

09-10-98

Company Number 109608

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
of the Shareholders of

ATLANTIC POWER GROUP LIMITED  
pursuant to Section 381A of the Companies Act 1985.

The following Resolutions were duly passed by all the members of Atlantic Power Group Limited ("the Company") as Written Resolutions of the Company pursuant to the Articles of Association of the Company and Section 381A of the Companies Act 1985 (as amended) on 31 August, 1998:-

As an Ordinary Resolution:-

1. Directors' authority to allot shares

That the Directors be and are hereby unconditionally authorised by this Resolution for the purposes of Section 80 of the Companies Act 1985 to allot 7246 'A' Ordinary Shares in the capital of the Company to such persons and on such terms and in such manner as they think fit, at any time during the period of five years from the date hereof.

As Special Resolutions:-

2. Conversion of authorised capital

That the authorised share capital of the Company be hereby altered by the conversion of 7,246 'B' Ordinary Shares of £1 each into 7,246 'A' Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing 'A' Ordinary shares of the Company.

3. Exclusion of pre-emption rights

That the provisions of Article 11(2) of the Articles of Association shall not apply to the issue of the 7,246 'A' Ordinary Shares of £1 each allotted pursuant to the authority conferred by the Resolution numbered 1 above.

Certified as having been duly passed.

Company Secretary :

Date:

*Kath Gillgate*  
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24 SEPTEMBER 1998

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