

TALEND S.A.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Talend S.A. (the “**Company**”) shall be to:

- Identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board and review and evaluate incumbent directors, subject to any commitments made by the Corporation by contract or in its certificate of incorporation;
- Recommend to the Board for selection candidates to serve as nominees for director for the annual meeting of shareholders;
- Make recommendations to the Board regarding the composition of each Board committee;
- Assist the Board in overseeing all aspects of the Company’s corporate governance functions and making recommendations to the Board regarding corporate governance issues;
- Oversee the evaluation of the Board and its committees;
- Review and make recommendations to the Board regarding Board compensation and conflicts of interest; and
- Make other recommendations to the Board regarding matters relating to the directors of the Company.

MEMBERSHIP REQUIREMENTS

The Committee shall consist of at least two 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. All members of the Committee shall satisfy (i) the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”) and the U.S. Securities and Exchange Commission (the “**SEC**”). The determination of independence will be made by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. 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 shall hold such regular or special meetings as its members deem necessary or appropriate. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee must regularly provide reports of its actions to the Board.

AUTHORITY

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as the authority to retain and terminate executive search firms (at the Company's expense) to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as it deems appropriate. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder. In carrying out its responsibilities hereunder, the Committee shall make regular reports to the Board, including whenever requested by 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 rules (as applicable), each as may be amended from time to time. The Board reserves the right at any time to revoke or change the authority delegated under this Charter.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, unless prohibited by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

- Recommending to the Board regarding the size and structure of the Board; the composition of the Board; criteria for Board membership, including any minimum qualifications and issues of character, integrity, judgment, diversity, age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, and other commitments; and the process for filling vacancies on the Board. In all cases, Committee recommendations are subject to any commitments made by the Corporation by contract or in its certificate of incorporation.
- Overseeing and implementing the process for identifying, interviewing, reviewing and evaluating candidates for consideration by the Board to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and qualification requirements, and making recommendations to the Board resulting therefrom regarding director candidates.
- Reviewing, evaluating and considering the recommendations for nomination of incumbent directors for re-election to the Board.
- Recommending to the Board for selection candidates to serve as nominees for director for the annual meeting of shareholders.
- Assessing the scope of skills, qualifications and experience of the directors and recommending for approval by the Board the desired qualifications, characteristics and requirements for Board composition, taking into consideration whether the directors, both individually and collectively, can and do provide the experience, background, judgment, commitment, skills and expertise

appropriate for the Company and monitoring the size of the Board.

- Recommending for approval by the Board the selection of the Chairman of the Board.
- Assisting the Board in considering recommendations for Board nominees and proposals submitted by the Company's shareholders, as well as in establishing any related policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder communications with the Board of Directors and reviewing the disclosure included in the Company's proxy statement regarding the Company's nomination process.
- Reviewing and discussing with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- Developing and recommending to the Board for approval a director succession plan (the "**Succession Plan**") taking into account the overall size and composition of the Board and the number of independent directors, evaluating potential director candidates and recommending to the Board any changes to, and any candidates for succession under, the Succession Plan.
- Recommending to the Board the adoption of any term limits for Board members.
- Overseeing and evaluating the composition, organization and operations of the Board committees, and making recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- If deemed appropriate by the Committee, developing a set of corporate governance principles to be applicable to the Company, periodically reviewing and assessing these principles and their application, and recommending any changes deemed appropriate to the Board for its consideration.
- Periodically reviewing the Company's governance and compliance policies, including the Company's Insider Trading Policy and Code of Ethics, to confirm that they conform with applicable law and reflect current market standards, as applicable to the conduct of the Company's operations and recommending any changes deemed appropriate to the Board for its consideration.
- Overseeing the performance evaluation process of the Board and its committees, including, Board composition, the reelection of current Board members and, if appropriate, recommending the termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons. If appropriate, the Committee will conduct surveys of director observations, suggestions and preferences.
- Considering questions of possible conflicts of interest of Board members and other corporate officers; reviewing actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee; and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

- The Committee shall consider instituting a plan or program for the continuing education of directors.

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.