

SourceBio International plc (the "Company")  
Annual General Meeting ("AGM")  
to be held on Monday 14 June 2021 at 1pm  
at 1 Orchard Place, Nottingham Business Park,  
Nottingham, Notts NG8 6PX by means of electronic facility

SHAREHOLDER REFERENCE NUMBER

**Notice of Availability**

**Important - please read carefully**

You can now access the Annual Report and Accounts for the year ended 31 December 2020 and the Notice of Annual General Meeting at [www.sourcebiointernational.com](http://www.sourcebiointernational.com). You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk).

In light of the COVID-19 related Government measures which are presently in place to restrict social gatherings, and overriding health and safety concerns, the Company has decided to hold this year's AGM as a closed physical meeting. A very limited number of Company personnel will be present to conduct the Meeting such that the minimum quorum requirements can be met. Shareholders will not be entitled to attend the Meeting in person and are therefore strongly advised to appoint the Chairman of the Meeting as their proxy.

If you attempt to appoint a named individual other than the Chairman of the Meeting, such individual will not be permitted to attend the Meeting and instead you will be deemed to have appointed the Chairman of the Meeting as your proxy. Shareholders may appoint a proxy through completion of a form of proxy, which can be submitted to the Company's Registrar online at [sharevote.co.uk](http://sharevote.co.uk). Alternatively, should you wish to vote via the CREST system, please see the instructions in the Explanatory Notes to the Notice of Meeting. For your vote to be valid please ensure it is received no later than 1pm on 10 June 2021.

Any changes to the AGM will be communicated to shareholders before the AGM through our website at [www.sourcebiointernational.com](http://www.sourcebiointernational.com) and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

Proxy for the Annual General Meeting  
**SourceBio International plc**

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER




You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers

I/we, being (a) holder(s) of ordinary shares of SourceBio International plc, hereby appoint the Chairman of the Meeting or

No. of shares

As my/our proxy to attend for me/us and on my/our behalf at the AGM of the Company to be held on Monday 14 June 2021 at 1pm (and at any adjournment thereof) and to vote on the resolutions specified below as indicated, but otherwise as the proxy thinks fit.

Please indicate your vote by marking the appropriate boxes below in black ink like this



Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she withholds a vote on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the AGM.

**RESOLUTIONS**

	In Favour	Against	Vote withheld
1. To receive and approve the Company's Annual Report and Accounts for the year ended 31 December 2020, together with the Directors' Report (including the Strategic Report) and the Auditor's Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and approve the Directors' Remuneration Report for the financial year ended 31 December 2020, excluding the proposed remuneration policy, executive share options plan and Save As You Earn ("SAYE") scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the proposed remuneration policy expected to be applied in 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the establishment and implementation of a proposed executive share options plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the establishment and implementation of a proposed SAYE scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Jay LeCoque as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Tony Ratcliffe as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Sir Ian Carruthers as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Simon Constantine as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Marco Fumagalli as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Christopher Mills as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint RSM UK Audit LLP as auditor of the Company and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors generally to allot ordinary shares up to the specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To empower the Directors to issue shares free from statutory pre-emption rights up to the specified limit.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise amendment of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 6 overleaf.

DATE

SIGNATURE



**Notes:**

1. These notes should be read in conjunction with the notes set out in the Notice of Meeting.
2. As a result of the public safety measures introduced by the UK Government in response to the COVID-19 pandemic, shareholders are not permitted to attend the AGM in person. Every eligible shareholder is, however, entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. Shareholders who wish to participate in the Meeting should appoint the Chairman of the Meeting as their proxy in order to do so. No other person(s) purported to be appointed as proxy will be permitted to attend the Meeting in person. In such circumstances, if a shareholder appoints someone other than the Company or persons as proxy, such shareholder shall be deemed to have appointed the Chairman of the Meeting and not the other named person(s) as proxy.
3. The right to vote at the Meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 6:30pm on 10 June 2021, or if the Meeting is adjourned, at 6:30pm on the date falling two days prior to the date of the adjourned Meeting, shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after the times specified above shall be disregarded in determining the rights of any person to attend and/or vote at the relevant meeting.
4. The Company will provide a facility for members to join the Meeting either online or telephonically and there will be an opportunity for shareholders to ask questions. In order to facilitate this process, the Board would request that Members register for the Meeting and submit questions in advance, before 5pm on 10 June 2021. To register for dial-in details and to submit any questions, please contact the Company Secretary at [companysecretary@sourcebioscience.com](mailto:companysecretary@sourcebioscience.com).
5. The information which the Company is required to publish in advance of the Meeting by virtue of section 311A of the Act can be accessed via [www.sourcebiointernational.com](http://www.sourcebiointernational.com).
6. As a member of the Company you are entitled to attend and vote at the Meeting convened by this Notice and are entitled to appoint one or more proxies to exercise any of your rights to attend, speak and vote at that Meeting on your behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares held by that member. You may not appoint more than one proxy to exercise rights attaching to any one share. To appoint more than one proxy, you must complete a separate Form of Proxy, or alternatively, additional proxy forms can be obtained from Equiniti Limited on telephone 0371 384 2030 (lines open 8:30am to 5:30pm, Monday to Friday) or for overseas shareholders +44(0)121 415 7047. If the proxy instruction is one of multiple instructions being given, please tick the box provided beneath the resolutions. You should also indicate the number of shares for which each proxy is authorised in respect of your full voting entitlement. A proxy need not be a member of the Company. Please note that as a result of the public safety measures introduced by the UK Government in response to the COVID-19 pandemic, shareholders are not permitted to attend the AGM in person and are strongly encouraged to appoint the Chairman of the Meeting as their proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the AGM. For more information, please see Note 2 above.
7. A proxy may only be appointed using the procedures set out in the notes to the Notice of AGM and these notes. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA no later than 48 hours before the start of the Meeting. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be enclosed with the proxy form. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Equiniti on 0371 384 2030 (+44 (0)121 415 7047) if you are calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Please note that due to the Government restrictions as a result of the COVID-19 pandemic, shareholders wishing to appoint a proxy are strongly encouraged to appoint the Chairman of the Meeting as their proxy. For more information please refer to Note 2 above.
8. You may, if you wish, register the appointment of a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service you will need your Voting ID, Task ID and Shareholder Reference Number, printed on the proxy form. Full details of the procedure are given on the website. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti no later than 48 hours before the start of the Meeting. Please note that due to the Government restrictions as a result of the COVID-19 pandemic, shareholders wishing to appoint a proxy are strongly encouraged to appoint the Chairman of the Meeting as their proxy. For more information please refer to Note 2 above.



9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST sponsors who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf. Please note that due to the Government restrictions as a result of the COVID-19 pandemic, shareholders wishing to appoint a proxy are strongly encouraged to appoint the Chairman of the Meeting as their proxy. For more information please refer to Note 2 above.

10. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (Euroclear UK & Ireland) and must contain the information required for such instructions as described in the CREST manual. The message must be transmitted so as to be received by the Company's agent (ID RA19) by the latest time for receipt of proxy appointments specified in the Notice. For this purpose, the time of receipt will be taken to be the time (as determined) by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
14. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
15. A corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the Meeting as the representative of that corporation, provided that they do not do so in relation to the same shares. A certified copy of the Board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the Meeting must be deposited at the office of the Company's Registrar prior to the commencement of the Meeting.
16. Completion of the proxy form does not preclude attendance at the Meeting. If you wish to attend the Meeting in person, only those persons whose names are entered on the register of members of the Company at 6:30pm on 10 June 2021 or, if the Meeting is adjourned, at 6:30pm on the date falling two days prior to the date of the adjourned Meeting, shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after the times specified above shall be disregarded in determining the rights of any person to attend and/or vote at the relevant meeting. Please note that anyone seeking to physically attend the AGM will be refused entry.
17. Members who wish to communicate with the Company by electronic means in connection with the matters set out in this Notice may do so by contacting the Company at [companysecretary@sourcebioscience.com](mailto:companysecretary@sourcebioscience.com) on or before 6:30pm on 10 June 2021. Shareholders who have general queries about the Meeting should contact the Company Secretary at [companysecretary@sourcebioscience.com](mailto:companysecretary@sourcebioscience.com).

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