

Company number: 03756817

**GENDAQ LIMITED**

**(THE "COMPANY")**

**THE COMPANIES ACT 1985 AND 2006  
WRITTEN RESOLUTION OF THE MEMBERS  
OF THE COMPANY  
Passed on 11 September 2009**

We, the undersigned, being the only member for the time being of the Company entitled to receive notice of and attend and vote at general meetings hereby pass the following written resolution as special resolution pursuant to the Company's articles of association and Section 288 of the Companies Act 2006 and confirm that the said resolution shall for all purposes be as valid as if the same had been passed at general meeting of the Company duly convened and held.

**Special Resolution**

1. THAT the reduction of the Company's capital from £2,138,989 to £0.01 by reducing the Company's issued share capital from £18,642.28 divided into 250,000 'A' Ordinary shares of £0.01 each, 1,239,228 'B' Ordinary shares of £0.01 each and 375,000 Ordinary Shares of £1.00 each to £0.01 divided into one issued ordinary share of £0.01 be and hereby is approved.

Signed: \_\_\_\_\_

**For and on behalf of Sangamo  
BioSciences, Inc.**

Date: \_\_\_\_\_

9/11/09

WEDNESDAY



PC3

"P3YB9DBY"

16/09/2009

COMPANIES HOUSE

152

## NOTES

1. If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company Secretary, WCPHD Secretaries Limited.

Post: returning the signed copy by post to the Company's registered office at Fifth Floor, Alder Castle, 10 Noble Street, London EC2V 7QJ.

Fax: faxing the signed copy to +001-510-236-8951 marked "For the attention of the Company Secretary".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [cwhitmore@sangamo.com](mailto:cwhitmore@sangamo.com). Please enter "Gendaq Limited - Written Resolution dated 12 August 2009" in the e-mail subject box.

If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, by 10 November 2009 (28 days after the date of circulation) sufficient agreement has been received for the resolution to be passed, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.