

TALEND S.A.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) is to assist the Company’s Board of Directors (the “**Board**”) with its oversight responsibilities with respect to the following matters:

- corporate accounting and financial reporting processes;
- systems of internal control over financial reporting and audits of financial statements, as well the quality and integrity of the Company’s financial statements and reports;
- qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “**Auditors**”) or as the Company’s statutory auditors (*commissaires aux comptes*) (the “**Statutory Auditors**”);
- organization, qualifications and performance of the Company’s internal audit function;
- compliance with legal and regulatory requirements;
- management and internal audit’s process for identifying, monitoring and addressing enterprise risks;
- providing the Board with the results of the Committee’s monitoring and recommendations derived therefrom; and
- providing the Board with the information and materials necessary to bring significant financial matters to the attention of the Board.

The operation of the Committee shall be subject to this charter, the Bylaws of the Company, French law, and U.S. securities law and NASDAQ Stock Market (“**NASDAQ**”) rules (as applicable), each as may be amended from time to time.

The Committee will also be responsible for preparing the report required by the U.S. Securities and Exchange Commission (the “**SEC**”) rules to be included in the Company’s proxy statement for the annual meeting of stockholders, and for performing other duties and responsibilities as are enumerated in or consistent with this charter.

MEMBERSHIP REQUIREMENTS

The Committee shall consist of at least three members of the Board. A majority of the total number of Committee members constitute a quorum of the Committee. If a quorum is present, a majority of the members of the Committee present is empowered to act on behalf of the Committee. The members of the Committee shall, as affirmatively determined by the Board, be able to read and understand

fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and other satisfy the financial literacy, independence and any other requirements of the NASDAQ and the SEC applicable to audit committee members. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

No Committee member may serve simultaneously on the audit committees of more than two other public companies unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Committee.

The members of the Committee shall be appointed by and serve at the discretion of the Board. The resignation or revocation of a member from his/her office as a member of Board shall automatically terminate his/her office as member of the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Board may designate one member of the Committee as its chair. The chair of the Committee will preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities.

MEETINGS AND MINUTES

The Committee will set its own schedule of meetings and will meet at least quarterly and at any time that the Auditors or internal auditors believe communication to the Committee is required, with the option of holding additional meetings at such times as it deems necessary. The Committee will maintain written minutes of its meetings, which minutes will be filed in a specific register kept with the Company. The Committee must regularly provide reports of its actions to the Board.

AUTHORITY

The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Auditors and the Statutory Auditors) or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other advisors or consultants.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Board reserves the right at any time to revoke or change the authority delegated under this charter.

DUTIES AND RESPONSIBILITIES

The Committee shall oversee the Company's financial reporting and, subject to the powers and authority reserved to the Board and the shareholders of the Company under French law in particular with respect to the Statutory Auditors, shall select, retain, compensate, evaluate, oversee, and, where appropriate, terminate and replace the Statutory Auditors, Auditors and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Subject to mandatory reporting required from the Statutory Auditors to the Board and the shareholders of the Company under French law, the Auditors, the Statutory Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. In particular, the Committee shall be charged with the following functions and processes (which, where appropriate, subject to applicable French law, shall apply in respect of the Statutory Auditor in addition to the Auditors) with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable law or rules) deviate from these activities as appropriate under the circumstances:

1. To evaluate, at least annually, the performance of the Auditors (taking into account, where appropriate, the views of management and the internal auditors) including assessing their independence and qualifications and the performance and qualifications of the lead partner. The Committee will present its conclusions with respect to the independence and qualifications of the Auditors to the full Board.
2. To determine whether to retain the existing Auditors upon the expiration of their term of office or to appoint a different independent registered public accounting firm.
3. To determine whether there should be a rotation of the lead audit partner and assure the regular rotation of the lead audit partner every five years as required by law.
4. Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, of the Public Company Accounting Oversight Board (United States) (the "PCAOB").
5. To pre-approve (or, where permitted under SEC rules, subsequently approve) all audit and permitted non-audit and tax services, and any other relationships or services, that may be provided by the Auditors and the fees and terms of such services, and establish policies and procedures for the Committee's pre-approval of permitted relationships or services by the Auditors on an on-going basis.
6. To ensure the independence of the Auditors including (i) obtaining on an annual basis a formal written statement from Auditors delineating all relationships between the Auditors and the Company, consistent with all applicable laws and regulations, including the requirements of the Public Company Accounting Oversight Board, reviewing and discussing this statement with the Auditors and presenting this statement to the Board, (ii) maintaining an active dialogue with the Auditors regarding any disclosed relationship or services that may impair their objectivity and independence and (iii) to the extent there are any such relationships, monitoring and investigating

them and, if necessary, taking, or recommending to the Board that the Board take, appropriate action to oversee the independence of the Auditors.

7. To oversee compliance with the requirements of the SEC for disclosure of the Auditor's services and Committee member qualifications and activities.
8. To consider and approve clear policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Company's Auditors.
9. At least annually, to obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any issues raised by the firm's most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.
10. To review, in consultation with the Auditors, the annual audit plan and scope of audit activities and monitor such plan's progress.
11. To review with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.
12. To review with management and the Auditors, as appropriate, the quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of any report disclosing quarterly financial information, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.
13. To review and discuss with management and the Auditors, as appropriate, earnings press releases as well as the substance of financial information and earnings guidance provided to analysts and rating agencies, which discussions may be general discussions of the type of information (such as the proposed use of "pro forma" financial information or "adjusted" non-GAAP, or generally accepted accounting principles in the United States, information.
14. To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management, the potential impact on the Company's financial statements of off-balance sheet structures and any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's financial statements.
15. At least annually, to discuss with the Auditors the matters required to be discussed by Statement on Auditing Standard No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), issued by the PCAOB.

16. To review with the Auditors, as appropriate, any communications between the audit team and the Auditors' national office with respect to auditing or accounting issues presented by the engagement.
17. To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial controls, financial reporting, accounting practices or policies or other matters, and management's response, if any, and to resolve any conflicts or disagreements regarding financial controls or financial reporting.
18. To evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information, and, whether or not resolved, any significant disagreements with management and management's response, if any. Among the items the Committee will review with the Auditors are: accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letters issued, or proposed to be issued, by the Auditors.
19. To review with the Auditors any "management" or "internal control" letter issued, or to the extent practicable, proposed to be issued by, the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.
20. To review with management and the Auditors the integrity of the Company's audited financial statements and with management, the Auditors and the internal auditors the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget and staffing of the Company's audit function, as well as any special audit steps adopted in light of material control deficiencies. In addition, the Committee shall review the reports prepared by management or internal auditors, and attested to by the Auditors, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules. The Committee shall review with management and the internal auditors any specific cybersecurity issues that could affect the adequacy and effectiveness of the Company's internal controls. The Committee shall review disclosures regarding the Company's internal controls that are required to be included in SEC reports. Included in this process will be the review of:
 - a. the scope and timing of the annual audit of the Company's financial statements;
 - b. the Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Form 10-K and Form 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee will make a recommendation to the Board as to whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K for filing with the SEC;

- c. the results of the independent audit and the quarterly reviews, and the Auditor's opinion on the audited financial statements;
 - d. the quality and adequacy of the Company's internal controls, and discussion with management, internal auditors and the Auditors with regard to any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls;
 - e. the Company's disclosure controls and procedures, as well as the quarterly assessments of such controls and procedures by the Chief Executive Officer and Chief Financial Officer;
 - f. any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - g. any analyses prepared by management or the Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
 - h. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
21. Periodically, to meet in separate sessions with the Auditors, the internal auditors, as appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors or management believe should be discussed privately with the Committee.
22. To adopt procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
23. To consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting practices or policies.
24. To review and make recommendations with respect to engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at the Company's expense, to such firm and assisting the Company in the negotiation of such firm's engagement letter.
25. To review and discuss with management the results of efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and regulations, as well as to its Code of Business Conduct and Ethics, including reviewing and

making recommendations with respect to or, as required under the Company's Related Party Transactions Policy, approving or ratifying related-party transactions.

26. To oversee management and internal audit's processes for identifying, monitoring and addressing enterprise risks, and to evaluate and discuss with management and internal audit its assessments of matters relating to enterprise risks. The Committee shall oversee and monitor management and internal audit's plans to address such risks and shall review with management the risk factors set forth in the Company's periodic SEC filings. In connection with its review of enterprise risk, management and internal audit's assessment thereof and any draft risk factors presented by management and internal audit, the Committee shall be entitled to rely on management and internal audit's identification and assessment of the operational, financial, strategic, regulatory and other risks described.
27. To review the responsibilities, functions, qualifications and performance of the Company's internal audit function, including internal audit's charter, plans, budget, objectivity and the scope and results of internal audits, as applicable; approve the hiring, promotion, demotion or termination of the person in charge of the Company's internal audit function; and review the results of the internal audit program, including significant issues in internal audit reports and responses by management.
28. To make regular reports to the Board regarding any issues that arise with respect to the quality and integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance and independence of the Auditors.
29. To review the hiring of employees or former employees of the Auditors.
30. To approve the Company's investment policy, review and discuss quarterly reports concerning the Company's investments and financial condition, and discuss periodic management reports relating to financial risk management, levels of insurance coverage and risks covered.
31. To discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
32. To oversee compliance with the requirements of the SEC for disclosure of auditor's services and Audit Committee member qualifications and activities.
33. To act as the Company's Qualified Legal Compliance Committee ("**QLCC**") for the purposes of internal and external attorney reporting under SEC rules. The Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report to the QLCC.
34. To regularly review and discuss with management and internal audit the Company's cybersecurity and other information technology risks, controls, and procedures, including the Company's plans to mitigate cybersecurity and business continuity risks and to respond to data breaches and other cybersecurity incidents.
35. To periodically review the Company's policy with respect to the Foreign Corrupt Practices Act and compliance therewith.
36. To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.

37. To prepare any reports of the Committee required by the rules and regulations of the SEC to be included in any reports filed by the Company with the SEC.
38. To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing, as required by law or as determined by the Board.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the Auditors. It is recognized that the members of the Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and engage independent legal, accounting and other advisers, as it determines necessary to carry out its duties. The Committee shall set the compensation, and oversee the work, of any such outside counsel and other advisers.

Subject that the relevant payment corresponds to a decision made or expense incurred in the corporate interest of the Company and necessary for the performance by the Committee of its duties, the Company must provide appropriate funding, as determined by the Committee, to pay or repay, as applicable: (i) the compensation to the Auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) the compensation to any advisers employed by the Committee and (iii) the reasonable ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

COMPENSATION

Save for repayment of expenses above, the Members of the Committee may only receive from the Company attendances fees (*jetons de présence*), if any, as member of the Board for their service as Committee members as may be determined by the Board in its sole discretion. Any other compensation must be exceptional (*rémunération exceptionnelle*), made on a case-by-case basis for special and for temporary assignments and must be first approved by the Board. Such fees may include retainers or per meeting fees. Members of the Committee may not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.

PERFORMANCE EVALUATION

The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.