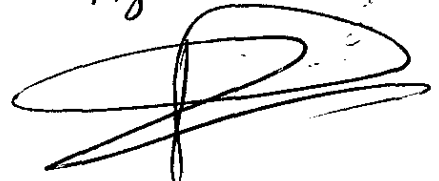


**Atlantic Telecom Group PLC**  
**Company Number SC20509**

**Annual General Meeting**

Ceased in the copy at  
London on Wednesday 15th  
August 2001.



At the Annual General Meeting of Atlantic Telecom Group PLC (registered in Scotland number 20509, and hereinafter referred to as the "Company"), registered office Atlantic House, 475-485 Union Street, Aberdeen AB11 6DB which was held at the offices of Ashurst Morris Crisp, Broadwalk House, 5 Appold Street, London EC2A 2HA on 15 August 2001 at 12 noon.

The following resolutions were passed:-

6. the following resolution as an ordinary resolution:-

THAT, pursuant to and in accordance with section 80 of the Companies Act 1985 (as amended) ("the Act"), the directors be and are hereby authorised generally and unconditionally to exercise all or any powers of the Company to allot relevant securities up to an aggregate nominal value of £19,775,205 to such persons at such times and on such terms or otherwise as they think proper during the period commencing on the date of the passing of this resolution and expiring at the fifth anniversary thereof save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority had not expired, and this authority shall be to the exclusion of and in substitution for all existing authorities under section 80 of the Act.

7. the following resolution as a special resolution:-

THAT the directors be and are hereby given power pursuant to section 95 of the Companies Act 1985 (as amended) ("the Act") to allot for cash equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred on them in resolution 6 above as if section 89(1) of the Act did not apply to such allotment, but that this power shall be limited to:-

- (a) the allotment of equity securities for cash in connection with an issue by way of rights in favour of ordinary shareholders and holders of any other class of equity securities in the capital of the Company where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares and any other class of equity securities held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities for cash up to an aggregate nominal amount equal to five per cent of the aggregate nominal amount of all ordinary shares of 25p each in the capital of the Company issued and fully paid immediately after this resolution becomes unconditional;

and provided further that such power shall expire at the conclusion of the 2002 Annual General Meeting or on 14 November 2002, whichever is the earlier, but so that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



8. the following resolution as a special resolution:-

THAT, pursuant to a directors' resolution passed on 17 December 1996, and in line with best practice guidelines laid down by the Institute of Chartered Secretaries and Administrators, in relation to the trading of securities in uncertificated form, new Article 20A as set out hereafter be added to the Company's Articles of Association.

**"20A Uncertificated Shares**

**20A.1** Notwithstanding anything to the contrary in these Articles, but always subject to the Uncertificated Securities Regulations 1995 (the "Regulations"), the Directors may resolve that a class of the Company's shares or other securities is to become a participating security in terms of the Regulations and may at any time determine that a class of the Company's shares shall cease to be a participating security.

**20A.2** Shares of a class shall not be treated as forming a separate class from other shares of that class merely because any such shares are from time to time held in uncertificated form.

**20A.3** Any share of a class, which is a participating security, may be changed from an uncertificated share to a certificated share, and vice versa, in accordance with and subject to the Regulations.

**20A.4** For so long as a class of shares remains a participating security, these Articles shall only apply to uncertificated shares of that class to the extent they are consistent with:

- (i) the holding of any shares in uncertificated form;
- (ii) the transfer of title to any shares by means of the CREST system; and
- (iii) any provision of the Regulations

**20A.5** Where the Company is entitled under any provisions of the Statutes or the rules, procedures or practices of any relevant system or under these Articles to dispose of, forfeit, enforce a lien over, or sell or otherwise procure the sale of any shares which are held in uncertificated form, the Directors shall have the power (subject to the extent permitted by the Regulations and the rules, procedures and practices of the relevant system) to take such steps as may be required, by instruction by means of a relevant system or otherwise, to effect such disposal, forfeiture, enforcement or sale and such powers shall (subject as aforesaid) include the right to;

- (i) request or require the deletion of any computer-based entries in the relevant system relating to the holding of such shares in uncertificated form;
- (ii) alter such computer-based entries so as to divest the registered holder of such shares of the power to transfer such shares to a person other than the transferee, purchaser or his nominee identified by the Company for this purpose;
- (iii) require any holder of any uncertificated shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to convert his holding of such uncertificated shares into certificated form within such period as may be specified in the notice prior to completion of any disposal, sale or transfer of such shares or direct the holder to take such steps as may be necessary to sell or transfer such shares; and/or
- (iv) appoint any person to take such steps in the name of the holder of such shares as may be required to effect the transfer of such shares and such steps shall be as effective as if they had been taken by the registered holder of the uncertificated shares concerned.

**20A.6** Subject as otherwise provided in these Articles, every person (other than a recognised clearing house or a recognised investment exchange in respect of whom the Company is not by law required to complete and have for delivery a certificate) whose name is entered as a member in the Register in respect of certificated shares shall be entitled, without payment, to receive within two months of lodgement a certificate representing the conversion of a share from

uncertificated form into certificated form or within such other period as the terms of the issue shall provide one certificate for all his shares of any one class, or upon payment of such reasonable sum as the Directors may from time to time determine, several certificates, each for one or more of his shares of any one class."

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Company Secretary

Presented By: Atlantic Telecom Group PLC  
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