

REMUNERATION COMMITTEE CHARTER

The Innate Immunotherapeutics Limited Board of directors adopted this Remuneration Committee Charter on 27 February 2014

1. PURPOSE

- 1.1. **Officer, Director, and Executive Remuneration.** The primary purpose of the Remuneration Committee is to assist the Board in fulfilling its oversight responsibilities relating to the remuneration of officers, directors, and executives of the Company.
- 1.2. **Philosophy, Practices, and Procedures.** The Committee will also advise the Board regarding the Company's remuneration philosophies, practices, and procedures.
- 1.3. **Succession Planning.** The Committee will additionally advise the Board regarding key senior management succession planning, including recruiting, hiring, development, and retention, and termination of key senior executives.

2. COMPOSITION

- 2.1. **Qualification.** The Committee will consist of two or more non-executive directors as determined by the Board, each of whom meet all of the following qualifications:
 - a. **Regulatory Requirements.** Each Director will meet other standards (if any) required by any other applicable law or regulation or the Australian Stock Exchange;
 - b. **Independent Judgement.** Each director will be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgement as a Committee member; and
 - c. **Experience.** Each Director will possess experience that, in the Board's business judgement, would help the Committee in its functions.

2.2 Selection.

- a. **Members.** The Board will appoint Committee members who will serve until their successors are appointed and qualified. The Board may, with or without cause, remove Committee members from the Committee.
- b. **Chair.** The Board may designate one of the Committee members to serve as Committee Chair. If the Board does not designate a Chair, the Committee may designate a Chair by majority vote of the full Committee.

3. RESPONSIBILITIES AND DUTIES

The Committee has the following powers and duties:

3.1. Chief Executive Officer Remuneration. The Committee will annually review and approve corporate goals and objectives relevant to CEO remuneration, evaluate the CEO's performance in light of those goals and objectives, and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the CEO's Remuneration level based on this evaluation.

3.2. Other Executive Remuneration. The Committee will annually review and approve Remuneration proposed by the CEO for "executive officers" including review and approval of base salary, annual incentives, long term incentives (such as equity-based Remuneration), and benefits;

3.3. Executive Contracts. The Committee will review and approve any employment, severance, or change of control policies and agreements with the CEO or executive officers;

3.4. Annual Report. The Committee will issue an annual report on executive Remuneration, to be included in the Company's proxy statement or annual report, in accordance with applicable law and regulation.

3.5. Incentive Plans. The Committee will periodically review and make recommendations to the Board regarding the adoption, amendment, or rescission of incentive Remuneration plans and equity-based plans.

3.6 Director Remuneration. The Committee will, periodically, review and recommend to the Board the Remuneration of Board members for service on the board and its committees.

3.7. Executive Succession. The Committee will, periodically, review with the CEO and with the Board matters relating to executive officers' development and to succession planning for the Chief Executive Officer and executive officer positions.

3.8. Equity Plan Administration. The Committee will be responsible for the administration of the Company's equity-based Remuneration plans, and will function as the "Committee" referred to in those plans, unless the Board directs otherwise. The Committee's administration will include approving grants under the plans, adopting procedures for the plans, and, as necessary, interpreting the plans.

3.9. Material Transactions. The Committee will, as it deems necessary or advisable, review the impact of any potential material transactions, such as a merger, acquisition, or spin-off, on management succession and Remuneration plans.

3.10. Annual Review of Committee Performance. The Committee will annually review its own performance.

4. DELEGATION. In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, and any applicable laws or rule of any regulator with authority over the Company, such as the ASX.

5. MEETINGS AND PROCEDURES.

5.1. Number of Meetings. The Committee will meet at least two times year, and more frequently as the Committee deems necessary or advisable.

5.2. Procedures. The Chair (or in his or her absence, a member designated by the Chair) will preside at each meeting of the Committee and set the agenda for Committee meetings. The Committee will have the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are consistent with the Company's bylaws.

5.3. Attendance by Non-members. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but will not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event will not be entitled to vote. The Committee may, at its discretion include in its meetings members of the Company's management, or any person whose presence the Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

5.4. Consultants. The Committee has the sole authority to retain and terminate independent counsel or other outside expert or advisor that the Committee believes to be desirable and appropriate, and sole authority to approve the advisor's fees and other retention terms. The Committee, in its discretion, may also use the services of the Company's regular inside or outside legal counsel, accounting, or other advisors to the Company. The Company will provide for appropriate funding, as determined by the Committee, to compensate any advisors retained by the Committee.

5.5. Report to the Board. The Chair will report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.