneficially owns directly or indirectly 25,750 shares of Power Chips plc.

NECHAMA J. COX became a Director of the Company on 1 August 2001. Dr. Cox is the Chief Operating Officer of Chorus Motors plc. She is currently also a Director of Borealis Exploration Limited, since 1 August 2001; Chorus Motors plc, 1 August 2001; Cool Chips plc, 1 August 2001; Faraway plc, 5 October 2004 and Photon Power plc, 1 August 2001. Dr. Cox is also a member of the Council of several Gibraltar Charitable Foundations, including The Jeremiah Toyam Cox Foundation Limited (JTFCFL), the Cox Hart Foundation Charitable Foundation, the Nechama Cohen Cox Foundation, and the BH Foundation. There are more than 10 members of the Council of each of these foundations. Dr. Cox is also a member of the Board of Directors of Shiloh Limited International, Inc., a corporation, which is wholly owned by JTFCFL, which also owns other business entities including The Parmenides Group, a partnership wholly owned by JTFCFL. Dr. Cox has no ownership interest in these various entities and has received to date no remuneration for any services performed on behalf of these various charitable entities. None of these individual Charitable Foundations, companies or partnerships directly own over 10% of any of the Borealis Family of Companies shares although they do hold shares as nominees and custodians for other unaffiliated entities that have control in aggregate of in excess of 10% of the outstanding shares in all of the Borealis Family of Companies. Nechama J. Cox beneficially owns directly or indirectly 20,275 shares of Power Chips plc.

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. In addition he is a Director, Chairman of the Board, and a member of the Executive, Audit and Compensation Committees for all of the following Companies: Borealis Exploration Limited since 27 December 1978; Avto Metals plc, 6 October 2004; Chorus Motors plc, 21 December 1999; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; WheelTug, 9 February 2005, and 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005. He is also their Chief Executive Officer, except for WheelTug plc, and for Roche Bay plc where he holds no position. Dr. Cox is also a member of the Council of several Gibraltar Charitable Foundations, including The Jeremiah Toyam Cox Foundation Limited (TJTCFL) and the Cox Hart Foundation Charitable Foundation. There are more than 10 members of the Council of each of these foundations. Dr. Cox is also a member of the Board of Directors of Shiloh Limited International, Inc., a corporation, which is wholly owned by TJTCFL, which also owns other business entities including The Parmenides Group, a partnership wholly owned by TJTCFL. Dr. Cox has no ownership interest in these various entities and has received to date no remuneration for any services performed on behalf of these various charitable entities. None of these individual Charitable Foundations, companies or partnerships directly own over 10% of any of the Borealis Family of Companies shares although they do hold shares as nominees and custodians for other unaffiliated entities that have control in aggregate of in excess of 10% of the outstanding shares in all of the Borealis Family of Companies. Rodney T. Cox beneficially owns directly or indirectly 22,387 shares of Power Chips plc.

PETER VANDERWICKEN became a Director of the Company on 6 September 2000. Mr. Vanderwicken is a private investor. He resigned as a Director of Borealis Exploration Limited on 22 March 2012 where he had served since 3 August 1999; and is currently a Director of Avto Metals plc since 6 October 2004; Chorus Motors plc, 6 September 2000; Cool Chips plc, 6 September 2000; Photon Power plc, 6 September 2000; and a Director of Roche Bay plc since 12 September 2001 and non-executive Chairman since 23 February 2006. Peter Vanderwicken beneficially owns directly or indirectly 24,758 shares of Power Chips plc.

STM Fidecs Management Limited (formerly known as 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. OPTIONS:

There are no options issued or outstanding as of 31 March 2013.

8. 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.

9. 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. Until fiscal 2007, all funds raised by the sale of Power Chips plc shares went to Borealis Technical Limited, where they became an account payable to Power Chips plc. Currently, Power Chips plc is responsible for its own expenses and is operating as a standalone profit centre though it receives all necessary financial support from its parent, Borealis Technical Limited, with no financing cost for the funds expended on its behalf, except the annual management fee. Obviously if Power Chips plc or any of its subsidiaries complete any one of the numerous financing discussions now underway, funds raised will be used to pay the companies' bills including the management fee.

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.

Please refer to the Company's Audited Annual Accounts posted on its website at www.powerchips.gi for financial disclosure about the Company's operations for the fiscal year ended 31 March 2013.

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

Dated 6 June 2013

Power Chips plc

Signed

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

Signed

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