

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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RESOLUTIONS

of

SOURCE BIOSCIENCE PLC

(the "Company")

(passed on 23 August 2013)



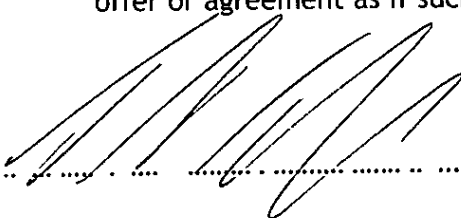
At the General Meeting of the Company held at the offices of Source BioScience located at 1 Orchard Place, Nottingham Business Park, Nottingham NG8 6PX, at 10 00 a.m. on 23 August 2013 the following Resolutions were passed of which numbers 1, 2 and 3 are ordinary resolutions and numbers 4 and 5 are special resolutions:

- 1 THAT, the proposed acquisition of Vindon Healthcare plc by the Company (the "Acquisition"), as described in the combined prospectus and circular to the Company's shareholders dated 7 August 2013 (the "Prospectus and Circular") on the terms and subject to the conditions of the offer document relating to the Acquisition, be and is hereby approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority, subject to such amendments, variations or waivers (provided such amendments, variations or waivers are not of a material nature) of the terms and conditions thereof as the Directors (or a committee consisting of one or more Directors which is duly constituted under the Company's Articles of Association (the "Committee")), shall, in their absolute discretion, think fit and subject to the foregoing, that the Directors (or the Committee as applicable) be and are hereby authorised to take all necessary steps and to execute all documents and deeds as they may consider to be necessary, desirable or expedient to conclude, implement and give effect to the Acquisition or in connection therewith

- 2 THAT, subject to and conditional upon Resolution 1 above being duly passed, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £2,000,000 pursuant to the Firm Placing (as defined in the Prospectus and Circular), which authority shall be in addition to the existing authority conferred on the Directors on 12 June 2013, which shall continue in full force and effect. The authority conferred by this Resolution shall expire on the conclusion of the Company's next annual general meeting (unless previously revoked or varied by the Company in general meeting), save that the Company may, before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.
- 3 THAT, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company in accordance with section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £215,561.32 pursuant to the Open Offer (as defined in the Prospectus and Circular), which authority shall be in addition to the existing authority conferred on the Directors on 12 June 2013, which shall continue in full force and effect. The authority conferred by this Resolution shall expire on the conclusion of the Company's next annual general meeting (unless previously revoked or varied by the Company in general meeting), save that the Company may, before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.
- 4 THAT, subject to and conditional upon Resolutions 1 and 2 above being duly passed, in addition to all other existing powers of the Directors under section 570 of the Act which shall continue in full force and effect, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) in connection with the Firm Placing, payment for which is to be wholly in cash, pursuant to the authority conferred by Resolution 2 above, as if section 561 of the

Act did not apply to any such allotment. Such power shall, subject to the continuance of the authority conferred by Resolution 2, expire on the conclusion of the Company's next annual general meeting (unless previously revoked or varied by a special resolution of the Company), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied

- 5 THAT, subject to and conditional upon Resolution 3 above being duly passed, in addition to all other existing powers of the Directors under section 570 of the Act which shall continue in full force and effect, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) in connection with the Open Offer, payment for which is to be wholly in cash, pursuant to the authority conferred by Resolution 3 above, as if section 561 of the Act did not apply to any such allotment. Such power shall, subject to the continuance of the authority conferred by Resolution 3, expire on the conclusion of the Company's next annual general meeting (unless previously revoked or varied by a special resolution of the Company), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

A handwritten signature in black ink, consisting of several overlapping loops and strokes, positioned above a dotted line.

Chairman