TALEND

French limited company with share capital of 2,567,521.60 euros
Registered office: 5-7 rue Salomon de Rothschild, 92150 Suresnes
Company registry number: 484 175 252 Registered in Nanterre

BOARD OF DIRECTORS’ REPORT

TO THE COMBINED GENERAL MEETING OF JUNE 29, 2021

Ladies and Gentlemen,

We have called you to a Combined General Meeting to discuss the following agenda:

**Within the authority of the Ordinary Shareholders’ Meeting:**

1. To ratify the provisional appointment of Ms. Elissa Fink as Director;
2. To ratify the provisional appointment of Mr. Ryan Kearny as Director;
3. To renew the term of office of Mr. Ryan Kearny as Director;
4. To renew the term of office of Mr. Patrick Jones as Director;
5. To renew the term of office of Ms. Christal Bemont as Director;
6. To approve, on an advisory basis, the compensation of our named executive officers;
7. To approve the statutory financial statements for the year ended December 31, 2020;
8. To allocate earnings for the year ended December 31, 2020;
9. To approve the consolidated financial statements for the year ended December 31, 2020 prepared in accordance with IFRS;
10. To approve an indemnification agreement entered into with Ms. Elissa Fink (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
11. To approve an indemnification agreement entered into with Mr. Ryan Kearny (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
12. To approve a consulting agreement entered into with Mr. Michael Tuchen (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
13. To approve a separation agreement and release entered into with Mr. Laurent Bride (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
14. To ratify the selection of KPMG LLP as the independent registered public accountant for the Company for the fiscal year ending December 31, 2021 with respect to the Company’s financial statements prepared in accordance with generally accepted accounting principles in the United States for SEC reporting purposes;

Within the authority of the Extraordinary Shareholders’ Meeting:

15. To delegate authority to the board of directors to grant existing and/or newly issued free shares of the Company to all or certain employees and/or all or certain corporate officers of the Company or companies in the group, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code;

16. To delegate authority to the board of directors to issue share warrants (bons de souscription d'actions), without shareholders' preferential subscription right, for the benefit of a category of persons meeting certain characteristics;

17. To delegate authority to the board of directors to grant options to subscribe for new ordinary shares or options to purchase ordinary shares of the Company, pursuant to the provisions of Articles L. 225-177 et seq. of the French Commercial Code to all or certain employees and/or all or certain corporate officers of the Company or companies in the group, in accordance with the provisions of Articles L. 225-180 et seq. of the French Commercial Code;

18. To limit the amount of issues under Proposal Nos. 15, 16 and 17; and

19. To delegate authority to the board of directors to increase the share capital by way of the issue of shares of the Company to participants in a company savings plan (plan d'épargne d'entreprise) established in accordance with Articles L. 3332-1 et seq. of the French Labor Code.

1. **Ratification of the Provisional Appointments of Ms. Elissa Fink and Mr. Ryan Kearny as Directors** (First and Second Resolutions)

For your information, at its meeting of November 17, 2020, the Board of Directors co-opted Ms. Elissa Fink and as the new Director replacing Mr. Michael Tuchen, who had resigned, for the remainder of his term of office, i.e. until the conclusion of the annual ordinary general meeting called to approve the financial statements for the year ending December 31, 2021. We believe that Ms. Fink is perfectly qualified to serve on the Board, because of her extensive marketing experience in new technology companies, most recently as Marketing Director for Tableau Software, Inc.

Furthermore, at its same meeting of November 17, 2020, the Board of Directors co-opted Mr. Ryan Kearny as Company Director, replacing Mr. Mark Nelson for the remainder of the latter’s term of office, i.e. until the conclusion of the annual ordinary general meeting called to approve the financial statements for the year ending December 31, 2020. We believe that Mr. Mark Nelson is qualified to serve on the Board because of its experience in driving growth and technology strategy for more than two decades, through various management positions.

We kindly ask you to vote in favor of the ratification of these provisional appointments, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, and to ratify any issue of share warrants and payment of Directors’ fees to them as decided by the Board of Directors subsequent to their appointment.
2. **APPROVE THE RENEWAL OF THE TERMS OF OFFICE OF MR. RYAN KEARNY, MR. PATRICK JONES AND MS. CHRISTAL BEMONT** (THIRD TO FIFTH RESOLUTIONS)

We remind you that the terms of office of Mr. Ryan Kearny, Mr. Patrick Jones and Ms. Christal Bemont expire at the end of this annual ordinary general meeting.

We therefore propose that you renew the terms of office as directors of Mr. Ryan Kearny, Mr. Patrick Jones and Ms. Christal Bemont for a period of three (3) years, expiring at the end of the annual ordinary general meeting called to approve the accounts for the financial year ending December 31, 2023.

3. **ADVISORY OPINION ON THE COMPENSATION PAID BY THE COMPANY TO NAMED EXECUTIVE OFFICERS** (SIXTH RESOLUTION)

We would like to remind you that in the United States, the Dodd-Frank Act of 2010 allows shareholders to approve, on an advisory basis, the compensation of our named executive officers, in accordance with Section 14A of the Securities Exchange Act. This proposal, known as the “say-on-pay” proposal, gives our shareholders an opportunity to express their views on the overall compensation of our executives and the Company’s philosophy, policy and practices in this area. The vote on compensation is advisory and so will not be binding on the Company, the Compensation Committee or the Board of Directors. However, this vote will serve to inform the Company of investors’ views on the compensation of our executives, which the Compensation Committee may take into account when determining executive compensation for the remainder of the current fiscal year and beyond.

At the Combined General Meeting of June 25, 2019, you resolved that this consultation should take place each year, in accordance with standard industry practice.

Accordingly, we ask our shareholders under the third resolution to kindly vote in favor of the elements of compensation paid by the Company to the “named executive officers”. This information is set out in the Company’s Proxy Statement for the 2021 Annual Ordinary General Meeting, in accordance with the disclosure requirements laid down by the U.S. Securities and Exchange Commission, including the “Compensation Discussion and Analysis”, the compensation tables and the description of said compensation.

4. **APPROVAL OF THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020 – ALLOCATION OF EARNINGS – REVIEW OF REGULATED AGREEMENTS** (SEVENTH TO THIRTEENTH RESOLUTIONS)

In order to approve the separate and consolidated financial statements for the year ended December 31, 2020, we invite you to refer to the Board of Directors’ reports and statutory auditors’ reports on the annual and consolidated financial statements, made available to you in accordance with the legal and regulatory conditions.

With regard to regulated agreements, please read the statutory auditors’ special report made available to you in accordance with the legal and regulatory conditions. In particular, we put to your vote the
ratification of four agreements entered into between the Company and its Directors Ms. Elissa Fink, Mr. Ryan Kearny and Mr. Michael Tuchen, and between the Company and Mr. Laurent Bride, deputy general director of the Company. These agreements were previously reviewed and approved by the Board of Directors, in accordance with the legal and regulatory conditions, at its meetings of November 3 and 17, 2020 and August 4, 2020.

Lastly, we invite you to refer to the management report containing the business review for the year to date.

5. **Ratification of the appointment of KPMG LLP as independent registered public accountant for the year ending December 31, 2020, to review the Company’s financial statements prepared in accordance with generally accepted accounting principles in the United States** (fourteenth resolution)

We wish to remind you that as of January 1, 2019, the Company changed its status from “Foreign Private Issuer” (“FPI”) to “Domestic Issuer” with the Securities and Exchange Commission (“SEC”). As a result, the Company is now subject to new legal, financial and reporting requirements and standards.

In particular, and under current SEC rules applicable to Domestic Issuers, we are required, concurrently with the IFRS financial statements required under French regulations, to prepare our financial statements in accordance with U.S. GAAP (Generally Accepted Accounting Principles), and to make a certain number of our policies conform to corporate governance practices applicable to U.S. domestic issuers.

On that basis, the Company, in order to comply with the applicable U.S. regulations, wished to appoint KPMG LLP as independent auditors in charge of the review and certification of the Company’s accounts prepared under U.S. GAAP standards for the year ending December 31, 2020. A letter of commitment detailing the terms and conditions of the engagement of KPMG LLP was reviewed and approved by the Company’s Audit Committee and signed by the Company on March 30, 2020.

We hereby remind you, for all intents and purposes, that under applicable French regulations, the Company’s principal statutory auditors are and will remain the companies KPMG SA and VACHON et ASSOCIES, respectively appointed and re-elected for a term of six fiscal years, i.e. until the annual general meeting approving the financial statements for the fiscal year ending December 31, 2023.

Accordingly, we submit for your approval a resolution ratifying the appointment of KPMG LLP as independent auditors in charge of the review and certification of the Company’s financial statements prepared under U.S. GAAP only, for the year ending December 31, 2020, with the companies KPMG SA and VACHON et ASSOCIES remaining as the Company’s principal statutory auditors.

6. **Renewal of the authority granted to the Board of Directors to proceed with a bonus share allotment** (fifteenth resolution)

We propose to you, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to authorize your Board of Directors to carry out, on one or more occasions, the bonus allotment of existing shares or new shares issued by the Company, for the benefit of the Company’s salaried employees, or certain categories thereof, and/or its corporate officers who meet the...
conditions laid down in Article L. 225-197-1-II of the French Commercial Code, as well as for the benefit of the salaried employees of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the share capital or voting rights as at the share allotment date.

We ask you to set the total number of shares that may be allotted free of charge by the Board of Directors pursuant to this authorization at 2,300,000 shares, with a par value of 0.08 euro each, it being specified that at no time may the total number of shares allotted free of charge by the Board exceed the overall limit of 10% of the Company’s share capital existing as at the date of the decision to allot the shares, and that said number will count towards the overall limit provided for in the eighteenth resolution.

The allotted shares will vest, subject to fulfilm ent of any conditions or criteria set by the Board, at the end of a period of at least one (1) year (the “Vesting Period”) and the beneficiaries of such shares shall, where applicable, retain them for a period set by the Board (the “Lock-up Period”) which, combined with the Vesting Period, may not be less than two (2) years.

We also ask you to resolve that:

- by way of derogation from the foregoing, the shares will vest before the end of the Vesting Period in the event of the beneficiary’s invalidity, corresponding to the classification in the second or third categories of invalidity provided for by Article L. 341-4 of the French Social Security Code.

- the allotted shares will be freely transferable in the event of a request made by the heirs of a deceased beneficiary or in the event of the beneficiary’s invalidity corresponding to his or her classification in the aforementioned categories of the French Social Security Code,

- the duration of the Vesting Period and the Lock-up Period will be set by the Board of Directors subject to the aforementioned limits.

For your information, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the allotted shares are still to be issued, this authorization automatically entails, in favor of the beneficiaries of the bonus share allotment, the waiver by shareholders of their pre-emptive right to subscribe for the new shares issued, the corresponding capital increase being definitively carried out by the mere fact of the final allotment of the shares to the beneficiaries.

We should point out that if necessary, this decision entails a waiver by shareholders, in favor of the holders of the free shares, of their share of the reserves, profits or premiums which, where applicable, will be used in the event of the issuance of new shares at the end of the Vesting Period, for the execution of which all powers are delegated to the Board of Directors.

We ask you to delegate all powers to the Board of Directors to:

- note the existence of sufficient reserves and, for each allotment, transfer to an unavailable reserve account the amounts necessary for payment of the new shares to be allotted,

- identify the beneficiaries of each allotment and the number of shares that may be allotted free of charge to each one,
- determine the conditions and, where appropriate, the criteria for each share allotment,

where applicable:

- decide, at the appropriate time, the capital increase(s) resulting from the issuance of any new shares allotted free of charge,

- purchase the necessary shares for delivery of any existing shares allotted free of charge,

- take all appropriate measures to ensure that the beneficiaries comply with the obligation to retain shares,

- and generally do whatever may be necessary to give effect to this authorization in accordance with applicable legislation.

7. **RENEWAL OF THE DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARE WARRANTS TO A CATEGORY OF PERSONS WITH SPECIFIC CHARACTERISTICS**

(SIXTEENTH RESOLUTION)

We propose that you delegate to your Board of Directors the authority to issue a maximum of 2,300,000 ordinary share warrants (“BSAs”), each giving the right to subscribe for an ordinary share of the Company with a par value of 0.08 euro, representing a capital increase of a maximum nominal amount of 184,000 euros, it being specified that the number of shares will be deducted from the overall limit referred to in the eighteenth resolution below.

The issue price of a share warrant would be determined by the Board of Directors on the warrant issue date, depending on the features of the warrant, and would be at least equal to 5% of the average volume-weighted average price of the five (5) previous trading sessions on the NASDAQ Global Market prior to the date of allotment of said warrant by the Board.

We request that you cancel shareholders’ pre-emptive rights to subscribe for said share warrants, which may only be allotted to the following category of beneficiaries:

- directors of the Company or any of its subsidiaries in office as at the date of allotment of the share warrants, provided that they are not employees or executives of the Company or any of its subsidiaries,

- independent members of any committee that the Board of Directors of the Company has established or may establish,

- any natural or legal person bound to the Company or any of its subsidiaries by a consultant contract (the “Beneficiaries”),

In accordance with the provisions of Article L. 225-138-I of the French Commercial Code, we ask you to delegate to the Board of Directors the task of preparing the list of Beneficiaries and the proportion of share warrants allotted to each Beneficiary thus designated, and to authorize the Board of Directors, subject to the aforementioned limits, to issue and allot share warrants accordingly, on one or more occasions for each Beneficiary.
We also ask you to delegate to the Board of Directors the task of establishing, for each Beneficiary, the terms and conditions for exercising the share warrants and, in particular, the issue price of the share warrants and the timing of the exercise of the share warrants, it being specified that these must be exercised within ten (10) years of issue and that share warrants that have not been exercised at the end of this period of ten (10) years will automatically become null and void.

We ask you to resolve that each share warrant will allow one ordinary share with a par value of 0.08 euro to be subscribed for at an exercise price determined by the Board of Directors on the date of allotment of the share warrants; said price shall be at least equal to the euro equivalent of the selling price in U.S. dollars of an ADS of the Company at the close of the NASDAQ Global Market on the day preceding that of the Board’s decision to allot the share warrants.

We also ask you to resolve that the ordinary shares thus subscribed for must be fully paid up upon subscription, either by payment in cash, or by offsetting with liquid and payable claims, and that the new shares delivered to the Beneficiary upon exercising the share warrants will be subject to all the provisions of the Bylaws and will carry entitlement to dividends from the first day of the fiscal year in which they are issued.

Share warrants shall be transferable, issued in registered form and recorded by book entry.

We therefore ask you to resolve to issue a maximum of 2,300,000 ordinary shares, which may be subscribed for by exercising the share warrants issued.

In accordance with the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision would entail, in favor of the holders of share warrants, a waiver by shareholders of their pre-emptive right to subscribe for the ordinary shares to which the share warrants grant entitlement.

Lastly, we request that you give all powers to the Board of Directors to give effect to said authority, and in particular to:

- set the issue price of the share warrants and the shares to which they grant entitlement, in accordance with the terms of this resolution,

- issue and allot the share warrants and determine the conditions of exercise and the final terms of the share warrants, including the timing of the exercise of the warrants, in accordance with the provisions of this resolution and within the limits set out in this resolution;

- collect subscriptions for share warrants and related payments,

- record the number of ordinary shares issued as a result of the exercise of the share warrants, complete the formalities resulting from the corresponding capital increases, and amend the Bylaws accordingly;

- take all measures to protect the holders of share warrants in the event of a financial transaction involving the Company, in accordance with the applicable legal and regulatory provisions; and

- in general, take all measures and complete all formalities appropriate to this issuance.
8. **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE STOCK OPTIONS**
(SEVENTEENTH RESOLUTION)

We ask you to authorize your Board of Directors, under Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant on one or more occasions, for the benefit of the employees or executives of the Company and of the companies and economic interest groups related to the Company under the conditions defined in Article L. 225-180-I of said Code, options conferring the right to subscribe for or purchase ordinary shares, it being specified that (i) the total number of options granted under said authorization may not confer the right to purchase or subscribe for more than 2,300,000 ordinary shares with a par value of 0.08 euro each, (ii) this number would count towards the overall limit provided for in the eighteenth resolution, and (iii) the total number of shares that may be subscribed for upon exercising the options granted and not yet exercised may at no time exceed one third of the share capital.

This authorization entails, in favor of the option beneficiaries, the express waiver by shareholders of their pre-emptive right to subscribe for the shares issued as and when the options are exercised; this authorization shall be implemented under the conditions and in the manner provided for by applicable law and regulations as at the date of the stock option grant.

The purchase or subscription price per share that may be issued pursuant to this resolution would be set by the Board of Directors in accordance with the provisions of Article L. 225-177 of the French Commercial Code and would be equal to the euro equivalent of at least 95% of the closing price of the Company’s ordinary shares admitted to trading on the NASDAQ Global Market in the United States of America (whether in the form of an American Depositary Share or otherwise) on the last trading day preceding the grant date; where an option allows its beneficiary to purchase shares previously acquired by the Company, its exercise price – without prejudice to the foregoing and in accordance with the applicable provisions – may not be less than 80% of the average price paid by the Company for all shares previously acquired by it.

We propose that you set the period of validity of the options at ten (10) years from the grant date. However, said period may be reduced by the Board of Directors for beneficiaries residing in a given country to the extent necessary to comply with the laws of that country.

Lastly, we request that you grant all powers to the Board of Directors to give effect to this authorization subject to the aforementioned limits, and in particular to:

- identify the beneficiaries of the stock options and the number of options to be granted to each one;

- set the purchase and/or subscription price of the shares to which the options grant entitlement, subject to the aforementioned legal limits, it being specified that the subscription price per share shall be higher than the par value per share;

- ensure that the number of stock options granted by the Board of Directors is set in such a way that the total number of stock options outstanding and not yet exercised does not entitle holders to subscribe for a number of shares exceeding one third of the share capital;

- define the terms and conditions of the stock option plan and determine the conditions under which the options will be granted, including, in particular, the timing of the exercise of the
options granted, which may vary according to the holders; such conditions may include clauses prohibiting the immediate resale of some or all of the shares issued upon the options being exercised, subject to the statutory limits;

- where applicable, acquire shares of the Company necessary for the potential transfer of shares to which the stock options grant entitlement;

- complete, either directly or through an agent, any formalities required to finalize capital increases carried out pursuant to the authorization conferred by this resolution;

- deduct, as it sees fit, the costs of capital increases from the amount of related premiums, and to draw from this amount the sums required to take the legal reserve to one tenth of the new share capital following each increase;

- amend the Bylaws accordingly and generally do whatever is necessary.

9. **OVERALL LIMITS ON THE AMOUNT OF ISSUANCE PURSUANT TO THE FIFTEENTH, SIXTEENTH AND SEVENTEENTH RESOLUTIONS (EIGHTEENTH RESOLUTION)**

We invite you to resolve that the sum of (i) the shares allotted free of charge pursuant to the fifteenth resolution, (ii) the shares that may be issued upon exercise of the share warrants allotted pursuant to the sixteenth resolution, and (iii) the shares that may be purchased or subscribed for following the exercise of the options granted under the seventeenth resolution, may not exceed 2,300,000 shares with a par value of 0.08 euro each, it being specified that the additional amount of shares to be issued in order to preserve, in accordance with the applicable contractual provisions, the rights of securities holders and other rights convertible to shares will be added to this limit.

10. **RENEWAL OF THE AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING COMPANY SHARES TO EMPLOYEES PARTICIPATING IN A COMPANY SAVINGS PLAN ESTABLISHED PURSUANT TO ARTICLES L. 3332-1 ET SEQ. OF THE FRENCH LABOR CODE (NINETEENTH RESOLUTION)**

The Company may set up a company savings plan established pursuant to Articles L.3332-1 et seq. of the French Labor Code.

In order to allow a degree of flexibility, we propose that you approve the resolution for the delegation of authority to the Board of Directors to implement such a plan.

Since the subscription price of the shares that would be issued under this plan is not set as of today’s date, this report will not disclose the impact of the proposed issuance on the position of holders of shares and securities convertible to equity and on shareholders’ equity per share of the Company. We wish to remind you, however, that should it make use of the aforementioned authority, the Board of Directors will prepare an additional report disclosing the impact of the issuance authorized by it on the position of holders of shares and securities convertible to equity and on shareholders’ equity per share of the Company, assessed on the basis of interim accounts dated less than six months prior to the date of the Board of Directors’ meeting making use of said authority.
The statutory auditors’ report on the authorization requested, made available to you in accordance with the legal and regulatory conditions, will be read out to you.

We ask you, in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-1 et seq. of the French Labor Code, to delegate authority to the Board of Directors to increase the share capital, on one or more occasions, on its own initiative, by issuing ordinary shares reserved, directly or through a company mutual fund, for members of a savings plan as provided for in Articles L. 3332-1 et seq. of the French Labor Code, which would be open to employees of the Company and of companies related to it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and who also meet any criteria laid down by the Board of Directors (hereinafter the “Group Employees”).

Accordingly, we ask you to cancel the pre-emptive right granted to shareholders under Article L. 225-132 of the French Commercial Code and to reserve the subscription of said shares for Group Employees, other shareholders waiving their right to receive any free shares by way of a discount or employer contribution issued on the basis of this resolution.

This authority would be granted for a period of eighteen (18) months from the date of this general meeting, which represents the period of validity of this authority.

The total nominal amount of capital increases that may be made pursuant to this resolution should not exceed 44,000 euros, it being specified that this maximum amount will be supplemented, where appropriate, by the additional amount of shares to be issued in order to preserve, in accordance with legal or regulatory provisions and any contractual provisions, the rights of holders of securities and other rights convertible to shares.

The issue price for one share would be determined by the Board in the manner provided for in Article L. 3332-20 of the French Labor Code; however if, when this authority is used, the shares of the Company are admitted to trading on a regulated market as defined in the French Commercial Code, the price would be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code.

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In view of this, we ask you to vote on the resolutions submitted to you by your Board of Directors.

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The Board of Directors