

**DESCRIPTIVE TABLE OF THE RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING
OF MAY 29, 2018**

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 29, 2018.

Resolution N°	SUBJECT MATTER OF THE RESOLUTION	DESCRIPTION
17	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	<ul style="list-style-type: none">) Free allocation of shares for the benefit of employed members of the Executive Committee (and/or corporate officers) and some employed senior executives of the Company or its eligible 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) Total nominal amount of share capital increases that can be decided under this resolution : €4,500) Maximum number of shares that can be issued under this resolution: 90,000 ordinary shares) Acquisition period : one year as from the allocation, subject to performance conditions decided by the Executive board and subject to the beneficiary(ies)' presence during the financial year during which the allocation occurred) Retention period: one year as from the end of the one-year acquisition period) The use of this delegation by the Executive board required the prior approval of the Supervisory board) Cancels the 27th resolution of the Shareholders' Meeting of June 23, 2017) Validity period : 38 months

18	<p>Authorization granted to the Executive Board to allocate existing or new free shares for the benefit of employees of the Company or its subsidiaries</p>	<ul style="list-style-type: none"> J Free allocation of shares for the benefit of Company's employees under Article L. 225-197-1 et seq. of the French Commercial code (list or relevant employees established by the Executive board) J Total nominal amount of share capital increases that can be decided under this resolution : €5,500 J Maximum number of shares that can be issued under this resolution: 110,000 ordinary shares J Acquisition period : one year as from the allocation, subject to the beneficiary's presence J Retention period: one year as from the end of the one-year acquisition period J The use of this delegation by the Executive board required the prior approval of the Supervisory board J Cancels the 28th resolution of the Shareholders' Meeting of June 23, 2017 J Validity period : 38 months
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<p>19 et 20</p>	<p>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</p>	<ul style="list-style-type: none"> J Free allocation of performance shares (the “Performance Free Shares”) for the benefit of (i) employed executive officers, employed members of the Executive committee, employed senior executives and/or corporate officers (resolution n°19) and (ii) employees (resolution n°20) of the Company and its subsidiaries under Article L. 225-197-1 et seq. of the French Commercial code (list or relevant beneficiaries established by the Executive board) J 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"> (i) for the benefit of employed executive officers, employed executive committee members, employed senior executives and/or corporate officers (resolution n°19): €15,000 (ii) for the benefit of employees (resolution n°20): €22,500 J Maximum number of shares that can be issued under these resolutions: <ul style="list-style-type: none"> (i) for the benefit of employed executive officers, employed executive committee members, employed senior executives and/or corporate officers (resolution n°19): 300,000 (ii) for the benefit of employees (resolution n°20): 450,000 <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> <ul style="list-style-type: none"> J Acquisition period: three years as from the allocation, subject to presence condition J No retention period J The use of this delegation by the Executive board required the prior approval of the Supervisory board J Validity period (resolutions n 19 and 20): 38 months
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21	<p>Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants (BSA) reserved for Supervisory Board members</p>	<ul style="list-style-type: none"> J Issuance of BSA to membrs of the Supervisory board of the Company (list of relevant members established by the Executive board among the independent members of the Supervisory board newly appointed or in case of extraordinary events) J Total nominal amount of share capital increase that can be decided under this resolution: €2,500 J Maximum number of shares that can be issued under this resolution: 150,000 shares J Minimum issuing price: weighted average of share price during the last 10 stock market trading days preceding the allocation of the BSA J The use of this delegation by the Executive board required the prior approval of the Supervisory board J Validity period: 18 months
22	<p>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 ("PSR")</p>	<ul style="list-style-type: none"> J Share capital increase with PSR : shareholders have a preferential subscription right to subscribe on an irreducible basis (in proportion to the PSR that they hold) and as the case may be, on a reducible basis J Total nominal amount of share capital increases that can be decided under this resolution : €720,087.85 J Maximum number of shares that can be issued under this resolution: 14,401,757 shares J Deduction of each share capital increase decided under this resolution from the overall capped amount of €720,087.87 (resolution n°30) J Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000 J 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 J The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board J Cancels the 12th resolution of the Shareholders' Meeting of June 2, 2016 J Validity period: 26 months

23	<p>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 PSR</p>	<ul style="list-style-type: none"> J Share capital increase without PSR: shareholders no longer have preferential subscription right and all investors may subscribe. However, the Executive board may grant shareholders a priority right (exercised on an irreducible or reducible basis) J Total nominal amount of share capital increases that can be decided under this resolution : €576,070.30 J Maximum number of shares that can be issued under this resolution: 11,521,406 shares J Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30) J Minimum issuing price: weighted average of share price during the last 3 stock market trading price preceding the date on which the issuance price is set (possible maximum discount of 5%) J Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000 J The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board J Cancels the 13th resolution of the Shareholders' Meeting of June 2, 2016 J Validity period: 26 months
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24	<p>Delegation of authority to the Executive Board for the purpose of issuing, without shareholder's PSR, 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</p>	<ul style="list-style-type: none"> J Possibility to carry out a share capital increase without shareholders' PSR by way of a private placement reserved for the benefit of qualified investors or restricted to a confined circle of investors pursuant to paragraph II of Article L. 411-2 of the French Monetary and Financial Code J Total nominal amount of share capital increases that can be decided under this resolution : €576,070.30 J Maximum number of shares that can be issued under this resolution: 11,521,406 shares J Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30) J Minimum issuing price: weighted average of share price during the last 3 stock market trading price preceding the date on which the issuance price is set (possible maximum discount of 5%) J Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000 J The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board J Cancels the 14th resolution of the Shareholders' Meeting of June 2, 2016 J Validity period: 26 months
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25	<p>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' PSR</p>	<ul style="list-style-type: none"> J Possibility to carry out share capital increase without shareholders' PSR coupled with a minimum price formula different from the legal price formula: price at least equal to the weighted average of the Company's share price on Euronext during the last 5 stock market trading days preceding the date on which the issuance price is set (possible maximum discount of 15%) J Limitation : 10% of the share capital per year J Application to share capital increases without shareholders' PSR (resolutions n°23 and 24) J Validity period: 26 months
26	<p>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' PSR and reserved for certain categories of investors</p>	<ul style="list-style-type: none"> J Possibility to carry out a share capital increase without shareholders' PSR by way of a private placement reserved to certain categories of investors: 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 J Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30) J Maximum number of shares that can be issued under this resolution: 11,521,406 shares J Deduction of each share capital increase decided under this resolution from the overall capped amount of €720,087.87 (resolution n°30) J Minimum issuing price: weighted average of share price during the last 5 stock market trading price preceding the date on which the issuance price is set (possible maximum discount of 5%) J Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000 J The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board J Validity period: 18 months (the validity period of 26 months mentioned under the notice of meeting published to the BALO n°48 dated April 20, 2018 is incorrect and should be read as "18 months", which is the maximum validity period authorized by law for such kind of share capital increase)

27	<p>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' PSR</p>	<ul style="list-style-type: none"> J Overallotment option: possibility to increase the number of securities to be issued at the same price: <ul style="list-style-type: none"> - Within the 30 days following the closing of the subscription, and - Within the limit of 15% of the initial issuance and at the same initial issuance price J Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30) J Application to share capital increases with or without shareholders' PSR (resolutions n°22, 23, 24 and 26) J Validity period: 26 months
28	<p>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</p>	<ul style="list-style-type: none"> J 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 J Limitation: 10% of share capital J Maximum nominal amount of debt securities giving access to share capital that can be issued under this resolution: €150,000,000 J Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30) J The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board J Cancels the 17th resolution of the Shareholders' Meeting of June 2, 2016 J Validity period: 26 months J

29	<p>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</p>	<ul style="list-style-type: none">) Share capital increase carried out by way of a public exchange offer) Total nominal amount of share capital increases that can be decided under this resolution: €576,070.30) Maximum number of shares that can be issued under this resolution: 11,521,401 ordinary shares) Deduction of each share capital increase decided under this resolution from the overall capped amounts of €720,087.85 and €576,070.30 (resolution n°30)) The use of this delegation by the Executive board is subject to the prior approval of the Supervisory board) Cancels the 18th resolution of the Shareholders' Meeting of June 2, 2016) Validity period: 26 months)
30	<p>Overall limitation on authorisations</p>	<ul style="list-style-type: none">) Overall capped amount applicable to resolutions n°22, 23, 24, 26, 27, 28 and 29 of €720,087.85, inside which the capital increases without PSR (resolutions n°23, 24, 26, 27, 28 and 29) cannot exceed, together, an overall capped amount of €576,070.30)

31	<p>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)</p>	<p>) Share capital increase reserved for the benefit of employee members of a CSP</p> <p>) Total nominal amount of share capital increases that can be decided under this resolution: €10,000</p> <p>) Maximum number of shares that can be issued under this resolution: 200,000</p> <p>) Minimum issuance price:</p> <ul style="list-style-type: none"> - 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 - 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 - <p>) The use of this delegation by the Executive board requires the prior approval of the Supervisory board</p> <p>) Cancels the resolution n°32 of the Shareholder's Meeting of June 23, 2017</p> <p>) Validity period: 26 months</p> <p>)</p>
32	<p>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</p>	<p>) Limitation : 10% of share capital cancelled per period of 24 months</p> <p>) Cancel the resolution n°33 of the Shareholder's Meeting of June 23, 2017</p> <p>) Validity period : 18 months</p>