

Company No 05045523

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION**

of

ALBANY MOLECULAR RESEARCH LIMITED

("Company")

PASSED ON ~~February~~ 7 2013

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 ("Act"), the following resolution was duly passed as an ordinary resolution as indicated below

ORDINARY RESOLUTION

That pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £300,000, provided that (unless previously revoked, varied or renewed) this authority shall expire on 28 February 2013, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to any such offer or agreement as if this authority had not expired

This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985 and/or section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)


Director

