

ATLANTIC POWER & GAS (HOLDING) LIMITED

Registered in Scotland No. 109608

WRITTEN RESOLUTION of the Members pursuant to section 381A of the Companies Act 1985

The following written resolution of the members of the Company was passed as a Special Resolution with effect from **19 AUGUST 1997**:-

That the Articles of Association of the Company adopted by the Company on 28th June 1997 be and are hereby amended as follows:-

In article 4.1:-

in relation to the Fixed Dividend payable to the D ordinary shareholders with regard to the definition of "Accrual date" delete the existing wording and substitute the following:-

"accruing from 30th June 1997".

In article 4.2:-

- (a) in relation to the Participating Dividends payable to the D ordinary shareholders with regard to the definition of "Accrual date" delete the existing wording and substitute the following:-

"accruing from 30th June 1997. The first Participating Dividend will be pro rated to reflect the number days in the financial year from 30th June 1997 during which the 'D' ordinary shares have been held by 3i and ASIC."

- (b) in relation to the Compensatory Dividend:-

- (i) in the definition of "Amount" insert after the words "to reflect the number of days in the financial year" the words "from 30th June 1997", and

- (ii) in the definition of "Accrual date" delete the existing wording and substitute the following in its place:-

"accruing from 30th June 1997".

We hereby certify that this is a true and correct copy of the original

dated this **20** day of **FEBRUARY 1998**



Paul & Williamsons
Investment House

IAM 6 Union Row
Aberdeen AB10 1DQ



(c) in relation to the rights attaching to the 'A' and 'C' ordinary shares:-

(i) in the definition of "Amount" delete the existing wording and substitute the following in its place:-

"in respect of the period prior to 30th June 1997, such amount as an aggregate dividend in respect of both classes of shares as does not exceed 33% of Net Profit and in respect of the period from 30th June 1997 such amount as an aggregate dividend in respect of both classes of shares as is equal to 29% of Net Profit, and


(ii) in the definition of "Accrual date" delete the existing wording and substitute the following in its place:-

"accruing prior to and from 30th June 1997"




.....
J. R. Milligan


Date 19/11/97 1997


.....
J. Stevenson

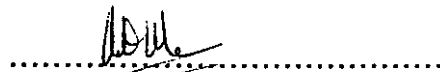
Date 1 Aug. 1997


.....
Abtrust Scotland Investment Company PLC

Date 21 July 1997


.....
Aberdeen City Council Superannuation Fund

Date 21 July 1997


.....
3i Group plc

Date 10th July 1997