

Innate Immunotherapeutics Limited

ACN 165 160 841

## Notice of Annual General Meeting and Explanatory Statement

### 2018 Annual Report:

[www.innateimmunotherapeutics.com/irm/annualreports](http://www.innateimmunotherapeutics.com/irm/annualreports)

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR ATTENTION**

This document does not take into account your individual circumstances. If you are in doubt about how to deal with it, please consult your financial or other professional adviser.

11.00 am  
Thursday, 30 August 2018  
Grant Thornton  
Collins Square, Tower 1  
727 Collins Street,  
Melbourne VIC 3008

## **Notice of Annual General Meeting**

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NOTICE is given that the annual general meeting (Annual General Meeting) of Innate Immunotherapeutics Limited (the Company) will be held at Grant Thornton, Collins Square, Tower 1, 727 Collins Street, Melbourne VIC 3008 Australia at 11.00 am on Thursday 30 August 2018.

### **ORDINARY BUSINESS**

**1. Receipt of the Financial Report for the year ended 31 March 2018**

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2018.

**2. Remuneration Report**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 31 March 2018 be adopted.”

**3. Re-elect Dr. Robert Peach as a Director of the Company**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Dr. Robert Peach, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

**4. Approve the Grant of Options to Dr. Robert Peach (Non-Executive Director)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.14 and all other purposes, the Company be authorised to grant to Dr. Robert Peach a total of 480,000 options to purchase fully paid ordinary shares at an exercise price of A\$0.60 per share in the capital of the Company, on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Annual General Meeting.”

**5. Approve the Grant of Options to Mr Andrew Cooke (Non-Executive Director)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.14 and all other purposes, the Company be authorised to grant to Mr Andrew Cooke a total of 480,000 options to purchase fully paid ordinary shares at an exercise price of A\$0.60 per share in the capital of the Company, on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Annual General Meeting.”

**6. Approve the Grant of Options to Mr Simon Wilkinson (Managing Director & CEO)**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.14 and all other purposes, the Company be authorised to grant to Mr Simon Wilkinson a total of 1,370,000 options to purchase fully paid ordinary shares

at an exercise price of A\$0.60 per share in the capital of the Company, on the terms and for the purposes set out in the Explanatory Memorandum annexed to and forming part of this Notice of Annual General Meeting.”

## **7. Approve a change of name to Amplia Therapeutics Limited**

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“That for the purposes of section 157 of the Corporations Act 2001, and for all other purposes, the name of the Company be changed to Amplia Therapeutics Limited.”

## **VOTING EXCLUSIONS**

### **RESOLUTION 2 – REMUNERATION REPORT:**

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the key management personnel of the Company (KMP) (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report; or
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth)) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP’s closely related party.

However, a vote may be cast by a KMP or closely related party of the KMP if the proxy appointment is in writing and either:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chairman to exercise the proxy, even though the Resolution is connected directly or indirectly with the remuneration of the KMP for the Company.

Important Notice Resolution 2: The Chairman intends to vote undirected proxies in favour of Resolution 2.

### **RESOLUTIONS 4 to 6: GRANT OF OPTIONS TO DIRECTORS**

The Company will disregard any votes cast in favour of Resolutions 4 to 6 inclusive by or on behalf of:

- any Director of the Company who is eligible to participate in the Company’s Employee Share Option Plan; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

All the directors of the Company are eligible to participate in the Employee Share Option Plan and are therefore excluded from voting on Resolutions 4 to 6.

The Company will also disregard any votes cast on Resolutions 4 to 6 by a member of the KMP or their closely related parties, as proxy for another person, where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, and the

appointment expressly authorises the Chairman to exercise the proxy, even though the Resolutions 4 to 6 are connected directly or indirectly with the remuneration of the KMP for the Company.

**Important Notice for Resolutions 4 to 6 inclusive:** The Chairman intends to vote undirected proxies in favour of Resolutions 4 to 6.

Dated at Sydney, on the 10<sup>th</sup> day of July 2018



**By order of the Board**  
**Andrew J. Cooke**  
**Non-Executive Director**  
**Company Secretary**

#### **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

In accordance with the Corporations Act 2001 (Cth), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm on 28 August 2018.

#### **2018 ANNUAL REPORT:**

The 2018 Annual Report is available on the Company's Website:

[www.innateimmunotherapeutics.com](http://www.innateimmunotherapeutics.com)

and

[www.innateimmunotherapeutics.com/irm/annualreports](http://www.innateimmunotherapeutics.com/irm/annualreports)

## **PROXIES:**

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
  - (i) a separate Proxy Form, should be used to appoint each proxy;
  - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. “the Chair of the Meeting”.
- In the case of shareholders who are individuals, the Proxy Form must be signed:
  - (i) if the shares are held by one individual, by that shareholder;
  - (ii) if the shares are held in joint names, by any one of them.
- In the case of shareholders who are companies, the Proxy Form must be signed:
  - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
  - (ii) in the case of any other company by either two directors or a director and secretary.The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours before the time for the holding of the meeting:
  - (i) by **facsimile** : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia) ;  
or
  - (ii) by **mail** :  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia ;  
or
  - (iii) **Lodge your vote Online** : [www.investorvote.com.au](http://www.investorvote.com.au) using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
  - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder’s vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

# EXPLANATORY STATEMENT

## REPORTS AND ELECTIONS

### 1. Financial Report – Year ended 31 March 2018

The Corporations Act 2001 (Cth) requires the Financial Report (which includes the financial statements and the directors' declaration), the Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act 2001 (Cth) or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 31 March 2018 and the Company's performance generally.

A representative of the Auditor (Grant Thornton) will be attending the Annual General Meeting.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 23 August 2018. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the Annual General Meeting.

The Auditor will also answer questions at the meeting from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

### 2. Resolution 2 – Remuneration Report

The Directors' Report for the year ended 31 March 2018 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act 2001 (Cth) requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act 2001 (Cth) expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a "Spill Resolution"). If more than 50% of the

votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2017 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Board recommends that shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in the Notice of Annual General Meeting, the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

### **3. Resolution 3 – Re-election of Dr. Robert Peach as a Director**

Dr Peach has over 25 years of drug discovery and development experience in the Pharmaceutical and Biotechnology industry. In 2009 he co-founded Receptos Limited, becoming Chief Scientific Officer and raising US\$59M in venture capital and US\$800M in an IPO and three subsequent follow-on offerings. In August 2015 Receptos was acquired by Celgene for US\$7.8B. Robert held senior executive and scientific positions in other companies including Apoptos, Biogen Idec, IDEC and Bristol-Myers Squibb, supporting in-licensing, acquisition and venture investments. His extensive drug discovery and development experience in autoimmune and inflammatory diseases, and cancer has resulted in multiple drugs entering clinical trials and 3 registered drugs. He is currently on the Board of Directors and Scientific Advisory Board of Avalia Immunotherapies and is a consultant for several other biotechnology companies. Robert is the co-author of 70 scientific publications and book chapters, and 17 patents. He was educated at the University of Canterbury and the University of Otago, New Zealand.

He was appointed as a Director on 2 September 2015.

The Board (other than Dr. Peach) recommends that shareholders vote in favour of Dr. Peach's re-election as a Director.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

### **4. Resolutions 4, 5, and 6 – Grant of Options to Directors**

Resolutions 4 and 5 relate to the grant of options to certain Non-Executive Directors of the Company as follows:

<b>Non-Executive Director</b>	<b>Maximum Number of Options to be Granted</b>
Robert Peach	480,000
Andrew Cooke	480,000

Resolution 6 relates to the grant of a maximum of 1,370,000 options to Mr. Simon Wilkinson who is the Managing Director and Chief Executive Officer of the Company.

In each case the proposed options are designed to further align the interests of Directors with those of the Company and its shareholders. It also recognises that the Company should prioritise its cash resources to achieve its clinical trial objectives.

The options to be issued to Mr. Wilkinson are part of the overall remuneration package payable by the Company to him. The ASX Corporate Governance Council - Corporate Governance Principles and

Recommendations recognise that most executive remuneration packages will involve a balance between fixed and incentive pay. The Board believes that these options are an effective tool to provide a long term incentive to the Chief Executive Officer and to also promote the interests of the Company and its shareholders.

The options to be issued to the Non-Executive Directors (Dr. Robert Peach and Mr. Andrew Cooke) are in addition to the Directors' fees of \$20,000 per annum payable by the Company to each of them. The Board considers the issue of the options to these Non-Executive Directors to be an effective means to compensate Non-Executive Directors more adequately at no cash cost to the Company, allowing it to constrain the levels of fees otherwise payable to Non-Executive Directors and to still attract suitably skilled and qualified persons to become and remain members of the Board. The Company does not intend to grant these one-time incentive options to either of Dr. Warwick Tong, Mr. Christian Behrenbruch or Mr. Christopher Burns who were each vendors of the Amplia business to the Company.

Terms and Conditions of the options:

- The options are to be issued in accordance with the terms and conditions of the Company's Employee Share Option Plan, a copy of which can be found under the Corporate Governance section of the Company's Website - [www.innateimmuno.com](http://www.innateimmuno.com)
- Each option entitles the holder to subscribe for one ordinary share in the Company at a price of A\$0.60. This exercise price represents a 73% premium over the volume weighted average market price for the Company's shares, calculated over the 20 days on which sales were recorded prior to 27 June 2018.
- The options will have a grant date of 31 August 2018.
- The options will have an expiry date of 31 August 2023 for Non-Executive Directors and 31 March 2022 for the Chief Executive Officer.
- The options will be issued at no cost.
- The options shall vest as follows:

Non-Executive Directors	25% vest on 31 August 2019 and thereafter a further 25% vest on the anniversary of the grant date each year for the next 3 years.
Chief Executive Officer	25% vest on the grant date as recognition for the effort of completing the Amplia transaction; 25% vest on a successful capital raise of or about AUD \$5m 25% vest on 4 May 2019 being the 1-year anniversary of the completion of the Amplia transaction; 25% vest on 4 May 2020 being the 2-year anniversary of the completion of the Amplia transaction; Any un-vested options vest on 4 May 2021 being the 3-year anniversary of the completion of the Amplia transaction.

- The Company will not apply to the ASX for official quotation of the options but will apply for granting of official quotation of shares issued pursuant to exercise of the options.
- Shares issued on the exercise of the options will rank equally with the then existing issued ordinary shares in the Company.

From an economic and commercial point of view, the Board considers that the potential cost to the Company resulting from the granting of these options is reasonable given that the exercise price is nearly double the current share price and the Directors (including the Chief Executive Officer) must in aggregate subscribe up to \$1,782,000 to the Company in order to exercise these options.



In determining the number and terms of the options to be issued to the Chief Executive Officer, consideration was given to Mr. Wilkinson's experience and his role with the Company, his overall remuneration terms being in the lowest quartile for peer companies, the current market price of shares in the Company and principles of good corporate governance. This grant of options is calculated to have a value of \$250,000 to the Chief Executive Officer and is intended to be a one-time incentive grant for the CEO, with the intention that further grants may be made to the Chief Executive Officer as appropriate in the future on an annual remuneration review cycle. Unlike most of his peers he is not eligible for a short term incentive bonus. His equity position is also low in the context of his peers.

Resolution 6 deals with the third grant of options to Mr Wilkinson since the Company successfully listed on the ASX in late 2013. The 450,000 options previously granted to Mr Wilkinson are materially out of the money and of no material value to him at the present time. The options to be granted to Mr. Wilkinson will represent 3.34% of the Company's issued capital.

In determining the number and terms of the options to be issued to the Non-Executive Directors, consideration was given to the relatively low amount of \$20,000 per annum currently paid to them as Directors' Fees in comparison with peer group companies. This grant of options is calculated to have a value of \$100,000 to each of the Non-Executive Directors and is intended to be a one-time incentive grant for these Directors.

In addition consideration was given to each Non-Executive Director's experience, their role on the Board, the current market price of shares in the Company and principles of good corporate governance.

The Company is seeking approval of shareholders under ASX Listing Rule 10.14 to allow the Company to grant the options contemplated by Resolutions 4, 5 and 6. If approval is given under Listing Rule 10.14, then approval is not required under Listing Rule 7.1.

Subject to the approval of Resolutions 4, 5, and 6 a maximum of two million three hundred and thirty thousand (2,330,000) options will be issued to Directors as soon as practicable after the date of the meeting and in any event no later than twelve months after the Annual General Meeting.

If such options are exercised the funds raised will form part of the working capital of the Company.

485,000 Employee Options were issued to Directors under the Company's Employee Share Option Plan on 12 September 2016 as set out in the table below:

<b>Non-Executive Director</b>	<b>Number of Options*</b>	<b>Acquisition Price</b>	<b>Exercise Price*</b>	<b>Expiry Date</b>
Michael Quinn	90,000	Nil	A\$6.50	31 August 2018
Andrew Sneddon	60,000	Nil	A\$6.50	31 August 2018
Elizabeth Hopkins	60,000	Nil	A\$6.50	31 August 2018
Robert Peach	100,000	Nil	A\$6.50	31 August 2018
Simon Wilkinson	175,000	Nil	A\$6.50	31 August 2018

\*NOTE: The Number of Options and the Exercise Price have been adjusted in accordance with the 1 for 10 consolidation of capital approved by shareholders at the Company's general meeting held on 26 April 2018.

The information contained in the table above represents the names of all persons referred to in ASX Listing Rule 10.14 who received securities under the Employee Share Option Plan since the date of the last approval given by shareholders, being 31 August 2016.

No loans will be provided by the Company in respect of the grant of options to Directors under Resolutions 4, 5 and 6.

The Directors currently entitled to participate in the Company's Employee Share Option Plan are Warwick Tong, Christian Behrenbruch, Christopher Burns, Robert Peach, Andrew Cooke and Simon Wilkinson.

The Directors (excluding Robert Peach, Simon Wilkinson and Andrew Cooke) recommend that shareholders vote in favour of Resolutions 4, 5, and 6.

## **5. Resolution 7 – Change of Name to Amplia Therapeutics Limited**

The Company completed the acquisition of the privately owned Melbourne-based biopharmaceutical company Amplia Therapeutics Pty Ltd (Amplia) in early May 2018. As a result of the transaction, the Company acquired Amplia's Focal Adhesion Kinase (FAK) inhibiting drug candidates AMP886 and AMP945. FAK may have a particularly important role to play in the proliferation of unwanted immune cells in the cancer setting. Thus inhibiting FAK should potentially "amplify" the efficacy of other immune-oncology drugs when used in a combination setting. Both AMP886 and AMP945 represent highly attractive compounds for clinical development possessing excellent potency and drug-like properties, biological selectivity, bioavailability and manufacturing scale-up potential.

Given the Company's focus on the development of Amplia's Focal Adhesion Kinase (FAK) inhibiting drug candidates and the "amplifying" mechanism of action of these agents, the Board considers it appropriate to recommend to shareholders that the Company change its name to Amplia Therapeutics Limited.

If the change of name is approved by shareholders the Company's ASX Code will become ATX once the change has been implemented.

## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

### Your secure access information is:

**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 11.00am (Sydney Time) on Tuesday, 28 August 2018**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Innate Immunotherapeutics Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Innate Immunotherapeutics Limited to be held at Grant Thornton, Collins Square, Tower 1, 727 Collins Street, Melbourne VIC 3008 on Thursday, 30 August 2018 at 11:00am and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4, 5 & 6 (except where I/we have indicated a different voting intention below) even though Items 2, 4, 5 & 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4, 5 & 6 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Dr. Robert Peach as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approve the Grant of Options to Dr. Robert Peach (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approve the Grant of Options to Mr Andrew Cooke (Non-Executive Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approve the Grant of Options to Mr Simon Wilkinson (Managing Director & CEO)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve a change of name to Amplia Therapeutics Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date  /  /