

Company number: 03756817

GENDAQ LIMITED

(THE "COMPANY")

**THE COMPANIES ACT 2006
WRITTEN RESOLUTION OF THE SOLE MEMBER
OF THE COMPANY
Circulated on 3rd December 2010**

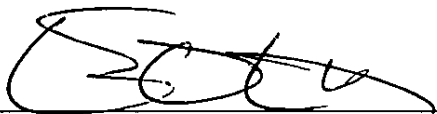
The directors of the Company propose that the following resolution (the "**Resolution**") is passed as a special resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Special Resolution

- 1 THAT all amounts standing to the credit of the Company's share premium account as at 3rd December 2010 be cancelled and that the directors of the Company be authorised to make a distribution by way of dividend in an amount up to the total amount of profits available for distribution by the Company following such cancellation becoming effective

We, the undersigned, being the only member for the time being of the Company entitled to vote on the Resolution hereby irrevocably approve the Resolution

Signed



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

Date 3rd December, 2010

SATURDAY



RR80EPUN
RM 11/12/2010 383
COMPANIES HOUSE

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's directors

Post returning the signed copy by post to Sangamo BioSciences, Inc , 501 Canal Blvd, Suite AIOU, Richmond, CA 98404 USA

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 Please enter "Gendaq Limited - Written Resolution circulated on 3rd December 2010" 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 31st December 2010 (28 days after the date of circulation) sufficient agreement has been received for the Resolution to be passed, it 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