

**ATLANTIC POWER CORPORATION**

**BOARD OF DIRECTORS**

**Responsibilities of Compensation Committee Chair**

The role and responsibilities of the Compensation Committee Chair are as follows:

(a) the Chair will provide leadership to the Compensation Committee in discharging its mandate as set out in the written charter of the Compensation Committee (the "CC Charter"), including by:

(i) promoting a thorough understanding by members of the Compensation Committee and management of the Corporation of the duties and responsibilities of the Compensation Committee;

(ii) promoting cohesiveness among members of the Compensation Committee;

(iii) acting as the liaison between the Compensation Committee, the Board of Directors and the Corporation's management, promoting open and constructive discussions between members of the Compensation Committee and each of these parties;

(b) in connection with meetings of the Compensation Committee, the Chair shall be responsible for:

(i) taking the principal initiative in scheduling meetings of the Compensation Committee;

(ii) organizing and presenting the agenda for Compensation Committee meetings such that all of the responsibilities assigned to the Committee under the terms of the CC Charter are discharged on a timely and diligent basis and all members of the Compensation Committee have input into the agendas;

(iii) monitoring the adequacy of materials provided to the Compensation Committee by management or other sources in connection with the Compensation Committee's deliberations, and ensuring that members of the Compensation Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Compensation Committee during deliberations;

(iv) recommending procedures to enhance the work of the Compensation Committee;

(v) ensuring that the members of the Compensation Committee have adequate opportunities to meet without management present; and

(vi) presiding over meetings of the Compensation Committee, including in camera meetings;

(c) the Chair shall report to the Board of Directors on the activities of the Compensation Committee as contemplated in the CC Charter;

(d) on an annual basis, the Chair shall lead the Compensation Committee members and facilitate the annual performance review and evaluation of the Compensation Committee and its members in accordance with the CC Charter, including an assessment of the adequacy of the CC Charter;

(e) the Chair shall promote the proper flow of information to the Compensation Committee to keep the Compensation Committee fully apprised of all matters that are material to the Corporation at all times, including coordinating with the Chief Executive Officer of the Corporation to ensure that information requested by any member of the Compensation Committee is provided and meets the needs of that Compensation Committee member; and

(f) the Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Compensation Committee or the Board of Directors from time to time.