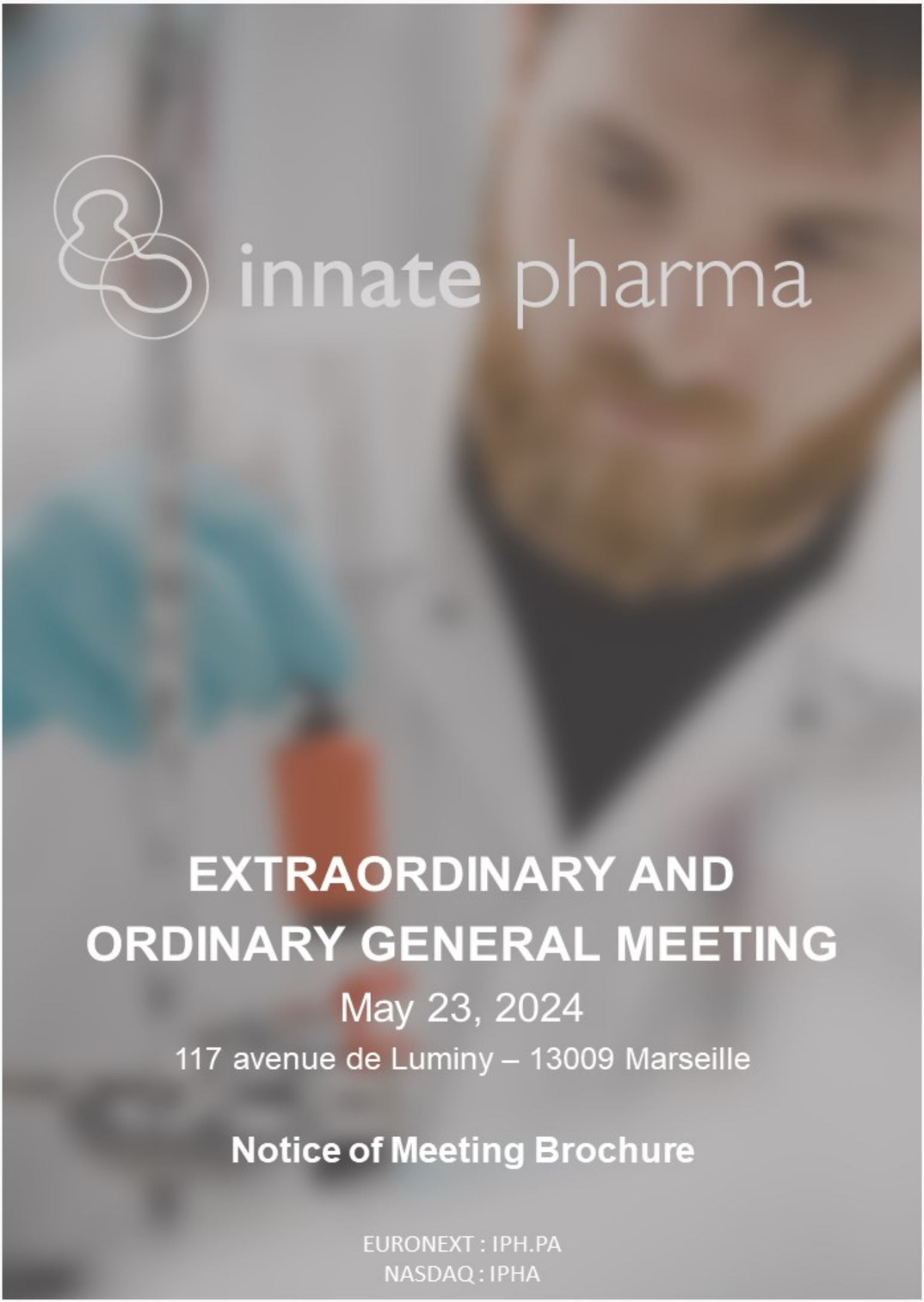


innate pharma

# EXTRAORDINARY AND ORDINARY GENERAL MEETING

May 23, 2024

117 avenue de Luminy – 13009 Marseille

## Notice of Meeting Brochure

EURONEXT : IPH.PA
NASDAQ : IPHA

# TABLE OF CONTENTS


1. **ANNUAL GENERAL MEETING** ..... **1**
2. **GROUP OVERVIEW** ..... **5**
3. **SUMMARY OF THE COMPANY'S SITUATION** ..... **6**
4. **CONSOLIDATED FINANCIAL STATEMENTS** ..... **11**
5. **GOVERNANCE** ..... **25**
6. **GENERAL INFORMATIONS ABOUT THE COMPANY** ..... **28**
7. **AGENDA** ..... **28**
8. **TEXT OF RESOLUTIONS** ..... **30**


More information in the Annual Shareholders Meeting section on Innate Pharma's website: https://investors.innate-pharma.com/English/investors/general-shareholder-meeting/default.aspx

For additional information: investors@innate-pharma.com

## 1. ANNUAL GENERAL MEETING OF MAY 23, 2024

Any shareholder, regardless of the number of shares held, has the right to participate in the general meeting, to be represented by a proxy, to send a proxy without indicating the proxy, in which case his or her voting rights will be exercised to approve the draft resolutions presented or approved by the Executive Board and to reject the other draft resolutions, or to vote before the general meeting by correspondence. Any shareholder may be represented by his or her spouse or partner with whom he or she has entered into a civil union agreement, by another shareholder of the Company or by any other person (natural or legal) of his or her choice.

### A - How to participate in the General Assembly?

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to participate in the General Meeting is evidenced by the registration of the shares in the name of the shareholder or in the name of the intermediary registered on his behalf, **on the second business day preceding the meeting at zero hour**, Paris time:

- **for shareholders holding registered shares, registration of their shares in the Company's registers held for the Company by its agent, Société Générale (Service des Assemblées - CS 30812 - 44308 Nantes Cedex 3);**
- **for shareholder holding bearer shares, a certificate of shareholding provided by the authorised intermediary which holds the bearer shares account and appended to the voting form or proxy or admission request form.**

The registration of shares in the bearer share accounts held by the authorized banking or financial intermediary is evidenced by a certificate of participation issued by the latter, attached to the distance voting or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

**If you wish to attend the General Assembly:**

To facilitate access to the General Meeting, shareholders are recommended to obtain an admission card in advance, which can be obtained as follows

- registered shareholders must request an admission card from SOCIETE GENERALE, using the T envelope attached to the notice of meeting;
- bearer shareholders must request an admission card from their financial intermediary. The intermediary will then send this request, together with a certificate of participation, to SOCIETE GENERALE, which will send the shareholder an admission card.

Shareholders who have not received their admission card two days before the meeting should request their financial intermediary to issue them with a certificate of participation, which will enable them to prove their status as shareholders in order to be admitted to the General Meeting.

On the day of the general meeting, all shareholders must prove their status during the registration formalities.

## B - How to vote by mail or give proxy?

Registered shareholders receive directly the single voting form or proxy form attached to the notice of meeting, which they must complete, sign and return, using the T envelope attached to the notice of meeting.

Bearer shareholders must request a single voting or proxy form from their account holder, which will forward it together with a certificate of participation to SOCIETE GENERALE. In order to be honored, any request for a single voting or proxy form must be received no later than six calendar days before the date of the meeting, i.e. **May 17, 2024,** in accordance with the provisions of Article R.225-75 of the French Commercial Code.

The form for voting by post or by proxy will also be available at the company.

In order to be counted, the completed and signed postal voting form must be received by SOCIETE GENERALE no later than three days before the Meeting, i.e. no later than **May, 20 2024**.

In the event of the return of a proxy form and postal vote by an intermediary, the Company reserves the right to ask the intermediary for the identity of the voters.

Any shareholder who has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation in accordance with Article R. 22-10-28 of the French Commercial Code will no longer be able to choose another method of participation in the meeting.

Pursuant to Article R. 22-10-28 of the Commercial Code, any shareholder may sell all or part of his or her shares after casting a postal vote, sending a proxy or requesting an admission card or a certificate of participation and before the Combined General Meeting:

- if the sale occurs before midnight, Paris time, on the second business day prior to the meeting, the Company shall invalidate or modify, as the case may be, the vote cast by remote voting or the proxy, as the case may be. To this end, the authorized intermediary holding the account shall notify SOCIETE GENERALE of the transfer and provide it with the necessary information;
- if the transfer occurs after midnight, Paris time, on the second business day preceding the meeting, it need not be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

The methods of participation and voting by videoconference or by electronic means of telecommunication have not been retained for this Combined General Meeting. No site referred to in Article R. 225-61 of the Commercial Code will be set up for this purpose.

### Electronic proxy

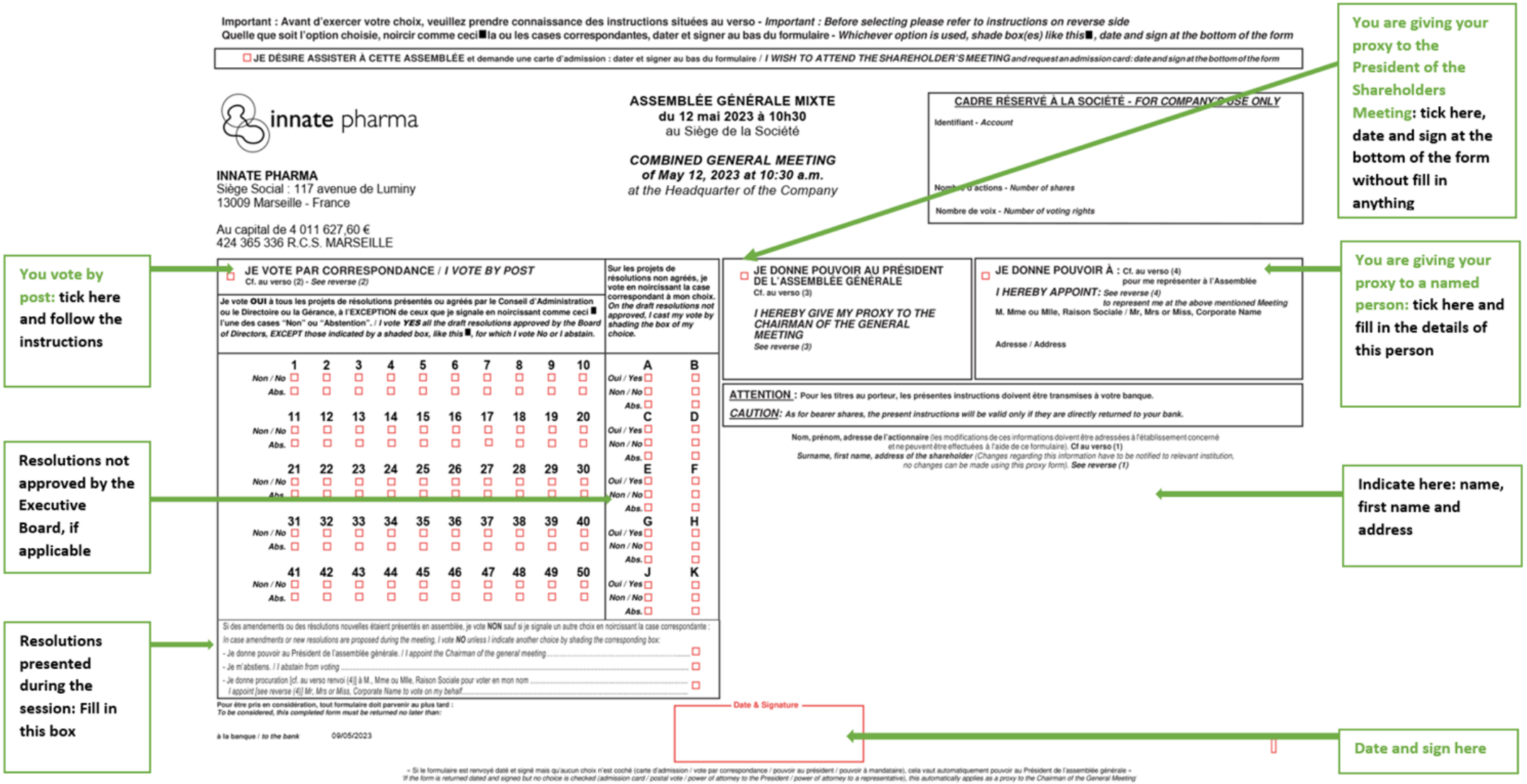
In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made by electronic means, as follows :

- for registered shareholders: by sending an e-mail bearing an electronic signature, which they have obtained from an authorised third party certifier under the legal and regulatory conditions in force, to the following e-mail address: assemblees.generales@sgss.socgen.com specifying their surname, first name, address and Société Générale identifier for pure registered shareholders (information available at the top left of their account statement) or their identifier with their financial intermediary for administered registered shareholders, as well as the surname, first name and address of the appointed or revoked proxy;
- for bearer shareholders: by sending an e-mail bearing an electronic signature, which they have obtained from an authorized third party certifier under the legal and regulatory conditions in force, to the following e-mail address assemblees.generales@sgss.socgen.com specifying their full name,

address and bank details as well as the name and address of the appointed or revoked proxy, together with a scanned copy of a certificate of participation issued by the authorised intermediary holding their account, and then requesting their financial intermediary who manages their securities account to send written confirmation to SOCIETE GENERALE, Service des Assemblées, CS 30812, 44308 Nantes cedex 3.

In order for electronic notifications of appointment or revocation of mandates to be taken into account, they must be received, duly signed and completed, no later than three days before the Meeting, i.e. May, 20 2024. Furthermore, only notifications of appointment or revocation of mandates may be sent to the e-mail address assemblees.generales@sgss.socgen.com. Any other request or notification relating to another subject will not be taken into account and/or processed.

## C- How to fill out the voting form?



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / *I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form*

innate pharma

**INNATE PHARMA**
Siège Social : 117 avenue de Luminy
13009 Marseille - France

Au capital de 4 011 627,60 €
424 365 336 R.C.S. MARSEILLE

**ASSEMBLÉE GÉNÉRALE MIXTE**
**du 12 mai 2023 à 10h30**
au Siège de la Société

***COMBINED GENERAL MEETING***
***of May 12, 2023 at 10:30 a.m.***
*at the Headquarter of the Company*

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*
Nombre de voix - *Number of voting rights*

☐ JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*
Cf. au verso (2) - *See reverse (2)*

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'**EXCEPTION** de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. / *On the draft resolutions not approved, I cast my vote by shading the box of my choice.*

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|---|---|---|---|---|---|---|---|---|---|---|
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 |
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| | 31 | 32 | 33 | 34 | 35 | 36 | 37 | 38 | 39 | 40 |
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| | 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 |
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |

| | A | B | C | D | E | F | G | H | J | K |
|---|---|---|---|---|---|---|---|---|---|---|
| Oui / Yes | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Non / No | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |
| Abs. | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ | ☐ |

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
*In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:*
- Je donne pouvoir au Président de l'assemblée générale. / *I appoint the Chairman of the general meeting* ☐
- Je m'abstiens. / *I abstain from voting* ☐
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ☐
*I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf*

**Pour être pris en considération, tout formulaire doit parvenir au plus tard :**
***To be considered, this completed form must be returned no later than:***

**à la banque / *to the bank*** 09/05/2023

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)
*I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING*
*See reverse (3)*

☐ **JE DONNE POUVOIR À :** Cf. au verso (4)
pour me représenter à l'Assemblée
*I HEREBY APPOINT: See reverse (4)*
*to represent me at the above mentioned Meeting*
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
***CAUTION:*** *As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.*

**Nom, prénom, adresse de l'actionnaire** (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). **Cf au verso (1)**
***Surname, first name, address of the shareholder*** *(Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form).* ***See reverse (1)***

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
*"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"*

**You vote by post: tick here and follow the instructions**

**Resolutions not approved by the Executive Board, if applicable**

**Resolutions presented during the session: Fill in this box**

**You are giving your proxy to the President of the Shareholders Meeting: tick here, date and sign at the bottom of the form without fill in anything**

**You are giving your proxy to a named person: tick here and fill in the details of this person**

**Indicate here: name, first name and address**

**Date and sign here**

### D - Would you like to submit a resolution inscription request?

Requests for the inclusion of items or draft resolutions on the agenda by shareholders representing at least 5% of the Company's share capital must be sent to the registered office, by registered letter with acknowledgement of receipt, or by electronic means to the following address: **investors@innate-pharma.fr** no later than the twenty-fifth day before the date of the meeting, but no later than twenty days after the date of this notice.

Applicants (i) provide proof on the date of their application that they hold or represent the required fraction of the share capital by registering the corresponding shares either in the registered share accounts held for the Company by SOCIETE GENERALE or in the bearer share accounts held by an authorized intermediary and (ii) send a certificate of account registration with their application.

The request for the inclusion of an item on the agenda shall be substantiated. The request for the inclusion of draft resolutions shall be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement. Where the draft resolution concerns the nomination of a candidate to the supervisory board, it shall be accompanied by the information provided for in Article R. 225-83 of the Commercial Code.

The consideration by the general meeting of the items or draft resolutions tabled by the shareholders under the above conditions is subject to the transmission by the authors of the request of a new certificate proving the registration of the shares in the same accounts on the second business day preceding the meeting at midnight, Paris time.

### E - How do I ask a written question?

Any shareholder will be entitled to send written questions to the Chairman of the Executive Board of the Company. These questions must be sent to the attention of the Chairman of the Executive Board at the Company's registered office, by registered letter with acknowledgement of receipt, or by electronic means to the following address: **investors@innate-pharma.fr**, at the latest on the fourth business day preceding the date of the general meeting. They must be accompanied by a certificate of account registration.

### F - Where can I find the documents relating to the General Meeting?

Shareholders may obtain, within the time limits and under the conditions of Article R.225-88 of the Commercial Code, the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code by electronic means at the following address: **investors@innate-pharma.fr** or at SOCIETE GENERALE. If applicable, the shareholder must mention his or her e-mail address in the request.

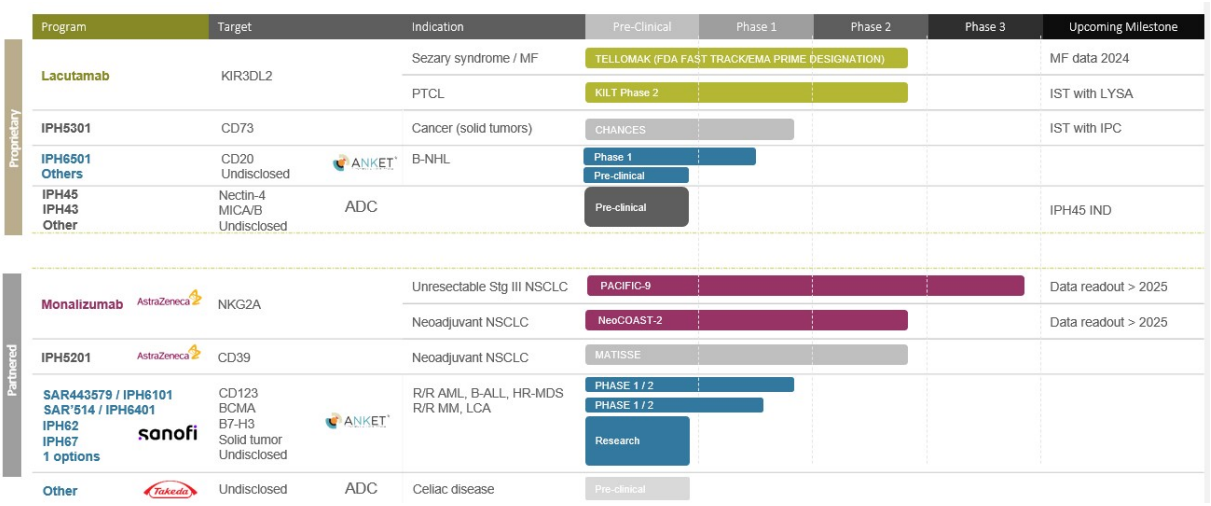
The documents referred to in Article L.225-115 and R.225-83 of the French Commercial Code will be made available to the shareholders at the Company's registered office from the date of the notice of meeting and at least for fifteen days prior to the date of the general meeting.

For an uninterrupted period beginning no later than the twenty-first day prior to the meeting, the Company shall publish on its website (**www.innate-pharma.com**) the information and documents referred to in Article R. 22-10-23 of the Commercial Code.

## 2. GROUP OVERVIEW

Innate Pharma S.A. (hereinafter referred to as "Innate" or the "Company") is a global, clinical-stage biotechnology company developing immunotherapies for cancer patients. Its innovative approach aims to harness the innate immune system through therapeutic antibodies, its ANKET® (Antibody-based NK cell

Engager Therapeutics) proprietary platform and Antibody drug conjugates (ADC). Innate's portfolio includes lead proprietary program lacutamab, developed in advanced form of cutaneous T cell lymphomas and peripheral T cell lymphomas, monalizumab developed with AstraZeneca in non small cell lung cancer, as well as ANKET® multi-specific NK cell engagers to address multiple tumor types. Innate has entered into collaborations with leaders in the biopharmaceutical industry, such as AstraZeneca, Sanofi and Takeda, to leverage their development capabilities and expertise for some of our candidates, and Innate has received upfront and milestone payments and equity investments from our collaborations of an aggregate of approximately $645.2 million over the last ten years. Innate Pharma believes its product candidates and clinical development approach are differentiated from current immuno-oncology therapies and have the potential to significantly improve the clinical outcome for patients with cancer.




As of December 31, 2023, Innate Pharma has only one subsidiary: Innate Pharma Inc.

## 3. SUMMARY OF THE COMPANY'S SITUATION DURING THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

**Lacutamab (IPH4102, anti-KIR3DL2 antibody)**

Lacutamab is a wholly-owned product candidate developed for the treatment of certain subtypes of T-cell lymphomas (TCL), including cutaneous T-cell lymphomas (CTCL) and peripheral T-cell lymphomas (PTCL). Lacutamab is designed to bind to the KIR3DL2 receptor and to kill cancer cells by ADCC.

Innate continues to see progress for lacutamab with positive final results of lacutamab TELLOMAK Phase 2 trial in Sézary syndrome presented at ASH Annual Meeting 2023; final data in mycosis fungoides to be shared at an upcoming medical congress

- **Cutaneous T Cell lymphoma**

Innate reported positive final data from the Phase 2 TELLOMAK study in Sézary syndrome at the American Society of Hematology (ASH) 2023 Annual Congress. Data demonstrate that lacutamab showed robust clinical activity and an overall favorable safety profile. In this heavily pre-treated population, post-mogamulizumab, with a median of five prior lines of therapy, the global confirmed objective response rate (ORR) was 37.5% (21/56). Confirmed ORR in the skin was 46.4% (26/56) and confirmed ORR in the blood was 48.2% (27/56). Median progression-free survival was 8.0 months (95% confidence interval [CI] 4.7-21.2).

In 2023, Innate reported interim data with lacutamab in mycosis fungoides (MF) patients at the EORTC Cutaneous Lymphoma Tumour Group Annual Meeting (September 2023) and the 17th International Conference on Malignant Lymphoma (June 2023). The interim data set confirmed clinical activity and favorable

safety profile of lacutamab in line with the Phase 1 data. The top-line results in MF patients are currently being analyzed and Innate intends to present the data in 2024 at a medical conference.

In January 2024, Innate announced that the US Food and Drug Administration (FDA) has lifted the partial clinical hold previously placed on the lacutamab IND on October 2023 following a patient death in the TELLOMAK study. The FDA decision to lift the partial clinical hold is based on the FDA review of the fatal case which Innate, together with a steering committee of independent experts, determined to be related to aggressive disease progression and lacutamab unrelated.

- **Peripheral T Cell lymphoma (PTCL)**

In the Company-sponsored Phase 1b clinical trial evaluating lacutamab as monotherapy in patients with KIR3DL2-expressing refractory/relapsing PTCL, despite objective responses observed, the study will not be reopened to recruitment as the prespecified threshold for meaningful clinical activity was not reached.

At the ASH Annual Congress 2023, Innate presented a poster with preclinical data demonstrating a synergistic effect between lacutamab and chemotherapy in preclinical models of PTCL, supporting the rationale for combination strategy in this clinical indication.

The Phase 2 KILT (anti-KIR in T Cell Lymphoma) trial, an investigator-sponsored, randomized trial led by the Lymphoma Study Association (LYSA) to evaluate lacutamab in combination with chemotherapy GEMOX (gemcitabine in combination with oxaliplatin) versus GEMOX alone in patients with KIR3DL2-expressing relapsed/refractory PTCL is ongoing

**Monalizumab (antibody anti-NKG2A), in partnership with AstraZeneca**

Monalizumab is a monoclonal antibody targeting NKG2A, an inhibitory receptor that is expressed on a subset of peripheral and tumor-infiltrating NK cells and tumor-infiltrating cytotoxic CD8+ T cells.

- **Phase 3 PACIFIC-9**

The Phase 3 PACIFIC-9 trial run by AstraZeneca evaluating durvalumab (anti-PD-L1) in combination with monalizumab or AstraZeneca's oleclumab (anti-CD73) in patients with unresectable, Stage III non-small cell lung cancer (NSCLC) who have not progressed following definitive platinum-based concurrent chemoradiation therapy (CRT) is ongoing.

In June 2023, AstraZeneca presented at the ASCO conference a trial-in-progress poster on the PACIFIC-9 study: "Phase 3 study of durvalumab combined with oleclumab or monalizumab in patients with unresectable stage III NSCLC (PACIFIC-9)."

- **Phase 2 NeoCOAST-2**

In June 2023, AstraZeneca presented at the ASCO conference a trial-in-progress poster on the NeoCOAST-2: study: "NeoCOAST-2: A Phase 2 study of neoadjuvant durvalumab plus novel immunotherapies (IO) and chemotherapy (CT) or MEDI5752 (volrustomig) plus CT, followed by surgery and adjuvant durvalumab plus novel IO or volrustomig alone in patients with resectable non-small-cell lung cancer (NSCLC)."

**ANKET® (Antibody-based NK cell Engager Therapeutics):**

ANKET® is Innate's proprietary platform for developing next-generation, multi-specific NK cell engagers to treat certain types of cancer. Innate's pipeline includes five public drug candidates born from the ANKET® platform: IPH6101/SAR'579 (CD123-targeted), IPH6401/SAR'514 (BCMA-targeted), IPH62 (B7-H3-targeted), IPH67 (target

undisclosed, solid tumors) and tetra-specific IPH6501 (CD20-targeted). Several other undisclosed proprietary preclinical targets are being explored.

- **SAR'579, SAR'514, IPH62 and IPH67 (partnered with Sanofi)**

SAR443579/IPH6101

The Phase 1/2 clinical trial by Sanofi is progressing well, evaluating SAR443579 / IPH6101, a trifunctional anti-CD123 NKp46×CD16 NK cell engager and ANKET® platform lead asset, in patients with relapsed or refractory acute myeloid leukemia (R/R AML), B-cell acute lymphoblastic leukemia (B-ALL) or high-risk myelodysplastic syndrome (HR-MDS).

At the ASH Annual Congress 2023, Sanofi reported updated efficacy and safety results and data across all dose levels tested for SAR443579. As of October 23, 2023, 43 patients (42 R/R AML and 1 HR-MDS) across 8 Dose Levels (DLs) at 10 – 6000 µg/kg/dose were included. Patients had received a median of 2.0 (1.0 – 10.0) prior lines of treatment with 13 patients (30.2%) reporting prior hematopoietic stem cell transplantation and 36 patients (83.7%) with prior exposure to venetoclax. In DLs with a highest dose of 1000 µg/kg QW, 5/15 AML (33.3%) patients achieved a CR (4 CR / 1 CRi) as of the cut-off date. As of the data cut-off on October 23, 2023, two responders remain in remission after more than 12 and 14 months of treatment. SAR443579 was well tolerated up to doses of 6000 µg/kg QW with observed clinical benefit in patients with R/R AML. The results are consistent with the predicted favorable safety profile.

Preliminary Pharmacokinetics (PK) and Pharmacodynamic (PD) Analysis of the CD123 NK Cell Engager SAR'579/ IPH6101 in patients with relapsed or refractory AML, B-ALL or HR-MDS were presented during the ESMO (European Society for Medical Oncology) Congress 2023.

The U.S. Food and Drug Administration (FDA) has granted Fast Track Designation for SAR'579 / IPH6101 for the treatment of acute myeloid leukemia.

SAR'514/IPH6401

The Phase 1/2 clinical trial with SAR'514 / IPH6401, a trifunctional anti-BCMA Nkp46xCD16 NK cell engager, led by Sanofi, in patients with Relapsed/Refractory Multiple Myeloma and Relapsed/Refractory Light-chain Amyloidosis is ongoing.

IPH62

As announced on December 19, 2022, Sanofi licensed IPH62, a NK cell engager program targeting B7-H3 from Innate's ANKET® platform. Upon candidate selection, Sanofi will be responsible for all development, manufacturing and commercialization. Under the terms of the research collaboration and license agreement signed in December 2022, Innate received a €25m upfront payment and is eligible for up to €1.35bn total in preclinical, clinical, regulatory and commercial milestones plus royalties on potential net sales.

IPH67

In December 2023, Sanofi exercised its option to license a NK cell engager program in solid tumors from Innate's ANKET® platform pursuant to the terms of the research collaboration and license agreement signed in December 2022. Following a research collaboration period, Sanofi will be responsible for all development, manufacturing and commercialization. Sanofi still retains the option to one additional ANKET® target. Innate received a €15m payment as option exercise.

- **IPH6501 (proprietary)**

In March 2024 the first patient was dosed in the Phase 1/2 clinical trial evaluating IPH6501, Innate's proprietary CD20-targeted IL-2v bearing second-generation ANKET® in B cell Non-Hodgkin's lymphoma (B-NHL). The study is ongoing and planned to enroll up to 184 patients.

Innate presented preclinical data on IPH6501 at the European Hematology Association (EHA) 2023 congress. In preclinical settings, IPH6501 was shown to induce NK cell proliferation and to trigger high NK cell cytotoxicity against CD20+ target cells in in vitro assays, in ex vivo assays with relapse/refractory (R/R) B-NHL patient samples who received at least one prior treatment, as well as in in vivo studies in non-human primates. A surrogate of IPH6501 mediated a potent anti-tumor activity in vivo in CD20+ tumor models in mice. In addition, in ex vivo assays with R/R B-NHL patient samples, IPH6501 was shown to be more efficient than a T-cell engager targeting CD20.

**Antibody Drug Conjugates (ADC)**

Fueling its R&D pipeline, Innate continues to develop different approaches for the treatment of cancer utilizing its antibody engineering capabilities to deliver novel assets, with its innovative ANKET® platform and exploring Antibody Drug Conjugates (ADC) formats. Beyond its proprietary programs, Innate has an ongoing agreement with Takeda on ADCs.

IPH45 (Nectin-4 ADC):

IPH45 is Innate's proprietary Nectin-4 targeting antibody drug conjugate including a Topoisomerase I inhibitor payload. IPH45 continues towards IND filing this year.

Innate will share first preclinical data with IPH45 in an oral presentation at the American Association for Cancer Research (AACR) 2024.

Takeda license agreement:

In April 2023, Innate announced that it has entered into an exclusive license agreement with Takeda under which Innate grants Takeda exclusive worldwide rights to research and develop antibody drug conjugates (ADC) using a panel of selected Innate antibodies against an undisclosed target, with a primary focus in Celiac disease. Under the terms of the license agreement, Innate received a $5m upfront payment and is eligible to receive up to $410m in future development, regulatory and commercial milestones if all milestones are achieved during the term of the agreement, plus royalties on potential net sales of any commercial product resulting from the license.

**IPH5201 (anti-CD39 antibody), under co-development and co-commercalization with AstraZeneca**

IPH5201 is a CD39-blocking monoclonal antibody. CD39 is a membrane-bound extracellular enzyme that is expressed on the surface of regulatory T cells, B cells, myeloid cells and endothelial cells, and is upregulated on immune cells in tumor tissue. CD39 inhibits the immune system by degrading adenosine triphosphate (ATP) into adenosine monophosphate (AMP) that is then further degraded into adenosine by CD73.

- The MATISSE Phase 2 clinical trial conducted by Innate in neoadjuvant lung cancer for IPH5201, an anti-CD39 blocking monoclonal antibody developed in collaboration with AstraZeneca, is ongoing and recruitment is on track.

**IPH5301 (anti-CD73 antibody)**

IPH5301 is a CD73-blocking antibody. By targeting the adenosine immunosuppressive pathway, IPH5301 has the potential to promote anti-tumor immune responses across a wide range of tumors.

- The investigator-sponsored CHANCES Phase 1 trial of IPH5301, in collaboration with Institut Paoli-Calmettes is ongoing. The trial will be conducted in two parts, Part 1, the dose escalation, followed by a Part 2 safety expansion study cohort. Part 2 will evaluate IPH5301 in combination with chemotherapy and trastuzumab in HER2+ cancer patients.

**Corporate Update:**

- On April 26, 2023, Innate announced the establishment of an At-The-Market (ATM) program, pursuant to which it may, from time to time, offer and sell to eligible investors a total gross amount of up to $75 million American Depositary Shares (“ADS”). Each ADS representing one ordinary share of Innate. As of December 31, 2023, the balance available under our April 2023 sales agreement remains at $75 million.
- Dr. Sonia Quaratino, MD, PhD, has been appointed as Executive Vice President and Chief Medical Officer of Innate Pharma, effective October 2023.
- On December 18, 2023, Innate announced that Mondher Mahjoubi has resigned from his position as Chief Executive Officer (CEO) and Chairman of the Executive Board of the Company, effective as of January 2024. Hervé Brailly, Innate Pharma’s Chairman of the Supervisory Board, former CEO and co-founder was appointed as interim CEO and Chairman of the Executive Board while a permanent successor is sought.
- Irina Staatz-Granzer, who has been Vice-Chairwoman of the Supervisory Board for several years was appointed Chairwoman of the Supervisory Board..

## 4. CONSOLIDATED FINANCIAL STATEMENTS

### *CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (AMOUNTS IN THOUSANDS OF EURO - IFRS GAAP)*

| In thousands of euro | Note* | December 31, 2023 | December 31, 2022 |
|---|---|---|---|
| **ASSETS** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | 4 | 70,605 | 84,225 |
| Short-term investments | 4 | 21,851 | 17,260 |
| Trade receivables and others - current | 5 | 55,557 | 38,346 |
| **Total current assets** | | **148,012** | **139,831** |
| **Non-current assets** | | | |
| Intangible assets | 6 | 416 | 1,556 |
| Property and equipment | 7 | 6,322 | 8,542 |
| Non-current financial assets | 4 | 9,796 | 35,119 |
| Other non-current assets | | 87 | 149 |
| Trade receivables and others - non-current | 5 | 10,554 | 14,099 |
| Deferred tax assets | 17 | 9,006 | 8,568 |
| **Total non-current assets** | | **36,181** | **68,033** |
| **TOTAL ASSETS** | | **184,193** | **207,863** |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | |
| **Current liabilities** | | | |
| Trade payables and others | 8 | 17,018 | 20,911 |
| Collaboration liabilities – current portion | 13 | 7,647 | 10,223 |
| Financial liabilities – current portion | 9 | 8,936 | 2,102 |
| Deferred revenue – current portion | 13 | 5,865 | 6,560 |
| Provisions – current portion | 18 | 171 | 1,542 |
| **Total current liabilities** | | **39,637** | **41,338** |
| **Non-current liabilities** | | | |
| Collaboration liabilities – non-current portion | 13 | 45,030 | 52,988 |
| Financial liabilities – non-current portion | 9 | 30,957 | 40,149 |
| Defined benefit obligations | 10 | 2,441 | 2,550 |
| Deferred revenue – non-current portion | 13 | 4,618 | 7,921 |
| Provisions – non-current portion | 18 | 603 | 198 |
| Deferred tax liabilities | 17 | 9,006 | 8,568 |
| **Total non-current liabilities** | | **92,656** | **112,374** |
| **Shareholders' equity** | | | |
| Share capital | 11 | 4,044 | 4,011 |
| Share premium | 11 | 384,255 | 379,637 |
| Retained earnings | | (329,323) | (272,213) |
| Other reserves | | 495 | 819 |
| Net income (loss) | | (7,570) | (58,103) |
| **Total shareholders' equity** | | **51,901** | **54,151** |
| **TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY** | | **184,193** | **207,863** |

**See 2023 20-F document (filling EDGAR/SEC) - Item 19. Exhibit - Notes To Financial Statements*

***CONSOLIDATED STATEMENTS OF INCOME (LOSS) (AMOUNTS IN THOUSANDS OF EURO, EXCEPT SHARE AND PER SHARE DATA - IFRS GAAP)***

| In thousands of euro | Note* | December 31, 2023 | December 31, 2022 |
|---|---|---|---|
| Revenue from collaboration and licensing agreements | 13 | 51,901 | 49,580 |
| Government financing for research expenditures | 13 | 9,729 | 8,035 |
| Other income | 13 | 11 | 59 |
| **Total revenue and other income** | | **61,641** | **57,674** |
| Research and development expenses | 14 | (56,022) | (51,663) |
| General and administrative expenses | 14 | (18,288) | (22,436) |
| **Total operating expenses before impairment** | | **(74,310)** | **(74,099)** |
| Impairment of intangible assets | 6 | — | (41,000) |
| **Operating income (loss)** | | **(12,669)** | **(57,425)** |
| Financial income | 15 | 6,934 | 4,775 |
| Financial expenses | 15 | (1,835) | (5,321) |
| **Net financial income (loss)** | | **5,099** | **(546)** |
| **Net income (loss) before tax** | | **(7,570)** | **(57,972)** |
| Income tax expense | 16 | — | — |
| **Net income (loss) from continuing operations** | | **(7,570)** | **(57,972)** |
| **Net income (loss) from discontinued operations** | 17 | **—** | **(131)** |
| **Net income (loss)** | | **(7,570)** | **(58,103)** |
| **Net income (loss) per share** | | | |
| Weighted average number of shares | 20 | **80,453,282** | **79,639,826** |
| (in € per share) | | | |
| - Basic income (loss) per share | 20 | (0.09) | (0.73) |
| - Diluted income (loss) per share | 20 | (0.09) | (0.73) |
| - Basic income (loss) per share from continuing operations | 20 | (0.09) | (0.73) |
| - Diluted income (loss) per share from continuing operations | 20 | (0.09) | (0.73) |
| - Basic income (loss) per share from discontinued operations | 20 | — | — |
| - Diluted income (loss) per share from discontinued operations | 20 | — | — |

**See 2023 20-F document (filling EDGAR/SEC) - Item 19. Exhibit - Notes To Financial Statements*

## *CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (AMOUNTS IN THOUSANDS OF EURO - IFRS GAAP)*

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| **Net income (loss) for the period** | **(7,570)** | **(58,103)** |
| *Items which will not be reclassified in the consolidated statement of income (loss):* | | |
| Actuarial gains and (losses) related to defined benefit obligations | 394 | 790 |
| *Elements which will be reclassified in the consolidated statement of income (loss):* | | |
| Change in fair value of short-term investments and non-current financial assets | — | — |
| Foreign currency translation gain (loss) | 276 | (428) |
| **Other comprehensive income (loss)** | **670** | **362** |
| **Total comprehensive income (loss)** | **(6,900)** | **(57,741)** |

## *CONSOLIDATED STATEMENT OF CASH FLOWS (AMOUNTS IN THOUSANDS OF EURO - IFRS STANDARDS)*

| In thousand of euros | Note* | December 31, 2023 | December 31, 2022 |
|---|---|---|---|
| **Net income (loss)** | | **(7,570)** | **(58,103)** |
| *Reconciliation of the net income (loss) and the cash generated from (used for) the operating activities* | | | |
| Depreciation and amortization, net | 6, 7 | 5,091 | 45,405 |
| Employee benefits costs | 10 | 285 | 365 |
| Provisions for charges | | (966) | 839 |
| Share-based compensation expense | 14 | 4,256 | 4,249 |
| Change in fair value of financial assets | 4 | (1,592) | 1,372 |
| Foreign exchange (gains) losses on financial assets | 4 | 544 | (912) |
| Change in accrued interests on financial assets | 4 | — | 118 |
| Gains (losses) on assets and other financial assets | 16 | (991) | — |
| Interest paid | 16 | — | — |
| Disposal of property and equipment (scrapping) | 6, 7 | 470 | — |
| Other profit or loss items with no cash effect | | 6 | 15 |
| **Operating cash flow before change in working capital** | | **(467)** | **(6,652)** |
| Change in working capital | | (32,091) | (12,503) |
| **Net cash generated from / (used in) operating activities** | | **(32,558)** | **(19,155)** |
| Acquisition of intangible assets, net | 5,6 & 8 | (2,000) | (587) |
| Acquisition of property and equipment, net | 7.8 | (351) | (535) |
| Purchase of non-current financial instruments | 4 | — | — |
| Disposal of property and equipment | 16 | 150 | — |
| Disposal of other assets | | 66 | — |
| Acquisition of other assets | | (3) | (1) |
| Disposal of current financial instruments | 4 | — | 3,000 |
| Disposal of non-current financial instruments | 4 | 22,768 | |
| Interest received on financial assets | 16 | — | — |
| **Net cash generated from / (used in) investing activities** | | **20,631** | **1,877** |
| Proceeds from the exercise / subscription of equity instruments | 11 | 395 | 198 |
| Increase in capital, net | 11 | — | — |
| Proceeds from borrowings | 9 | — | — |
| Repayment of borrowings | 9 | (2,361) | (2,026) |
| Net interest paid | | — | — |
| **Net cash generated from / (used in) financing activities** | | **(1,966)** | **(1,828)** |
| Effect of the exchange rate changes | | 274 | (428) |
| **Net increase / (decrease) in cash and cash equivalents** | | **(13,619)** | **(19,532)** |
| Cash and cash equivalents at the beginning of the year | 4 | 84,225 | 103,756 |
| **Cash and cash equivalents at the end of the year** | **4** | **70,605** | **84,225** |

**See 2023 20-F document (filling EDGAR/SEC) - Item 19. Exhibit - Notes To Financial Statements*

| Change in working capital | Note* | December 31, 2023 | December 31, 2022 | Variation |
|---|---|---|---|---|
| Trade receivables and others (excluding rebates related to capital expenditures) | 5 | 66,111 | 52,445 | (13,666) |
| Trade payables and others (excluding payables related to capital expenditures) | 8 | (17,018) | (20,911) | (3,893) |
| Collaboration liabilities - current and non-current portion | 13 | (52,677) | (63,211) | (10,534) |
| Deferred revenue - current and non-current portion | 13 | (10,483) | (14,481) | (3,998) |
| **Change in working capital** | | **(14,067)** | **(46,158)** | **(32,091)** |

| Change in working capital | Note* | December 31, 2022 | December 31, 2021 | Variation |
|---|---|---|---|---|
| Trade receivables and others (excluding rebates related to capital expenditures) | 5 | 52,445 | 48,241 | (4,204) |
| Trade payables and others (excluding payables related to capital expenditures) | 8 | (20,911) | (28,573) | (7,662) |
| Collaboration liabilities - current and non-current portion | 13 | (63,211) | (40,415) | 22,796 |
| Deferred revenue - current and non-current portion | 13 | (14,481) | (37,913) | (23,432) |
| **Change in working capital** | | **(46,158)** | **(58,660)** | **(12,503)** |

**See 2023 20-F document (filling EDGAR/SEC) - Item 19. Exhibit - Notes To Financial Statements*

***Revenue and other income***

Revenue and other income from continuing operations resulted from collaboration and licensing agreements and government financing for research expenditure. Revenue and other income from continuing operations increased by €4.0 million, to €61.6 million for the year ended December 31, 2023, as compared to revenue and other income of €57.7 million for the year ended December 31, 2022.

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Revenue from collaboration and licensing agreements | 51,901 | 49,580 |
| Government financing for research expenditures | 9,729 | 8,035 |
| Other income | 11 | 59 |
| **Revenue and other income** | **61,641** | **57,674** |

*Revenues from collaboration and licensing agreements*

Revenue from collaboration and licensing agreements from continuing operations increased by €2.3 million, to €51.9 million for the year ended December 31, 2023, as compared to revenue from collaboration and licensing agreements of €49.6 million for the year ended December 31, 2022.

Revenue from collaboration and licensing agreements mainly resulted from the partial or entire recognition of the proceeds received pursuant to the agreements with AstraZeneca signed in April 2015 and October 2018, as well as the agreement signed with Sanofi in 2016 and 2022 and also with Takeda in 2023. Proceeds are recognized on the basis of the percentage of completion of the works performed by the Company under such agreements.

**Proceeds related to monalizumab.** Revenue related to monalizumab decreased by €12.9 million, to €9.5 million for the year ended December 31, 2023, as compared to €22.4 million for the year ended December 31, 2022. This €12.9 million decrease mainly resulted from to the increase, in the first half of 2022, in the transaction price of €13.4 million ($14.0 million) triggered by the launch of the PACIFIC-9 Phase 3 trial on April 28, 2022. As a reminder, this increase in the transaction price led to the recognition of additional income of €12.6 million in the income related to the monalizumab agreement for 2022. As of December 31, 2023, the amount not recognized as revenue amounted to €5.2 million, and is presented in full under "Current contract liabilities" given the maturity of the Phase 1/2 trials.

**Proceeds related to IPH5201.** Revenue related to IPH5201 for the year ended December 31, 2023 is $0.0 compared with $5.0 million (€4.7 million) for the year 2022. This revenue related to the milestone payment received from AstraZeneca following the signature on June 1, 2022 of an amendment to the initial contract signed in October 2018. This amendment sets the terms of the collaboration following AstraZeneca's decision to advance IPH5201 to a Phase 2 study. The Company will conduct the study. Both parties will share the external cost related to the study and incurred by the Company and AstraZeneca will provide products necessary to conduct the clinical trial. For more information on this amendment, see Note 1.1 to the consolidated financial statements are included as part of this Annual Report.

**Proceeds related to collaboration and option agreement related to four to-be-agreed upon molecules (preclinical molecules).** During the first half of 2022, the Company received from AstraZeneca a notice that it will not exercise its option to license the four preclinical programs covered in the "Future Programs Option Agreement." This license option was part of the 2018 multi-term agreement between AstraZeneca and the Company under which the Company had received an upfront payment of $20.0 million (€17.4 million). As the rights related to these four preclinical programs have been returned to the Company, the entire upfront payment of $20.0 million (€17.4 million) has been recognized as revenue as of June 30, 2022.

**Invoicing of research and development costs - IPH5201.** Pursuant to the Company's agreements with AstraZeneca, research and development costs related to IPH5201 in connection with preclinical work are fully borne by AstraZeneca, in accordance with the initial 2018 agreement. These costs were re-invoiced on a quarterly basis. Following the signature on June 1, 2022 of an amendment to the initial agreement signed in October 2018 specifying the terms of the collaboration following the decision to advance IPH5201 to a Phase 2 study, the parties are committed to sharing the external costs of the study incurred by the Company and AstraZeneca will provide products necessary to conduct the clinical trial.

Revenue from invoicing of research and development costs for the year ended December 31, 2023 was €1.2 million compared to €1.4 million for the year ended December 31, 2022, or a decrease of € 0.2 million.

**Proceeds related to Sanofi 2016 agreement.** Revenues under the collaboration and license agreement signed with Sanofi in 2016 amounted to €2.0 million for the year ended December 31, 2023 as compared to €4.0 million for the year ended December 31, 2022. The Company announced that, in June 2023, the first patient was dosed in a Sanofi-sponsored Phase 1/2 clinical trial evaluating IPH6401/SAR'514 in relapsed or refractory Multiple Myeloma. As provided by the licensing agreement signed in 2016, Sanofi made a milestone payment of €2.0 million, fully recognized in revenue since June 2023. This amount was received by the Company on July 21, 2023. As a reminder, the revenue recognized in 2022 resulted from Sanofi's decision to advance IPH6401/ SAR'514 towards regulatory preclinical studies for a new investigational drug. This decision triggered a milestone payment of €3.0 million fully recognized in revenue. This amount was received by the Company on September 9, 2022.

**Proceeds related to Sanofi 2022 agreement.** On December 19, 2022, the Company announced that it had entered into a research collaboration and license agreement with Genzyme Corporation, a wholly-owned subsidiary of Sanofi ("Sanofi") pursuant to which the Company granted Sanofi an exclusive license on the Innate Pharma's B7-H3 ANKET® program and options on two additional targets. On January 25, 2023, the Company announced the expiration of the waiting period under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976 and the effectiveness of the licensing agreement as of January 24, 2023. Consequently, the Company received an upfront payment of €25.0 million in March 2023, including €18.5 million relating to the exclusive license, €1.5 million relating to the research work and €5.0 million relating to the two additional targets options.

The Company considers that the license to the B7-H3 technology is a right to use the intellectual property granted exclusively to Sanofi as from the effective date of the agreement. As such, the €18.5 million upfront payment relating to the exclusive license has been fully recognized in revenue since June 2023.

The Company will provide collaborative research services to Sanofi for an initial estimated three years period as from the effective date of the collaboration, i.e., January 24, 2023. During this period, Sanofi and Innate will collaborate and work on research activities as defined in the work program described in the agreement. Consequently, the corresponding upfront payment of €1.5 million will be recognized on a straight-line basis over the duration of the research services that the Company has agreed to carry out. As a result, a €0.4 million has been recognized in revenue as of December 31, 2023, and amounts not recognized in revenue are classified as deferred revenue—current portion equal to €0.3 million and deferred revenue—non-current portion equal to €0.8 million.

Under the terms of this agreement, the Company has also granted two exclusive options, exercisable no later than three years after the effective date, for exclusive licenses to Innate's intellectual property for the research, development, manufacture and commercialization of NKCEs specifically targeting two preclinical molecules. The Company considers that the option to acquire an exclusive license provide a material right to Sanofi that it would not receive without entering into this agreement. The Company will recognize the related revenues either at the reporting date or three years after the effective date. Consequently, the €5.0 million initial payment relating to these options was recognized in deferred revenue—non-current portion as of June 30, 2023.

On December 19, 2023, the Company announced that Sanofi had exercised an option for one of the two preclinical molecules. As a consequence, the Company recognized related income of €2.5 million as of December 31, 2023.

This option exercise also resulted in a milestone payment of €15.0 million, including €13.3 million in respect of the exclusive license, which was fully recognized in income as of December 31, 2023, and €1.7 million in respect of research services to be carried out by the Company. Sanofi and Innate will collaborate and work on the research activities defined in the contractual work program. Consequently, the corresponding initial payment of €1.7 million will be recognized on a straight-line basis over the duration of the research work that the Company has agreed to carry out. This work had not yet begun as of December 31, 2023. In this respect, no revenue has been recognized in the income statement, and the amount of €1.7 million is presented under current contract liabilities (€0.4 million) and non-current contract liabilities (€1.3 million).

Under the terms of the agreement, Sanofi still retains a license option for a third preclinical molecule.

**Proceeds related to Takeda agreement.** On April 3, 2023, the Company announced that it has entered into an exclusive license agreement with Takeda under which Innate granted Takeda exclusive worldwide rights to research and develop ADCs using a panel of selected Innate antibodies against an undisclosed target, with a primary focus in Celiac disease. Takeda will be responsible for the future development, manufacture and commercialization of any potential products developed using the licensed antibodies. As such, the Company considers that the license granted is a right to use the relevant intellectual property, which is granted fully and perpetually to Takeda. The agreement does not stipulate that Innate's activities will significantly affect the intellectual property granted during the life of the agreement. Consequently, the $5.0 million (or €4.6 million) initial payment, received by the Company in May 2023, was fully recognized in revenue since June 30, 2023.

*Government financing for research expenditures*

Government funding for research expenditures increased by €1.7 million, or 21.08%, to €9.7 million for the year ended December 31, 2023, as compared to €8.0 million for the year ended December 31, 2022. As a reminder, the 2022 research tax credit included a reduction of €1.3 million related to a provision following the tax inspection carried out in 2022 by the French tax authorities. This provision was based on estimated amounts and adjustments not disputed by the Company and has been increased in 2023 for €0.1 million. The table below details government funding for research expenditures for the years ended December 31, 2022 and 2023.

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Research Tax Credit(1) | 9,729 | 7,925 |
| Grant and other tax credit(2) | — | 110 |
| **Government financing for research expenditures** | **9,729** | **8,035** |

(1) As of December 31, 2023, the amount is mainly composed of (i) the research tax credit calculated and recognized for the 2023 financial year for an amount of €9.8 million compared to €9.2 million for the 2022 financial year which is subtracted (ii) a provision amounting to €0.1 million following the tax inspection compared to €1.3 million last year. As a reminder, the tax inspection carried out by the French tax authorities related to the 2018, 2019 and 2020 tax credit calculation and 2019 and 2020 income tax calculation as the prescription period are different. On February 13, 2024, the Company received from the tax authorities the rectification proposal and adjusted the provision to €0.1 million following the final settlement.

(2) The company can be eligible to local or European grants dedicated to R&D program.

The research tax credit is calculated as 30% of the amount of research and development expenses, net of grants received, eligible for the research tax credit for the fiscal year.

The table below shows the amount of eligible expenditure (net of subsidies) for the years ended December 31, 2022 and 2023 :

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Expenses eligible for the research tax credit | 32,666 | 31,343 |
| Repayable advances and grants received, net | — | (785) |
| **Calculation basis, Research Tax Credit** | **32,666** | **30,558** |

***Operating expenses***

The table below presents our operating expenses from continuing operations for the years ended December 31, 2023 and 2022.

*Research and development expenses*

Our research and development expenses are broken down as set forth in the table below for the years ended December 31, 2022 and 2023.

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Lacutamab | (12,248) | (12,473) |
| Monalizumab | (791) | (1,224) |
| Avdoralimab | (175) | (385) |
| IPH5201 | (2,313) | (1,648) |
| IPH5301 | (296) | (625) |
| *Sub-total programs in clinical development* | *(15,823)* | *(16,355)* |
| *Sub-total programs in preclinical development* | *(14,356)* | *(11,129)* |
| **Total direct research and development expenses** | **(30,179)** | **(27,484)** |
| Personnel expenses (including share-based payments) | (17,121) | (16,373) |
| Depreciation and amortization | (3,891) | (2,928) |
| Other expenses | (4,831) | (4,877) |
| **Personnel and other expenses** | **(25,843)** | **(24,178)** |
| **Total research and development expenses (1)** | **(56,022)** | **(51,663)** |

(1) 2022 Total Research and Development expenses excludes €41.0 million of avdoralimab impairment.

Research and development expenses from continuing operations increased by €4.4 million, or 8.4%, to €56.0 million for the year ended December 31, 2023, as compared to research and development expenses of €51.7 million for the year ended December 31, 2022. This increase over the period is mainly due to an increase in direct research and development expenses of €2.7 million over the period due to the significant increase in expenses relating to pre-clinical development programs, partly offset by the decrease in expenses relating to clinical programs. Research and development expenses represented a total of 75.4% and 69.7% of operating expenses before impairment for years ended December 31, 2023 and December 31, 2022, respectively. Indirect expenses increased by €1.7 million mainly in personnel expenses and amortization and depreciation.

Direct research and development expenses increased by €2.7 million, or 9.8%, to €30.2 million for the year ended December 31, 2023, as compared to direct research and development expenses of €27.5 million for the year ended December 31, 2022. This increase is mainly due to a €3.2 million increase in expenses related to preclinical development programs relating notably to the ADC field, partly offset by a €0.5 million decrease in expenses related to the Company's clinical programs. This decrease in clinical programs expenses mainly results from a $0.4 million decrease in expenses relating to the monalizumab program, a €0.2 million decrease in expenses relating to the avdoralimab program and a €0.2 million decrease in expenses relating to the

lacutamab program, partly offset by a €0.7 million increase in expenses related to the growth in IPH5201 phase 2 trials patient recruitment.

Also, as of December 31, 2023, the collaboration liabilities relating to monalizumab and the agreements signed with AstraZeneca in April 2015, October 2018 and September 2020 amounted to €52.7 million, as compared to collaborations liabilities of €63.2 million as of December 31, 2022. This decrease of €10.5 million mainly results from (i) net repayment of €8.4 million during year 2023 to AstraZeneca linked to the Monalizumab cofinancing program, including phase 3 trial INTERLINK-1 launched in October 2020 and PACIFIC-9 launched in April 2022, and (ii) the decrease of the collaboration commitment ("collaboration liabilities" in the consolidated statements of financial position) for an amount of €2.0 million linked to the Euro-dollar parity exchange rate variation.

Personnel and other expenses allocated to research and development increased by €1.7 million, or 6.9%, to €25.8 million for the year ended December 31, 2023, as compared to an amount of €24.2 million for the year ended December 31, 2022. This increase is due to the (i) €0.7 million increase in staff costs allocated to research and development, of which $0.5 million in personnel expenses and €0.2 million in share-based payment expenses, (ii) increase of $1.0 million in depreciation and amortization. The line item is mainly composed of the amortization of the monalizumab, IPH5201 intangible assets.

As of December 31, 2023, the Company had 140 employees, including Leadership Team members, in research and development functions, compared to 155 as of December 31, 2022.

*General and administrative expenses*

General and administrative expenses from continuing operations decreased by €4.1 million, or 18.5%, to €18.3 million for the year ended December 31, 2023, as compared to €22.4 million for the year ended December 31, 2022. General and administrative expenses represented a total of 24.6% and 30.3% of our total operating expenses before impairment for the years ended December 31, 2023 and 2022, respectively.

The table below presents our general and administrative expenses by nature for the years ended December 31, 2022 and 2023:

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Personnel expenses (including share based payments) | (8,842) | (10,229) |
| Non scientific advisory and consulting | (2,906) | (4,244) |
| Other expenses (1) | (6,540) | (7,963) |
| **Total general and administrative** | **(18,288)** | **(22,436)** |

(1) Other expenses are related to intellectual property, maintenance costs for laboratory equipment and our headquarters, depreciation and amortization and other selling, general and administrative expenses.

Personnel expenses, which includes the compensation paid to our employees and consultants, decreased by €1.4 million, or 13.6%, to €8.8 million for the year ended December 31, 2023, as compared to personnel expenses of €10.2 million for the year ended December 31, 2022. This decrease mainly results from a decrease in wages of $1.2 million as well as a decrease of €0.2 million in share-based payment expenses mainly explained by the decrease of employees. As of December 31, 2023, we had 39 employees, including Leadership Team members, in general and administrative functions, as compared to 55 as of December 31, 2022.

Non-scientific advisory and consulting expenses mostly consist of auditing, accounting, legal and hiring services. These expenses decreased by €1.3 million, or 31.5%, to €2.9 million for the year ended December 31, 2023, as compared to an amount of €4.2 million for the year ended December 31, 2022. This decrease mainly results from operating efficiency measures, which led to a reduction in the number of new hires, and use of external communication and consulting services.

Other general and administrative expenses relate to intellectual property, depreciation and amortization and other general, administrative expenses. These expenses decreased by €1.4 million or 17.9% to €6.5 million for the year ended December 31, 2023, as compared to an amount of €8.0 million for the year ended December 31, 2022.

This decrease related notably to savings (reduction in office space) and a reclassification of R&D laboratory support costs (maintenance, supplies, depreciation of R&D equipment) for 1.0 million euros in R&D.

**Impairment of intangible assets**

As a reminder, for the year ended December 31, 2022, impairment of intangible assets results from full impairment of anti-C5aR rights acquired from Novo/Nordisk A/S (avdoralimab intangible asset) for an amount of €41.0 million. During the fourth quarter of 2022, the Company was informed by the sponsor of the Phase 2 clinical trial evaluating avdoralimab in inflammation in bullous pemphigoid ("BP") indication of its decision to stop said trial. Consequently, the Company decided in December 2022 to stop the development of avdoralimab in BP indication in inflammation, only indication supporting the recoverable amount of the asset as of December 31, 2021 (as well that as of June 30, 2022). Without any new event during year ended December 31, 2023, the impairment has not been reassessed.

**Financial income (loss), net**

The net financial result increased by €5.6 million, to a €5.1 million profit for the year ended December 31, 2023, as compared to a €0.5 million loss for the year ended December 31, 2022. This change mainly results from interest income on financial investments (net gain of €2.5 million in 2023), the change in the fair value of certain financial instruments (net gain of €1.6 million in 2023 as compared to a net loss of €1.6 million in 2022) and a net foreign exchange gain of €0.9 million in 2023 as compared to a net foreign exchange gain of €0.8 million in 2022.

**Income Tax**

Due to the Company's early stage of development, it is not probable that future taxable profit will be available against which the unused tax losses can be utilized. As a consequence, deferred tax assets are recognized up to deferred tax liabilities. Temporary differences mainly result from leases, provision for defined benefit obligation and tax losses carryforwards.

As of December 31, 2023, the accumulated tax losses carryforwards of Innate Pharma SA were $483,570 thousand with no expiration date ($392,633 and $466,153 thousand as of December 31, 2021 and 2022). At December 31, 2023, the amount of losses carried forward by Innate Pharma S.A. at December 31, 2022 has been adjusted downwards by €277.0 thousand to take account of the impact of the tax audit.

As of December 31, 2023, the accumulated tax losses carryforwards of Innate Pharma Inc. was $15,181 thousand, or $16,775 thousand, ($11,955 thousand, or $16,081 thousand and $14,198 thousand, or $16,446 thousand as of December 31, 2021 and 2022, respectively), with a 20-year period expiration.

**Net result from discontinuing operations**

As a reminder, a termination and transition agreement was negotiated and executed, effective as of June 30, 2021 further to the Company's decision to return the rights of Lumoxiti back to AstraZeneca. Consecutively, activities related to Lumoxiti are presented as discontinued operations since October 1, 2021. As part of the termination and transition agreement, Innate and AstraZeneca agreed to share manufacturing costs, and Innate had to pay $6.2 million on April 30, 2022. This amount was paid by the Company as part of the agreement in April 2022 for an amount of €5.9 million ($6.2 million).

The net income from discontinued operations related to Lumoxiti as of December 31, 2023 are nil compared to a net loss of €0.13 million as of December 31, 2022 corresponding to residual costs associated with the transfer of activities to AstraZeneca. This transfer has now been completed.

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Revenue from collaboration and licensing agreements | — | 194 |
| Sales | — | 22 |
| **Total revenue and other income** | **—** | **216** |
| Research and development expenses (1) | — | — |
| Selling, general and administrative expenses (2) | — | (346) |
| **Total operating expenses** | **—** | **(346)** |
| Net income (loss) from distribution agreements | — | — |
| **Operating income (loss)** | **—** | **(131)** |
| Financial income | — | — |
| Financial expenses | — | — |
| **Net financial income (loss)** | **—** | **—** |
| **Net income (loss) before tax** | **—** | **(131)** |
| Income tax expense | — | — |
| **Net income (loss) from discontinued operations** | **—** | **(131)** |

(1) Research and development expenses. Research and development expenses relating to Lumoxiti discontinued operations are nil for the years ended December 31, 2022 and 2023, respectively.

(2) Selling, general and administrative expenses. Selling, general and administrative expenses relating to Lumoxiti discontinued operations amounted to €0.3 million and are nil for the years ended December 31, 2022 and 2023, respectively. For the year ended December 31, 2022, these expenses mainly consisted of remaining transition costs.

**Income (loss) per share**

Earnings per share represent a loss of 0.09 euros and a loss of 0.73 euros per share for the 2023 and 2022 financial years.

**Liquidity and Capital Resources**

Cash, cash equivalents and short-term investments decreased by €9.0 million, or 9%, to €92.5 million as of December 31, 2023, as compared to cash, cash equivalents and short-term investments of €101.5 million as of December 31, 2022. Cash and cash equivalents are mainly composed of current bank accounts, interest-bearing accounts, fixed-term accounts and money market funds as per AMF definition. Short-term investments primarily consist of shares of mutual funds and all investments with a maturity less than one year. Their purpose is to finance Innate's activities, including Innate's research and development costs.

As a reminder, Innate has received a total of cash of €306.4 million from capital increases, before deducting the costs associated with capital increases, and after excluding proceeds from share compensation instruments, between 1999 and December 31, 2019.

In 2023, cash consumption, net of payments received and made under the agreement with AstraZeneca signed in October 2018 and September 2020, amounted to €2.8 million.

Since its creation, the Company has been financed mainly by the issuance of new shares, by income from its industrial collaborations, by repayable aid and subsidies received from various French and foreign public bodies (including Oséo, now Bpifrance), by research tax credit and state-guaranteed loans (PGE).

**Cash flows**

| In thousands of euro | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Cash flows from / (used in) operating activities | (32,558) | (19,155) |
| Cash flows from / (used in) investing activities | 20,631 | 1,877 |
| Cash flows from / (used in) financing activities | (1,966) | (1,828) |
| Effect of the exchange rate changes | 274 | (428) |
| **Net increase / (decrease) in cash and cash equivalents** | **(13,619)** | **(19,532)** |

*Cash flows from / (used in) operating activities :*

The Company's net cash flow used in operating activities decreased by €13.4 million to €32.6 million for the year ended December 31, 2023 as compared to net cash flows used in operating activities of €19.2 million for the year ended December 31, 2022. This variation is mainly due to (i) the receipt of €25.0 million from Sanofi in March 2023 following the entry into force of the research collaboration and licensing agreement signed in December 2022 under which the Company granted Genzyme Corporation, a wholly-owned subsidiary of Sanofi ("Sanofi") an exclusive licence to Innate Pharma's B7H3 ANKET® program and options on two additional targets, (ii) the receipt in May 2023 of a payment of €4.6 million ($5.0 million) received from Takeda following the conclusion of an exclusive licensing agreement under which Innate granted Takeda exclusive worldwide rights for the research and development of ADCs, (iii) the receipt in July 2023 of €2.0 million following the treatment of the first patient in the Phase 1/2 clinical trial sponsored by Sanofi evaluating IPH6401/SAR'514 in patients with relapsed or refractory multiple myeloma. Lastly, during 2023, the Company benefited from the early repayment of the research tax credit claim relating to the 2022 financial year, amounting to €9.2 million, paid to the Company by the French Treasury in July 2023. As a reminder, cash flows used in operating activities for the year ended December 31, 2022, included successive (i) the collection of €47.7 million ($50.0 million) and €4.9 million ($5.0 million) in June 2022 and August 2022,respectively, under the monalizumab agreement and the amendment to the IPH5201 collaboration and option agreement, (ii) the collection of €3.0 million received from Sanofi under the 2016 agreement and following Sanofi's decision to advance IPH6401/SAR'514 into regulatory preclinical studies for an investigational new drug, and (iii) in 2022, the Company collected the early repayment of the research tax credit receivable relating to the 2021 financial year for an amount of €10.3 million, paid to the Company by the French Treasury in November 2022. These collections were partially offset by the €5.9 million payment to AstraZeneca on April 20, 2022 pursuant to the Termination and Transition Agreement and cash outflows related to the Company's operating activities. Not considering these specific effects, net cash flows used by operating activities for the year ended December 31, 2023 decreased by €5.5 million. This decrease is mainly explained by the decrease in the Company's research and development activities, notably related to preclinical trials, and also by higher cash outflows related to the re-invoicing of costs to AstraZeneca for the Phase 3 trials evaluating monalizumab, INTERLINK-1 and PACIFIC-9, in accordance with the Company's co-financing commitments and the reduction in staff costs related to the reduction of staff in the Company.

Net cash flow consumed by operating activities in connection with the Lumoxiti discontinued operation are nil for the year ended December 31, 2023 as compared to € 5.1 million for the year 2022. In 2022, the cash consumption related to the payment to AstraZeneca of €5.9 million in April 2022 under the Termination and Transition Agreement.

*Cash flows from / (used in) investing activities :*

The Company's net cash flows from investing activities for the year ended December 31, 2023 amounted to €20.6 million and are mainly composed of a disposal of a non-current financial instrument which generated a net cash collection of €22.8 million partially offset by acquisitions of property, plant and equipment and intangible assets for a net amount €2.2 million. As a reminder, net cash flow used in investing activities for the

year ended December 31, 2022 amounted to €1.9 million and were mainly comprised of acquisitions of tangibles assets and disposal of a current financial instrument liquidation for €3.0 million.

Net cash flows consumed by investing activities in connection with the Lumoxiti discontinued operation were nil for the year ended December 31, 2023 and 2022, respectively.

*Cash flows from / (used in) financing activities*

The Company's net cash flows used in financing activities for the year ended December 31, 2023 increased by €0.1 million to €2.0 million for the year ended December 31, 2023 as compared to net cash flows from financing activities of €1.8 million for the year ended December 31, 2022.

Loan repayments amounted to €2.4 million for the year ended December 31, 2023 as compared to €2.0 million for the year ended December 31, 2022.

In addition, net cash flows from financing activities related to Lumoxiti discontinued operations are nil for the year ended December 31, 2023 and 2022, respectively.

**Events after the reporting date**

- On January 4, 2024, the Company announced that the U.S. Food and Drug Administration (FDA) has lifted the partial clinical hold placed on the lacutamab IND. On October 5, the Company announced that the lacutamab IND has been placed on partial clinical hold by FDA following a recent patient death in the TELLOMAK study. The death of a patient affected by Sézary Syndrome was initially considered due to hemophagocytic lymphohistiocytosis (HLH), a rare hematologic disorder. The FDA decision to lift the partial clinical hold is based on the FDA review of the fatal case which Innate, together with a steering committee of independent experts, determined to be related to aggressive disease progression and lacutamab unrelated.
- Arvind Sood had joined the Company in a newly created position of Executive Vice President and President of US Operations.
- On January 4, 2024, the company announced that it has strengthened the Company's leadership and corporate governance with the appointment of two new Executive Board members. Arvind Sood, Executive Vice President (EVP), President of US Operations, Dr Sonia Quaratino, EVP, Chief Medical Officer are thus joining Hervé Brailly, interim Chief Executive Officer and Yannis Morel, EVP, Chief Operating Officer.
- On March, 6, the Company announced the first patient was dosing in its Phase 1/2 multicenter trial (NCT06088654), investigating the safety and tolerability of IPH6501 in patients with Relapsed and/or Refractory CD20-expressing B-cell Non-Hodgkin's Lymphoma (NHL). IPH6501 is Innate's first-in-class CD20-targeting tetraspecific ANKET® (Antibody-based NK cell Engager Therapeutics) that co-engages CD20 as a target antigen on malignant B cells and three receptors on NK cells.

**Risk factors**

The risk factors affecting the Company are presented in paragraph 3 of the 20F report available on Innate Pharma's website.

**20F Report**

The Company has filed a 20F report including the financial statements for the year ended 2023 with the "Securities and Exchange Commission". This document is available to the public on the Innate Pharma website.

## 5. GOVERNANCE

### 5.1. EXECUTIVE BOARD

On January 3, 2024, the Supervisory Board appointed a new Executive Board for a three-year term:

**Hervé BRAILLY**

CEO - Chairman of the Executive Board

**Yannis MOREL**

Member of the Executive Board

*Chief Operation Officer*

**Sonia QUARATINO**

Member of the Executive Board

*Chief Medical Officer*

**Arvind SOOD**

Member of the Executive Board

*President of US Operations*

## 5.2. SUPERVISORY BOARD

Composition of the Supervisory Board since January 1, 2024 :

**Irina STAATZ GRANZER**[(2)]

President of the Supervisory Board

**Pascale BOISSEL**[(1)]

Vice-President of the Supervisory Board

**Gilles BRISSON**[(2)]

**Sally BENNETT**[(1)]

**BPIFRANCE PARTICIPATIONS**

Permanent representative : Olivier MARTINEZ

**Véronique CHABERNAUD**

**Jean-Yves BLAY**

[(1)]Member whose mandate is proposed for renewal at the General Assembly of May 23, 2024

- **Membership attendance on Committees :**

| | Irina STAATZ GRANZER | Pascale BOISSEL | Gilles BRISSON | Sally BENNETT | BPIFRANCE PARTICIPATIONS (Olivier MARTINEZ) | Véronique CHABERNAUD | Jean-Yves BLAY |
|---|---|---|---|---|---|---|---|
| **Audit Committee** | ● | ● | | ● | | | |
| **Compensation and Nomination Committee** | ● | ● | | | | ● | ● |
| **Transaction Committee** | ● | | ● | | ● | | |
| **CSR (Corporate Social Responsibility) Committee** | ● | | | ● | ● | ● | |

● President

- **Data on supervisory board members:**

**8**

**Members**

**8.60**

**years**

**Tenure of office**

**0.625**

**Mandate / member**

**(other listed companies)**

**4** men

**4** women

**mixity**

**25%**

**extranational members**

**60 years old**

**Age average**

**7**

**Meetings in 2023**

**95%**

**Attendance to meetings in 2023**

## 6. GENERAL INFORMATIONS ABOUT THE COMPANY

As of 15 April 2024 :

80,860,563 ordinary shares

6,509 Preferred Shares 2016 (giving right to 757,190 voting rights)

7,581 Preferred Shares 2017 (not giving right to any voting rights)

81,617,753 theorical voting rights (1)

81,599,178 exercisable voting rights (2)

*(1) The total number of theoretical voting rights (or "gross" voting rights) is used as the basis for calculating the crossing of shareholding thresholds. In accordance with Article 223-11 of the AMF General Regulation, this number is calculated on the basis of all shares to which voting rights are attached, including shares whose voting rights have been suspended. The total number of theoretical voting rights includes (i) voting rights attached to AGAP 2016, i.e. 130 voting rights for the AGAP 2016-1 and 111 voting rights for the AGAP 2016-2 and (ii) no voting rights attached to AGAP 2017.*

*(2) The total number of exercisable voting rights (or "net" voting rights) is calculated without taking into account the shares held in treasury by the Company, with suspended voting rights. It is released so as to ensure that the market is adequately informed, in accordance with the recommendation made by the AMF on July 17, 2007.*

## 7. AGENDA

**I. Resolutions to be submitted to the ordinary shareholder's meeting:**

Resolution n° 1 - Approval of the annual financial statements for the 2023 fiscal year

Resolution n° 2 - Approval of the consolidated financial statements for the 2023 fiscal year

Resolution n° 3 - Allocation of earnings for the fiscal year

Resolution n° 4 - Related-party transactions

Resolution n°5 - Appointment of a new Statutory Auditor

Resolution n°6 - Renewal of Pascale Boissel as member of the Supervisory Board

Resolution n° 7 - Renewal of Sally Bennett as member of the Supervisory Board

Resolution n°8 - Approval of the general principles of the compensation policy of the corporate officers for the 2024 fiscal year

Resolution n°9 - Approval of the compensation policy of the Chairman of the Executive Board for the 2024 fiscal year

Resolution n°10 – Approval of the compensation policy of the Executive Board members (except the Chairman of the Executive Board) for the 2024 fiscal year

Resolution n°11 - Approval of the compensation policy of the Chairman of the Executive Board for the 2024 fiscal year

Resolution n°12 – Approval of the compensation policy of the Supervisory Board members (except the Chairman of the Supervisory Board) for the 2024 fiscal year

Resolution n°13 - Determination of the compensation referred to in article L.225-83 of the French Commercial Code to be allocated to members of the Supervisory Board for the 2024 fiscal year

Resolution n°14 – Approval of the various components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the corporate officers

Resolution n°15 – Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Chairman of the Executive Board

Resolution n°16– Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Executive Board members (except the Chairman of the Executive Board)

Resolution n°17 – Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Chairman of the Supervisory Board

Resolution n°18 – Authorization for the Company's purchase of its own shares

**II. Resolutions to be submitted to the extraordinary shareholder's meeting:**

Resolution n°19 – 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, through a public offering

Resolution n°20 – 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, through an offering referred to in paragraph 1° of Article L.411-2 of the French Monetary and Financial Code

Resolution n° 21 - Determination of the issuance price 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

Resolution n° 22 - 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

Resolution n° 23 - 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 n° 24 - Authorization granted to the Executive Board to allocate stock options for the benefit of employees, executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries

Resolution n° 25 - 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 of the Company or its subsidiaries

Resolution n° 26 - Authorization granted to the Executive Board to allocate existing or new free shares on the basis of the performance criteria for the benefit of employees of the Company or its subsidiaries

Resolution n° 27 - Authorization granted to the Executive Board to allocate existing or new free shares for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries

Resolution n° 28 - 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 n° 29 - Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants reserved for Supervisory Board members

Resolution n° 30 - 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 n° 31 - Amendment to the Company's Articles of Association

Resolution n° 32 - Powers for formalities

## 8. TEXT OF RESOLUTIONS

### I. Resolutions to be submitted to the ordinary shareholder's meeting :

- **Approval of the 2023 financial statements and allocation of earnings**

The first items of the agenda are on the approval for the 2023 financial year of the financial statements (resolution n°1) and the consolidated financial statements (resolution n°2). The resolution n°3 is on the allocation of earnings to "retained earnings" since the outcome of the financial year showing a net loss.

For further details on the financial statements, please refer to the 20-F form.

**Resolution n° 1 - Approval of the annual financial statements for the 2023 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 31 December 2023, approves the annual financial statements 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 31 December 2023 show expenditures referred to in article 39,4° of the French General Tax Code and incurred by the Company during the fiscal year ended 31 December 2022 amounting to EUR 264,488.00 for attendance fees and EUR 29,787.00 for excess amortizations (*amortissements excédentaires*) on private passenger vehicles.

The Shareholders' meeting also acknowledges that said financial statements do not show general expenses referred to in article 39,5° of the French General Tax Code.

After having deliberated, the Shareholders' meeting gives to the members of the Executive Board, the members of the Supervisory Board and the Statutory Auditors, full and unconditional discharge from their duties for the year ended 31 December 2023.

**Resolution n° 2 – Approval of the consolidated financial statements for the 2023 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 31 December 2023, approves the consolidated financial statements for the fiscal year ended 31 December 2023 as they are presented to the Shareholders' meeting, as well as the transactions evidenced in these financial statements and summarized in these reports.

**Resolution n° 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 7,158,531.78 loss incurred in the fiscal year ended 31 December 2023 to the accounting item entitled

"Retained Earnings". After the allocation of this profit, "Retained Earnings" will amount to a loss of EUR 334,113,651.83.

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

- **Related-party transactions**

Resolutions n°4 aim at approving the agreements falling within the scope of Articles L.225-86 et. seq. of the French Commercial Code attached as Annex 1 of the Executive board report to the Annual General Meeting.

**Resolution n° 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.

- **Appointment of a new Statutory Auditor**

In the context of resolution no. 5, we propose, after noting the expiry of the term of office of Odycé Nexia, Statutory Auditors, whose term of office will expire on the date of the Annual General Meeting, to appoint Pricewaterhouse Audit as Statutory Auditors to replace Odycé Nexia.

Pricewaterhouse Audit would be appointed as Statutory Auditor for a term of six years, i.e. until the close of the Annual General Meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

**Resolution n°5 - Appointment of a new Statutory Auditor**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Odycé Nexia, Statutory Auditor, expires at the close of this General Meeting, and having deliberated and reviewed the Executive Board's report, appoints Pricewaterhouse Audit as Statutory Auditor for a term of six years. Pricewaterhouse Audit's term of office will expire at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2029.

- **Renewal of the members of the Supervisory Board**

Resolutions n°6 and 7 aim at renewing the appointments of Mrs Pascale Boissel and Mrs Sally Bennett, members of the Supervisory Board, which expire at the end of the general meeting. We propose that you renew their mandates for a period of two years.

Please refer to the Executive Board's Report to the Annual General Meeting (Section II. 4.) for information on Pascale Boissel and Sally Bennett.

**Resolution n°6 - Renewal of Pascale Boissel as member 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 Pascale Boissel as member of the Supervisory Board expires today and having deliberated, renews the appointment as member of the Supervisory Board for a period of two

years to expire at the end of the ordinary shareholders' meeting called in 2026 to approve the financial statements for the fiscal year ended 31 December 2025 of:

**Ms. Pascale Boissel**

Ms. Pascale Boissel has indicated that she would accept the duties assigned to her and that nothing prevents her from accepting these duties.

**Resolution n° 7 - Renewal of Sally Bennett as member 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 Sally Bennett as member of the Supervisory Board expires today and having deliberated, renews the appointment as member of the Supervisory Board for a period of two years to expire at the end of the ordinary shareholders' meeting called in 2026 to approve the financial statements for the fiscal year ended 31 December 2025 of:

**Ms. Sally Bennett**

Ms. Sally Bennett has indicated that she would accept the duties assigned to her and that nothing prevents her from accepting these duties.

- **Attendance fees**

Under the resolution n°13, we invite you to vote on the allocation of attendance fees to the benefit of the Supervisory board members pursuant to article L.225-83 of the commercial French Code, for a maximum amount of € 300,000 for 2024 (unchanged amount compared to 2023).

The attendance fees are allocated depending on the level of participation during meetings and their responsibility in the different committees.

The allocation table of the attendance fees is described under section 2.1.3.2 of the Say-on-Pay report.

**Resolution n°13 - Determination of the compensation referred to in article L.225-83 of the French Commercial Code to be allocated to members of the Supervisory Board for the 2024 fiscal year**

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 maximum amount of EUR 300,000 to the members of the Supervisory Board as a compensation under article L.225-83 of the French Commercial Code for the 2024 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.

- **Say on Pay « ex ante »**

Resolutions n°8 to 12 aim at voting on the general principles and compensation policy of the Chairman of the Executive board, the others Executive board members, the Chairman of the Supervisory board and the and the others Supervisory board members for 2024.

Please note that the compensation policy applicable to members of the Executive and Supervisory Boards for 2024 is the subject of resolution n°8 vote, which does not anticipate the result of the individual voting on the compensation paid to the Chairman of the Executive board (resolution n°9), others member of the Executive Board (resolution n° 10), to the Chairman of the Supervisory Board (resolution n°11) and to others members of the Supervisory Board (resolution n°12).

The Say on Pay "ex ante" is described under section 2.1 of the Say-on-Pay report.

**Resolution n°8 - Approval of the general principles of the compensation policy of the corporate officers for the 2024 fiscal year**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-26 of the French Commercial Code, the general principles of the compensation policy of the corporate officers for the 2024 fiscal year, as described in section 2.1 of the corporate governance report attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n°9 - Approval of the compensation policy of the Chairman of the Executive Board for the 2024 fiscal year**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-26 of the French Commercial Code, the compensation policy of the Chairman of the Executive Board for the 2024 fiscal year, as described in section 2.1.2.1 of the corporate governance report attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n°10 – Approval of the compensation policy of the Executive Board members (except the Chairman of the Executive Board) for the 2024 fiscal year**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-26 of the French Commercial Code, the compensation policy of the Executive Board members (except the Chairman of the Executive Board) for the 2024 fiscal year, as described in section 2.1.2.2 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n°11 - Approval of the compensation policy of the Chairman of the Executive Board for the 2024 fiscal year**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-26 of the French Commercial Code, the compensation policy of the Chairman of the Supervisory Board for the 2024 fiscal year, as described in section 2.1.3.1 and 2.1.3.3 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n°12 – Approval of the compensation policy of the Supervisory Board members (except the Chairman of the Supervisory Board) for the 2024 fiscal year**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-26 of the French Commercial Code, the

compensation policy of the Supervisory Board members (except the Chairman of the Executive Board) for the 2023 fiscal year, as described in sections 2.1.3.2 and 2.1.3.3 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

- **Say on Pay « ex post »**

Resolutions n°14 to 17 aim at voting on the general principles of compensation implemented in 2023 and on the 2024 compensation granted to the Chairman of the Executive board, the others Executive board members and the Chairman of the Supervisory board.

The Say on Pay « ex post » is described under section 2.2 of the Say-on-Pay report.

**Resolution n° 14 – Approval of the various components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the corporate officers**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of articles L.22-10-34 and L.22-10-9, I of the French Commercial Code, the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the fiscal year ended 31 December 2023 to the corporate officers, as described in section 2.2.1 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n° 15 – Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Chairman of the Executive Board**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-34 of the French Commercial Code, the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the fiscal year ended 31 December 2023 to the Chairman of the Executive Board, as described in section 2.2.2.1 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n° 16 – Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Executive Board members (except the Chairman of the Executive Board)**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-34 of the French Commercial Code, the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the fiscal year ended 31 December 2023 to the Executive board members (except the Chairman of the Executive Board), as described in section 2.2.2.2 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

**Resolution n° 17 – Approval of the components of overall compensation and benefits granted for the fiscal year ended 31 December 2023 to the Chairman of the Supervisory Board**

The Shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, approves, in furtherance of article L.22-10-34 of the French Commercial Code, the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the fiscal year ended 31 December 2023 to the Chairman of the Supervisory Board, as described in section 2.2.2.3 of the report on corporate governance attached to the report referred to in articles L.225-100 and L.225-102 of the French Commercial Code.

- **Company share repurchase program**

Resolution n°18 aims at voting on the repurchase by the Company of its own shares, for the purposes described under the resolution.

We remind you that the Company did not repurchased its own shares in 2023.

Such repurchase authorization may not occur during public tending offers initiated by the Company or aiming at its securities.

**Resolution n° 18 – 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.22-10-62 et seq. of the French Commercial Code and L.225- 211 of the French Commercial Code, to purchase Company's 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, it being specified that, in accordance with the provisions of European Regulation no. 2016/1052 of March 8, 2016, the Company may not purchase shares at a price higher than the higher of the following two values: the last quoted price resulting from the execution of a transaction in which the Company has not been a party, or the highest current independent bid on the trading platform where the purchase is made. and,

- the maximum amount of funds allocated to the implementation of this share repurchase program is equal to the product of the maximum number of shares that the Company could repurchase at the date of the Annual General Meeting, i.e. 10% of the share capital (after deducting treasury shares held at the same date), multiplied by the above maximum price (excluding any future adjustments)

In the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares to all shareholders, 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 to the Executive Board, along with the power to sub-delegate, pursuant to the conditions set forth in article L.22-10-62 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 with respect to the shares so acquired and retained to be subsequently used 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 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 allocations 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 in 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 through a liquidity contract with an investment services provider fulfilling the acceptance criteria defined by the *Autorité des Marchés Financiers* and complying with the *AMAFI* Code of Ethics recognized by the *Autorité des Marchés Financiers;*

(v) to cancel all or part of the repurchased securities, provided the thirtieth 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.

Purchase of Company's shares may be carried out at any time, except during period of public offering on the Company share capital.

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 allocation 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.22-10-62 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 eighteen (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 12 May 2023 pursuant to its twenty-first resolution.

## II. Resolutions to be submitted to the extraordinary shareholder's meeting

- **Financial delegation authorizing the Executive board to increase the share capital**

The purpose of resolutions 19 to 23 is to grant the Executive Board (after authorization by the Supervisory Board) the power to increase the Company's share capital in order to strengthen its equity capital and enable it to develop its business and, where appropriate, carry out external growth transactions.

You had already approved resolutions of the same type at the Annual General Meeting of May 12, 2023, namely :

- resolution 2023 n° 22 - (capital increase with preferential subscription rights),

- resolution 2023 n° 23 - (capital increase without preferential subscription rights, through a public offering),

- resolution 2023 n° 24 - (capital increase without preferential subscription rights, by private placement),

- resolution 2023 n° 25 - (possibility of waiving the minimum price for capital increases carried out under resolutions 23 and 24),

- resolution 2023 n° 26 - (capital increase reserved for a category of persons),

- resolution 2023 n°27 - (capital increase reserved for a category of persons, as part of an ATM program),

- resolution 2023 n°28 - (possibility of increasing by 15% the size of transactions carried out under resolutions 22, 23, 24, 26 and 27),

- resolution 2023 n° 29 - (capital increase in consideration for securities contributions), and

- resolution 2023 n° 30 - (capital increase in connection with a public exchange offer).

All these capital increases are subject to an overall ceiling set in resolution 2023 n° 31.

Resolutions 26 and 27 are valid for 18 months. It is proposed to renew resolution no. 26, so that it can be used until the 2025 Annual General Meeting, but not resolution no. 27, as the regulatory framework within which it was proposed to use it has not yet been finalized.

As for the other resolutions, they are valid for 26 months, so there is normally no need to renew them this year. However, a Draft law (n°2321) " aimed at increasing the financing of companies and the attractiveness of France " was presented to the French National Assembly on March 12, 2024. This proposal contains provisions that would impact the drafting of these resolutions. In order to benefit from these new rules when they are adopted (if they are), it is proposed to renew in advance, by modifying them, some of the 2023 resolutions, while giving them a shorter lifespan - 18 months, in order to find in 2025, as every two years, the complete renewal of all these financial delegations.

This concerns the following resolutions:

- resolution 2023 n°23 (capital increase without preferential subscription rights through a public offering) - which this year is resolution n°19,

- resolution 2023 n°24 (capital increase without preferential subscription rights by private placement) - which this year is resolution n°20,

resolution 2023 n°25 (possibility of waiving the minimum price rules for capital increases carried out under resolutions 2023 n°23 and 24) - which this year is resolution n°21 and which is intended to apply to both the above resolutions,

- resolution 2023 n°29 (capital increase in remuneration of securities contributions) - which this year is resolution n°23.

All these financial delegations will remain subject to the same overall ceiling - that of resolution 2023 n°31. As a result, the maximum number of shares that may be issued under all these authorizations represents around 30% of the current share capital.

Lastly, the financial delegations granted under the 2023 resolutions that are not renewed remain in force until their expiry.

In view of the Company's dual listing on the Euronext Paris regulated market and on the Nasdaq Market Global Select, the capital increases provided for in the financial delegations submitted for your vote may take the form of either ordinary shares or American Depositary Shares.

Please refer to section II.1 of the Management Board's Report to the Annual General Meeting for a detailed explanation of the potential changes arising from the aforementioned draft law and their impact on the text of the resolutions submitted for your vote.

Such resolutions as well as their use are detailed under section II. 2 of the Executive board report to the General Meeting and in the Table of financial resolutions available on our website.

**Resolution n° 19 - Delegation of authority to the Executive Board for the purpose of issuing ordinary Company shares and/or securities giving access to the share capital of the Company, without shareholders' preferential subscription rights, through a public offering**

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.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.22-10-51, L.225-136, L.22-10-52 and L.228-91 et seq. of the French Commercial Code:

1. Delegates to the Executive Board its authority to decide to issue, without preferential subscription rights, by way of a public offering, other than one of those mentioned in 1° of article L.411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, shares (if applicable in the form of American Depositary Shares or American Depositary Receipts) or any other securities giving access to the Company's share capital, to be subscribed for in cash or by offsetting debts, said shares conferring the same rights as the existing shares, subject to their date of entitlement to dividends (*date de jouissance*); it being specified that the Executive Board may sub-delegate to the Chairman of the Executive Board, or in agreement with the latter, to one or more of its members, under the conditions permitted by law, all powers necessary to decide on and carry out the capital increase;

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 may be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 1,207,776.85 (i.e., on the basis of the current nominal value of the Company's shares of EUR 0.05, a maximum of 24,155,537

shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 1,207,776.85 provided for in the thirty-first 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;

4. Authorizes the Executive Board to increase the number of shares to be issued for each of the issues carried out under this resolution, up to a maximum of 15% of the initial issue and at the same price as for the initial issue, within the aforementioned maximum nominal amount, within thirty days of the close of the subscription period;

5. 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;

6. 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;

7. 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 an amount they are irrevocably entitled to and, possibly, subject to reduction, for duration and under conditions it shall determine, in accordance with the provisions of article L.22-10-51 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;

8. 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;

9. 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 the shareholders' renunciation to their preferential subscription right to shares that these securities grant rights over immediately or in the future;

10. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to:

a) 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 prior to the launch of the public offering (within the meaning of Regulation (EU) 2017/1129) of the securities issued pursuant to this delegation, minus as the case may be a maximum discount of 10% of this amount after any applicable corrections in order to account for the difference in dividend entitlement date (*date de jouissance*) if any; or

b) in the absence of a minimum price provided for by the laws and regulations applicable on the issue date, at a price at least equal to the volume-weighted average (in the central order book and excluding off-market blocks) of the Company's share prices over the last five trading sessions prior to the setting of the issue price, this average being adjusted, where appropriate, to take account of differences in dividend entitlement dates and possibly reduced by a maximum discount of 15%;

11. 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 to be received in the future for

each share issued as a result of the issue of these securities, is at least equal to the minimum issuance price defined in the preceding paragraph;

12. Decides that, before using this delegation of authority, the Executive Board shall submit the principle thereof to the Supervisory Board, it being understood that if the size of the capital increase presented to the Supervisory Board by the Executive Board represents, alone or together with the other capital increases carried out pursuant to to (i) this resolution and the twentieth, twenty-second and twenty-third resolutions of this Shareholders' Meeting and (ii) the twenty-seventh, twenty-eitghth, and thirtieth resolutions of the shareholders' meeting held on May 12, 2023, prior to or concurrently with such capital increase, more than two-thirds of the overall nominal limit set forth in the thirty-first resolution of the shareholders' meeting held on May 12, 2023, the Supervisory Board shall decide by a two-thirds majority of its members;

13. Decides that the Executive Board cannot, unless authorized in advance by the Shareholders' meeting, make use of this authorization during a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

14. 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 May, 12 2023 pursuant to its twenty-third resolution; and

15. 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 eighteen (18) months as from the date of this Shareholders' meeting.

**Resolution n° 20 - 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, through a "private placement" offering referred to in 1° 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.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.22-10-51, L.225-136, L.22-10-52, R.22-10-32, L.228-91 et seq. of the French Commercial Code and L.411-2 of the French Monetary and Financial Code:

1. Delegates to the Executive Board its authority to decide to issue, without preferential subscription rights, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, shares (if applicable in the form of American Depositary Shares or American Depositary Receipts) or any other securities giving access to the Company's share capital, to be subscribed for in cash or by offsetting debts, said shares conferring the same rights as the existing shares, subject to their date of entitlement to dividends (*date de jouissance*). Such issuance is to be carried out through an offering qualified as a "private placement" referred to in paragraph 1° of article L.411-2 of the French Monetary and Financial Code; it being specified that the Executive Board may sub-delegate to the Chairman of the Executive Board, or in agreement with the latter, to one or more of its members, under the conditions permitted by law, all powers necessary to decide on and carry out the capital increase;

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 may be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 1,207,776.85 (i.e., on the basis of the current nominal value of the Company's shares of EUR 0.05, a maximum of 24,155,537 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 1,207,776.85 provided for in the thirty-first resolution of the shareholders' meeting held on May 12, 2023 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;

4. Authorizes the Executive Board to increase the number of shares to be issued for each of the issues carried out under this resolution, up to a maximum of 15% of the initial issue and at the same price as for the initial issue, within the aforementioned maximum nominal amount, within thirty days of the close of the subscription period;

5.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% of the share capital per annum at the time of the issuance (it being specified that this 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);

6. 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;

7. 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;

8. Decides to suppress the preferential subscription right of shareholders to the securities to be issued pursuant to this delegation;

9. 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;

10. 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 the shareholders' renunciation to their preferential subscription right to shares that these securities grant rights over immediately or in the future;

11. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to:

a) 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 prior to the launch of the public offering (within the meaning of Regulation (EU) 2017/1129) of the securities issued pursuant to this delegation, minus as the case may be a maximum discount of 10% of this amount after any applicable corrections in order to account for the difference in dividend entitlement date (*date de jouissance*) if any;

or

b) in the absence of a minimum price provided for by the laws and regulations applicable on the issue date, at a price at least equal to the volume-weighted average (in the central order book and excluding off-market blocks) of the Company's share prices over the last five trading sessions prior to the setting of the issue price, this

average being adjusted, where appropriate, to take account of differences in dividend entitlement dates and possibly reduced by a maximum discount of 15%;

12. 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 to be received in the future for each share issued as a result of the issue of these securities, is at least equal to the minimum issuance price defined in the preceding paragraph;

13. Decides that, before using this delegation of authority, the Executive Board shall submit the principle thereof to the Supervisory Board, it being understood that if the size of the capital increase presented to the Supervisory Board by the Executive Board represents, alone or together with the other capital increases carried out pursuant to (i) this resolution and the nineteenth, twenty-second and twenty-third resolutions of this Shareholders' Meeting and (ii) the twenty-second, twenty-seventh, twenty-eitghth, and thirtieth resolutions of the shareholders' meeting held on May 12, 2023, prior to or concurrently with such capital increase, more than two-thirds of the overall nominal limit set forth in the thirty-first resolution of the shareholders' meeting held on May 12, 2023, the Supervisory Board shall decide by a two-thirds majority of its members;

14. Decides that the Executive Board cannot, unless authorized in advance by the Shareholders' meeting, make use of this authorization during a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

15. 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 through an offering referred to in paragraph 1° 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 May 12, 2023 pursuant to its twenty forth resolution; and

16. 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 eighteen (18) months as from the date of this Shareholders' meeting.

**Resolution n° 21 - Determination of the issuance price 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**

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.22-10-52 of the French Commercial Code :

1. Authorizes the Executive Board, with the option to sub-delegate, under the conditions set forth by law,to derogate from the conditions for setting the price provided for in paragraphs 10.a) and 11.a) of the nineteenth and twentieth resolutions of this Shareholders' Meeting and to set the price of the 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 prices of the Company's share 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 %;

2.Decides that the total nominal amount of capital increases that may be carried out under this resolution may not exceed the limit set by the legal and regulatory provisions applicable on the date of issue (currently 10% of the share capital per 12-month period), it being specified that this limit is to be assessed at any time, applying to capital adjusted to reflect transactions affecting it subsequent to this Shareholders' meeting;

3. Acknowledges that the Executive Board will have the option to implement this resolution both pursuant to the nineteenth and twentieth resolutions;

4. 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 eighteen (18) months as from the date of this Shareholders' meeting.

**Resolution n° 22 - Delegation of authority to the Executive Board for the purpose of issuing ordinary Company shares and /or securities giving access to the share capital of the Company, without shareholders' preferential subscription rights and reserved for certain categories of investors**

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.225-129-2, L.225-129-5, L.22-10-49, L.225-135, L.22-10-51, L.225-138 and L.228-91 *et seq*. of the French Commercial Code:

1. Delegates to the Executive Board its authority to decide to issue, without preferential subscription rights, by way of a public offering, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, shares (if applicable in the form of American Depositary Shares or American Depositary Receipts) or any other securities giving access to the Company's share capital, to be subscribed for in cash or by offsetting debts, said shares conferring the same rights as the existing shares, subject to their date of entitlement to dividends (*date de jouissance*) ; it being specified that the Executive Board may sub-delegate to the Chairman of the Executive Board, or in agreement with the latter, to one or more of its members, under the conditions permitted by law, all powers necessary to decide on and carry out the capital increase;

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 may be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 1,207,776.85 (i.e., on the basis of the current nominal value of the Company's shares of EUR 0.05, a maximum of 24,155,537 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 1,207,776.85 provided for in the thirty-first resolution of shareholders' meeting held on May 12, 2023 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;

4. Authorizes the Executive Board to increase the number of shares to be issued for each of the issues carried out under this resolution, up to a maximum of 15% of the initial issue and at the same price as for the initial issue, within the aforementioned maximum nominal amount, within thirty days of the close of the subscription period;

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 to suppress the preferential subscription right of shareholders to the shares and other securities to be issued pursuant to this delegation and to reserve the right to subscribe:

(a) as part of an industrial or strategic agreement with the Company, to:

i) industrial or commercial companies involved in the pharmaceutical / biotechnological sector, or

ii) investment companies or investment funds' management companies or to investment funds, governed by French or foreign law, or

iii) any other legal person (including a trust) or natural person that invests on a regular basis, in the pharmaceutical / biotechnological sector, and

(b) in the context of an offer pursuant to paragraph 1° of article L.411-2 of the French Monetary and Financial Code for French investors and pursuant to the equivalent provisions for foreign investors to:

i) industrial or commercial companies involved in the pharmaceutical / biotechnological sector, or

ii) investment companies or investment funds' management companies or to investment funds, governed by French or foreign law, or

iii) any other legal person (including a trust) or natural person that invests on a regular basis, in the pharmaceutical / biotechnological sector,

meeting, in each of the cases referred to i), ii) and iii) above criteria for participating in such an offer, or

iv) investment services providers, governed by French or foreign law, able to underwrite the completion of such an offer;

(c) as part of a debt-financing transaction with credit institutions or other institutions granting this type of financing, to the lenders in question.

7. Delegates its authority to the Executive Board, with sub-delegation faculty, that the issuance price of the shares issued or any instrument giving access to the shares of the Company, after considering the market opportunities, will be at least equal to the volume-weighted average (in the central order book and off-exchange blocks) of the Company's share price for the last five stock market trading days preceding the date on which the issuance price is set, minus as the case may be a maximum discount of 15% of the amount after any applicable corrections price, in order to account for the difference in dividend entitlement date (date de jouissance) if any;

8. Grants to the Executive Board, with the power to sub-delegate, all powers to proceed to the execution of this delegation under the conditions set forth by law and particularly to fix the investors' list, in the categories of mentioned investors above for which the preferential subscription right of shareholders to the securities to be issued has been suppressed and determine the number to allocate to each beneficiary;

9. Decides that before using this delegation of competence, the Executive Board will have to submit the principle to the Supervisory Board, provided that, if the size of the capital increase presented to the Supervisory Board by the Executive Board, alone or together with the other capital increase pursued under (i) this resolution and the nineteenth, twentieth and twenty-third resolutions of this Shareholders' Meeting, and (ii) the twenty-second, twenty-seventh, twenty-eighth and thirtieth resolutions of the shareholders' meeting held on May, 12 2023, prior to or concurrently with such capital increase, more than two-thirds of the overall nominal limit provided under the thirty-first resolution of shareholders' meeting held on May 12, 2023, the Supervisory Board will be called to decide at the two-thirds majority of its members;

10. Decides that the Executive Board cannot, unless authorized in advance by the Shareholders' meeting, make use of this authorization during a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

11. 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 the shareholders' renunciation to their preferential subscription right to shares that these securities grant rights over immediately or in the future;

12. Acknowledges that this delegation voids, from this day, as the case may be, 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 and reserved for certain categories of investors, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the shareholders' meeting held on May 12, 2023 pursuant to its twenty-sixth resolution; and

13. 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 eighteen (18) months as from the date of this Shareholders' meeting.

**Resolution n° 23 - 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 à L.225-129-2, L.225-129-5, L.22-10-53 to L.228-91 *et seq*. of the French Commercial Code:

1. Delegates its authority to the Executive Board for the purpose of deciding on the issuance of shares (if applicable in the form of American Depositary Shares or American Depositary Receipts) 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.22-10-54 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,

2. Decides that the total nominal amount of capital increases that may be carried out under this authorization may not exceed the limit provided for by the laws and regulations applicable on the date of issue (currently 10% of the share capital at the time of issue), it being specified that this limit is to be assessed at any time, applying to a share capital figure adjusted to reflect transactions affecting it subsequent to this General Meeting, and it being specified that this amount will be deducted from the overall nominal limit of 1. 207,776.85 stipulated in the thirty-first resolution of the shareholders'meeting held on May 12, 2023;

3. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;

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. 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 the shareholders' renunciation to their preferential subscription right to shares that these securities grant rights over immediately or in the future;

7. Decides that the Executive Board will have full powers, with the option to sub-delegate under the conditions set forth by law, to implement 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;

8. Decides that prior to using this delegation of powers, 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 (i) this resolution and nineteenth, twentieth and twenty-second resolutions of this Shareholders' Meeting, and (ii) twenty-second, twenty-seventh, twenty-eight and thirtieth resolutions of the shareholders' meeting held on May 12, 2023, prior to or concurrently with such capital increase, more than two-thirds of the overall nominal limit set forth in the thirty-first resolution of the shareholders' meeting held on May 12, 2023, the Supervisory Board shall decide by a two-thirds majority of its members;

9. Decides that the Executive Board cannot, unless authorized in advance by the Shareholders' meeting, make use of this authorization during a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

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 the issuance of shares or any other securities giving access to the share capital without preferential subscription rights 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.22-10-54 of the French Commercial Code do not apply. This delegation therefore voids the delegation granted by the shareholders' meeting held on May 12, 2023 pursuant to its twenty-ninth 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 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 eighteen (18) months as from the date of this Shareholders' meeting.

- **Allocation of stock options**

The purpose of resolution no. 24 is to grant stock options to employees, executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries. in order to give them an interest in the long-term success of the Company and its shareholders.

Prior to using these delegations, a proposal on such use must be submitted to the Supervisory Board.

**Resolution n° 24 - Authorization granted to the Executive Board to allocate stock options for the benefit of employees, executive officers, employed members of the Executive Committee, employed senior executives and/or corporate 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. 225-177 *et seq*. of the French Commercial Code:

1. Authorizes the Executive Board to allocate, through one or more grants, and subject to the abstention periods provided for by law, options giving the right to subscribe for new shares of the Company to be issued as part of a capital increase or to purchase existing shares of the Company resulting from repurchases made in accordance with the conditions provided for by law, to the benefit of employees, executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries, and therefore approves the implementation by the Executive Board of one or more share subscription and/or share purchase option plans with the characteristics described below;

2. Decides that the options that may be allocated under this authorization may not give the right, through exercise, to subscribe or purchase a total number of shares exceeding 150,000 shares, corresponding to a capital increase of a maximum nominal amount of EUR7,500; it being specified that this cap: (i) does not take into account any adjustments that may be made in accordance with applicable legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment to preserve the rights of holders of securities or other rights giving access to the share capital; and (ii) will be adjusted to take into account any operation of division of the nominal value of the shares and increase in the number of shares that may take place prior to the allocation of the options;

3. Decides that the period during which the options must be exercised may not exceed 10 years from the date of their allocation;

4. Decides that the exercise price of the options allocated pursuant to this delegation shall be set on the day the options are allocated by the Executive Board so that the exercise price of the options may not be less than (i) in the case of share subscription and/or share purchase options, 80% of the average share price on the twenty stock market trading days preceding the day on which the options are allocated; (ii) and, but only in the case of share purchase options, 80% of the average purchase price of the shares held by the Company under Article L. 22-10-62 of the French Commercial Code;

5. Decides that the exercise price may only be modified during the term of the options to implement the measures necessary to protect the interests of the beneficiaries of the options pursuant to Article L. 225-181 of the French Commercial Code;

6. Acknowledges that the decision of the Shareholders' Meeting entails the waiver by the shareholders, in favor of the beneficiaries of the options, of their preferential subscription rights relating to the shares that will be issued as and when the share subscription options are exercised;

7. Decides to grant full powers to the Executive Board, with the option to sub-delegate under the conditions set forth by law, in particular to:

- determine the number of beneficiaries and the number of options granted to each of them;
- establish the conditions for the allocation of options;
- set, within the aforementioned limits, the exercise price of the options and the period during which the options may be exercised and decide on the conditions under which they will be adjusted, in the cases provided for by law;

- set the exercise conditions and, if applicable, the performance conditions to which the exercise of options allocated to certain executives of the Company's subsidiary Innate Pharma Inc. will be subject;

- impose, if applicable, a period during which the options may not be exercised and/or a period during which the shares acquired may not be sold;

- temporarily suspend the exercise of options in certain cases;

- take into account, in determining the characteristics of each plan, the legal constraints, in particular tax constraints, applicable depending on the jurisdiction in which the beneficiaries are located, in particular, with respect to the United States, Article 422 of the Federal Tax Code;

- at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating to these issues and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase; and

- record the capital increase(s) resulting from the exercise of the options, carry out all acts and formalities in order to finalize the capital increase(s) carried out under this authorization, amend the Articles of Association accordingly and, more generally, take all necessary decisions within the scope of this authorization, grant all delegations of authority and do all that is necessary.

8. Acknowledges that, in the event that the Executive Board uses the delegation of authority granted to it in this resolution, the Executive Board shall inform the shareholders' meeting each year, in accordance with law, of the operations carried out under this resolution.

Prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

This authorization may be used within thirty-eight (38) months from the date of this Shareholders' Meeting.

- **Performance free shares to the benefit of Executive committee members, employed senior executives and some Company's employees**

The purpose of resolutions n° 25 and 26 is to allow the allocation of free shares to members of the Executive Committee employed, to certain salaried senior executives and/or corporate officers and to certain employees of the Company or its subsidiaries.

These free shares are subject to performance criteria that are a condition for their definitive acquisition and are intended to motivate and retain the management team and to associate them with the long-term success of the Company and its shareholders.

The performance criteria are described in paragraph 2.1.1.5 of the Say-on-Pay Report.

Prior to using these delegations, a proposal on such use must be submitted to the Supervisory Board.

**Resolution n° 25 - Authorization granted to the Executive Board to allocate existing or new free shares on the basis of performance criteria for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate 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 articles L.225-197-1 to L.225-197-5, L.22-10-59 and L.22-10-60 of the French Commercial Code, authorizes the Executive Board to proceed with, for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its consolidated subsidiaries eligible under the above mentioned

texts, a free allocation of 1,425,000 shares, existing or to be issued, with a nominal value of EUR 0.05 each (the "Executives' Performance Free Shares").

This authorization must be used within thirty-eight (38) months from the date of this Shareholders' meeting.

1. Capital increase

The allotment of the totality of the Executives' Performance Free Shares, in the case of new shares, will result in a capital increase of EUR 71,250 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 Executives' Performance 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 the Executives' Performance Free Shares, to the said reserves.

2. Vesting period

The Executive Board shall determine, for each allocation, a maximum vesting period of three years after which the allocation of existing or new shares will become definitive; it being understood that the vesting period or the aggregate of the vesting and lock-up periods may not be less than two years. The definitive allocation of the Executives' Performance Free Shares at the end of the vesting period of at least three years must be subject to (i) the performance criteria that have been fixed by the Executive Board and to (ii) the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as an employee and/or an executive officer and/or a member of a governance or administration body (board of director or supervisory board or, as the case may be, their equivalent under foreign law).

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in article L.341-4 of the French Social Security Code (or its equivalent in the applicable foreign law), the Executives' Performance 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 the Executives' Performance Free Shares, including:

- to determine the conditions of eligibility and of the definitive grant (and, if applicable, to decide on the lifting of said conditions) of executive officer, employed member of the Executive Committee, employed senior executives and/or corporate officer of the Company as referred to in the first paragraph, eligible for such allocation;

- to determine the performance criteria granting the definitive allocation of the Executives' Performance Free Shares (and, if applicable, to decide on the lifting of said conditions);

- to determine the identity of the beneficiaries and the number of the Executives' Performance Free Shares granted to each of them;

- to establish the rules for the allocation plan of the Executives' Performance Free Shares including the performance criteria requested for the definitive allocation of the Executives' Performance Free Shares;

- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Executives' Performance Free Shares will be allocated;

- as required, to take all measures in order to preserve the rights of the holders of the Executives' Performance Free Shares pursuant to any legal or regulatory provision;

- to acknowledge the completion of the capital increase resulting from such allocation after the vesting period;

- to set the dividend entitlement date (date de jouissance), even retroactively, of the Executives' Performance Free Shares to be issued; and

- take any action required by the implementation of this authorization, in accordance with the legislation currently in force.

Prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

This authorization voids, from this day, the authorizations granted by the shareholders' meeting held on May 12, 2023 pursuant to its thirty-second resolution.

**Resolution n° 26 - Authorization granted to the Executive Board to allocate existing or new free shares on the basis of performance criteria 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 articles L.225-197-1 to L.225-197-5 and articles L.22-10-59 and L.22-10-60 of the French Commercial Code, authorizes the Executive Board to proceed with, for the benefit of employees of the Company or its consolidated subsidiaries eligible under the above mentioned texts, a free allocation of 1,200,000 shares, existing or to be issued, with a nominal value of EUR 0.05 each (the "Performance Free Shares").

This authorization shall be used within thirty-eight (38) months from the date of this Shareholders' meeting.

(1) Capital increase

The allotment of the totality of the Performance Free Shares, in the case of new shares, will result in a capital increase of EUR 60,000 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 Performance 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 the Performance Free Shares, to the said reserves.

(2) Vesting period

The Executive Board shall determine, for each allocation, a maximum vesting period of three years after which the allocation of existing or new shares will become definitive; it being understood that the vesting period or the aggregate of the vesting and lock-up periods may not be less than two years. The definitive allocation of the Performance Free Shares at the end of the vesting period of at least three years must be subject to (i) the performance criteria that have been fixed by the Executive Board and to (ii) the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as an employee and/or an executive officer and/or a

member of a governance or administration body (board of director or supervisory board or, as the case may be, their equivalent under foreign law).

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in article L.341-4 of the French Social Security Code (or its equivalent in the applicable foreign law), the Performance 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 the Performance Free Shares, including:

- to determine the conditions of eligibility and of the definitive grant (and, if applicable, to decide on the lifting of said conditions) of the employees of the Company or its subsidiaries as referred to in the first paragraph, eligible for such allocation;

- to determine the performance criteria granting the definitive allocation of the Performance Free Shares (and, if applicable, to decide on the lifting of said conditions);

- 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 Performance Free Shares including the performance criteria requested for the definitive allocation of the Performance Free Shares;

- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Performance Free Shares will be allocated;

- as required, to take all measures in order to preserve the rights of the holders of the Performance Free Shares pursuant to any legal or regulatory provision;

- to acknowledge the completion of the capital increase resulting from such allocation after the vesting period;

- to set the dividend entitlement date (*date de jouissance*), even retroactively, of the Performance Free Shares to be issued; and

- take any action required by the implementation of this authorization, in accordance with the legislation currently in force.

Prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

This authorization voids, from this day, the authorizations granted by the shareholders' meeting held on May 12, 2023 pursuant to its thirty-third resolution.

- **Free shares for the benefit of executive officers**

The purpose of resolution n°27 is to allow the allocation of free shares to executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company or its subsidiaries. The purpose of these free shares is to provide additional compensation to attract and retain executives, while preserving the Company's cash position.

The use of this authorisation shall be subject to the prior authorisation of the Supervisory Board.

**Resolution n° 27 - Authorization granted to the Executive Board to allocate existing or new free shares for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate 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 articles L.225-197-1 to L.225-197-5 and L.22-10-59 and L.22-10-60 of the French Commercial Code, authorizes the Executive Board to proceed with, for the benefit of executive officers, employed members of the Executive Committee, employed senior executives and/or corporate officers of the Company and its consolidated subsidiaries who are eligible under the above texts, a free allocation of 300,000 shares, existing or to be issued, with a nominal value of EUR 0.05 each (the "Free Shares").

This authorization shall be used within thirty-eight (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 15,000 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 the Free Shares, to the said reserves.

(2) Vesting period

The Executive Board shall determine, for each allocation, a maximum vesting period of three years after which the allocation of existing or new shares will become definitive; it being understood that the vesting period or the aggregate of the vesting and lock-up periods may not be less than two years. The definitive allocation of the Free Shares at the end of the vesting period of at least three years must be subject to the condition of the beneficiary's presence in the Company or its consolidated subsidiaries as an employee and/or an executive officer and/or a member of a governance or administration body (board of director or supervisory board or, as the case may be, their equivalent under foreign law).

However, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in article L.341-4 of the French Social Security Code (or its equivalent in the applicable 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 the Free Shares, including:

- to determine the conditions of eligibility and of the definitive grant (and, if applicable, to decide on the lifting of said conditions) of employees of the Company or its subsidiaries, as referred to in the first paragraph, who are eligible for such a grant;

- 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;

- 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 preserve the rights of the holders of the Free Shares pursuant to any legal or regulatory provision;

- to acknowledge the completion of the capital increase resulting from such allocation after the vesting period;

- 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.

Prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

- **Capital increase for the benefit of members of a company savings plan**

Pursuant to the provisions of article L.225-129-6 of the French Commercial code, resolution n°28 is to delegate to the Executive board the authority to decide a capital increase under a company saving plans.

**Resolution n° 28 - 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:

1. Delegates all powers to the Executive Board for the purpose of increasing the Company's share capital, either once in full or in several installments, in the proportions and at the times it shall determine, by a maximum nominal amount of EUR 15,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 300,000 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;

2. 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 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 suppress 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;

3. 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;

4. 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;

5. 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;

6. 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;

7. 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;

8. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; and

9. 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 May 12, 2023 pursuant to its thirty-fifth resolution.

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

- **Issuance of share subscription warrants to members of the Supervisory Board**

The purpose of resolution n°29 is to allow the issuance of share warrants (BSA) with cancellation of the shareholders' preferential subscription rights, in favor of the members of the Supervisory Board.

The maximum volume of issues to be carried out by virtue of this delegation may not exceed a ceiling of 40,000 warrants. The beneficiaries must acquire these warrants at their market value, as assessed by an expert, at the time of their allocation.

The use of this authorization shall be subject to the prior authorization of the Supervisory Board.

**Resolution n° 29 - Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants reserved for Supervisory Board members**

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.225-129 to L.225-129-2, L.225-129-5, L.225-138 and L.228-91 et seq of the French Commercial Code:

Delegates to the Executive Board its authority to decide to increase the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, by issuing warrants to subscribe for shares ("BSA"); it being specified that the Executive Board may delegate to the Chairman of the Executive Board, or in agreement with the latter, to one or more of its members, under the conditions permitted by law, all powers necessary to decide on the capital increase;

2. Decides that the nominal amount of the capital increases likely to be carried out in the future by virtue of this delegation may not exceed a maximum nominal amount of EUR 2,000 (i.e., on the basis of the current nominal value of the Company's shares of EUR 0.05, a maximum of 40,000 shares), it being specified that this amount does not take into account the adjustments that may be made in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, to preserve the rights of the holders of securities or other rights giving access to the capital;

3. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;

4. Decides to cancel the shareholders' preferential subscription rights to the warrants covered by this resolution and to reserve the right to subscribe for them to any individual or legal entity that is a member of the Supervisory Board, including following the vote on the resolutions presented to this Shareholders Meeting;

5. Decides that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the warrants issued under this resolution, of their preferential subscription rights to the shares to which the warrants issued entitle them;

6. Decides that the Executive Board shall determine the precise list of beneficiaries within the aforementioned category of beneficiaries to whose benefit the preferential subscription right has been waived and shall determine the characteristics, amounts and terms of any issue as well as the terms of payment of the securities issued, it being specified that one warrant shall give the right to subscribe to one share of the Company. In particular, it shall determine the number of warrants to be issued to each beneficiary and shall set the subscription price and the exercise price of said warrants, as well as their dividend entitlement date (*date de jouissance*), it being specified (i) that the amount to be received or to be received by the Company for each of the shares issued under this delegation shall be at least equal to the average of the closing prices of the Company's shares of the last ten trading days at the time of allocation of the warrants, (ii) that the subscription price of the warrants shall be equal to the market value of the warrants, determined on the date of their

allocation by the Executive Board, by an independent expert appointed by the Executive Board, and (iii) that the amount thus paid at the time of subscription may, if the Executive Board so decides, be deducted from the amount due in respect of the fiscal year;

7. Decides that before using this delegation of authority, the Executive Board shall submit the principle thereof to the Supervisory Board;

8. Acknowledges that this delegation of authority supersedes, as of this date, any previous delegation of authority with the same purpose, i.e. any delegation of authority relating to the issue of warrants reserved to the same category of persons; this delegation therefore voids the delegation granted by the shareholders' meeting held on May 12, 2023 pursuant to its thirty-sixth resolution; and

9. Acknowledges that, should the Executive Board make use of the delegation of authority granted to it in this resolution, the Executive Board shall report to the next ordinary shareholders' meeting, in accordance with applicable law and regulations, on the use made of the authorizations granted in this resolution.

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

- **Cancellation of shares under the share repurchase program**

Resolution n°30 aims at, under resolution n°18 (share repurchase program), authorizing the Executive board to cancel all or part of the shares of the Company, which it may acquire under a share repurchase program, up to the 10% limit of shares comprising the share capital of the Company per 24 months period.

**Resolution n° 30 - 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 twenty-first resolution above, authorizes the Executive Board, pursuant to the provisions of articles L.22-10-62 *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 twenty-four (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 eighteen (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 May 12, 2023 pursuant to its thirty-seventh resolution.

- **Amendment to the company's Articles of Association**

Resolution no. 31 proposes to amend the Company's Articles of Association as reflected in the comparative version of the bylaws attached to the Executive Board's Report to the Annual General Meeting (Appendix 4), in particular to bring certain articles into line with the latest legislative and regulatory developments.

**Resolution n° 31 - Amendment to the company's Articles of Association**

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 of the new Articles of Association, decides to amend the Company's Articles of Association in order, in particular, to bring them into line with current legal and regulatory provisions, and accordingly adopts, article by article and then in their entirety, the text of the Company's Articles of Association that will govern the Company as from the date of this Shareholders' Meeting, as set out in Appendix 4 to the Executive Board's report.

- **Power for formalities**

- **Resolution n° 32 – 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.

**REQUEST FOR DOCUMENTS OR FURTHER INFORMATION ELECTRONICALLY**

For the INNATE PHARMA Combined Shareholders' Meeting of May 23, 2024

*The documents concerning the Combined shareholders' meeting and listed in the article R.225-81 of the French Commercial Code are available on our website at the following url: https://investors.innate-pharma.com/English/investors/general-shareholder-meeting/default.aspx*

I the undersigned:

SURNAME:

(Mr, Mrs, Miss or Company Name)

First name:

Address:

Email address:

holder of :

_____registered shares,

and/or _____bearer shares,

of **INNATE PHARMA** Company,

acknowledge having received the documents relating to the aforementioned Shareholders' Meeting and referred to in Article R. 225-81 of the French Commercial Code,

request electronic sending of documents and information concerning the Combined Shareholders' Meeting of May 23, 2024 as listed in the article R.225-83 of the French Commercial Code.

Signed in:_____

On:_____/_____/ 2024

**Signature**

*In accordance with Article R. 225-88 of the French Commercial Code, any shareholder may, from the time the Meeting is convened until the fifth day before the Meeting, ask the Company to send them the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code. The shareholders holding registered shares may also, by a single request, obtain from the Company the documents and information herein above mentioned for each subsequent General Meeting. If the shareholder wishes to take advantage of this option, this request must be mentioned.