

**DESCRIPTIVE TABLE OF THE RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING  
OF MAY 22, 2019**

The table below summarizes the key elements of each of the financial resolutions to be submitted to the Extraordinary Shareholders' Meeting of Innate Pharma (the "Company") to be held on May 22, 2019.

Resolution N°	SUBJECT MATTER OF THE RESOLUTION	DESCRIPTION
23	<b>Authorization granted to the Executive Board to allocate existing or new free shares for the benefit of new executives (employees and/or executive officers) of the Company or its subsidiaries</b>	<ul style="list-style-type: none"> <li>• Free attribution of shares for the benefit of new executives (employees and/or executive officers) of the Company and its eligible consolidated subsidiaries under Article L. 225-197-1 et seq. of the French Commercial code (list or relevant members established by the Executive board)</li> <li>• Total nominal amount of share capital increase that can be decided under this resolution: €2,500</li> <li>• Maximum number of shares that can be issued under this resolution: 50,000 ordinary shares</li> <li>• Acquisition period: three years as from the allocation, subject to the beneficiary(ies)' presence at the Company or its subsidiaries.</li> <li>• No lock-up period</li> <li>• The use of this delegation by the Executive board requires the prior approval of the Supervisory board</li> <li>• Voids the authorization granted by the 26<sup>th</sup> resolution of the Shareholders' Meeting held on June 23, 2017</li> <li>• Validity period: 38 months</li> </ul>

24	<p><b>Authorization granted to the Executive Board to allocate existing or new free shares for the benefit of employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries as part of their variable annual compensation</b></p>	<ul style="list-style-type: none"> <li>• Free allocation of shares for the benefit of employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its eligible consolidated subsidiaries under Article L. 225-197-1 et seq. of the French Commercial code (list or relevant members established by the Executive board) as part of their annual variable compensation</li> <li>• Total nominal amount of the share capital increase that can be decided under this resolution: €3,750</li> <li>• Maximum number of shares that can be issued under this resolution: 75,000 ordinary shares</li> <li>• Acquisition period: one year as from the allocation, subject to performance conditions decided by the Executive board and subject to the beneficiary(ies)' presence in the Company or its subsidiaries.</li> <li>• Lock-up period: one year as from the end of the one-year acquisition period</li> <li>• The use of this delegation by the Executive board requires the prior approval of the Supervisory board</li> <li>• Voids the authorization granted by the 17<sup>th</sup> resolution of the Shareholders' Meeting held on May 29, 2018</li> <li>• Validity period : 38 months</li> </ul>
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<p>25 and 26</p>	<p><b>Authorization granted to the Executive Board to allocate existing or new free shares on the basis of the performance criteria for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers and employees of the Company or its subsidiaries</b></p>	<ul style="list-style-type: none"> <li>• Free allocation of performance shares (the “<b>Performance Free Shares</b>”) for the benefit of (i) employed members of the Executive Committee, employed senior executives and/or corporate officers (resolution n°25) and (ii) employees (resolution n°26) of the Company and its consolidated subsidiaries under Article L. 225-197-1 et seq. of the French Commercial code (list or relevant beneficiaries established by the Executive board)</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution resulting from the allocation and definitive acquisition of all the Performance Free Shares: <ul style="list-style-type: none"> <li>(i) for the benefit of employed members of the Executive Committee, employed senior executives and/or corporate officers (resolution n°25): €20,000</li> <li>(ii) for the benefit of employees (resolution n°26): €33,750</li> </ul> </li> <li>• Maximum number of shares that can be issued under these resolutions: <ul style="list-style-type: none"> <li>(i) for the benefit of employed members of the Executive Committee, employed senior executives and/or corporate officers (resolution n°25): 400,000</li> <li>(ii) for the benefit of employees (resolution n°26): 675,000</li> </ul> <p>The maximum number of Free Performance Shares that may be definitely acquired shall depend on the achievement of performance criteria as defined by the Supervisory board, upon recommendation of the Compensation and nomination committee.</p> </li> <li>• Acquisition period: three years as from the allocation, subject to presence condition</li> <li>• No lock-up period</li> <li>• The use of this delegation by the Executive board requires the prior approval of the Supervisory board</li> <li>• Voids the authorizations granted by the 19<sup>th</sup> and 20<sup>th</sup> resolution of the Shareholders’ Meeting held on May 29, 2018</li> <li>• Validity period: 38 months</li> </ul>
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27	<p><b>Delegation of authority to the Executive Board for the purpose of issuing ordinary Company shares and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights ("Rights Issue")</b></p>	<ul style="list-style-type: none"> <li>• Share capital increase with shareholders' preferential subscription rights : shareholders have a preferential subscription right to subscribe on an irreducible basis (in proportion to the rights they hold) and as the case may be, on a reducible basis</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution: €960,876.25</li> <li>• Maximum number of shares that can be issued under this resolution: 19,217,525 shares</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000</li> <li>• The Executive board can limit the amount of share capital increase to at least ¾ of the total decided amount, if the entire share capital increase is not subscribed</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 22<sup>nd</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>
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28	<p><b>Delegation of authority to the Executive Board for the purpose of issuing ordinary Company shares and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights</b></p>	<ul style="list-style-type: none"> <li>• Share capital increase without shareholders' preferential subscription rights: shareholders do not have preferential subscription rights and all investors may subscribe. However, the Executive board may grant shareholders a priority right (exercised on an irreducible or reducible basis)</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution: €960,876.25</li> <li>• Maximum number of shares that can be issued under this resolution: 19,217,525 shares</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• Minimum issuing price: weighted average of share price during the last 3 stock market trading days preceding the date on which the issuance price is set with a maximum discount of 5%</li> <li>• Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 23<sup>rd</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>
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29	<p><b>Delegation of authority to the Executive Board for the purpose of issuing, without shareholder's 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</b></p>	<ul style="list-style-type: none"> <li>• Possibility to carry out a share capital increase without shareholders' preferential subscription rights by way of a private placement reserved for the benefit of qualified investors or restricted to a limited circle of investors pursuant to paragraph II of Article L. 411-2 of the French Monetary and Financial Code</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution : €960,876.25</li> <li>• Maximum number of shares that can be issued under this resolution: 19,217,525 shares</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• Minimum issuing price: weighted average of share price during the last 3 stock market trading days preceding the date on which the issuance price is set with a maximum discount of 5%</li> <li>• Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 24<sup>th</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>
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30	<p><b>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 suppression of shareholders' preferential subscription rights</b></p>	<ul style="list-style-type: none"> <li>• Possibility to carry out a share capital increase without shareholders' preferential subscription rights coupled with a minimum price formula different from the legal price formula: price at least equal to the volume-weighted average of the closing prices of the Company's share on Euronext during the last 5 stock market trading days preceding the date upon which the issuance price is set with a maximum discount of 15%</li> <li>• Limitation: 10% of the share capital per year</li> <li>• Application to share capital increases without shareholders' preferential subscription rights (resolutions n°28 and 29)</li> <li>• Validity period: 26 months</li> </ul>
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31	<p><b>Delegation of authority to the Executive Board for the purpose of issuing of ordinary Company shares and /or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights and reserved for certain categories of investors</b></p>	<ul style="list-style-type: none"> <li>• Possibility to carry out a share capital increase without shareholders' preferential subscription rights by way of a private placement reserved to certain categories of investors: <ul style="list-style-type: none"> <li>(i) industrial and commercial companies involved in the pharmaceutical / biotechnological sector or to investment companies or companies of funds' management companies or directly to investment funds, governed by French or foreign law, or to any other legal person (including a trust) or natural person that invest on a regular basis, in the pharmaceutical / biotechnological sector, that invest as part of an industrial or strategic agreement with the Company;</li> <li>(ii) industrial and commercial companies involved in the pharmaceutical / biotechnological sector or to investment companies or companies of funds' management companies or directly to investment funds, governed by French or foreign law, or to any other legal person (including a trust) or natural person that invest on a regular basis, in the pharmaceutical / biotechnological sector likely to invest as part of a private placement, and to investment services providers, governed by French or foreign law, likely to underwrite the completion of such an issuance of securities</li> </ul> </li> <li>• Total nominal amount of share capital increases that can be decided under this resolution : €960,876.25</li> <li>• Maximum number of shares that can be issued under this resolution: 19,217,525 shares</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• Minimum issuing price: weighted average of share price for the last 5 stock market trading days preceding the date on which the issuance price is set with a maximum discount of 15%</li> <li>• Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 26<sup>th</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 18 months</li> </ul>
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32	<p><b>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</b></p>	<ul style="list-style-type: none"> <li>• Overallotment option: possibility to increase the number of securities to be issued at the same price: <ul style="list-style-type: none"> <li>- Within the 30 days following the closing of the subscription, and</li> <li>- Within the limit of 15% of the initial issuance and at the same initial issuance price</li> </ul> </li> <li>• Deduction of each share capital increase decided under this resolution from the capped amount of €960,876.25</li> <li>• Application to share capital increases with or without shareholders' preferential subscription rights (resolutions n°27, 28, 29 and 31)</li> <li>• Validity period: 26 months</li> </ul>
33	<p><b>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</b></p>	<ul style="list-style-type: none"> <li>• Possibility to carry out share capital increase to remunerate contributions in kind comprised of equity securities or securities giving access to the share capital without further approval of the Shareholders' Meeting</li> <li>• Limitation: 10% of share capital</li> <li>• Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 28<sup>th</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>

34	<p><b>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</b></p>	<ul style="list-style-type: none"> <li>• Share capital increase carried out by way of a public exchange offer</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution: €960,876.25</li> <li>• Maximum number of shares that can be issued under this resolution: 19,217,525 ordinary shares</li> <li>• Deduction of each share capital increase decided under this resolution from the overall capped amount of €1,121,022.25 (resolution n°35)</li> <li>• The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board</li> <li>• Voids the 29<sup>th</sup> resolution of the Shareholders' Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>
35	<p><b>Overall limitation on authorisations</b></p>	<ul style="list-style-type: none"> <li>• Overall capped amount applicable to resolutions n°27, 28, 29, 31, 32, 33 and 34 of €1,121,022.25</li> </ul>

36	<p><b>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 (CSP)</b></p>	<ul style="list-style-type: none"> <li>• Share capital increase reserved for the benefit of employed members of a CSP</li> <li>• Total nominal amount of share capital increases that can be decided under this resolution: €10,000</li> <li>• Maximum number of shares that can be issued under this resolution: 200,000 shares</li> <li>• Minimum issuance price: <ul style="list-style-type: none"> <li>- when the duration of the lock-up period stipulated by the savings plan is less than 10 years: 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</li> <li>- when said lock-up period is greater than or equal to 10 years: to 70% 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</li> </ul> </li> <li>• The use of this delegation by the Executive board requires the prior approval of the Supervisory board</li> <li>• Voids the resolution n°31 of the Shareholder's Meeting of May 29, 2018</li> <li>• Validity period: 26 months</li> </ul>
37	<p><b>Delegation of power to the Executive board for the purpose of cancelling all or part of the treasury share of the Company, acquired pursuant to the authorization to repurchase shares</b></p>	<ul style="list-style-type: none"> <li>• Limitation: 10% of share capital over a period of 24 months</li> <li>• Voids the resolution n°32 of the Shareholder's Meeting of May 29, 2018</li> <li>• Validity period : 18 months</li> </ul>