

INNATE PHARMA

French *société anonyme* organized with a Supervisory Board and an Executive Board
Share capital of 2,691 835,70 euros
Headquarters: 117 avenue de Luminy - 13009 Marseille
RCS Marseille 424 365 336
(the « **Company** »)

SHAREHOLDERS' GENERAL MEETING OF 2 JUNE 2016

AGENDA

I. Resolutions to be submitted to the ordinary shareholders' meeting:

- Approval of the annual financial statements for the 2014 fiscal year (Resolution no. 1);
- Approval of the consolidated financial statements for the 2014 fiscal year (Resolution no. 2);
- Allocation of earnings for the fiscal year (Resolution no. 3);
- Related-party transactions (Resolution no. 4);
- Renewal of Bpifrance Participations as observer of the Supervisory Board (Resolution no. 5);
- Determination of the attendance fees (jetons de presence) to be allocated to members of the Supervisory Board (Resolution no. 6);
- Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Hervé Brailly, Chief Executive Officer (Resolution no. 7);
- Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mrs. Catherine Moukheibir, member of the Executive Board (Resolution no. 8);
- Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Nicolai Wagtmann, member of the Executive Board (Resolution no. 9);
- Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Yannis Morel, member of the Executive Board (Resolution no. 10);
- Authorization for the Company's purchase of its own shares (Resolution no. 11).

II. Resolutions to be submitted to the extraordinary shareholders' meeting:

- Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights (Resolution no. 12);
- Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights (Resolution no. 13);
- Delegation of authority to the Executive Board for the purpose of issuing, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code (Resolution no. 14);
- Determination of the issuance price, up to the limit of 10% of the share capital per annum, of the ordinary shares and/or of securities giving access to the share capital of the

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- Company, in the event of the withdrawal of shareholders' preferential subscription rights (Resolution no. 15);
- Authorization granted to the Executive Board to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights (Resolution no. 16);
 - Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital (Resolution no. 17);
 - Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company (Resolution no. 18);
 - Overall cap applicable to the authorizations above (Resolution no. 19);
 - Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants reserved for executive officers and consultants of the Company (Resolution no. 20);
 - Authorisation granted to the Executive Board to allocate existing or new free shares for the benefit of employed members of the Executive Committee and/or executive officers of the Company or its subsidiaries (Resolution no. 21);
 - Authorisation granted to the Executive Board to allocate existing or new free shares for the benefit of employees of the Company or its subsidiaries (Resolution no. 22);
 - Modification of the by-laws to introduce a new category of preference shares convertible into ordinary shares in the Company's by-laws (Resolution no. 23);
 - Authorisation granted to the Executive Board to allocate free preference shares convertible into ordinary shares of the Company for the benefit of employed directors, employed members of the Executive Committee and/or executive officers of the Company or its subsidiaries (Resolution no. 24);
 - Authorisation granted to the Executive Board to allocate free preference shares convertible into ordinary shares of the Company for the benefit of employees of the Company or its subsidiaries (Resolution no. 25);
 - Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan (Resolution no. 26);
 - Delegation of power granted to the Executive Board for the purpose of cancelling all or part of the treasury shares of the Company, acquired pursuant to the authorization to repurchase shares (Resolution no. 27);
 - Update of the Company's bylaws in accordance with legal and regulatory provisions in force (Resolution no. 28);
 - Powers for formalities (Resolution no. 29).

I. Resolutions to be submitted to the ordinary shareholders' meeting:

1. Approval of the annual financial statements for the 2015 fiscal year

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the report of the Executive Board, the Supervisory Board's observations on the report of the Executive Board and the report of the Statutory Auditors on the performance of their mission during the fiscal year ended December 31, 2015, approves the annual financial statements for the fiscal year ended December 31, 2015 as they were presented to the Shareholders' Meeting, as well as the transactions evidenced in these statements and summarized in these reports.

The Shareholders' Meeting acknowledges that the annual financial statements for the fiscal year ended December 31, 2015 show expenditures referred to in Article 39-4 of the French General Tax Code (*Code général des impôts*) and incurred by the Company during the fiscal year ended December 31, 2015 amounting to EUR 101,062 for attendance fees and EUR 17,494 for excess amortizations (*amortissements excédentaires*) on cars.

The Shareholders' Meeting also acknowledges that said financial statements do not show expenses referred to in Article 39-5 of the French General Tax Code.

2. Approval of the consolidated financial statements for the 2015 fiscal year

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the report of the Executive Board, the Supervisory Board's observations on the report of the Executive Board and the report of the Statutory Auditors on the performance of their mission during the fiscal year ended December 31, 2015, approves the consolidated financial statements for the fiscal year ended December 31, 2015 as they were presented to the Shareholders' Meeting, as well as the transactions evidenced in these statements and summarized in these reports.

3. Allocation of earnings for the fiscal year

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the Executive Board's report, decides to allocate the EUR 6,832,880 loss incurred in the fiscal year ended December 31, 2015 to the accounting item entitled "Retained Earnings". After the allocation of this loss, "Retained Earnings" will amount to a loss of EUR 111,017,635.

Pursuant to Article 243 *bis* of the French General Tax Code, the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

4. Related-party transactions

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the Executive Board's report and the special report of the Statutory Auditors on the related-party transactions referred to in Article L. 225-86 of the French Commercial Code ("*Code de Commerce*"), acknowledges the conclusions outlined in said report and approves the related-party transactions mentioned therein pursuant to Article L. 225-88 of the French Commercial Code.

5. Renewal of Bpifrance Participations as observer of the Supervisory Board

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, noting that the mission of Bpifrance Participations as observer of the Supervisory Board expires today and having deliberated, renews the appointment as observer of the Supervisory Board for a period of one year to expire at the end of the Ordinary Shareholders' Meeting called in 2017 to approve the financial statements for the fiscal year ended December 31, 2016 of:

- Bpifrance Participations

Registered office : 27/31, avenue du général Leclerc, 94710 Maisons Alfort Cedex, France.

Bpifrance Participations has indicated that it would accept the duties assigned to it and that nothing prevents it from accepting these duties.

6. Determination of the attendance fees (*jetons de presence*) to be allocated to members of the Supervisory Board

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Executive Board's report, decides to allocate a combined maximum amount of EUR 200,000 to the members of the Supervisory Board in the form of attendance fees (*jetons de présence*) for the 2016 fiscal year.

The Shareholders' Meeting grants power to the Supervisory Board to distribute all or part of this amount among its members in accordance with the procedures it shall establish.

7. Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Hervé Brailly, Chief Executive Officer

The Shareholders' Meeting, consulted pursuant to recommendation §24.3 of the Afep-Medef Code on Corporate Governance of November 2015, which constitute the reference code of the Company in application of Article L. 225-68 of the French Commercial Code, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated, gives a positive opinion on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Hervé Brailly, Chief Executive Officer, as disclosed in the Executive Board's report, Section VI "*Rémunération et autres informations sur les dirigeants*", paragraph 4 "*Consultation des actionnaires sur les éléments de la rémunération des dirigeants mandataires sociaux*".

8. Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mrs. Catherine Moukheibir, member of the Executive Board

The Shareholders' Meeting, consulted pursuant to recommendation §24.3 of the Afep-Medef Code on Corporate Governance of November 2015, which constitute the reference code of the Company in application of Article L. 225-68 of the French Commercial Code, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated, gives a positive opinion on compensation due or attributed under the fiscal year ended December 31, 2015 to Mrs. Catherine Moukheibir, member of the Executive Board, as disclosed in the Executive Board's report, Section VI "*Rémunération et autres informations sur les dirigeants*", paragraph 4 "*Consultation des actionnaires sur les éléments de la rémunération des dirigeants mandataires sociaux*".

9. Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Nicolai Wagtmann, member of the Executive Board

The Shareholders' Meeting, consulted pursuant to recommendation §24.3 of the Afep-Medef Code on Corporate Governance of November 2015, which constitute the reference code of the Company in application of Article L. 225-68 of the French Commercial Code, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated, gives a positive opinion on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Nicolai Wagtmann, member of the Executive Board, as disclosed in the Executive Board's report, Section VI "*Rémunération et autres informations sur les dirigeants*", paragraph 4 "*Consultation des actionnaires sur les éléments de la rémunération des dirigeants mandataires sociaux*".

10. Consultation on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Yannis Morel, member of the Executive Board

The Shareholders' Meeting, consulted pursuant to recommendation §24.3 of the Afep-Medef Code on Corporate Governance of November 2015, which constitute the reference code of the Company in application of Article L. 225-68 of the French Commercial Code, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated, gives a positive opinion on compensation due or attributed under the fiscal year ended December 31, 2015 to Mr. Yannis Morel, member of the Executive Board, as disclosed in the Executive Board's report, Section VI "*Rémunération et autres informations sur les dirigeants*", paragraph 4 "*Consultation des actionnaires sur les éléments de la rémunération des dirigeants mandataires sociaux*".

11. Authorization for the Company's purchase of its own shares

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Executive Board's report, authorizes the Executive Board, along with the power to sub-delegate, pursuant to the conditions set forth in Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase Company shares through the implementation of a share repurchase program.

The Shareholders' Meeting decides that:

- the maximum purchase price (excluding expenses) per share is set at EUR 20.00 and,
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed EUR 1,000,000.

In the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares, a split or reverse split of securities, a distribution of reserves or of any other assets, capital amortization or any other transaction affecting shareholders' equity, the Shareholders' Meeting grants the Executive Board, along with the power to sub-delegate, pursuant to the conditions set forth in Articles L. 225-209 *et seq.* of the French Commercial Code, the powers to adjust the purchase price above in order to take into account the effect of those transactions on the value of the share.

The Shareholders' Meeting decides that the Company may purchase a number of shares such that:

- the maximum number of shares that may be acquired pursuant to this authorization may not exceed 10% of the total number of shares comprising the Company's share capital and 5% of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations of the *Autorité des Marchés Financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and
- the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than 10% of its share capital.

This authorization is intended to allow the Company to pursue the following objectives, in compliance with applicable legislative and regulatory provisions:

- (i) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, in accordance with stock market regulations;
- (ii) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- (iii) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, stock option plans or through a company savings plan;
- (iv) to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in compliance with ethics charter approved by the *Autorité des Marchés Financiers*;
- (v) to cancel all or part of the repurchased securities, provided the twenty-seventh resolution below is adopted; and
- (vi) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the *Autorité des Marchés Financiers*, in which case the Company would inform its shareholders by way of a press release.

The Shareholders' Meeting decides that these purchase, sale, exchange or transfer transactions may be carried out in any manner, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an acquisition or block trades, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through a private transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Executive Board or by the person to whom the Executive Board delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program.

Moreover, the Shareholders' Meeting grants full powers to the Executive Board, along with the power to sub-delegate pursuant to the conditions set forth in Article L. 225-209 of the French

Commercial Code, to decide and implement this authorization, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the *Autorité des Marchés Financiers* and, generally speaking, to take any necessary action in order to complete the transactions carried out pursuant to this authorization.

The Shareholders' Meeting also grants full powers to the Executive Board, if the law or the *Autorité des Marchés Financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations.

This authorization is granted for a period of 18 months from the date of this Shareholders' Meeting. It voids, from this day, as the case may be, any unused part of any prior authorization having the same purpose, i.e., any authorization relating to the repurchase of its own shares by the Company. This authorization therefore voids the authorization granted by the Shareholders' Meeting dated April 27, 2015 pursuant to its seventeenth resolution.

II. Resolutions to be submitted to the extraordinary shareholders' meeting:

12. Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6 and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board to decide, with shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, including through the allocation of free share warrants, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance may be carried out once in full or in various installments, in the proportions and at the times it shall determine, both in France and outside of France. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 672,958 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 13,459,160 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 672,958 set forth in the nineteenth resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;

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4. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities that are debt securities giving access to share capital of the Company to be issued;
5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 150 million or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies;
6. Decides that the shareholders will have the option of exercising their preferential subscription right with respect to the amount they are irrevocably entitled to, under the conditions set forth by law. In addition, the Executive Board will have the option of granting shareholders the right to subscribe, subject to a reduction, a number of securities that is higher than the amount they are irrevocably entitled to, in proportion to the subscription rights they hold and, in all cases, up to the limit of the amount they request. If the subscriptions made as an irrevocable right and, as the case may be, the subscriptions subject to a reduction, have not exhausted the total amount of an issuance of securities, the Executive Board can decide to:
 - limit the amount of the subscriptions if the amount of the capital increase reach at least three quarters of the increase decided;
 - decide to freely allot all or part of the unsubscribed shares or securities,
 - offer all or part of the unsubscribed shares or securities to the public.
7. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these securities grant rights over immediately or in the future;
8. Decides that the amount paid or that should be paid to the company for each of the shares issued pursuant to this delegation will be at least equal to the nominal value of the share on the issuance date of said shares;
9. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; it being specified that in the case the size of the capital increase presented to the Supervisory Board by the Executive Board represent, alone or together with the capital increases realized pursuant to the twelfth to eighteenth resolutions of this Shareholders' Meeting, prior or simultaneous with the said capital increase, more than EUR 538,367 (or, on the basis of the current nominal value of the Company's shares, more than 10,767,340 shares), the Supervisory Board shall decide by a majority of 2/3 of its members;
10. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to a share capital increase with shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its eighteenth resolution; and
11. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 26 months as from the date of this Shareholders' Meeting.

13. Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code:

12. Delegates its authority to the Executive Board to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance is to be carried out through a public offering, once in full or in various installments, at the time or times set by the Executive Board and in the proportions it shall determine, both in France and outside of France. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide and implement the share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
13. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
14. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 672,958 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 13,459,160 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 672,958 set forth in the nineteenth resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
15. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities that are debt securities giving access to share capital of the Company to be issued;
16. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation pursuant to this delegation will amount to a maximum of EUR 150 million or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
17. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation. The Executive Board will have the option to grant shareholders a priority subscription period bearing on all or part of the issuance of these securities, for duration and under conditions it shall determine, in accordance with the provisions of paragraph 5 of Article L. 225-135 of the French Commercial Code. This priority period shall not give rise to the creation of marketable entitlements and shall be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a subscription subject to reduction;
18. Acknowledges that if the subscriptions have not absorbed all of the issuance of shares or securities giving access to the share capital, the Executive Board may limit the amount of the transaction to the amount of the subscriptions received;
19. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital of the Company to which these securities entitle immediately or in the future;

20. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the date on which the issuance price is set, minus as the case may be a maximum discount of 5% of this amount (after any applicable corrections in order to account for the difference in dividend entitlement date (*date de jouissance*) if any);
21. Decides that the issue price of the securities giving access to the share capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, or, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;
22. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; it being specified that in the case the size of the capital increase presented to the Supervisory Board by the Executive Board represent, alone or together with the capital increases realized pursuant to the twelfth to eighteenth resolutions of this Shareholders' Meeting, prior or simultaneous with the said capital increase, more than EUR 538,367 (or, on the basis of the current nominal value of the Company's shares, more than 10,767,340 shares), the Supervisory Board shall decide by a majority of 2/3 of its members;
23. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation of authority relating to a share capital increase without shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its nineteenth resolution; and
24. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 26 months as from the date of this Shareholders' Meeting.

- 14. Delegation of authority to the Executive Board for the purpose of issuing, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the French Commercial Code and L. 411-2 of the French Monetary and Financial Code:

25. Delegates its authority to the Executive Board to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance is to be carried out through an offering qualified as a private placement as described in Article L. 411-2 II of the French Monetary and Financial Code, once in full or in various installments, in the proportions and at the times it shall determine, both in France and outside of France, either in euros or in any other currency or monetary unit established by reference to several currencies. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide and implement on the

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- share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
26. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
 27. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 538,367 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 10,767,340 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 672,958 set forth in the nineteenth resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
 28. Decides that, issuance of capital securities carried out pursuant to this delegation will not, in any event, exceed the limits set out by the applicable regulations on the issue date, i.e. 20% per annum at the time of the issuance (it being specified that this 20% limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions, with or without a public offering, affecting it subsequent to this Shareholders' Meeting);
 29. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities that are debt securities giving access to share capital of the Company to be issued;
 30. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 150 million or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
 31. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation;
 32. Acknowledges that if the subscriptions have not absorbed all of the issuance of shares or securities giving access to the share capital, the Executive Board may limit the amount of the transaction to the amount of the subscriptions received;
 33. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;
 34. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the date on which the issuance price is set, minus as the case may be a maximum discount of 5% of this amount (after any applicable corrections in order to account for the difference in dividend entitlement date (*date de jouissance*) if any);
 35. Decides that the issue price of the securities giving access to the capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, or, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;
 36. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; it being specified that in the case the size of the capital increase presented to the Supervisory Board by the Executive Board represent, alone or together with the capital increases realized pursuant to the twelfth to eighteenth resolutions of this General Meeting, prior or simultaneous with the said capital increase, more than EUR

UNOFFICIAL TRANSLATION FOR INFORMATIONAL PURPOSES ONLY

538,367 (or, on the basis of the current nominal value of the Company's shares, more than 10,767,340 shares), the Supervisory Board shall decide by a majority of 2/3 of its members;

37. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to a share capital increase without shareholders' preferential subscription rights within the framework of an offering as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twentieth resolution; and
38. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the subsequent Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 26 months as from the date of this Shareholders' Meeting.

15. Determination of the issuance price, up to the limit of 10% of the share capital per annum, of the ordinary shares and/or of securities giving access to the share capital of the Company, in the event of the withdrawal of shareholders' preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of paragraph 2 of Article L. 225-136 1° of the French Commercial Code, and up to the limit of 10% of the share capital per annum at the time of the issuance (it being specified that this 10% limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions, with or without a public offering, affecting it subsequent to this Shareholders' Meeting):

39. Authorizes the Executive Board, with the option to sub-delegate, under the conditions set forth by law, to set the price of the ordinary shares issued directly or through the issuance of any other securities giving access to the share capital, after taking into account any market opportunities, at a price that is at least equal to the volume-weighted average (in the central order book excluding off-market block trades) of the closing prices of the Company's share on Euronext Paris during the last five stock market trading days preceding the date upon which the issuance price is set, it being specified that this average could be adjusted, if necessary, to account for the different dividend entitlement date (*date de jouissance*) and potentially be discounted by a maximum amount of 15%;
40. Specifies that the five stock market trading days above are those that will immediately precede the determination of the issuance price of the ordinary shares, such determination to take place at the close of the period during which investors are placing firm or indicative subscription orders (such period being the bookbuilding period) and therefore to reflect the price of such orders;
41. Acknowledges that the Executive Board will have the option to implement this resolution both pursuant to the thirteenth and fourteenth resolutions; and
42. Acknowledges in the event the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall prepare a supplementary report, certified by the Statutory Auditors, describing the final terms of the transaction and providing the criteria for assessing the actual impact on the shareholder's situation.

The delegation of authority thus granted to the Executive Board is valid for a term of 26 months as from the date of this Shareholders' Meeting.

16. Authorization granted to the Executive Board to increase by 15% the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code:

43. Authorizes the Executive Board, with the option to sub-delegate to its Chairman or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law, to increase the number of securities to be issued for each of the issuances, with or without shareholders' preferential subscription rights, decided upon pursuant to the twelfth, thirteenth and fourteenth resolutions of this Shareholders' Meeting within thirty days following the closing of the subscription period, up to a limit of 15% of the initial issuance, and at the same price as the price retained for the initial issuance; and
44. Decides that the maximum nominal amount of the capital increases that could potentially be carried out pursuant to this delegation of authority will be included in the overall nominal share capital increase cap set by the nineteenth resolution of this Shareholders' Meeting.

The authorization granted to the Executive Board pursuant to the resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting.

17. Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-147, 6th paragraph, and L. 228-91 *et seq.* of the French Commercial Code:

45. Delegates its authority to the Executive Board for the purpose of deciding on the issuance of shares or any other securities giving access to the share capital of the Company, in order to offer compensation for contributions in kind granted to the Company and comprised of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French Commercial Code do not apply and decides, as necessary, to suppress the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of the holders of these securities, it being specified that the overall nominal amount of the capital increases that could potentially be carried out pursuant to this delegation may not, at the time of the issuance exceed 10% of the share capital (this 10% limit shall apply at any time to a capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting), it being further specified that this amount will be included in the EUR 672,958 overall nominal cap amount set forth in the nineteenth resolution of this Shareholders' Meeting;
46. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
47. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities that are debt securities giving access to share capital of the Company to be issued;
48. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 150 million or to the exchange

value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;

49. Acknowledges that this delegation of authority implies shareholders' renunciation of their preferential subscription rights to ordinary shares to which the securities that would be issued based on this delegation may grant rights over immediately or in the future;
50. Decides that the Executive Board will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the list of securities contributed, approve or reduce the valuation of contributions and the granting of specific advantages, to set, as the case may be, the cash amount to be paid, and acknowledge the number of securities contributed to the exchange;
51. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the ; it being specified that in the case the size of the capital increase presented to the Supervisory Board by the Executive Board represent, alone or together with the capital increases realized pursuant to the twelfth to eighteenth resolutions of this General Meeting, prior or simultaneous with the said capital increase, more than EUR 538,367 (or, on the basis of the current nominal value of the Company's shares, more than 10,767,340 shares), the Supervisory Board shall decide by a majority of two thirds of its members;
52. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of shares or any other securities giving access to the share capital without preferential subscription rights maintained offering compensation for contributions in kind bearing on capital securities or securities giving access to the share capital. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twenty-third resolution; and
53. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority granted to the Executive Board pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting.

18. Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, and L. 228-91 *et seq.* of the French Commercial Code:

54. Delegates its authority to the Executive Board for the purpose of deciding on the issuance of shares as well as any other securities giving access to the share capital of the Company, as compensation for securities tendered in the context of a public exchange offer initiated by the Company and carried out in France or outside of France in accordance with local regulations, relating to the securities of another company admitted to trading on one of the regulated markets described in Article L. 225-148 of the French Commercial Code, and decides, as necessary, to suppress the preferential subscription right of shareholders to these shares and securities to be issued, for the benefit of holders of these securities; the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed an overall nominal amount of EUR 672,958 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 13,459,160 shares), it being specified that this amount will be included in the EUR 672,958 overall nominal cap amount set forth in the nineteenth resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may potentially

UNOFFICIAL TRANSLATION FOR INFORMATIONAL PURPOSES ONLY

- be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
55. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
 56. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities that are debt securities giving access to share capital of the Company to be issued;
 57. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company to be issued that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 150 million or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
 58. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;
 59. Decides that the Executive Board will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the exchange parity as well as, if applicable, the cash amount to be paid, and to acknowledge the number of securities contributed to the exchange;
 60. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the ; it being specified that in the case the size of the capital increase presented to the Supervisory Board by the Executive Board represent, alone or together with the capital increases realized pursuant to the twelfth to eighteenth resolutions of this General Meeting, prior or simultaneous with the said capital increase, more than EUR 538,367 (or, on the basis of the current nominal value of the Company's shares, more than 10,767,340 shares), the Supervisory Board shall decide by a majority of two thirds of its members;
 61. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of ordinary shares and/or any other securities giving access to the share capital in the event of a public exchange offer initiated by the Company. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twenty-fourth resolution; and
 62. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution;

The delegation of authority granted to the Executive Board pursuant to this resolution is valid for a term of 26 months as from the date of this Shareholders' Meeting.

19. Overall cap applicable to the authorizations

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated, decides that the overall amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to the twelfth, thirteenth, fourteenth, sixteenth, seventeenth and eighteenth resolutions of this Shareholders' Meeting, cannot exceed an overall nominal amount of EUR 672,958 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 13,459,160 shares), it being specified that this overall amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

20. Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants reserved for members of the Supervisory Board and consultants of the Company

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

63. Delegates its authority to the Executive Board for the purpose of deciding to increase the share capital, either once in full or in a number of installments, in the proportions and at the times it shall determine, through the issuance of share subscription warrants (*bons de souscription d'actions*, or "BSA"), it being specified that the Executive Board may delegate to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law, all the necessary powers to decide on the share capital increase;
64. Decides that the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed a maximum nominal amount of EUR 7,500 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 150,000 shares), it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
65. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
66. Decides to suppress the preferential subscription right of shareholders to the BSA referred to in this resolution and to reserve the right to assign such rights to any natural person or legal entity that is a member of the Supervisory Board including after the resolutions presented to this shareholders' Meeting have been adopted or a consultant of the Company able to prove an existing contractual relationship with the Company as of the date of the Supervisory Board meeting authorizing the use of this delegation by the Executive Board;
67. Acknowledges that, for the benefit of holders of share subscription warrants issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these BSA grant rights over;
68. Decides that the Executive Board will determine the precise list of beneficiaries within the category of beneficiaries previously mentioned for whose benefit the preferential subscription right was suppressed and will determine the characteristics, amounts and terms and conditions of any issuance, as well as the terms and conditions for paying up the issued shares. In particular, it will determine the number of BSA to be issued for the benefit of each

beneficiary and will set the subscription price and the exercise price of such BSA, their dividend entitlement date (*date de jouissance*), it being specified that the amount paid or that should be paid to the Company for each share issued within the context of this delegation, will be at least equal to the average of the closing prices of the share during the last ten stock market trading days preceding the time of allocation of the BSA, provided that the subscription price of the BSA will be equal to 10% of the exercise price of the BSA as calculated above and that the amount paid upon subscription of the BSA shall be deducted from the amount due upon exercise;

69. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board;
70. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of autonomous share subscription warrants reserved for a specific category of persons. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twenty-fifth resolution; and
71. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 18 months as from the date of this Shareholders' Meeting.

21. Authorisation granted to the Executive Board to allocate existing or new free shares for the benefit of employed members of the Executive Committee and/or executive officers of the Company or its subsidiaries

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, pursuant to the provisions of Article L. 225-197-1 *et seq.* of the French Commercial Code, authorizes the Executive Board to proceed in the benefit of employed members of the Executive Committee and/or executive officers of the Company or its consolidated subsidiaries as at 31 December 2015 eligible under the above mentioned texts, free allocation of 350,000 common shares, existing or to be issued, with a nominal value of €0.05 each (the "Free Shares").

This authorization shall be used within 38 months from the date of this Shareholders' Meeting.

(1) Capital increase

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of EUR 17,500, capital increase authorized by this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

The capital increase that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the "premium account". The Shareholders' Meeting acknowledges that this decision implies shareholders' renunciation of their right, for the benefit of holders of Free Shares, to the said reserves.

(2) Allocation and retention periods

The Executive Board shall determine, for each allocation, a vesting period of three years after which the allocation of existing or new shares will become definitive. The definitive acquisition of the Free Shares at the end of the three-year vesting period must be subject to the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as employee, executive officer or member of an executive or supervisory body and, as the case may be, to the fulfillment of such performance conditions that the Executive Board may determine upon allocation.

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in Article 341-4 of the French Social Security Code (or its equivalent in foreign law), the Free Shares will be definitively allocated before the end of the remaining vesting period, said shares being then freely transferable.

(3) Delegation of powers to the Executive Board

The Shareholders' Meeting grants full powers to the Executive Board, with the option to sub-delegate under the conditions set forth by law, to implement the allocation of Free Shares, including:

- to determine the eligibility of employed members of the Executive Committee and/or executive officers of the Company as referred to in the first paragraph, eligible for such allocation;
- to determine the identity of the beneficiaries and the number of Free Shares granted to each of them;
- to establish the rules for the allocation plan of the Free Shares, including, as the case may be, the performance conditions subject to which the Free Shares will be definitively acquired;
- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Free Shares will be allocated;
- as required, to take all measures in order to reserve the rights of the holders of Free Shares pursuant to any legal or regulatory provision;
- to acknowledge the completion of the capital increase resulting from such allocation after the allocation period or, as applicable, as a result of the exercise of all other conditions subordinating the definitive allocation of Free Shares;
- to set the dividend entitlement date (*date de jouissance*), even retroactively, of the Free Shares to be issued; and
- take any action required by the implementation of this authorization, in accordance with the legislation currently in force.

22. Authorisation granted to the Executive Board to allocate existing or new free shares for the benefit of employees of the Company or its subsidiaries

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, pursuant to the provisions of Article L. 225-197-1 *et seq.* of the French Commercial Code, authorizes the Executive Board to proceed in the benefit of employees of the Company or its consolidated subsidiaries as at 31 December 2015 eligible under the above mentioned texts, free allocation of 250,000 common shares, existing or to be issued, with a nominal value of €0.05 each (the "**Free Shares**").

This authorization shall be used within 38 months from the date of this Shareholders' Meeting.

(1) Capital increase

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of EUR 12,500, capital increase authorized by this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be,

with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

The capital increase that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the “premium account”. The Shareholders’ Meeting acknowledges that this decision implies shareholders’ renunciation of their right, for the benefit of holders of Free Shares, to the said reserves.

(2) Allocation and retention periods

The Executive Board shall determine, for each allocation, a vesting period of one year after which the allocation of existing or new shares will become definitive, followed by a mandatory retention period of two years which runs from the definitive allocation of existing or new shares. The definitive acquisition of the Free Shares at the end of the one-year vesting period must be subject to the condition of the beneficiary’s presence in the Company or its consolidated subsidiaries as employee, executive officer or member of an executive or supervisory body and, as the case may be, to the fulfillment of such performance conditions that the Executive Board may determine upon allocation.

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in Article 341-4 of the French Social Security Code (or its equivalent in foreign law), the Free Shares will be definitively allocated before the end of the remaining vesting period, said shares being then freely transferable.

(3) Delegation of powers to the Executive Board

The Shareholders’ Meeting grants full powers to the Executive Board, with the option to sub-delegate under the conditions set forth by law, to implement the allocation of Free Shares, including:

- to determine the eligibility of the employees of the Company or its subsidiaries as referred to in the first paragraph, eligible for such allocation;
- to determine the identity of the beneficiaries and the number of Free Shares granted to each of them;
- to establish the rules for the allocation plan of the Free Shares, including, as the case may be, the performance conditions subject to which the Free Shares will be definitively acquired;
- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Free Shares will be allocated;
- as required, to take all measures in order to reserve the rights of the holders of Free Shares pursuant to any legal or regulatory provision;
- to acknowledge the completion of the capital increase resulting from such allocation after the allocation period or, as applicable, as a result of the exercise of all other conditions subordinating the definitive allocation of Free Shares;
- to set the dividend entitlement date (*date de jouissance*), even retroactively, of the Free Shares to be issued; and
- take any action required by the implementation of this authorization, in accordance with the legislation currently in force.

23. Modification of the by-laws to introduce a new category of preference shares convertible into ordinary shares in the Company’s by-laws

The Shareholders’ Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders’ Meetings, after having deliberated and reviewed the report of the Executive Board, the special report of the Statutory Auditors and the report of the Auditor for Special Benefits (*Commissaire aux avantages particuliers*) and pursuant to the provisions of Article L. 228-11 *et seq.* of the French Commercial Code:

UNOFFICIAL TRANSLATION FOR INFORMATIONAL PURPOSES ONLY

- I. Decides, in the framework of a long-term incentive plan in favour of the employees and executive officers of the Company and its subsidiaries, to introduce in the Company's by-laws a new category of shares, *i.e.* preference shares pursuant to Articles L. 228-11 *et seq.* of the French Commercial Code, with the following characteristics (the "**Preference Shares**"):
- a) the issuance of Preference Shares may only be decided in the framework of an allocation of free shares in favour of the employees and executive officers of the Company, pursuant to the provisions of Articles L. 225-97-1 of the French Commercial Code;
 - b) the maximum number of Preference Shares that may be allocated is 7,500;
 - c) no application will be made for the Preference Shares to be listed on the regulated market of Euronext Paris;
 - d) only the Preference Shares convertible into ordinary shares pursuant to the terms and conditions specified below grant the right to vote in the general meetings of holders of ordinary shares, applicable only from the date at which they become convertible. The number of voting rights granted by each Preference Share is equal to the number of ordinary shares that can be received from the conversion of each Preference Share;
 - e) only the Preference Shares convertible into ordinary shares pursuant to the terms and conditions specified below grant the right to a dividend and to a portion of the reserves, applicable only from the date at which they become convertible. Preference Shares that have become convertible will bear rights as from the first day of the financial year preceding the financial year during which they become convertible. The amount of the dividend (and, if applicable, of the portion of the reserves) to which each Preference Share entitles is equal to the amount due with respect to one ordinary share multiplied by the number of ordinary shares that can be received from the conversion of each Preference Share;
 - f) in the event of a liquidation of the Company, the preference shares are entitled to the same right to the liquidation surplus as ordinary shares, *i.e.* in proportion to the portion of the share capital that their nominal amount represents;
 - g) the Preference Shares give no preferential subscription right to any capital increase or any operation granting a right on ordinary shares;
 - h) in the event of an operation taking place before the Preference Shares are converted in the conditions set forth in Paragraph I) below, the conversion ratio will be adjusted pursuant to the provisions of Article L. 228-99, Paragraph 2, 3° and Paragraph 5 of the French Commercial Code.
 - i) the nominal value of the Preference Shares is equal to the nominal value of the ordinary shares, *i.e.* 0.05 Euro;
 - j) the Preference Shares will be fully paid up upon issue through the incorporation of reserves, issue premiums or profits into the share capital for the corresponding amount;
 - k) the Preference Shares will be definitively acquired by the beneficiaries after a vesting period of one year from their allocation by the Executive Board and subject to the beneficiary's presence in the Company or its consolidated subsidiaries as an employee, executive officer or member of an executive or supervisory body or, if applicable, of the equivalent thereof in foreign law. The "**Acquisition Date**" is defined as the end of the vesting period of the Preference Shares.

However, in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the Preference Shares will be allocated definitively prior to the Acquisition Date.

- l) holders of Preference Shares will have the possibility to request the conversion of their Preference Shares in ordinary shares of the Company, either new or existing (at the Company's option), as follows:

1. The Preference Shares become convertible in ordinary shares, either new or existing at the Company's option (the "**Ordinary Shares**"), after a vesting period of one year from their allocation by the Executive Board as abovementioned in Paragraph k), followed by a two-year retention period from the definitive allocation (the "**Retention Period**"), under the conditions set forth in Paragraphs 3 to 14 below. The "**Expiry Date of the Retention Period**" is defined as the end of the Retention Period.

However, in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the Free Preference Shares will be allocated definitively prior to the Acquisition Date.

2. As from the first anniversary date of the Acquisition Date, the Preference Shares will be freely transferable to a credit institution in the framework of a pledge agreement.

Pursuant to the provisions set forth in the Article L. 225-197-1 I., Paragraph 6 of the French Commercial Code, the Preference Shares will be freely transferable in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code, regardless of whether such invalidity occurs before or after the Acquisition Date.

3. The Preference Shares may only be converted for a conversion period of six year and six months from the Expiry Date of the Retention Period (the "**Conversion Period**").
4. During the Conversion Period, each holder of Preference Shares will have the right to convert each of his Preference Shares in Ordinary Shares, either new or existing (at the Company's option). The number of Ordinary Shares to which the conversion of one Preference Share will entitle will be equal to the sum of (i) a number of Ordinary Shares which will depend on the fulfilment of an internal condition (the "**Internal Condition**") and (ii) a number of Ordinary Shares which will depend on the fulfilment of a market condition as defined below (the "**Market Condition**") (together the "**Performance Criteria**").

The fulfilment of the Performance Criteria will grant the right to convert each Preference Shares in a maximum of 200 Ordinary Shares, i.e. a maximum of 100 Ordinary Shares under the Internal Condition and a maximum of 100 Ordinary Shares under the Market Condition.

It is specified that this conversion ratio thus determined will be adjusted in order to take into account the shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital and holders of Preference Shares under legal and regulatory requirements and Paragraph h) above.

5. The Internal Condition allowing to calculate the conversion ratio of Preference Shares that can be converted will be determined as a function of the highest of the following two alternative criteria:
 - a) The first criterion is a function of the cash revenues of the Company relating to a present or future partnership or licensing agreement, cumulated over the period from 1 July 2016 to 30 June 2019 (the "**Cash Revenues**"):
 - (i) If the Cash Revenues are strictly inferior to 50 million Euros, the conversion ratio under the Internal Condition will be equal to 0;
 - (ii) If the Cash Revenues are equal or superior to 50 millions Euro and inferior to 150 million Euros, the conversion ratio under the Internal Condition will be equal to:

$$[(\text{Cash Revenues} - 50) / 100] \times 100$$

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- (iii) If the Cash Revenues are equal or superior to 150 million Euros, the conversion ratio under the Internal Condition will be equal to 100;
 - b) The second criterion is a function of the maturity of the portfolio of drug candidates developed by the Company during the three years before the Expiry Date of the Retention Period. "Drug candidates developed by the Company" mean Lirilumab, Monalizumab and IPH4102. For each of these products:
 - (i) In the event of the authorization by the competent regulatory authority in the United States or in Europe for the Company or one of its partners to carry out a Phase III trial or a clinical trial with a view to register a product, the conversion ratio under the Internal Condition will be equal to 50;
 - (ii) In the event of the authorization by the competent regulatory authority in the United States or in Europe for the Company or one of its partners to carry out two Phases III trials or clinical trials with a view to register two products and/or two different indications for one product, the conversion ratio under the Internal Condition will be equal to 75;
 - (iii) In the event of an acceptance from the European Medicines Agency (EMA) in Europe or the Food and Drug Administration (FDA) in the United States to examine a filing by the Company or one of its partners of a marketing authorization request, the conversion ratio under the Internal Condition will be equal to 100.

6. The Market Condition allowing to calculate the conversion ratio of the Preference Shares into Ordinary Shares will be determined depending on the stock market price of the Innate Pharma share:

The terms "**Initial Price**" mean the average closing price of the Innate Pharma share on Euronext Paris for the sixty trading days prior to the allocation date of the Preference Shares by the Executive Board.

The terms "**Final Price**" mean the highest average closing price of the Innate Pharma share on Euronext Paris for the trading days over a period of sixty consecutive days calculated at any time during the three years prior to the Expiry Date of the Retention Period.

The terms "**High Price**" means the Initial Price multiplied by two.

- a) If the Final Price is strictly inferior to the Initial Price, the conversion ratio under the Market Condition will be equal to 0;
- b) If the Final Price is between (i) a value equal or superior to the Acquisition price and (ii) a value inferior to the High Price, the conversion ratio under the Market Condition will be equal to:

$$[(\text{Final Price} / \text{Initial Price}) - 1] \times 100$$

- c) If the Final Price is equal or superior to the High Price, the conversion ratio under the Market Condition will be equal to 100.

7. The right to convert Preference Shares into Ordinary Shares, as well as the right to vote in the general meetings of holders of Ordinary Share and the right to the dividend and to a portion of the reserves attached to the Preference Shares that have become convertible pursuant to Paragraphs d) and e) above, are subject to the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as an employee, an executive

officer or a member of an executive or supervisory body or, if applicable, of the equivalent thereof in foreign law as at the Expiry Date of the Retention Period. In the event that such condition ceases to be fulfilled, the Company may proceed at any moment to the redemption of the Preference Shares in the conditions set forth in Paragraph k) 9. below. It is specified that the provisions of this paragraph do not apply if the presence of the beneficiary in the Company or its consolidated subsidiaries ceases due to death, invalidity or retirement.

8. The fulfilment of the Performance Criteria will be determined in a meeting of the Executive Board as soon as practicable after the Expiry Date of the Retention Period.
 9. The Preference Shares that cannot be converted into Ordinary Shares depending on the extent to which the Performance Criteria are fulfilled or if the presence condition as at the Expiry Date of the Retention Period is not fulfilled, and the Preference Shares that can be but will not have been converted at the end of the Conversion Period, may be bought at any time by the Company (which is under no obligation to do so) at their nominal value.
 10. At the end of the Conversion Period, the Company will have the possibility to proceed, pursuant to applicable legal and regulatory provisions, to the cancellation of the Preference Shares that will have not been converted, including those that it will have bought. The share capital will then be reduced accordingly, and creditors will have the right to oppose such reduction in the conditions set forth in Article L. 225-205 of the French Commercial Code.
 11. New Ordinary Shares resulting from the conversion of Preference Shares will be assimilated to existing Ordinary Shares, will bear rights as from the first day of the financial year preceding the financial year during which they become convertible, and will grant to their holders, starting from their delivery, all the rights attached to Ordinary Shares. They will be subject to a request for listing on the regulated market of Euronext Paris on the same listing line as Ordinary Shares.
 12. The Executive Board will record the conversion into Ordinary Shares of the Preference Shares for which the conversion fulfils the conditions set forth above, as well as the number of Ordinary Shares resulting from the conversions of Preference Shares that have taken place, and will modify the by-laws accordingly, in particular with regards to the breakdown of shares by category. This competence may be delegated to the Chairman of the Executive Board under the conditions set forth by law.
 13. Shareholders will be informed of the conversions having taken place by the reports of the Executive Board and Statutory Auditors pursuant to Article R. 228-18 of the French Commercial Code. These supplementary reports will be made available to the shareholders at the Company's registered office as from the date on which each meeting is convened.
 14. The increases in share capital that will result from the creation of the Preference Shares and new Ordinary Shares will be carried out through a special incorporation of all or part of the available reserves accounts, and in particular from the "issue premium" account. The General Meeting acknowledges that this decision entails an automatic waiver from the shareholders, in favour of the beneficiaries of Preference Shares, of their portion of such reserves.
- II. Decides that the holders of Preference Shares are grouped into a special meeting and that the maintenance of the particular rights granted to them is ensured pursuant to legal provisions (Articles L. 225-99, Paragraph 2 and L. 228-19 of the French Commercial Code);
 - III. Decides that, as from the effective issue date of the Preference Shares, the Company's share capital will be divided in two categories of shares, Ordinary Shares (referred to as A Shares) and Preference Shares (referred to as B Shares);
 - IV. Acknowledges that the conversion of Preference Shares into Ordinary Shares entails a waiver from the shareholders of the preferential subscription right to the new Ordinary Shares resulting from the conversion;
 - V. Decides to adopt the modifications of the by-laws resulting from the creation of the Preference Shares, and therefore to modify, as from the definitive allocation date of the Preference Shares, Articles 6, 9, 10 and 12 as follows:

) "ARTICLE 6 - Share Capital"

This article now reads as follows:

"The share capital is [] euros (euros []). It is divided into fifty-three million eight hundred and thirty-six thousand seven hundred and fourteen (53,836,714) ordinary shares of zero point zero five (0.05) euro each (herein referred to as "A shares"), and [] preference shares of zero point zero five (0.05) euro each (herein referred to as "B shares") fully subscribed and fully paid up in cash."

) "ARTICLE 9 - Form of Shares – Administration of the Share Accounts"

The first and second paragraphs are replaced with the following:

"A Shares are either in registered form or, if allowed by law, in bearer form, at the shareholder's discretion. Fully paid-up B Shares are in registered form."

A Shares and B Shares are registered in individual accounts opened by the Company or any authorised intermediary, in the name of each shareholder and kept according to the conditions and procedures provided by legal and regulatory provisions."

) "ARTICLE 10 - Transfer of Shares"

This article now reads as follows:

"Registered shares may be transferred by transfer from one account to another."

A Shares paid up in cash are freely transferable as from the completion of the share capital increase. A Shares received in exchange for contribution in kind are freely transferable as from the completion of the share capital increase, i.e. on the date of the Meeting of Shareholders or meeting of the Executive Board, acting under delegation, which approved the contribution, in the case of an in-kind contribution during the life of the company."

Title to A Shares is transferred by registration in the buyer's account, on the date and in accordance with the conditions provided by applicable law and, as the case may be, regulations."

A Shares are freely transferable subject to legislative provisions. B Shares are transferable under the conditions set forth in Article 12 of these by-laws."

) "ARTICLE 12 - Rights and Obligations attached to Shares"

This article now reads as follows:

"The share capital of the Company is divided between A Shares and B Shares."

I. Rights attached to A Shares

Without prejudice to the rights attached to B Shares, each A share entitles to a portion of the corporate profits and assets in proportion to the portion of share capital that it represents."

In addition, such share gives the right to vote and be represented at General Meetings of Shareholders pursuant to the conditions provided by law and in these articles of association. Shares of the Company (including shares of the Company that might be allocated for free in the framework of a capital increase through the incorporation of reserves, issue premiums or profits) do not grant a double voting right pursuant to the last paragraph of Article L. 225-123 of the French Commercial Code."

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Shareholders are only liable up to the nominal amount of the shares which they hold and any request for funds beyond that amount is prohibited.

Ownership of a share automatically implies agreement to be bound by the Company's by-laws and the decisions of the General Meeting of Shareholders.

The heirs, creditors, successors or other representatives of the shareholder cannot request seals to be placed on the Company's assets and securities or request their distribution or sale by public auction, or to interfere with its management. In order to exercise their rights, they should rely on company records and the decisions of the General Meeting of Shareholders.

Whenever it is necessary to hold several shares in order to exercise a right of any kind, in the case of an exchange, regrouping or allocation of securities, or further to a share capital increase or decrease, merger or other corporate transaction, holders of single shares or of less than the number of shares so required will only be able to exercise such right if they themselves collect and, as the case may be, purchase or sell, the required number of securities.

However, the Company may, in the case of an exchange of securities further to a merger or demerger, a share capital reduction, the regrouping or division and mandatory conversion of bearer into registered shares, or the distribution of securities deducted from reserves or in connection with a share capital reduction, or the distribution or allocation of free shares, pursuant to a decision of the Executive Board, sell any securities in respect of which the persons entitled thereto have not requested delivery subject to having carried out the publicity formalities provided by regulations at least two years beforehand.

As from the date of such sale, the prior securities or rights to distribution or allocation shall be cancelled as and when required, and their holders shall only be entitled to the allocation of the net proceeds of sale of unclaimed securities.

II. Rights attached to B Shares

B Shares and the rights of holders thereof are governed by the applicable provisions of the French Commercial Code, in particular Articles 228-11 et seq. thereof.

The maximum number of B Shares that may be allocated is 7,500 shares.

Only the B Shares convertible into A Shares pursuant to the terms and conditions specified below grant the right to vote in the general meetings of holders of Ordinary Shares, applicable only from the date at which they become convertible. The B Shares that have become convertible will bear rights as from the first day of the financial year preceding the financial year during which they become convertible. The amount of the dividend (and, if applicable, of the portion of the reserves) to which each B Share entitles is equal to the amount due in respect of an A Share, multiplied by the number of A Shares that can be received from the conversion of each B Share.

B Shares give no preferential subscription right to any capital increase or any operation granting a right on A Shares.

In the event of an operation taking place before the B Shares are converted pursuant to paragraph III. below, the conversion ratio will be adjusted pursuant to the provisions of Article L. 228-99, Paragraph 2, 3° and Paragraph 5 of the French Commercial Code.

With regards to the ownership of corporate assets, a B Share gives right to a portion of the liquidation surplus in proportion to the portion of share capital that it represents.

Only the B Shares convertible into A Shares pursuant to the terms and conditions specified below grant the right to vote in the ordinary and extraordinary general meetings of holders of A Shares, applicable only from the date at which they become convertible. The number of voting rights

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granted by each B Share is equal to the number of A Shares that can be received from the conversion of each B Share.

B Shares grant the right to vote in the special meetings of holders of B Shares. Holders of B Shares are grouped into a special meeting for any proposed modification of the rights attached to B Shares. In addition, pursuant to the provisions of Article L. 228-17 of the French Commercial Code, any proposed merger or demerger of the Company in which B Shares cannot be exchanged for shares with equivalent particular rights will be subject to the approval of any relevant special meeting.

Special meetings can only make valid decisions if the holders of B Shares that are present or represented hold at least, when convened for the first time, one third, and when convened for the second time, one fifth of the B Shares carrying the right to vote. If the capital is modified or adjusted, the rights of holders of B Shares are adjusted so that their rights may be maintained pursuant to Article L. 228-99 of the French Commercial Code. The other rights attached to B Shares are specified in the next paragraph.

III. Conversion of B Shares into A Shares

The issuance of B Shares may only be decided in the framework of an allocation of free shares in favour of the employees and/or executive officers of the Company, pursuant to the provisions of Articles L. 225-97-1 of the French Commercial Code.

B Shares will be definitively acquired by the beneficiaries after an acquisition period of one year from their allocation by the Executive Board and subject to the beneficiary's presence in the Company or its consolidated subsidiaries as an employee, executive officer or member of an executive or supervisory body or, if applicable, of the equivalent thereof in foreign law. The "**Acquisition Date**" is defined as the end of the acquisition period of the Preference Shares.

However, in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the B Shares will be allocated definitively prior to the Acquisition Date.

The B Shares become convertible in A Shares, either new or existing at the Company's option, after the above-mentioned one-year vesting period from their allocation by the Executive Board, followed by a two-year retention period from the definitive allocation (the "B"), under the conditions set forth in Paragraphs 2 to 10 below. The "**Expiry Date of the Retention Period**" is defined as the end of the Retention Period.

However, in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the B Shares will be allocated definitively prior to the Acquisition Date.

1. As from the first anniversary date of the Acquisition Date, B Shares will be freely transferable to a credit institution in the framework of a pledge agreement.

Pursuant to the provisions set forth in the Article L. 225-197-1 I., Paragraph 6 of the French Commercial Code, the B will be freely transferable in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code, regardless of whether such invalidity occurs before or after the Acquisition Date.

2. B Shares may only be converted for a conversion period of six years and six months from the Expiry Date of the Retention Period (the "**Conversion Period**").

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3. *During the Conversion Period, each holder of B Shares will have the right to convert each of his B Shares in A Shares, either new or existing (at the Company's option). The number of A Shares to which the conversion of one B Share will entitle will be equal to the sum of (i) a number of Ordinary Shares determined according to the fulfilment of an internal condition (the "Internal Condition") and a market condition as defined below ((the "Market Condition") (together the "Performance Criteria").*

The fulfilment of the Performance Criteria will give the right to convert each B share in a maximum of 200 A Shares, i.e. a maximum of 100 Ordinary Shares under the Internal Condition and a maximum of 100 Ordinary Shares under the Market Condition.

It is specified that this conversion ratio thus determined will be adjusted in order to take into account the shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital and holders of B Shares under legal and statutory requirements and Paragraph II. above.

4. *The Internal Condition in order to calculate the number of B Shares that can be converted will be determined as a function of the highest of the following two alternative criteria:*

- a) *The first criterion is a function of the consolidated collected turnover of the Company relating to a present or future partnership or licensing agreement, cumulated over the period from 1 July 2016 to 30 June 2019 (the "Cash Revenues"):*

(iv) *If the Turnover is strictly inferior to 50 millions euros, the conversion ratio under the Internal Condition will be equal to 0;*

(v) *If the Turnover is superior or equal to 50 millions euros and inferior to 150 millions euros, the conversion ratio under the Price Condition will be equal to :*

$$[(\text{Turnover}-50)/100]\times 100$$

(vi) *If the Cash Revenues are equal or superior to 150 million Euros, the conversion ratio under the Internal Condition will be equal to 100;*

- b) *The second criterion is a function of the maturity of the portfolio of drug candidates developed by the Company during the three years before the Expiry Date of the Retention Period. "Drug candidates developed by the Company" mean Lirilumab, Monalizumab and IPH4102. For each of these products:*

(vii) *In the event of the authorization by the competent regulatory authority the United States or in Europe for the Company or one of its partners to carry out a Phase III trial or a clinical trial with a view to register a product, the conversion ratio under the Internal Condition will be equal to 50;*

(viii) *In the event of the authorization by the competent regulatory authority in the United States or in Europe for the Company or one of its partners to carry out two Phases III trials or clinical trials with a view to register two products and/or two different indications for one product, the conversion ratio under the Internal Condition will be equal to 75;*

(ix) *In the event of an acceptance from the European Medicines Agency (EMA) in Europe or the Food and Drug Administration (FDA) in the United States to examine a filing by the Company or one of its partners of a marketing authorization request, the conversion ratio under the Internal Condition will be equal to 100.*

5. *The Market Condition in order to calculate the conversion ratio of B Shares into A Shares will be determined depending on the stock market price of the Innate Pharma share:*

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The terms “**Initial Price**” mean the average closing price of the Innate Pharma share on Euronext Paris for the sixty trading days prior to the Allocation Date by the Executive Board.

The terms “**Final Price**” mean the highest average closing price of the Innate Pharma share on Euronext Paris over a period of sixty consecutive days calculated at any time during the three years prior to the Expiry Date of the Retention Period.

The terms “**High Price**” means the Initial Price multiplied by two.

a) If the Final Price is strictly inferior to the Initial Price, the conversion ratio under the Market Condition will be equal to 0;

b) If the Final Price is between (i) a value equal or superior to the Initial Price and (ii) a value inferior to the High Price, the conversion ratio under the Market Condition will be equal to:

$$[(\text{Final Price} / \text{Initial Price}) - 1] \times 100$$

c) If the Final Price is equal or superior to the High Price, the conversion ratio under the Market Condition will be equal to 100.

6. The right to convert B Shares into A Shares, as well as the right to vote in the general meetings of A Shares holders and the right to the dividend and to a portion of the reserves attached to B Shares that have become convertible pursuant to Paragraph II. above, are subject to the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as an employee, an executive officer or a member of an executive or supervisory body or, if applicable, of the equivalent thereof in foreign law as at the Expiry Date of the Retention Period. In the event that such condition ceases to be fulfilled, the Company may proceed at any moment to the redemption of B Shares in the conditions set forth in Paragraph 8. below. It is specified that the provisions of this paragraph do not apply if the presence of the beneficiary in the Company or its consolidated subsidiaries ceases due to death, invalidity or retirement.
7. The fulfilment of the Performance Criteria will be recorded in a meeting of the Executive Board as soon as practicable after the Expiry Date of the Retention Period.
8. B Shares that cannot be converted into A Shares depending on the extent to which the Performance Criteria are fulfilled or if the presence condition as at the Expiry Date of the Retention Period is not fulfilled, and B Shares that can be but will not have been converted at the end of the Conversion Period, may be bought at any time by the Company (which is under no obligation to do so) at their nominal value.
9. At the end of the Conversion Period, the Company will have the possibility to proceed, pursuant to applicable legal and regulatory provisions, to the cancellation of B Shares that will have not been converted, including those that it will have bought. The share capital will then be reduced accordingly, and creditors will have the right to oppose such reduction in the conditions set forth in Article L. 225-205 of the French Commercial Code.
10. New A Shares resulting from the conversion of B Shares will be assimilated to existing A Shares, will bear rights as from the first day of the financial year preceding the financial year during which they become convertible, and will grant to their holders, starting from their delivery, all the rights attached to A Shares. They will be subject to a request for listing on the regulated market of Euronext Paris on the same listing line as A Shares.

By way of derogation to the above, the allocation of B Shares can take place after the date of their allocation by the Executive Board and prior to the Acquisition Date, in the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code, at the beneficiary's request.

The Executive Board will record the conversion into A Shares of the B Shares for which the conversion fulfils the conditions set forth above, as well as the number of A Shares resulting from the conversions of B Shares that have taken place, and will modify the by-laws accordingly, in particular with regards to the breakdown of shares by category. This competence may be delegated to the Chairman of the Executive Board under the conditions set forth by law.

If the conversion of B Shares into A Shares results in a capital increase, such increase will be fully paid up at issue through the incorporation of reserves, profits or issue premiums for the corresponding amount.

Shareholders will be informed of the conversions having taken place by the reports of the Executive Board and Statutory Auditors pursuant to Article R. 228-18 of the French Commercial Code. These supplementary reports will be made available to the shareholders at the Company's registered office as from the date on which each meeting is convened."

- VI. Grants full powers to the Executive Board, along with the power to sub-delegate pursuant to the conditions set forth by law, to complete any formalities and proceed to any filing in order to implement these modifications to the by-laws.

24. Authorisation granted to the Executive Board to allocate free preference shares convertible into ordinary shares of the Company for the benefit of employed directors, employed members of the Executive Committee and/or executive officers of the Company or its subsidiaries

The General Meeting, acting under the conditions of quorum and majority required for extraordinary general meetings, after having deliberated and reviewed the report of the Executive Board, the special report of the Statutory Auditors and the report of the Auditor for Special Benefits (*Commissaire aux avantages particuliers*), subject to the condition precedent of the adoption of the twenty-third resolution of this Meeting and pursuant to the provisions of Article L. 225-197-1 *et seq.* of the French Commercial Code, authorises the Executive Board to proceed, in favour of employed directors, employed members of the Executive Committee and/or executive officers of the Company and of its consolidated subsidiaries as of 31 December 2015 eligible pursuant to the provisions mentioned above, to a free allocation of 5,000 preference shares with a nominal value of 0.05 euro each, convertible in a maximum of 1,000,000 new or existing ordinary shares of the Company, it being specified that the rights attached to the preference shares will be determined in the Company's by-laws (the "**Preference Shares**") following the adoption of the twenty-third resolution of this Meeting.

(1) Capital increases

If all the Preference Shares are definitively allocated, a capital increase of 250 euros will take place, which this Meeting authorises. The total number of ordinary shares that may result from the conversion of Preference Shares pursuant to this delegation may result in a capital increase of no more than 50,000 euros. It is specified that these limitations are determined without taking into account the legal, regulatory or contractual adjustments necessary to maintain the right of holders of securities granting access to the Company's capital and holders of Preference Shares.

The capital increases resulting from the creation of the Preference Shares and of the ordinary shares that may result from the conversion thereof will be carried out through a special incorporation of all or part of the available reserves accounts, and in particular from the "issue premium" account. The General Meeting acknowledges that this decision entails an automatic waiver from the shareholders, in favour of the beneficiaries of Preference Shares, of their portion of such reserves.

The General Meeting acknowledges that this authorisation entails a waiver from the shareholders, in favour of the beneficiaries of the allocation of Preference Shares, to any right on the Preference Shares allocated pursuant to this authorisation and on new ordinary shares that may be issued following the conversion of the Preference Shares.

(2) Acquisition and retention periods

The definitive allocation of the Preference Shares will take place at the end of an acquisition period of one year from the date of allocation by the Executive Board. It will be followed by a retention period of two years from the end of the acquisition period, at the end of which the beneficiaries of the allocation will have the possibility to exercise, subject to the Executive Board recording that the conversion conditions are fulfilled, their right to conversion for a period of six years and six months from the end of the retention period.

As from the first anniversary date of the Acquisition Date, B Shares will be freely transferable to a credit institution in the framework of a pledge agreement.

In the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the Preference Shares will be allocated definitively prior to the end of the acquisition period, such shares being then freely transferable.

(3) Delegation of power to the Executive Board

The Meeting grants to the Executive Board, with the power to sub-delegate under the conditions set forth by law, all powers to proceed to the allocation of Free Preference Shares and in particular:

- determine the eligibility conditions of employed directors, employed members of the Executive Committee and/or executive officers of the Company or its consolidated subsidiaries as of 31 December 2015, as referred to in the first paragraph, qualifying for such allocation;
- determine the identity of the beneficiaries and the number of Preference Shares allocated to each of them;
- establish the rules for the allocation plan of the Preference Shares;
- determine, in subject to the conditions and limits set forth by law, the dates on which the Preference Shares will be allocated;
- determine, pursuant to applicable legal and regulatory provisions, the impact on the beneficiaries' rights of operations that modify the capital or that may affect the value of Preference Shares allocated and acquired during the acquisition and retention periods and, as a consequence, modify or adjust when necessary the conversion ratio of Preference Shares into Ordinary Shares;
- record the completion of the capital increase or increases carried out pursuant to this authorisation, modify the Company's by-laws accordingly; and
- take any action necessary to implement this authorisation in conformity with the current legislation.

The General Meeting acknowledges that, in the event of the use by the Executive Board of the authorisation granted to it by this resolution, the Executive Board will report on such use to the next ordinary general meeting, pursuant to the applicable law and regulation.

This authorisation is valid for a term of 38 months as from the date of this Meeting.

25. Authorisation granted to the Executive Board to allocate free preference shares convertible into ordinary shares of the Company for the benefit of employees of the Company or its subsidiaries

The General Meeting, acting under the conditions of quorum and majority required for extraordinary general meetings, after having deliberated and reviewed the report of the Executive Board, the special report of the Statutory Auditors and the report of the Auditor for Special Benefits (*Commissaire aux avantages particuliers*), subject to the condition precedent of the adoption of the twenty-third resolution of this Meeting and pursuant to the provisions of Article L. 225-197-1 *et seq.*

of the French Commercial Code, authorises the Executive Board to proceed, in favour of employees of the Company and of its consolidated subsidiaries as of 31 December 2015 eligible pursuant to the provisions mentioned above, to a free allocation of 2,500 preference shares with a nominal value of 0.05 euro each, convertible in a maximum of 500,000 new or existing ordinary shares of the Company, it being specified that the rights attached to the preference shares will be determined in the Company's by-laws (the "**Preference Shares**") following the adoption of the twenty-third resolution of this Meeting.

(1) Capital increases

If all the Preference Shares are definitively allocated, a capital increase of 125 euros will take place, which this Meeting authorises. The total number of ordinary shares that may result from the conversion of Preference Shares pursuant to this delegation may result in a capital increase of no more than 25,000 euros. It is specified that these limitations are determined without taking into account the legal, regulatory or contractual adjustments necessary to maintain the right of holders of securities granting access to the Company's capital and holders of Preference Shares.

The capital increases resulting from the creation of the Preference Shares and of the ordinary shares that may result from the conversion thereof will be carried out through a special incorporation of all or part of the available reserves accounts, and in particular from the "issue premium" account. The General Meeting acknowledges that this decision entails an automatic waiver from the shareholders, in favour of the beneficiaries of Preference Shares, of their portion of such reserves.

The General Meeting acknowledges that this authorisation entails a waiver from the shareholders, in favour of the beneficiaries of the allocation of Preference Shares, to any right on the Preference Shares allocated pursuant to this authorisation and on new ordinary shares that may be issued following the conversion of the Preference Shares.

(2) Acquisition and retention periods

The definitive allocation of the Preference Shares will take place at the end of an acquisition period of one year from the date of allocation by the Executive Board. It will be followed by a retention period of two years from the end of the acquisition period, at the end of which the beneficiaries of the allocation will have the possibility to exercise, subject to the Executive Board recording that the conversion conditions are fulfilled, their right to conversion for a period of six years and six months from the end of the retention period.

As from the first anniversary date of the Acquisition Date, B Shares will be freely transferable to a credit institution in the framework of a pledge agreement.

In the event of invalidity of the beneficiary corresponding to classification in the second or third categories set forth by Article L. 341-4 of the French Social Security Code (or the equivalent thereof in an applicable foreign law), the Preference Shares will be allocated definitively prior to the end of the acquisition period, such shares being then freely transferable.

(3) Delegation of power to the Executive Board

The Meeting grants to the Executive Board, with the power to sub-delegate under the conditions set forth by law, all powers to proceed to the allocation of Preference Shares and in particular:

- determine the eligibility conditions of the employees of the Company or its consolidated subsidiaries as of 31 December 2015, as referred to in the first paragraph, qualifying for such allocation;
- determine the identity of the beneficiaries and the number of Preference Shares allocated to each of them;
- establish the rules for the allocation plan of the Preference Shares;

- determine, in subject to the conditions and limits set forth by law, the dates on which the Preference Shares will be allocated;
- determine, pursuant to applicable legal and regulatory provisions, the impact on the beneficiaries' rights of operations that modify the capital or that may affect the value of Preference Shares allocated and acquired during the acquisition and retention periods and, as a consequence, modify or adjust when necessary the conversion ratio of Preference Shares into Ordinary Shares;
- record the completion of the capital increase or increases carried out pursuant to this authorisation, modify the Company's by-laws accordingly; and
- take any action necessary to implement this authorisation in conformity with the current legislation.

The General Meeting acknowledges that, in the event of the use by the Executive Board of the authorisation granted to it by this resolution, the Executive Board will report on such use to the next ordinary general meeting, pursuant to the applicable law and regulation.

26. Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, within the framework of the provisions of articles L. 3332-18 *et seq.* of the French Labor Code and of Article L. 225-138-1 of the French Commercial Code and in accordance with the provisions of Article L. 225-129-6 of that same Code:

72. Delegates all powers to the Executive Board for the purpose of increasing the Company's share capital, either once in full or in a number of installments, in the proportions and at the times it shall determine, by a maximum nominal amount of EUR 10,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 200,000 shares), through the issuance of shares or other securities giving access to the share capital, reserved to members of a company savings plan of the Company and of French or foreign companies that are related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
73. Decides that the subscription price of the new shares will be equal to 80% of the average of the first listed prices of the Company's share on the Euronext Paris stock exchange during the twenty stock market trading days preceding the date of the decision setting the opening date for subscription when the duration of the lock-up period stipulated by the savings plan pursuant to Article L. 3332-25 *et seq.* of the French Labor Code is less than 10 years, and to 70% of this average when said lock-up period is greater than or equal to 10 years. Nevertheless, the Shareholders' Meeting expressly authorizes the Executive Board, if it thinks it appropriate, to reduce or cancel the above-mentioned discounts, within legal and regulatory limits, in order to take into account, among others, the applicable legal, accounting, tax and social security considerations in the countries where the members of a company savings plan benefiting from the capital increase reside;
74. The Executive Board will also have the power to substitute all or part of the discount with an allocation of free shares or other securities giving access to the Company's share capital, either existing or to be issued, it being specified that the total benefit resulting from the allocation and, as applicable, the discount mentioned above, may not exceed the total benefit that members of the savings plan would have received if that shortfall had been 20% or 30% when the lock-up period stipulated by the plan pursuant to articles L. 3332-25 *et seq.* of the French Labor Code is greater than or equal to 10 years;
75. Decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Executive Board may also provide for the allocation, free of charge, of new or existing shares or other new or existing securities giving access to the Company's share capital, as an employer matching

contribution, provided that their equivalent monetary value, valued at the subscription price, will not have the effect of exceeding the limits provided for in articles L. 3332-10 et seq. of the French Labor Code;

76. Decides to suppress, in favor of members of a company savings plan, the shareholders' preferential subscription rights to the new shares to be issued or to other securities giving access to the share capital, and to the securities to which such securities issued pursuant to this resolution gives access to;
77. Decides that the characteristics of the other securities giving access to the share capital will be decided by the Executive Board, under the conditions set forth by applicable regulations;
78. Decides that the Executive Board shall have all powers, with the power to delegate or sub-delegate pursuant to applicable legal and regulatory provisions, to implement this resolution and, in particular, with respect to determining the terms and conditions of the transactions and deciding on the dates and terms of the issuances to be carried out pursuant to this delegation, setting the opening and closing dates of the subscription periods, the dividend entitlement dates (*dates de jouissance*) of the issued securities, determining the terms and conditions for paying up the shares and other securities giving access to the Company's share capital, determining the timeframe for such paying up of shares and, as applicable, of the securities giving access to the Company's share capital, requesting the created securities' admission to trading on the stock market wherever appropriate, announcing the completion of the share capital increases in the amount of the shares that will actually be subscribed, completing, directly or through an agent, any transactions and formalities in connection with share capital increases and, at its sole discretion and if it sees fit, deducting the costs of the share capital increases from the amount of premiums associated with those increases and withholding from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each share capital increase;
79. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; and
80. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twenty-eighth resolution.

The delegation thus granted to the Executive Board is valid for a term of 26 months as from the date of this Shareholders' Meeting.

27. Delegation of power granted to the Executive Board for the purpose of cancelling all or part of the treasury shares of the Company, acquired pursuant to the authorization to repurchase shares

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Executive Board and the special report of the Statutory Auditors, subject to the adoption of the authorization allowing the Company to repurchase its own shares as detailed in the eleventh resolution above, authorizes the Executive Board, pursuant to the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, to cancel, in the proportions and at the times it shall determine, once in full or in several installments, all or part of the Company's shares that the Company holds pursuant to the authorization granted to the Executive Board to repurchase the Company's shares, and to reduce the share capital by the overall nominal amount of the shares thus cancelled, within the limit of 10% of the share capital over a period of 24 months; it being reminded that this 10% limit applies to the Company's share capital, which may, if applicable, be adjusted according to transactions affecting the share capital that may occur subsequent to this Shareholders' Meeting.

The Shareholders' Meeting grants full power to the Executive Board, with the power to sub-delegate under the conditions set forth by law, for the purpose of proceeding with said capital

reduction, acknowledging its successful completion, adding the difference between the cancelled share repurchase price and their par value to all items relating to reserves or premiums, carrying out the corresponding amendments to the by-laws, as well as making any declarations to the *Autorité des Marchés Financiers*, complete any other formalities and, generally speaking, take any necessary action.

This authorization is granted for a term of 18 months as from the date of this Shareholders' Meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Executive Board, having the same purpose, i.e., any delegation relating to the reducing of the share capital by cancellation of treasury shares. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on 27 April 2015 pursuant to its twenty-ninth resolution.

28. Update of the Company's bylaws in accordance with legal and regulatory provisions in force

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Executive Board and the draft amended bylaws of the Company, decides to update the bylaws to reflect legal and regulatory provisions in force, and in particular:

- to update the third paragraph of Article 9 of the bylaws "Form of Shares – Administration of the Share Accounts" in order to reflect the provisions of Article L. 228-2 of the French Commercial Code, as amended by Ordinance no. 2014-863 of 31 July 2014 broadening the procedures for shareholder identification, by amending it as follows, the rest of the article remaining unchanged:

*"The Company is authorised to rely on statutory provisions, in particular Article L. 228-2 of the Commercial Code, with respect to the identification of the holders of bearer shares and for such purpose it may at any time request the central depositary who administers the share account, to provide the information referred to in Article L. 228-2 of the Commercial Code, in exchange for payment at the Company's expense. The Company is therefore, in particular, entitled at any time to request the name and year of birth, or concerning a legal person, the corporate name and year of incorporation, the nationality and the **post address and, if applicable, email address** of holders of securities which give the right to vote in Meeting of Shareholders, either immediately or in the future, as well as the number of shares held by each of them and, as the case may be, any restrictions which may apply to the shares."*

- to update the second paragraph of Article 17 V. of the bylaws "Composition of the Supervisory Board" in order to reflect the provisions of Article L. 225-72 of the French Commercial Code, as amended by Law no. 2008-776 of 4 August 2008 increasing from three to six months the period during which the members of the Supervisory Board may regularise their holding of shares, by amending it as follows, the rest of the article remaining unchanged:

*"If, a member of the Supervisory Board does not own the required number of shares on the date of his appointment or if, during his term of office he ceases to own such number, he shall be deemed to have automatically resigned if he has not rectified this situation within **six** months."*

- to update Article 22 of the bylaws "Regulated Agreements" in order to reflect the provisions of Article L. 225-86 *et seq.* of the French Commercial Code, as amended by (i) Law no. 2011-525 of 17 May 2011 removing the obligation to establish and communicate a list of agreements entered into in the ordinary course of business and under normal conditions and (ii) Ordinance no. 2014-863 of 31 July 2014 providing for various amendments to the regime of regulated agreements, by amending it as follows:

"I. Any agreement entered into between the Company and any of the members of the Executive Board or Supervisory Board, a shareholder with more than 10% of the voting rights or, in the case

of a corporate shareholder, the company controlling it within the meaning of Article L. 233-3 of the Commercial Code with more than 10% of the voting rights, is subject to the prior approval of the Supervisory Board.

The same rule applies to agreements in which one of the persons referred to in the previous paragraph has an indirect interest or for which it has dealt with the Company through an intermediary.

Agreements between the Company and an enterprise are also subject to prior approval if one of the members of the Executive Board or the Supervisory Board of the Company is the owner, a partner with unlimited liability, a manager, director, director general, member of the Executive Board or Supervisory Board of such enterprise, or more generally is in charge of managing such enterprise.

The prior approval of the Supervisory Board is substantiated by justifying of the interest of entering the agreement for the Company, in particular by specifying the financial conditions that apply thereto.

The preceding provisions do not apply to agreements entered into in the ordinary course of business and under normal conditions, **nor to agreements entered into between two companies, one of which holds, directly or indirectly, the entire share capital of the other company, excluding if applicable the minimum number of shares necessary to comply with the requirements of Article 1832 of the French Civil Code or Articles L. 225-1 and L. 226-1 of the French Commercial Code.**

The member of the Executive Board or Supervisory Board concerned must inform the Supervisory Board as soon as he becomes aware of an agreement subject to approval. If he is a member of the Supervisory Board, he cannot take part in the vote of approval.

The Chairman of the Supervisory Board must inform the statutory auditor of all authorized agreements to and submit them for approval to the Meeting of Shareholders.

II. The statutory auditors present a special report on such agreements to the Meeting of Shareholders which will decide on these agreements.

The person concerned cannot take part in the vote and the shares he holds are not included in the calculation of the quorum or the majority.

The agreements entered into and authorized in previous years and which have continued during the last year shall be reviewed annually by our Supervisory Board and must be reported to our statutory auditors for the purpose of establishing their report."

- to update the last paragraph of Article 27 of the bylaws "Convening meetings" in order to reflect the provisions of Article R. 225-69 of the French Commercial Code, as amended by Ordinance no. 2010-684 of 23 June 2010 extending the period for convening general meetings for the second time from six to ten days, by amending it as follows, the rest of the article remaining unchanged:

*"If a Shareholders' Meeting has not been able to deliberate due to the required quorum not being reached, a second Shareholders' Meeting is convened, subject to particular legal provisions, with at least **ten** days' advance notice, in the same manner as the first meeting. The invitation notice or letters for such second Shareholders' Meeting state the date and agenda of the first meeting."*

- to update the second paragraph of Article 28 of the bylaws "Agenda" in order to reflect the provisions of Article L. 225-105 of the French Commercial Code, as amended by Ordinance no. 2010-1511 of 9 December 2010 allowing shareholders holding a

determined fraction of the share capital to request for items to be included on the agenda, by amending it as follows, the rest of the article remaining unchanged:

*“One or more shareholders representing at least the percentage of share capital determined by statute and acting pursuant to statutory conditions and within statutory time periods, may request **items or draft resolutions to be included on the agenda of the Meeting by registered mail with confirmation of receipt.**”*

- to update the first paragraph of Article 30 I. of the bylaws “Representation of Shareholders” in order to reflect the provisions of Article L. 225-106 of the French Commercial Code, as amended by Ordinance no. 2010-1511 of 9 December 2010 giving shareholders the possibility to be represented at shareholders’ meetings by their partner in a civil union or any other natural or legal person of their choice, by amending it as follows, the rest of the article remaining unchanged:

*“I. Any shareholder may be represented at Meeting of Shareholders by another shareholder, his spouse, **his partner in a civil union or any other natural or legal person of his choice** through a proxy form sent to the shareholder by the Company:*

- either at his request, sent to the Company by any means. This request must have been received at the registered office at least five days prior to the Meeting of Shareholders; or

- at the initiative of the Company.”

The text of the new bylaws of the Company will enter into force at the end of this General Meeting.

29. Powers for formalities

The Shareholders’ Meeting grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions for the purpose of completing any legal formalities.

UNOFFICIAL TRANSLATION FOR INFORMATIONAL PURPOSES ONLY

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting or may be represented by a proxy. They may also send a power of representation without naming a proxy; in such a case their vote will be deemed in favor of adopting drafted resolutions approved by the Executive board and against adopting any other resolutions. Shareholders can also vote by post.

Any shareholder may be represented by his or her spouse, or by his or her partner who he or she has entered into a civil union with, or by another shareholder. He or she can be represented by an individual or legal entity of his or her choice.

In order to attend, vote by post, or be represented in the shareholders' Meeting :

In accordance with Article R 225-85 of the Commercial Code, it is justified the right to participate in the general meeting by the registration of the shares in the name of the shareholder or the name of the intermediary registered on his behalf, the second business day preceding the general meeting at midnight, Paris time:

- for registered shareholder, registration of their shares in the Company's registers held for the Company by its agent, SOCIETE GENERALE (Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – CS 30812 – 44308 NANTES CEDEX 3) ;

- for shareholder holding bearer shares, the authorised intermediary who hold the bearer shares account must provide a certificate of shareholding appended to the voting form or proxy or admission request form.

You wish to attend the Shareholder's Meeting:

To attend the meeting, it is recommended to request an admission card as follows:

- If you hold registered shares, you should request an admission card to SOCIETE GENERALE, using the pre-paid envelope provided ;

- If you hold bearer shares, you must, at least two days before the date of the Shareholder's meeting, request a certificate of participation to your financial intermediary. The intermediary will then send this certificate to SOCIETE GENERALE, which will send the shareholder an admission card. This certificate will also be issued to shareholders wishing to attend the meeting and who has not received an admission card the second business day preceding the meeting at midnight, Paris time.

On the day of the general meeting, shareholders must prove their quality during the registration process.

You wish to vote by post or grant a proxy:

If you hold registered shares, you will directly receive the single voting form or proxy, with the notice of meeting. You must fill out, date, sign and return the form using the pre-paid envelope enclosed with the notice of meeting.

If you hold bearer shares, you must, request a single voting form or proxy, to your account-holding institution who will forward it along with a certificate of participation to SOCIETE GENERALE; any request for voting form or proxy must to be received no later than six calendar days before the date of the Meeting, or May 27, 2016, pursuant to the provisions of Article R.225-75 of the Commercial Code.

The voting form or proxy will also be available within the Company.

UNOFFICIAL TRANSLATION FOR INFORMATIONAL PURPOSES ONLY

The postal voting form, completed and signed, must be returned no later than three days prior to the Meeting, ie no later than May 30, 2016.

In case of return of a postal voting form or proxy through an intermediary, the Company reserves the right to question the said intermediary to know the identity of the voters.

Any shareholder, who has already voted by post, sent a proxy or requested an admission card or a certificate of participation in accordance with Article R. 225-85 of the Commercial Code, will no longer have the option of choosing another mode of participation in the shareholders meeting.

Pursuant to Article R. 225-85 of the Commercial Code, any shareholder may sell all or part of their shares after expressing their vote, sent a proxy or requested an admission card or a certificate of participation and before the meeting:

- if the sale occurs before the second business day preceding the meeting at midnight, Paris time, the Company shall invalidate or amend, as appropriate, remote expressed vote, the proxy, the admission card or certificate of participation. To this end, the authorized intermediary and account holder shall notify the sale to the Company or to SOCIETE GENERALE and shall provide the necessary information;

- if the sale occurs after the second business day preceding the meeting at midnight, Paris time, notwithstanding any agreement to the contrary, it does not have to be notified by the authorized intermediary or to be taken into consideration by the Company.

Participation and vote by videoconference or by any other electronic means of telecommunication have not been chosen for this meeting No site referred to in Article R. 225-61 of the Commercial Code will be set for this purpose.

Request for the registration of additional, draft resolutions and written questions

*Applications for registration of points or draft resolutions to the agenda by shareholders representing at least 5% of the share capital of the Company should be sent to the Company head office by registered letter with acknowledgment of receipt, or electronically at the following address: **investisseurs@innate-pharma.fr**, later than the twenty-fifth day preceding the date of the shareholders meeting, without being directed more than twenty days after the date of this notice.*

The applicants shall (i) provide evidence of their ownership at the application date, by the registration of the corresponding securities either in the registered share accounts held for the Company by SOCIETE GENERALE or in the bearer share accounts held by an authorized intermediary account holder and (ii) transmit a certificate of registration into account.

The request for an additional item on the agenda must be motivated. The application is accompanied by the text of the draft resolutions, which can be accompanied by a brief statement of reasons. Where the draft resolution concerns the presentation of a candidate for the post of board of directors or supervisory board member, it is accompanied by the information referred to in 5 of Article R. 225-83 of the Commercial Code.

The discussion at the Shareholders' Meeting covering agenda items or draft resolutions filed by the shareholders is subject to the transmission, by the authors, of a new certificate justifying the registration of the shares under the same conditions on the second working day preceding the Shareholders' Meeting at 00.00, Paris time.

*At the date of this insertion, any shareholder will be entitled to submit written questions to the Chairman of the Executive Board of the Company. These questions should be directed to the Chairman of the Executive Board at the registered office of the Company, by registered letter with acknowledgment of receipt or electronically at the following address: **investisseurs@innate-pharma.fr** at later than the fourth business day preceding the date of the shareholders meeting. They must be accompanied by a certificate of registration into account.*

Rights to shareholder information

Shareholders may obtain, on time and conditions of Article R. 225-88 of the Commercial Code, the documents referred to in Articles R. 225-81 and R. 225-83 of the Commercial Code by simple request to the Company or SOCIETE GENERALE. The documents referred to in Article R. 225-73 7 of the Commercial Code will be made available to shareholders at the registered office of the Company as of the notice of meeting and at least during the fifteen days preceding the date of the general meeting.

For a continuous period beginning no later than the twenty-first day before the shareholders meeting, the Company will publish on its website (www.innate-pharma.com) the information and documents referred to in Article R. 225-73 -1 of the commercial Code.

This notice of meeting will be followed by a notice which will take any changes to the agenda following applications for registration of points or draft resolutions submitted by shareholders.