

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: December 22, 2016

DATE PASSED: December 22, 2016

I, the undersigned, being a director of the Company, hereby certify that the following written resolution was circulated to the sole member of the Company and was received, duly signed by that sole member and was duly passed on the date stated above.

RESOLUTION

THAT pursuant to section 551 of the Companies Act 2006, the directors of the Company be and are generally an unconditionally authorised to exercise all powers of the Company to allot up to 1,232,651,577 ordinary shares of £0.10 each in the capital of the Company credited as fully paid up to Albany Molecular Luxembourg S à.r.l. provided that (unless previously revoked, varied or renewed) this authority shall expire on January 31, 2017.



Signed:

Date: 22 December 2016

Director

