

CODE OF CONDUCT & ETHICS

1 INTRODUCTION

- 1.1 Innate Immunotherapeutics Limited (“IIL”) is committed to the operation of its business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of the company and the industry in which it operates.
- 1.2 The Board of IIL has considered and approved this Code of Conduct & Ethics (“Code”) which is applicable to all directors, senior executives and IIL People (“IIL People”) and which the Board expects to govern the way in which they conduct themselves in the performance of their respective duties and in communicating with the stakeholders of our business.

2 PURPOSE

- 2.1 The objective of the Code is to ensure that:
- 2.1.1 high standards of corporate and individual behaviour are observed by all IIL People in the context of their role with IIL;
 - 2.1.2 IIL People are aware of their responsibilities to IIL under the terms of their engagement with the Company; and
 - 2.1.3 all of the stakeholders of the Company can be aware of and where appropriate be guided by the stated values and policies of IIL.

3 OBLIGATION TO COMPLY WITH CODE

- 3.1 All IIL People are expected adhere to the Code both in letter and spirit. Adherence to the Code is a term of your employment with IIL. Violation of the Code by any employee, or unethical behaviour which may affect the reputation of IIL, may be subject to disciplinary action including termination of employment.

4 PRIMARY OBLIGATIONS OF THE CODE

- 4.1 You must act with high standards of honesty, integrity, fairness and equity in all aspects of your employment with IIL.
- 4.2 You must comply fully with the content and spirit of all laws and regulations which govern the operations of IIL, its business environment and employment practices.
- 4.3 You will not knowingly participate in any illegal or unethical activity.

- 4.4 You will not enter into any arrangement or participate in any activity that would conflict with the interests of IIL or prejudice the performance or professional duties.
- 4.5 You must actively promote compliance with laws, rules, regulations and this Code.

5 PERSONAL RESPONSIBILITY

- 5.1 IIL People should always act with the highest standards of ethics and integrity in their dealings with customers, suppliers, creditors, shareholders, competitors and other IIL People. Underpinning this standard is a commitment by each employee to being truthful, honest and trustworthy and a recognition that superior ethical behaviour means complying with the spirit, as well as the letter of the law and the principles of this Code. As a consequence, you must not engage in any conduct which brings discredit upon the Company.

6 CONFLICTS OF INTEREST

- 6.1 You have a duty to act in the best interests of IIL. During the course of your employment, however, there may be occasions whereby your own interest conflicts with those of the Company for whatever reason.
- 6.2 If you do find yourself in this situation you need to take immediate action to remove the conflict. If you are unsure what to do, speak to the Chief Executive Officer or the Company Secretary.
- 6.3 Where reasonable and appropriate measures should be put in place to protect parties affected by a conflict of interests from that conflict. Depending on the nature and extent of the conflict, the measures taken to protect against conflict of interest may include:
- ensuring that the conflicted or potentially conflicted employee does not participate in the relevant decision or activity; or
 - disclosing the conflict to third parties affected by the conflict; and
 - ensuring that the conflicted or potentially conflicted employee is not the sole decision maker on the matter.
- 6.4 You must otherwise not allow your personal interest to conflict with the interests of IIL.

7 OPPORTUNITIES ARISING FROM COURSE OF EMPLOYMENT

- 7.1 You will not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with IIL.

8 GIFTS, BENEFITS AND HOSPITALITY

- 8.1 No employee should seek a gift or benefit from any party in the performance of their duties.
- 8.2 No employee should accept significant gifts or other benefits that could have the potential to impair his or her judgement, or could be seen to be a conflict of interest.
- 8.3 If you are in doubt about whether a proposed gift or benefit is significant, speak to the Chief Executive Officer or the Company Secretary.
- 8.4 All gifts and other benefits received by IIL People must be disclosed to the Chief Executive Officer.

9 DISCLOSURE AND USE OF INFORMATION

- 9.1 You have a continuing duty of trust and confidence to IIL.
- 9.2 During the course of your employment with IIL you may become aware of information concerning the Company or a third party which is confidential.
- 9.3 You should not use this confidential information in a way which creates a personal benefit to you or to another party not entitled to make use of the information. Such information often has the potential to cause damage or create a benefit if disclosed without permission and should always remain confidential. If you are uncertain about whether information may be disclosed or used you should always seek guidance before proceeding to do so.

10 INSIDER TRADING

It is a serious criminal offence for any person to apply for, buy or sell, shares in IIL while they have inside information concerning the Company.

Inside information is that information which is not generally available, and which if it was generally available, would be expected to have a material effect on the price or value of IIL shares.

This applies not only to IIL People, but any other person (such as a friend or family member) who has inside information concerning the Company.

If you have doubts as to whether you can buy or sell IIL shares under the terms of this policy you should contact the Chief Executive Officer or the Company Secretary.

11 . PUBLIC STATEMENTS

- 11.1 No employee is authorised to make or issue public statements about the Company unless these have been authorised by the Chairman, the Managing Director or Chief Executive Officer. This includes public speaking engagements and conversations with the media.

12 SEXUAL HARASSMENT

- 12.1 Sexual harassment in the work environment will not be tolerated under any circumstances.
- 12.2 Sexual harassment means any unwanted, unwelcome or uninvited behaviour of a sexual nature which makes a person feel humiliated, intimidated or offended.

13 EQUAL OPPORTUNITY

- 13.1 IIL is an equal opportunity employer.
- 13.2 The Company takes very seriously its efforts to ensure that all IIL People, and prospective IIL People, have an equal opportunity to participate and contribute to the business free of prejudice and discrimination. IIL considers this not only fair and just, but makes good business sense.
- 13.3 Discrimination on any grounds will not be tolerated and, if found to exist, will result in disciplinary action including termination.

14 WORK ENVIRONMENT

- 14.1 IIL is committed to providing its IIL People with a working environment which is healthy, safe and productive.
- 14.2 While the Company is continually taking action to ensure the safety of its IIL People, it is expected that each employee will also take responsibility for their own safety and that of their colleagues.
- 14.3 Workplace bullying, intimidation or harassment of any kind will not be tolerated.

15 ENVIRONMENTAL CONSIDERATIONS

- 15.1 You should perform your duties in a manner consistent with IIL's on-going commitment to undertaking its business operations in a way which minimises the impact on the environment.

- 15.2 You should contribute wherever possible to the stated objectives of the IIL Environmental Policy and assist in the development of operational practices and procedures which have sustainable environmental benefits.

16 REPORTING VIOLATIONS OF THE CODE OR UNETHICAL BEHAVIOUR

- 16.1 You are required to report breaches of the Code or other unethical conduct to the Chief Executive Officer and/or the Company Secretary.
- 16.2 You will not be disadvantaged or suffer any detriment for having reported a breach of the Code or other unethical conduct.
- 16.3 IIL will investigate any reported breach and will ensure that such investigation is carried out promptly and fairly to all parties concerned.
- 16.4 The reporting procedure should not be used maliciously or mischievously.

17 BREACHES OF THIS CODE

- 18.1 Breaches of this Code will be viewed seriously by IIL and will result in appropriate disciplinary action being taken against any person engaging in conduct considered to be in breach of these minimum standards. This may range from warnings to dismissal.
- 18.2 No disciplinary action will be taken until the breach has been investigated and the employee concerned has had an opportunity to comment on the alleged breach.

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