

WEDNESDAY



A35 *A7U2DRP6* 377
16/02/2011
COMPANIES HOUSE

Company No: 05045523

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

of

ALBANY MOLECULAR RESEARCH LIMITED

("Company")

PASSED ON Feb 11, 2011

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 ("Act"), the following resolutions were duly passed as ordinary and special resolutions as indicated below.

ORDINARY RESOLUTION

- 1 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 £375,000, provided that (unless previously revoked, varied or renewed) this authority shall expire on 31 May 2011, 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 55 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

SPECIAL RESOLUTION

1. Subject to the passing of resolution 1 and pursuant to section 571 of the Act, section 561 of the Act does not apply to the allotment of equity securities (within the meaning of section 560 of the Act) to Albany Molecular Research Inc for cash pursuant to the authority granted by resolution 1 up to an aggregate nominal amount of £375,000.

This resolution shall expire on 31 May 2011 but the Company may make an offer or agreement before this resolution expires which would or might require equity securities to be allotted for cash after this resolution expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this resolution had not expired

This resolution is in substitution for all subsisting resolutions under section 95(2) of the Companies Act 1985 and/or section 571 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

Director