



Chorus Motors plc

GIBRALTAR COMPANY NUMBER 68312 INFORMATION CIRCULAR Fiscal Year 2014

1. SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation of proxies by the Management of Chorus Motors plc ("Company") for use at its Annual Meeting of Members to be held 22 July 2014 in Gibraltar and via the Internet at www.chorusmotors.gi, with the Record Date of the meeting being 22 May 2014, 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 2014, unless otherwise indicated. All dollar figures set forth are expressed in United States Dollars. All accounting is done in accordance with 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, consisting solely of one class of common shares divided into 10,000,000 shares with par value of \$0.01 per share, of which 6,689,965 shares were outstanding at the close of business 31 March 2014.

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.chorusmotors.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@chorusmotors.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 2014 except:

Borealis Technical Limited (which is a 98% owned subsidiary of Borealis Exploration Limited) owns 5,214,075 shares, which is 77.94% of the outstanding shares.

5. ELECTION OF DIRECTORS:

Present Directors

Rodney T. Cox, Ph.D.
Peter Vanderwicken, A.B.
Isaiah W. Cox, A.B.
Nechama J. Cox, Ph.D.
Ing. Jan Váňa
Wayne S. Marshall, 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 2014.

RODNEY T. COX became Chief Executive Officer on 18 March 1999. He is also a Director, Chairman of the Board and Chief Executive Officer of Borealis Exploration Limited since 27 December 1978; Avto Metals plc, 6 October 2004; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; Power Chips plc, 23 March 2000 and also 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005, except for WheelTug plc where he is Chairman of the Board since 9 February 2005 and 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 Limited. 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 or reimbursements 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 52,301 shares of Chorus Motors 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 and Consultant to Avto Metals plc, 6 October 2004; Cool Chips plc, 6 September 2000; Power Chips plc, 6 September 2000; Photon Power plc, 6 September 2000; and a Director of Roche Bay plc since 11 September 2001, and non-executive Chairman since 23 February 2006. Peter Vanderwicken beneficially owns directly or indirectly 24,979 shares of Chorus Motors 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 21 December 1999. Mr. Cox is President, and a member of the Executive Committee and the Compensation Committee of the Company. In all of the following Companies, he is also a Director, President and Chief Operating Officer: Borealis Exploration Limited since 15 February 1994; Avto Metals plc, 6 October 2004; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; Power Chips plc, 23 March 2000 and WheelTug plc, 09 February 2005. In addition, except for Roche Bay plc, Mr. Cox has been serving as a Director of 12 additional affiliated companies, wholly or partially owned, direct or indirect, since prior to 2005. Mr. Cox is Chief Executive Officer of WheelTug plc, a direct subsidiary of Chorus Motors plc, a direct subsidiary of Borealis Exploration Limited. Mr. Cox is also a member of the Council of several Gibraltar Charitable Foundations, including The Jeremiah Toyam Cox Foundation Limited (TJTCFL), the Cox Hart Foundation Limited, 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 TJTCFL, which also owns other business entities including The Parmenides Group, a partnership wholly owned by TJTCFL. Mr. Cox has no ownership interest in these various entities and has received to date no remuneration or reimbursements 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 37,960 shares of Chorus Motors 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. Since July 2002, she has directed the Chorus Motors plc research and product development effort. She is currently also a Director of Borealis Exploration Limited, since 1 August 2001; Cool Chips plc, 1 August 2001; Faraway plc, 5 October 2004; Photon Power plc, 1 August 2001; Power Chips 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 (TJTCFL), the Cox Hart Foundation Limited, 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 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 or reimbursements 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 13,875 shares of Chorus Motors plc.

WAYNE S. MARSHALL became a Director of the Company and Chairman of the Executive Committee on 21 December 1999. He is Professor Emeritus of Business Administration at Long Island University. He is also a Director of Borealis Exploration Limited and Chairman of the Audit Committee since 11 September 1985 and holds the same positions in the following companies since the date noted; Avto Metals plc, 06 October 2004; Cool Chips plc, 21 December 1999; Faraway plc, 28 April 2003; Photon Power plc, 23 March 2000; Power Chips plc, 23 March 2000 and WheelTug plc, 09 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 (JTCFL) and the VSBM Foundation Limited and is on the board of Shiloh Limited International Inc. (SLII), a company wholly owned by JTCFL. Wayne S. Marshall beneficially owns directly or indirectly 41,396 shares of Chorus Motors plc.

JAN VÁŇA became a Director of the Company. He also became a Director of Avto Metals plc, Borealis Exploration Limited, Cool Chips plc and Power Chips plc on 26 June 2013; 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 Chorus Motors plc.

Mark Radom replaced **STM Fidecs Management Limited** as Corporate Secretary of the Company on 28 January 2014.

6. APPOINTMENT OF AUDITORS:

Unless otherwise specified therein, it is presently intended to vote the proxy to appoint Moore Stephens Limited, 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 2014.

8. INSURANCE:

The Company has liability insurance for its various offices and facilities worldwide. The Company is obligated to indemnify 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 Chorus Motors plc. All funds raised prior to Fiscal year 2007 by the sale of Chorus Motors plc shares went to Borealis Technical Limited, where they became an account payable to Chorus Motors plc. Borealis Technical Limited, in return, paid all of the expenses of Chorus Motors plc, and its subsidiary company, WheelTug plc. This meant that Chorus Motors plc and WheelTug plc had its bills paid and the funds used to pay these bills were still owed by its parent company to Chorus Motors plc. From the beginning of Fiscal Year 2007, Chorus Motors plc, together with its subsidiary company, WheelTug plc, has been a stand alone profit centre. Please note that WheelTug plc has been funded by the sale of WheelTug plc shares owned by Chorus Motors plc, which clearly benefits WheelTug plc, as the funds spent on WheelTug plc are then not due back to Chorus Motors plc. Chorus Motors plc benefits as the funds spent on WheelTug plc and its subsidiary, as these expenditures are directly increasing the value of the Chorus Motors plc's remaining WheelTug plc shares. In any event Chorus Motors will not reduce its ownership in WheelTug plc to below 5,200,000 shares which would be 52% of the outstanding issued shares of WheelTug plc were all authorized WheelTug plc shares issued.

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.chorusmotors.gi for financial disclosure about the Company's operations for the fiscal year ended 31 March 2014.

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

Dated 6 June 2014

Chorus Motors plc

Signed

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

Signed

Wayne S. Marshall
Director