Talend S.A.

Statutory auditors' report on related party agreements

Annual general meeting held to approve the financial statements for the year ended December 31, 2020

Talend S.A.
5-7, rue Salomon de Rothschild - 92150 Suresnes - France
This is a translation into English of the statutory auditors’ report on the related party agreements issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors’ report includes information required by French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Talend S.A.

Registered office: 5-7, rue Salomon de Rothschild - 92150 Suresnes - France
Share capital: € 2 560 842.08

Statutory auditors’ report on related party agreements

Annual general meeting held to approve the financial statements for the year ended December 31, 2020

To the annual general meeting of Talend S.A.,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225 - 31 of the French Commercial Code (Code de commerce), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225 - 31 of the French Commercial Code (Code de commerce) of the continuation of the implementation, during the year ended December 31, 2020, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.
Agreements submitted for approval to the Annual General Meeting

Agreements authorized and entered into during the past financial year

**Consulting agreement between the Company and Mr Michael Tuchen,**

— Person concerned: Mr Michael Tuchen, Board Member

— Nature and purpose

Consulting agreement concluded in order to entrust Mr. Michael Tuchen with the performance of various consulting services for the benefit of the Company, its subsidiary Talend Inc, the Board of Directors and the management team.

— Conditions

As a compensation for his services, Mr Michael Tuchen benefited, as remuneration for services rendered, from the lifting of the condition of presence attached to the stock options and free shares from which he benefited at the date of termination of his functions as Managing Director.

— Reasons justifying why the Company benefits from this agreement

The board of Directors dated August 8 2020 has authorized this agreement considering that the resignation of Mr. Michael Tuchen from his duties as Company Director with effect from August 4th, 2020, it appeared crucial for the Company to continue to benefit from his experience and specific skills.

**Separation agreement between the Company and Mr Laurent BRIDE,**

— Person concerned: Mr Laurent BRIDE, Deputy Managing Director

— Nature and purpose

The purpose of this agreement is to manage the financial implications of Mr. Bride’s resignation including the payment of severance benefits and the granting of employee benefits.
— Conditions

- Payment of a lump sum of 430,000 US dollars, representing 100% of his annual basic salary;
- Payment of his annual bonus for the 2020 fiscal year, prorated to the date of departure, i.e. until October 2, 2020, i.e. 17,200 USD gross;
- Reimbursement of insurance premiums under the Consolidated Omnibus Budget Reconciliation Act of 1985 or “COBRA” for Mr. Bride and his dependents, for a period of 12 months following the end of his term of office as Deputy Chief Executive Officer, provided that Mr. Bride opts to continue the insurance cover within the allotted timeframe;
- Waiver of the condition of continued employment attached to certain bonus shares awarded to Mr. Bride;
- Granting of a lump sum of 30,000 USD as a contribution to the costs of relocation to France of Mr. Laurent Bride; and
- Payment of an additional sum equivalent to 3 months of salary, i.e. 107,500 USD gross.

— Reasons justifying why the Company benefits from this agreement

The board of Directors dated November 03 2020 has authorized this agreement. According French Commercil law, We draw your attention on the fact that the preliminary authorization of the Board of Directors does not include the reasons justifying why the Company benefits from this agreement according article L 225-38 of the French Commercial Code.

**Indemnification agreement between the Company and Mrs Elissa Fink and Mr Ryan Kearny,**

— Person concerned: Mrs Elissa Fink and Mr Ryan Kearny, Board Members

— Nature and purpose

The agreement provides for liability insurance to Mrs Elissa Fink and Mr Ryan Kearny, as far as they remain board members of the company, for indemnification for damages and expenses incurred in any action or proceeding arising out of her actions in her capacity as Board Member.
— Conditions

The insurance policy provides indemnification to the beneficiary, in particular for reasonable and necessary expenses (including attorneys’ fees) incurred in the context of an investigation, for the purposes of their defense, their testimony or their participation (including appeal) to any legal action, procedure, alternative dispute resolution mechanism, or hearing; as well as the beneficiary’s indemnification for fines and penalties incurred, any federal, state, local or foreign tax imposed on the beneficiaries.

It is mentioned that the insurance policy (D&O insurance) amounts to USD 2,400,000 for the period from July 29th 2020 to July 28th 2021.

— Reasons justifying why the Company benefits from this agreement

Your Board of Directors authorized the conclusion of this agreement during its meeting dated November 17, 2020 and motivated the benefits of this agreement for the Company with the extent of the obligations and personal liability incurred by the directors and officers of the company under American securities laws, and the fact that these regulations are much more restrictive than under French law.

Agreements authorized and entered into after the past financial year

We hereby inform you that we have been notified of no agreement entered into after the year ended December 31, 2020 and subject to the prior approval of the Board of Directors.
Agreements previously approved by the Annual General Meeting

In accordance with Article R. 225 - 30 of the French Commercial Code (Code de commerce), we have been notified that the implementation of the following agreement, which was approved by the Annual General Meeting in prior years, continued during the year ended December 31, 2020.

**Indemnification Agreement with Ms. Christal Bemont Managing Director and Board member and Ms Elizabeth Fetter, Board member**

Considering the extent of the obligations and personal liability incurred by the directors and officers of the company under American securities laws, and the fact that these regulations are much more restrictive than under French law, the Company wished to provide an insurance indemnification for any financial consequences incurred in any action or proceeding arising out of her actions in her capacity as Managing Director and Board member.

These agreements, previously authorized by the Board of Directors dated January 2 and 8, 2020, have been approved.

Paris La Défense, on the 30 April 2021

Paris, on the 30 April 2021

The Statutory Auditors

French original signed by

Stéphanie Ortega  Bertrand Vachon  Denis Morael

*Partner  Partner  Partner*