

**ALBANY MOLECULAR RESEARCH LIMITED (the "Company")**  
**Company No 05045523**

**PRIVATE COMPANY LIMITED BY SHARES**

**NOTIFICATION OF WRITTEN RESOLUTION OF THE COMPANY PROPOSED BY  
THE DIRECTORS AND HAVING EFFECT AS AN ORDINARY RESOLUTION OF  
THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE  
COMPANIES ACT 2006**

**CIRCULATION DATE:** JULY 11, 2016  
**DATE PASSED:** JULY 11, 2016

I, the undersigned, being a director of the Company, hereby certify that the following written resolution was circulated to all eligible members of the Company and was received, duly signed by the requisite number of members and was duly passed on the dates stated above

**RESOLUTION**

**THAT** pursuant to section 551 of the Companies Act 2006, the directors of the Company be and are generally and unconditionally authorised to exercise all powers of the Company to allot one ordinary share of £0.10 in the capital of the Company up to an aggregate nominal amount of £0.10 to be allotted by the Company credited up as fully paid up at a premium of £18,392,371.02 to Albany Molecular Luxembourg S à r l in consideration for the acquisition by the Company of the whole of the issued capital of Albany Molecular Research (Glasgow) Limited from Albany Molecular Luxembourg S à r l provided that (unless previously revoked, varied or renewed) this authority shall expire on 31 December 2016

THURSDAY



LD6 05/01/2017 #8  
COMPANIES HOUSE