

NOTICE OF CONVERSION PRIVILEGE IN CONNECTION WITH A MAKE-WHOLE
FUNDAMENTAL CHANGE

Albany Molecular Research, Inc.

2.25% Cash Convertible Senior Notes Due 2018

(CUSIP 012423 AB5)

To each holder (each a “Holder” and collectively, the “Holders”) of the 2.25% Cash Convertible Senior Notes Due 2018 (the “Notes”) issued by Albany Molecular Research, Inc. (the “Company”):

The Company hereby provides this notice (this “Notice”) to the Holders of the Notes in accordance with Section 14.01(b)(iii) of the Indenture, dated as of November 25, 2013 (the “Indenture”), between the Company and Wilmington Trust, National Association, as the Trustee. Capitalized terms used but not defined herein shall have the respective meanings assigned to them in the Indenture.

This Notice is being provided in connection with the Agreement and Plan of Merger (the “Merger Agreement”), dated as of June 5, 2017, by and among the Company, UIC Parent Corporation (“Parent”), and UIC Merger Sub, Inc., a wholly-owned subsidiary of Parent (the “Merger Sub”). Pursuant to the Merger Agreement, at the effective time (the “Effective Date”) of the merger (the “Merger”), Merger Sub will be merged with and into the Company, with the Company as the surviving corporation, and each outstanding share of common stock of the Company (“Common Stock”) (other than shares of Common Stock (i) held by the Company as treasury stock, or owned by Parent or any subsidiary of the Company, which shares of Common Stock will be cancelled or (ii) held by a holder who has properly exercised appraisal rights of such shares of Common Stock in accordance with Section 262 of the Delaware General Corporation Law) shall be automatically cancelled and converted into the right to receive \$21.75 in cash, without interest and less any applicable withholding taxes. The anticipated Effective Date of the Merger is August 31, 2017.

The Merger will constitute both a “Fundamental Change” and a “Make-Whole Fundamental Change” under the Indenture. In accordance with Section 14.01(b)(iii) of the Indenture, all or any portion of a Holder’s Notes may be surrendered for conversion solely into cash at any time until a date to be specified by the Company that is not less than 20 Business Days or more than 35 Business Days following the date of the Fundamental Change Repurchase Notice (such date, the “Fundamental Change Repurchase Date”), which notice shall be delivered to the Holders within 20 Business Days following the Effective Date. The Company will pay a “Cash Make-Whole Premium” for Notes surrendered for conversion in connection with the Make-Whole Fundamental Change by increasing the Conversion Rate for Notes so surrendered to 66.1795 shares of Common Stock per \$1,000 principal amount of Notes.

The date of this Notice is August 25, 2017.