

**STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS FOR THE PERIOD ENDED DECEMBER 31, 2013**

*This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

**AUDIT CONSEIL EXPERTISE, SA**  
*Member of PKF International*  
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13007 Marseille

**PRICEWATERHOUSECOOPERS AUDIT**  
63 rue de Villiers  
92208 Neuilly-sur-Seine

**Statutory auditors' special report on regulated agreements for the year ended December 31,2013**

**(General meeting to approve the financial statements for the year ended 31 December 2013)**

To the shareholders,

In our capacity as statutory auditors of your Company, we hereby report to you on regulated agreements and commitments with related parties.

The terms of our engagement do not require us to identify other such agreements and commitments, if any, but rather to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention, without expressing an opinion on their usefulness and appropriateness. It is your responsibility, in accordance with article R.225-58 of the French Commercial Code, to assess the interest of these agreements and commitments with a view to approving them.

Furthermore, it is our responsibility to report to you the information set out in article R. 225-58 of the French Commercial Code relating to the execution of agreements and commitments with related parties, in effect during the year, already approved by the general meeting.

We conducted our procedures in accordance with professional standards applicable in France; those standards require that we perform the necessary procedures to verify that the information provided to us is consistent with the documentation from which it has been extracted.

**AGREEMENTS AND COMMITMENTS SUBJECT TO GENERAL MEETING APPROVAL**

**Agreements and commitments approved during the year**

In accordance with article L. 225-88 of the French Commercial Code, the following agreements, previously authorized by the Supervisory Board of your Company, have been brought to our attention.

**Agreements with shareholders**

|                                  |  |
|----------------------------------|--|
| <b>Name</b>                      | <b>Novo Nordisk</b>  |
| <b>Position</b>                  | <b>Shareholder</b>   |
| <b>Nature</b>                    | <b>Licence agreement</b>   |
| <b>Terms and related amounts</b> | On December 9, 2013, Novo Nordisk A/S and Innate Pharma signed a license agreement, under the terms of which Novo Nordisk Health Care AG grants Innate Pharma a co-exclusive license on protein engineering patents. |

### Agreements with shareholders

|                                  |   |
|----------------------------------|---|
| <b>Name</b>                      | <b>Catherine Moukheibir</b>   |
| <b>Position</b>                  | <b>Member of the Executive Board</b>  |
| <b>Nature</b>                    | <b>Consulting contract</b>  |
| <b>Terms and related amounts</b> | <p>A contract dated April 18, 2011 was signed with Catherine Moukheibir, coming into force from March 1, 2011, to act in the capacity of ‘‘Senior Advisor, Finance ’’. Amendment n°1 was made to this contract on April 30, 2011. The contract has been renewed for a period of 2 years from March 4, 2013.</p> <p>Under this agreement, the Company paid a sum of 267,500 Euros in remuneration for services performed in between January 1, 2013 and December 31, 2013.</p> |

## **AGREEMENTS AND COMMITMENTS APPROVED IN PREVIOUS YEARS**

### **Agreements and commitments approved in previous years with continuing effect during the year**

In accordance with article R.225-57 of the French Commercial Code, we have been informed that the following agreements and commitments, approved by the general meeting in previous years, continued during the year.

### Agreements with shareholders

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| <b>Name</b>                      | <b>Novo Nordisk</b>  |
| <b>Position</b>                  | <b>Shareholder</b>   |
| <b>Nature</b>                    | <b>Collaboration agreement</b>   |
| <b>Terms and related amounts</b> | <p>On December 16, 2010, Novo Nordisk A/S and Innate Pharma signed amendment n°4 to their collaboration agreement, modifying the field of their respective developments, with no financial impact.</p> <p>Amendment n°5 was also signed on January 5, 2011 between the parties to update the list of patents.</p> <p>Amendment n°6 was signed on July 5, 2011 to align certain terms of the contract with the BMS agreement signed by the Company on July 6, 2011. This agreement continued in 2012 and 2013 without modification.</p> |

### Agreements with management

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|----------------------------------|--|
| <b>Name</b>                      | <b>Hervé Brailly</b>   |
| <b>Position</b>                  | <b>Chairman of the Executive Board</b>   |
| <b>Nature</b>                    | <b>Employment contract</b>   |
| <b>Terms and related amounts</b> | <p>Fixed monthly remuneration of 16,670 Euros for the twelve month period in 2013.</p> <p>Collective bonus of 10,002 Euros for 2013 as well as a supplementary 7,168 Euros of collective bonus for 2012.</p> <p>Received in 2013 an individual bonus of 53,833 Euros for 2012.</p> |

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| <b>Name</b>                      | <b>Hervé Brailly</b>  |
| <b>Position</b>                  | <b>Chairman of the Executive Board</b>  |
| <b>Nature</b>                    | <b>Retirement benefit plan article 83</b>   |
| <b>Terms and related amounts</b> | <p>‘‘Article 83 ’’ retirement benefit provided by France Vie at a rate of 2% of gross salary, 1.20% of which is borne by the Company. The amount incurred by the Company for 2013 is 2,242 Euros.</p> |

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| <b>Name</b>                      | <b>Hervé Brailly</b>  |
| <b>Position</b>                  | <b>Chairman of the Executive Board</b>  |
| <b>Nature</b>                    | <b>Social security guarantee agreement for Company management ('Convention Garantie Sociale des Chefs et Dirigeants d'Entreprise')</b>  |
| <b>Terms and related amounts</b> | This agreement guarantees the payment of an indemnity in the case of unemployment (up to 70% of the last professional income declared to the tax authorities), to Company managers and officers who cannot benefit from ASSEDIC payments. This agreement was implemented from April 1, 2006 following the authorization of the Supervisory Board on September 23, 2005. The amount incurred by the Company for 2013 is 7,205 Euros. |

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| <b>Name</b>                      | <b>Hervé Brailly</b>   |
| <b>Position</b>                  | <b>Chairman of the Executive Board</b>   |
| <b>Nature</b>                    | <b>Company car</b>   |
| <b>Terms and related amounts</b> | Long-term company car leasing agreement in accordance with the terms agreed by the remuneration committee on January 19, 2007. The related costs for the Company for 2013 amounted to 2,055 Euros. |

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| <b>Name</b>                      | <b>François Romagné</b>   |
| <b>Position</b>                  | <b>Member of the Executive Board</b>  |
| <b>Nature</b>                    | <b>Employment contract</b>  |
| <b>Terms and related amounts</b> | Fixed monthly remuneration of 13,334 Euros for the twelve month period in 2013. Collective bonus of 8,000 Euros for 2013, as well as a supplementary 5,734 Euros of collective bonus for 2012. Received in 2013 an individual bonus of 26,067 Euros for 2012. |

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| <b>Name</b>                      | <b>François Romagné</b>   |
| <b>Position</b>                  | <b>Member of the Executive Board</b>  |
| <b>Nature</b>                    | <b>Retirement benefit plan article 83</b>   |
| <b>Terms and related amounts</b> | "Article 83" retirement benefit provided by France Vie at a rate of 2% of gross salary, 1.20% of which is borne by the Company. The amount incurred by the Company for 2013 is 1,615 Euros. |

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| <b>Name</b>                      | <b>François Romagné</b>  |
| <b>Position</b>                  | <b>Member of the Executive Board</b>   |
| <b>Nature</b>                    | <b>Company car</b>   |
| <b>Terms and related amounts</b> | Long-term company car leasing agreement in accordance with the terms agreed by the remuneration committee on January 19, 2007. The related costs for the Company for 2013 amounted to 2,100 Euros. |

**Agreements with companies with management in common**

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|----------------------------------|---|
| <b>Company name</b>              | <b>Inserm Transfert</b>   |
| <b>Status</b>                    | <b>Limited liability company ('société anonyme') of which Hervé Brailly is a member of the Supervisory Board</b>  |
| <b>Nature</b>                    | <b>Partnership Agreement</b>  |
| <b>Terms and related amounts</b> | On December 17, 2010 Inserm Transfert and the Company signed a Partnership Agreement through which the Company and the CIML hoped to develop an antibody engineering technology which would be co-owned by the two parties. This agreement grants the Company an exclusive license to use the results.<br><br>Amendment n°1 signed on June 28, 2011 and amendment n°2 signed on July 12, 2012 extended the project to June 15, 2013.<br><br>Under this agreement, and amendments n°1 and n°2 to the agreement, the Company paid Inserm an amount of 236,666 Euros excluding tax in 2012. No payment was made in 2013. |

Marseille, March 5, 2014

The statutory auditors

Audit Conseil Expertise SA  
*Member of PKF International*

PricewaterhouseCoopers Audit

Nicolas Lehnertz

Vincent Thyssen