

This report is a free translation of the French version of the report dated June 16th, 2021

Talend SA

Public limited company (*société anonyme*) with share capital of €2,608,210.56
484 175 252 Nanterre's Trade and Companies Register
5-7, rue Salomon de Rothschild - 92150 Suresnes (France)

Talend SAS

Public limited company (*société par actions simplifiée*) with a share capital of €2
852 579 184 Nanterre's Trade and Companies Register
5-7, rue Salomon de Rothschild - 92150 Suresnes (France)

Report of the demerger appraiser responsible for assessing the value of the contribution

Demerger by **TALEND SA** to the benefit of **TALEND SAS**

General meeting of shareholders of July 26, 2021

Grant Thornton

SAS [Simplified joint-stock company] of Chartered accountants and Auditors
with a share capital of €2,297,184 - registered with the Paris Ile-de-France region and
member of the *Compagnie régionale de Versailles* [Versailles Regional Auditors' Association]
Nanterre's Trade and Companies Register 632 013 843

29 Rue du Pont
92200 Neuilly-sur-Seine (France)

To the shareholders,

In furtherance of the mission entrusted to us by order of the President of the Commercial Court of Nanterre dated April 27, 2021, concerning the demerger by **TALEND SA** to the benefit of **TALEND SAS**, we have prepared this report on the value of the contributions provided for in Articles L.236-10 and L.225-147 of the French Commercial Code. In a separate report, we include our opinion on the consideration for the contributions.

The net assets contributed were determined in the draft demerger agreement (hereinafter the “**Contribution Agreement**”) signed by the representatives of the companies concerned on June 15 2021. It is up to us to express a conclusion on the fact that the value of the contributions is not overstated.

To this end, we have carried out our procedures according to the professional doctrine of the *Compagnie nationale des commissaires aux comptes* [National Auditors' Association] applicable to this undertaking. This professional doctrine requires the implementation of procedures intended to assess that the value of the contributions is not overstate and to verify that it corresponds at least to the nominal value of the shares to be issued by **TALEND SAS**, beneficiary of the contributions, and, if applicable, the share premium.

As our engagement terminates with the filing of this report, we are not liable to update this report in consideration of the facts and circumstances subsequent to its date of issue. Our reports are provided for by the provisions of the French Commercial Code on the duties of the demerger appraiser and are intended for persons covered by French law. They meet the requirements of this regulation but not those of the Dutch and US regulations. Our work is not intended to meet the requirements of these regulations, even though our reports would be brought to the attention of the parties involved in the transaction.

At no time did we find ourselves in one of the cases of incompatibility, prohibition or forfeiture provided for by law.

Please find below our findings and our conclusion presented in the following order:

- 1. Presentation of the transaction and description of contributions**
- 2. Performed procedures and assessment of the value of contributions**
- 3. Summary – Key Points**
- 4. Conclusion**

1. Presentation of the transaction and description of contributions

1.1 Context of the transaction

On March 10, 2021, **TALEND SA** executed a memorandum of understanding (“**MoU**”) with Tahoe Bidco (Cayman) LLC, a company indirectly controlled by Thoma Bravo (“**Thoma Bravo**”), an investment fund specialising in the software and technology services sectors, by virtue of which Thoma Bravo undertakes, through a tender offer governed by US law and initiated by an affiliated company, to purchase with cash, under specific conditions, all the outstanding ordinary shares and American Depositary Shares (“**ADS**”) of **TALEND SA** for USD 66.00 per ordinary share and per ADS (each ADS representing one common share) (the “**US Offer**”).

The US Offer was initiated by Tahoe Bidco BV, a private limited liability company, organized under Dutch law, affiliated with Thoma Bravo and established in the form of a *besloten vennootschap, met beperkte aansprakelijkheid*, whose registered office is located in Amsterdam (Netherlands), registered with the Chamber of Commerce of the Netherlands under the number: 82130795 (“**Tahoe Bidco BV**”), within the meaning of the applicable texts and in accordance with the MoU, on June 11, 2021.

Subject in particular to the success of the US Offer, and in accordance with the MoU, it is contemplated to implement a reorganisation of the Talend group following the consummation of the US Offer (the “**Post-Offer Reorganisation**”), by way of the Demerger and the Merger in particular (as those terms are defined in the Demerger Agreement).

Thus, the parties have agreed that **TALEND SA** will contribute, according to the terms and under the conditions provided for in the Demerger Agreement, to **TALEND SAS** all the assets and liabilities, rights and obligations of any kind and other legal relationships related to its activity (the “**Business Branch**” or “**Demerger**”).

It is also envisaged, as part of the Post-Offer Reorganisation, that under the terms of a cross-border merger agreement concluded on the date of the Demerger Agreement between **TALEND SA** and Tahoe AcquireCo BV, a private limited liability company organized under Dutch law held by Tahoe Bidco BV (“**Tahoe AcquireCo BV**”) (the “**Merger Agreement**”), subject to the condition precedent, in particular, of the success of the US Offer and the completion of the Demerger, Tahoe AcquireCo BV and **TALEND SA** will carry out a cross-border merger in accordance with the provisions of Directive (EU) 2017/1132 of the European Parliament and of the Council of June 14, 2017 relating to certain aspects of corporate law under which Tahoe AcquireCo BV will receive all the assets and liabilities of **TALEND SA** by way of a universal succession of title (*transmission universelle de patrimoine*), and **TALEND SA** will cease to exist (the “**Merger**”).

On the date of the legal completion of the Post-Offer Reorganisation, **TALEND SAS** will be controlled by Tahoe AcquireCo BV.

It is in this context that the parties have approved the terms of the Merger Agreement in order to set the terms and conditions of the Merger.

1.2 Introduction of the parties

1.2.1 *TALEND SA, contributing company*

TALEND SA is a public limited company (*société anonyme*), whose registered office is located at 5-7, rue Salomon de Rothschild, 92150 Suresnes (France), registered with Nanterre's Trade and Companies Register under number 484 175 252.

Its share capital stands for €2,608,210.56 divided into 32,602,632 ordinary shares with a par value of €0.08, all shares being of the same category, fully paid up.

TALEND SA'S ADSs are admitted for trading on the National Association of Securities Dealers Automated Quotation (Nasdaq) Stock Market.

TALEND SA has implemented profit-sharing plans allowing its directors and/or employees to be awarded free shares and to subscribe to warrants for the subscription of business creator shares (*bons de souscription de parts de créateurs d'entreprise* (BSPCE)), stock subscription warrants (BSAs) and stock options. The list of these plans is attached as Schedule 1.1 (a) to the Draft Demerger Agreement.

Its share capital is likely to change between the date of this Demerger Agreement and the Completion Date (as defined in the Demerger Agreement), as a result of transactions relating to the allocation of free shares and the exercise of stock subscription warrants and stock options mentioned above.

TALEND SA also issued a loan outside of France governed by US law, through the issue of convertible bonds on September 13, 2019, of a principal total nominal amount of €125,000,000 and on September 24, 2019, of an additional total amount of €14,750,000 (the "**Issue of Convertible Bonds**").

As of the date of the Demerger Agreement, the contributing company has not issued or granted any securities, securities giving access or not to its capital or rights giving access to its capital, and more generally specific rights or special advantages other than those mentioned above.

TALEND SA has the following purpose, both in France and abroad, in accordance with the provisions of Article 3 of its articles of association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,

- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,
- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes

TALEND SA is a software publisher specialising in data integration. The company was founded in 2005 in Suresnes (France) and has administrative headquarters in Redwood City (California, US) and subsidiaries in North America, Europe and Asia, as well as a global network of technical and service partners. It provides software and services in the areas of data integration, data management, Master Data Management, data quality, data preparation and application integration, Big Data, and the Cloud.

During the financial year ended December 31, 2020, consolidated net revenue amounted to \$287 million, up by \$39.6 million compared to 2019, i.e. an increase of approximately 16%.

TALEND SA closes its accounts on December 31, each year, and publishes annual financial statements prepared in accordance with French GAAP, the consolidated financial statements being prepared in accordance with the IFRS reference as established by the “International Accounting Standards Board” as well as consolidated financial statements prepared in accordance with US GAAP.

1.2.2 TALEND SAS, beneficiary company

TALEND SAS is a simplified joint stock company (*société par actions simplifiée*), with its registered office at 5-7, rue Salomon de Rothschild, 92150 Suresnes (France). It is registered in the Nanterre's Trade and Companies Register under number 852 579 184 since May 18 2021.

The share capital of **TALEND SAS** is two euros divided into two ordinary shares with a par value of one euro each, fully paid up and all the same category.

TALEND SAS has not issued any bond or other securities giving access, directly or indirectly, to its capital. On the date of the Demerger Agreement, **TALEND SAS** did not grant any specific rights (other than the shares described above) or any specific benefits to the partners or any other holder of securities.

TALEND SAS has the following purpose both in France and abroad, in accordance with the provisions of Article 3 of its articles of association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,
- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,
- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes.

TALEND SAS is a subsidiary of **TALEND SA**.

Its financial year begins on January 1 and ends on December 31, of each year.

1.2.3 Capital links between the parties

TALEND SA currently owns all of the share capital of **TALEND SAS**. **TALEND SAS** does not hold any share in **TALEND SA**.

1.2.4 Common officers between the parties

TALEND SA, the contributing company, and **TALEND SAS**, the beneficiary company, have common directors, Ms Christal Bemont, Mr Benoît Dall'Alba, Mr Adam Meister and Ms Emilie Trailin.

1.3 General terms and conditions of the transaction

1.3.1 Reasons and purpose of the transaction

The Demerger by **TALEND SA** in favour of **TALEND SAS** is part of a reorganisation of the Talend Group, including in particular the Demerger and the Merger, which would be implemented in the event of success of the US Offer.

The Demerger is the first step of this reorganisation project and its objective, prior to the Merger, is to spin off the activities of **TALEND SA** to **TALEND SAS** in order to maintain the business, employees and assets of the Talend Group in their respective current countries (whether in France, the United States or any other country).

The Demerger will in fact be followed by the Merger, after which the contributing company will be absorbed by Tahoe AcquireCo BV. Tahoe AcquireCo BV would therefore wholly-own the share capital of **TALEND SAS**.

1.3.2 Essential characteristics of the contribution of assets

The terms and conditions of the Demerger are set out in detail in the Demerger Agreement.

They can be summarized as follows:

Effective date, ownership and enjoyment

In accordance with the provisions of Articles L. 236-4 and R. 236-1 of the French Commercial Code, it is specified that the Contribution will have a retroactive effect to January 1, 2021 (the “**Effective Date**”).

Consequently, the transactions carried out between the Effective Date and the Completion Date (as this term is described in the Demerger Agreement) by the contributing company, in the context of the operation of the net assets contribution, will be considered as being made on behalf of the beneficiary company.

TALEND SAS, from the Completion Date, will have full ownership of the property and will hold the rights contributed, comprising the Business Branch, including those that would have been omitted in the Demerger Agreement or in the accounting of the contributing company. In general, the beneficiary company will be subrogated, purely and simply, in all the various rights, proceedings, obligations and commitments of the contributing company insofar as these rights, obligations and commitments relate to the Business Branch. The beneficiary company agrees to take, as of the Completion Date, all assets and liabilities, rights and obligations of any kind and other legal relationships relating to the Business Branch in the state in which they are found and as taking the place of those designated in the Contribution Agreement. Thus, all increases, all new rights and investments, all general costs, all charges and expenses of any kind relating to the Business Branch born or incurred by the contributing company since the Effective Date will be borne by the beneficiary company.

Legal and tax regime applicable to the transaction

From the legal perspective, the parties have decided by mutual agreement to submit the Demerger to the legal regime for demergers (*apport partiel d'actif soumis au régime des scissions*) provided for in Articles L. 236-16 to L. 236-21 of the French Commercial Code, in accordance with the option offered to Article L. 236-22 of the French Commercial Code.

In terms of taxation, the demerger will be carried out under the favourable regime for mergers provided for in Article 210 A of the General Tax Code. The parties to the transaction intend to carry out the Demerger under the regime provided for in Article 816 of the French Tax Code, upon reference to Articles 817 and 817 A of said Code and Article 301 E of Appendix II of said Code. Consequently, the Demerger Agreement will be registered free of charge.

Conditions precedent

In accordance with the provisions of Article 7 of the Demerger Agreement, the demerger is subject to the fulfilment of the following conditions precedent:

- the completion of the American Offer and the subsequent offer period;
- the approval by the **TALEND SA** extraordinary general meeting of the Demerger, its valuation and its consideration;
- the approval by the sole shareholder of **TALEND SAS** of the Demerger of its valuation and its consideration.

The fulfilment of the conditions precedent described above and referred to in Article 7 of the Demerger Agreement must be carried out no later than six months from the completion of legal formalities related to the Merger as provided for in Article 16.2 of the Merger Agreement. Failing this, the Demerger Agreement will be automatically considered null and void, without there being any indemnity on either side.

1.4 Description and assessment of contributions

Method of assessing contributions

Pursuant to Article 6 of the Demerger Agreement and pursuant to ANC [French Accounting Standards Authority] Regulation No. 2017-01 of May 5, 2017, the assets and liabilities comprising the business branch will be contributed for their net book value as of the Effective Date, i.e. January 1, 2021.

Description of contributions

Under the terms of the Demerger Agreement, the contributed assets and assumed liabilities consist of all the assets and liabilities, rights and obligations of any kind and other legal relationships related to the Business Branch of **TALEND SA**, as they will exist on the transaction's Completion Date.

As indicated above, they will be contributed at book value on the Effective Date and are as follows on the basis of the annual financial statements as of December 31, 2020:

	Gross value (€)	Depreciation & Provisions (€)	Net value (€)
Non-current assets			
- Intangible assets	10 440 879 €	4 260 249 €	6 180 630 €
- Tangible assets	6 946 558 €	2 903 022 €	4 043 536 €
- Non-current financial assets	99 121 190 €	/	99 121 190 €
Current assets			
- Receivables	38 822 539 €	208 012 €	38 614 526 €
- Cash	72 871 658 €	/	72 871 658 €
- Other assets	15 749 297 €	/	15 749 296 €
Total amount of contributed assets	243 952 121 €	7 371 283 €	236 580 838 €

	Net value (€)
- Provisions	10 336 831 €
- Financial debts	149 110 331 €
- Trade payables	3 634 423 €
- Tax and social security debts	12 010 568 €
- Deferred income	37 563 004 €
- Other debts	545 300 €
- Unrealised exchange gains	1 389 325 €
Total amount of assumed liabilities	214 589 782 €

To determine the value of the net contributed assets, the value of the liabilities amounting to €214,589,782 should be subtracted from the value of the assets amounting to €236,580,838. Thus, the amount of net assets transferred by **TALEND SA** to **TALEND SAS** is valued at €21,991,056.

1.5 Remuneration of contributions

According to Schedule 10 of the Demerger Agreement, the consideration for the contributions was set on the basis of the fair values of the Contributions and the beneficiary company **TALEND SAS**.

Under the terms of the Contribution Agreement, the remuneration proposed in the context of this transaction has been set at €1,846,641. On these bases, **TALEND SA** shall be allocated 3,693,282 new shares, with a par value of €1 each, fully paid up, created by the increase in the capital of **TALEND SAS** in the amount of €3,693,282.

The difference between the contribution value, i.e. €21,991,056, and the amount of the capital increase of **TALEND SAS**, of €3,693,282, would constitute a share premium of €18,297,774 to which the rights of all shareholders would be based.

2. Formalities carried out and assessment of the value of contributions

2.1 Formalities

The purpose of our engagement is to inform the **TALEND SAS** shareholder of the value of the contributions granted to him/her by **TALEND SA**. Consequently, it does not fall under an audit engagement or a limited review engagement. It also does not imply the validation of the tax treatment applicable to the transaction. It cannot be treated as a due diligence engagement carried out for a lender or a buyer and does not include all the work necessary for this type of assignment. Our report therefore cannot be used in this context.

We have carried out the procedures that we have deemed necessary according to the professional doctrine of the *Compagnie nationale des commissaires aux comptes* [National Auditors' Association] applicable to this engagement, and in particular:

- we met with the managers of **TALEND SA** and the advisors in charge of the transaction, both to understand the context of the proposed contribution, and to analyse the economic, accounting, legal and tax terms;
- have been informed of the activities and markets in which **TALEND SA** operates;
- we reviewed the Contribution Agreement, signed on June 15 2021, as well as the addenda;
- we reviewed the memorandum of understanding (MoU) concluded on March 10, 2021, with Tahoe Bidco LLC, a company indirectly controlled by Thoma Bravo;
- we reviewed the terms of the US Offer initiated by Thoma Bravo concerning the shares of **TALEND SA**, which is expected to close on July 28, 2021;
- we examined the draft report of the President of **TALEND SAS** as well as the Report of the Board of Directors of **TALEND SA** as part of the extraordinary general meeting called to rule on the Demerger and the Merger;
- we reviewed the audited statutory and consolidated financial statements as of December 31, 2020 of **TALEND SA** and we have obtained the reports of the auditors on these statements, each of which includes a unqualified audit opinion;
- We acknowledged the unaudited interim situation of **TALEND SA** prepared as of March 31, 2021;
- we verified the value of the contributions, and assessed the possible impact of elements likely to affect ownership;

- we reviewed the unaudited consolidated income statement prepared according to US GAAP and published by **TALEND SA** for the 1st quarter of 2021;
- we analysed the valuation work of **TALEND SA** carried out by Qatalyst Partners, which gave an opinion on the fairness of the price proposed by Thoma Bravo as part of the US Offer;
- we reviewed the detailed 2021-2023 business plan for **TALEND SA** (extrapolated until 2030) prepared by its management and we met with the involved managers in order to assess the retained assumptions;
- we have ensured, until the date of this report, the absence of facts or events likely to cast doubt on the overall value of the contributions.

In order to assess the overall value of the contributions and therefore the amount of the net assets contributed, we relied on all the work that we carried out as part of our assessment of the consideration for the contributions, as described in our report relating to the consideration.

Finally, we obtained a representations letter from the management of **TALEND SA** which confirmed to us in particular the absence of events or facts likely to significantly affect the conditions of this transaction and the value of the Demerger.

2.2 Assessment of the contribution valuation method

The transaction consists of the demerger by **TALEND SA** of the Business Branch consisting of all the assets and liabilities associated with it, to the benefit of **TALEND SAS**.

In the case of a transaction involving companies under common control, the parties retained, as contribution values, in application of ANC Regulation No. 2017-01 of May 5, 2017, the net book values of the assets to be transferred, on the basis of those presented in the annual financial statements as of December 31, 2020, within the contributing company. Consequently, the assessment method that the parties have agreed to retain is appropriate.

It should be noted that the transaction is part of the context of the US Offer, which provides, in the event of success, for a reorganisation including the Demerger and the Merger. This Demerger is a restructuring operation resulting from this offer, the completion of which is specifically linked to its success.

2.3 Assessment of the value of the contributions taken individually and the value of the contributions taken as a whole

The net assets contributed were estimated on its Effective Date, i.e. January 1, 2021, at €21,991,056. The assets contributed and the liabilities assumed come from the financial statements of **TALEND SA** as of December 31, 2020. These annual financial statements, which were used as a basis for determining the balance sheet of the Demerger, were audited by the statutory auditors who issued a unqualified audit opinion.

It should be noted that **TALEND SA** is experiencing sustained business growth levels that is expected to be maintained over the forecast period as expected in its business plan for the years 2021 to 2030. However, it has not yet earned any profits and the management of **TALEND SA** anticipates negative earnings for **TALEND SA** for the interim period between January 1, 2021 and the Completion Date, which will reduce the value of the net assets contributed on the Completion Date.

In addition to the current losses related to the activity of **TALEND SA**, this interim income will also include the liabilities that will arise as a result of the conclusion of the US Offer and which will result in the creation of commitments for which **TALEND SAS** is responsible and likely to require a recapitalisation of its equity.

However, the value of the Demerger on the Completion Date does not include a provision for this interim loss due to the existing unrealised capital gains that are not included in the financial statements of **TALEND SA**. In fact, the actual value of **TALEND SA** is clearly much higher than its book value.

To assess the overall value of the contributions, we relied on the work that we carried out as part of our procedures as demerger appraiser, presented in our report on the consideration for the contributions.

In this context, we have in particular:

- been informed of the valuation approaches used by the parties to determine the fair value assigned to the Demerger;
- implemented our own multi-criteria valuation approaches based on the reference to the US Offer, on the market value of **TALEND SA** and on the discounting of future cash flows.

The results obtained by this work do not call into question the value retained for the Demerger.

3. Summary – Key Points

The net book value of **TALEND SA**'s contributions, which were determined by the parties, amounts to €21,991,056. This value is that shown in the annual financial statements as of December 31, 2020, prepared according to French GAAP and for which the statutory auditors of **TALEND SA** issued an unqualified audit opinion.

The reference to the price of the offer as well as the values resulting from the multi-criteria valuations carried out as part of our work result in values significantly higher than the book value retained as part of the Demerger. Consequently, our work does compromise its overall value.

This Demerger is part of the US Offer, the terms of which were the subject of an agreement executed on March 10, 2021, it being specified that the board of directors of **TALEND SA** recommended the operation in its meeting of April 29, 2021.

It should be noted that the success of the offer is conditioned, in particular, on the fact that Thoma Bravo can acquire 80% of the ordinary shares and of the ADS of **TALEND SA**.

4. Conclusion

On the basis of our work and on the date of this report, we consider that the value of the contributions amounting to €21,991,056 is not overstated and, consequently, it is at least equal to the amount of the share capital increase of the beneficiary company as well as the related share premium.

Neuilly-sur-Seine (France), on June 16 2021

The demerger appraiser
Grant Thornton
Member of Grant Thornton International

Christophe Bonte
Partner

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A société anonyme (limited company) with share capital of €2
852.579.184 Nanterre's Trade and Companies Register
5-7, rue Salomon de Rothschild - 92150 Suresnes (France)

Report of the demerger appraiser (*commissaire à la scission*) on the consideration for the contributions

Demerger by **TALEND SA** to the benefit of **TALEND SAS**

General Meeting of shareholders July 26, 2021

Grant Thornton

SAS [Simplified joint-stock company] of Chartered accountants and Auditors
With a share capital of €2,297,184 - registered with the Ordre de la région Paris Ile-de-France and member of the Compagnie régionale de Versailles - 632 013 843 Nanterre's Trade and Companies Register

29, rue du Pont
92200 Neuilly-sur-Seine (France)

To the shareholders,

In accordance with the assignment entrusted to us by order of the President of the Nanterre Commercial Court on April 27, 2021, concerning the demerger, subject to the legal regime for demergers by **TALEND SA** to the benefit of **TALEND SAS**, we have prepared this report on the consideration for the contributions provided for in Articles L.236-10, L.236-16 and L.236-22 of the French Commercial Code, it being specified that our assessment of the value of the contributions is the subject of a separate report.

The consideration for contributions was set out in the draft demerger agreement (hereinafter, the "**Demerger Agreement**") signed by **TALEND SA** and **TALEND SAS** on June 15, 2021. It is our responsibility to express a conclusion on the fairness of the proposed consideration for the contributions.

To this end, we conducted our procedures in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* applicable to this assignment. These professional standards require the implementation of the procedures, on the one hand, to verify that the relative values allocated to the contributed net assets and the shares of the company receiving the contribution are relevant and, on the other hand, to analyze the relation of the proposed consideration to the relative values deemed relevant.

As our engagement terminates with the filing of the report we are not liable to update this report in consideration of the facts and circumstances subsequent to its date of issue. Our reports are governed by the provisions of the French Commercial Code on the engagement of the demerger appraiser and are intended for the persons covered by French law. They meet the requirements of this regulation, but neither those of the Dutch or US regulations. Our work is not intended to meet the requirements of these regulations, even if our reports are brought to the attention of the parties concerned by the transaction.

At no time have we found ourselves in one of the cases of incompatibility, prohibition or forfeiture provided for by law.

Please find below our findings and conclusions presented in the following order:

1. **Presentation of the transaction and description of the contributions**
2. **Due diligence and assessment of the consideration for contributions**
3. **Conclusion**

1. Presentation of the transaction and description of the contributions

1.1 Context of the transaction

On March 10, 2021, **TALEND SA** has signed a memorandum of understanding ("**MoU**") with Tahoe Bidco (Cayman), LLC, a company indirectly controlled by Thoma Bravo ("**Thoma Bravo**"), an investment fund specializing in software and technology services, under which Thoma Bravo undertakes, through a tender offer governed by US law and initiated by an affiliate, to purchase with cash, under certain conditions, all outstanding ordinary shares and American Depositary Shares ("**ADS**") of Talend SA for USD 66.00 per ordinary share and per ADS (each ADS representing a common share) (the "**US Offer**").

The US Offer was initiated by Tahoe Bidco B.V., a Dutch private limited company affiliated with Thoma Bravo and established in the form of a *besloten vennootschap met beperkte aansprakelijkheid*, whose registered office is located in Amsterdam, Netherlands, registered with the Dutch Chamber of Commerce under number 82130795 ("**Tahoe Bidco B.V.**"), within the meaning of the applicable texts and in accordance with the MoU, on June 11, 2021.

Subject to, *inter alia*, the success of the US Offer, and in accordance with the MoU, it is planned to implement a project to reorganize the Talend group following the consummation of the US Offer (the "**Post-Offer Reorganization**"), notably through the Demerger and Merger (as those terms are defined in the Demerger Agreement).

Accordingly, the parties have agreed that **TALEND SA** will contribute, under the terms and conditions provided for in the Demerger Agreement, to **TALEND SAS** all assets and liabilities, rights and obligations of any kind and other legal relationships relating to its activity (the "**Business Branch**" or "**Demerger**").

It is also contemplated, as part of the Post-Offer Reorganization, that under a cross-border merger agreement concluded on the date of the Demerger Agreement between **TALEND SA** and Tahoe AcquireCo B.V., a private limited liability company under Dutch law owned by Tahoe Bidco BV ("**Tahoe AcquireCo B.V.**") (the "**Merger Agreement**"), subject in particular to the success of the US Offer and the completion of the Demerger, Tahoe AcquireCo B.V. and **Talend SA** will carry out a cross-border merger in accordance with the provisions of Directive (EU) 2017/1132 of the European Parliament and of the Council of June 14, 2017, relating to certain aspects of company law under which Tahoe AcquireCo B.V. will receive all the assets and liabilities of **TALEND SA** by means of a universal succession of title (*transmission universelle de patrimoine*).

On the date of the legal completion of the Post-Offer Reorganization, **Talend SAS** will be controlled by Tahoe AcquireCo BV.

It is in this context that the parties adopted the Demerger Agreement in order to establish the terms and conditions of the Demerger.

1.2 Presentation of the parties

1.2.1 *TALEND SA, contributing company*

TALEND SA is a public limited company (*société anonyme*) whose registered office is located at 5-7, rue Salomon de Rothschild, 92150 Suresnes, registered with the Nanterre's Trade and Companies Register under number 484 175 252.

Its share capital is €2,608,210.56 divided into 32,602,632 ordinary shares with a par value of 0.08 euros each, all shares being of the same category and fully paid up.

TALEND SA'S ADSs are admitted to trading on the National Association of Securities Dealers Automatic Quotation System (Nasdaq) Stock Market.

TALEND SA has put in place incentive plans to enable its managers and/or employees to be awarded free shares and subscribe to warrants for the subscription of business creator shares (*bons de souscription de parts de créateurs d'entreprise* (BSPCE)), stock subscription warrants (BSAs) and stock options. The list of these plans is attached in Appendix 1.1 (a) of the Draft Demerger Agreement.

Its share capital is subject to change between the date of this Demerger Agreement and the Completion Date (as defined in the Demerger Agreement), as a result of transactions relating to the allocation of free shares and the exercise of stock subscription warrants and stock options mentioned above.

TALEND SA also issued a loan outside France governed by US law through the issue of convertible bonds on September 13, 2019, with an overall principal nominal amount of 125,000,000 euros and September 24, 2019, for an overall additional amount of €14,750,000 (the "**Issue of Convertible Bonds**").

At the date of the Demerger Agreement, the contributing company has not issued or granted any securities, securities giving access to its capital or rights giving access to its capital, and more generally special rights or special benefits other than those mentioned above.

The purpose of **TALEND SA** is, in both France and abroad, in accordance with the provisions of Article 3 of its Articles of Association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,
- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,

- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes.

TALEND SA is a software company specializing in data integration. The company was founded in 2005 in Suresnes and has an administrative headquarters in Redwood City, California, and subsidiaries in North America, Europe and Asia, as well as a global network of technical and service partners. It provides software and services in the fields of data integration, data management, master data management, data quality, data preparation and application integration, big data, cloud.

For the year ended December 31, 2020, consolidated revenue was \$287 million, up \$39.6 million compared to 2019, an increase of approximately by 16%.

TALEND SA closes its financial statements on December 31, each year, and publishes annual financial statements prepared in accordance with French GAAP and consolidated financial statements prepared in accordance with IFRS as prepared by the *International Accounting Standards Board* and consolidated financial statements prepared in accordance with US GAAP.

1.2.2 **TALEND SAS, beneficiary company**

TALEND SAS is a simplified joint stock company (*société par actions simplifiée*) whose registered office is located at 5-7, rue Salomon de Rothschild, 92150 Suresnes. It is registered with the Trade and Companies Register of Nanterre under number 852 579 184 since May 18, 2021.

TALEND SAS's share capital is two euros divided into two ordinary shares with a par value of one euro each, fully paid up and all of the same category.

TALEND SAS has not issued any bonds or other securities giving access, either directly or indirectly, to its capital. At the date of the Demerger Agreement, **TALEND SAS** has not granted any special rights (other than the shares described above) or special benefits to the partners or any other holder of securities.

The purpose of **TALEND SAS** is, in both France and abroad, in accordance with the provisions of Article 3 of its Articles of Association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,
- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,
- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes

TALEND SAS is a subsidiary of **TALEND SA**.

Its financial year begins on January 1 and ends on December 31 of each year.

1.2.3 *Capital ties between the parties*

TALEND SA, the contributing company, currently owns all of the share capital of **TALEND SAS**, the beneficiary company. **TALEND SAS** does not own any share capital in **TALEND SA**.

1.2.4 *Directors in common of the parties*

TALEND SA and **TALEND SAS** have directors in common, such as: Christal Bemont, Benoît Dall'Alba, Adam Meister and Emilie Trailin.

1.3 **General terms and conditions of the transaction**

1.3.1 *Reasons and purpose of the transaction*

The Demerger by **TALEND SA** to **TALEND SAS** is part of a planned restructuring of the Talend group, including in particular the Demerger and Merger, which would be implemented in the event of the success of the US Offer.

The Demerger is the first step in this restructuring project and aims, prior to the Merger, to transfer all of **TALEND SA**'s activities to its subsidiary, **TALEND SAS**, to maintain the activities, employees and assets of the Talend group in their respective countries (whether in France, the United States or any other country).

The Demerger will be followed by the Merger, following which the contributing company will merge with and into Tahoe AcquireCo B.V. which would therefore own all of the share capital of **TALEND SAS**.

1.3.2 Key features of the partial contribution of assets

The terms and conditions for the Demerger are set out in detail in the Demerger Agreement.

They can be summarized as follows:

Effective date, ownership and enjoyment

In accordance with the provisions of Articles L. 236-4 and R. 236-1 of the French Commercial Code, it is specified that the Demerger will have retroactive effect to January 1, 2021 (the "**Effective Date**").

As a result, transactions carried out between the Effective Date and the Completion Date (as described in the Demerger Agreement) by the contributing company, as part of the operation of the information transmitted, will be automatically considered as carried out on behalf of the beneficiary company.

As of the Completion Date, **TALEND SAS** will have full ownership of the property and will hold the rights contributed, comprising the Business Branch, including those that have been omitted in the Demerger Agreement or in the accounts of the contributing company. In general, the beneficiary company will be subrogated, purely and simply, in all rights, shares, obligations and other legal relationships of the contributing company insofar as these rights, obligations and legal relationships relate to the Business Branch. The beneficiary company agrees to take, as from the Completion Date, all assets and liabilities, rights and obligations of any kind and other legal relationships relating to the Business Branch as is and representing those designated in the Demerger Agreement. Accordingly, any new increases, rights and investments, overheads and expenses relating to the Business Branch arising or incurred by the contributing company since the Effective Date will be the responsibility of the beneficiary company.

Legal and tax regime applicable to the transaction

In legal terms, the parties agreed by mutual agreement to submit the Demerger to the legal regime for demergers provided for in Articles L. 236-16 to L. 236-21 of the French Commercial Code, in accordance with the option offered in L. 236-22 of the French Commercial Code.

From a tax standpoint, the partial contribution of assets will be placed under the preferential merger regime provided for in Article 210 A of the French General Tax Code in terms of corporate tax. The parties to the transaction intend to place the Demerger under the regime provided for in Article 816 of the French General Tax Code, by reference to Articles 817 and 817 A of that Code and 301 E of Appendix II to that Code. As a result, the Demerger Agreement will be registered free of charge.

Conditions precedent

In accordance with the provisions of Article 7 of the Demerger Agreement, the contribution is subject to the following conditions precedent:

- the completion of the US Offer and the subsequent offer;
- the approval by the extraordinary general meeting of **TALEND SA** of the Demerger, its valuation and consideration;
- the approval by the sole shareholder of **TALEND SAS** of the Demerger of its valuation and consideration.

The fulfillment of the conditions precedent described above and referred to in Article 7 of the Demerger Agreement must be carried out no later than six months from the completion of the legal publications related to the Merger as provided for in Article 16.2 of the Merger Agreement. In case of default, the Demerger Agreement will be automatically considered null and void, without damages due from either side.

1.4 Description and evaluation of contributions

Method for valuing contributions

Pursuant to Article 6 of the Demerger Agreement and pursuant to ANC Regulation No. 2017-01 of May 5, 2017, the assets and liabilities comprising the Business Branch will be contributed at their net book value on the Effective Date, namely January 1, 2021.

Description of the contributions

Under the Demerger Agreement, the assets contributed and liabilities assumed consist of all assets and liabilities, rights and obligations of any kind and other legal reports related to the Business Branch, as they will exist on the Completion Date of the transaction.

Thus, the amount of the net assets transmitted by **TALEND SA** to **TALEND SAS** was valued on the basis of its book value for an amount of €21,991,056 on the Effective Date.

1.5 Consideration for contributions

According to Appendix 10 of the Demerger Agreement, the consideration for contributions was determined on the basis of actual values of the Demerger and the beneficiary company **TALEND SAS**.

Under the Demerger Agreement, the fair value of the Demerger has been set at €1,846,641. On these basis, **TALEND SA** will be awarded 3,693,282 new shares, with a nominal value of €1 each, fully paid up, created by the share capital increase of **TALEND SAS** in the amount of €3,693,282.

The difference between the contribution value of €21,991,056 and the amount of the share capital increase of **TALEND SAS** of €3,693,282 would constitute a share premium of €18,297,774 on which the rights of Talend SAS' shareholders would be based.

2. Due diligence and assessment of the consideration for contributions

2.1 Work performed

Our engagement is not an audit or a limited review. It also does not imply the validation of the tax regime applicable to the transaction. It cannot be considered as a due diligence assignment carried out for a lender or acquirer and does not include all the work necessary for this type of assignment. Our report cannot therefore be used in this context.

We performed the procedures that we considered necessary, in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* for the purpose of:

- on the one hand, verifying that the relative values allocated to the contributed net assets and the shares of the beneficiary company are relevant;
- on the other hand, analyzing the proposed consideration for the relative values deemed relevant.

In this context, we carried out the following procedures:

- we met with **TALEND SA'S** managers and their advisors in charge of the transaction, both to understand the context of the proposed contribution, and to analyze the economic, accounting, legal and tax terms of the operation;
- reviewed the activities and markets in which **TALEND SA** operates;
- we examined the Demerger Agreement, signed on June 15, 2021, as well as its addenda;
- we examined the Memorandum of Understanding (MoU) concluded on 10 March 2021 with Tahoe Bidco LLC, a company indirectly controlled by Thoma Bravo;
- we examined the draft report of the President of **TALEND SAS** and the Report of the Board of Directors of **TALEND SA** intended for the extraordinary general meeting called to approve the Demerger and Merger;
- we reviewed the audited consolidated financial statements as of December 31, 2020, of **TALEND SA** and obtained the statutory auditors' reports on these financial statements, each of which with an unqualified opinion;
- we examined the consolidated income statement drawn up in US GAAP and published by **TALEND SA** for Q1 2021;
- we analyzed evaluation work on **TALEND SA** carried out by Qatalyst Partners, which provided an opinion on the fairness of the price proposed by Thoma Bravo as part of the US Offer;
- we examined the historical share price of **TALEND SA**;

- we reviewed the terms of the US Offer initiated by Thoma Bravo on the shares of **TALEND SA**, which is expected to close on July 28, 2021;
- we reviewed the detailed 2021-2023 business plan of **TALEND SA** (extrapolated until 2030) drawn up by its management and we met with the relative managers in order to assess the retained assumptions;
- we examined the valuation methods used by the parties as part of the approach used to determine the value of the Demerger and that of the beneficiary company;
- we implemented alternative valuation approaches as we deemed appropriate to assess the value of **TALEND SA**.

We also relied on the work we carried out as demerger appraiser responsible for assessing the value of the proposed Demerger. We obtained a representations letter from **TALEND SA**'s management confirming the significant statements taken into consideration in the course of our engagement.

2.2 Verification of the relevance of the relative values allocated to the Demerger and the shares of the beneficiary company

According to Schedule 10 of the Demerger Agreement, the consideration for contributions was determined on the basis of the actual values of the Demerger and the beneficiary company **TALEND SAS**.

2.2.1 Value awarded to the Talend SAS share

TALEND SAS is a company without activity created on July 18, 2019. The two shares comprising its share capital were valued at their equity value based on an accounting position as of June 10, 2021, that is €500 each.

2.2.2 Value attributed to the Demerger

According to Schedule 10 of the Demerger Agreement, the actual value of the Demerger was set by the parties at €1,846,641 by reference to the price offered under the US Offer.

This offer was subject to an fairness analysis by Qatalyst Partners on March 9, 2021, which implemented a multi-criteria assessment approach. This consisted of:

- constructing a discounted cash flow model ("DCF") which, based on sensitivity analyses, is used to estimate a range of current values of **TALEND SA** shares;
- calculating stock market multiples based on the stock market values of a sample of listed companies deemed close to **TALEND SA** in particular in terms of economic model and financial performance;
- calculating transactional multiples, using prices relative to actual and expected revenue observed over the last 10 years in the context of acquisitions of companies deemed sufficiently close to **TALEND SA** in terms of business, size and expected growth.

The US Offer, due to close on July 28, 2021, was initiated by Thoma Bravo and its detailed terms and conditions are contained in the MoU. In particular, they provide for an offer price of \$66,00 per ordinary share and per ADS.

Its completion is subject to a threshold of 80% of the securities comprising the share capital of **TALEND SA**. In the context of this transaction, it constitutes an essential valuation reference for the following reasons:

- It reflects a market value resulting from negotiations between independent parties with an acquirer, selected following a competitive process, who has carried out its own *due diligence*.
- It is the subject of an opinion by Qatalyst Partners, which has considered it fair from a financial perspective to shareholders and holders of ADS in **TALEND SA**.
- On May 5, 2021, **TALEND SA** issued a press release announcing in particular that the Board of Directors unanimously considered that the offer proposed by Thoma Bravo was in line with the objectives of Talend and promoted them, and that it was in the best interests of **TALEND SA**, its employees and its shareholders.

2.2.3 Implementation of an alternative valuation approach

To assess the value of **TALEND SA** above the reference price of the US Offer, we implemented our own multi-criteria valuation approach.

Approaches adopted

As a principal matter, we have selected two valuation approaches:

- reference to the share price of **TALEND SA**;
- and a method of calculating the sum of future cash flows discounted at the company's cost of capital.

Share price criterion

The share price of **TALEND SA** is a relevant valuation benchmark when it results from transactions in an active market (the Nasdaq), the liquidity of the security is satisfactory and the Company is monitored by several analysts.

The US Offer price features a premium:

- of 29% compared to the share price of **TALEND SA** on the eve of the announcement of the US Offer;
- in the range between 22 and 81% compared to averages (weighted by transaction volumes) calculated over periods of 1 month, 3 months, 6 months, 12 months and 24 months before the announcement of the US Offer.

Estimate of the Enterprise Value by DCF

The DCF method was particularly suitable for the evaluation of **TALEND SA**:

- This is a recent and non-mature company with the following characteristics: high past and expected growth and recent negative operating results due to costs incurred in developing the software solution, building the necessary structure and "winning" new customers;
- Given that its management has built forecasts based on best estimates of the three-year revenue and operating costs.

Two scenarios have been developed by us, based on the two future cash flow trends envisaged by the company's management for 2021-2023 ("**Explicit Horizon**"):

- The first trend expects revenue growth of more than 20% over 3 years (CAGR) and the achievement of an Ebit of nearly 10% in 2023 compared to a negative *EBITDA* expected of nearly -7% in 2021 ("**BPC 1**", in particular, reflecting a fully successful transition assumption of the company's "**Cloud**" offering);
- The second trend shows revenue growth of more than 18% over 3 years (CAGR) and the achievement of an Ebit of nearly 2% in 2023 ("**BP Case 2**", taking into account the adoption of the Company's new offers by the market less quickly than expected in BP Case 1 and additional development costs).

Given the company's characteristics (recent creation, importance of the development and marketing of a software solution appreciated by the market), a long-term extrapolation period of the two trends of the management's business plan appeared necessary (a 12-year extrapolation period was thus modelled by us).

The BP Case 1 was extrapolated on the basis of a linear convergence of the company's performance expected in 2023 towards the achievement of a normative cash flow, determined as follows:

- Annual growth of flows of 2.2%, determined using an estimate of the long-term inflation rate in USD (the currency in which the projections were established);
- Standard Ebit rate set at 30% by reference to the typical performance of a sample of listed companies whose large part of the business consists of the development and marketing of software solutions (IBM, Microsoft Corporation, Oracle Corporation, SAP);
- Fixed capital investment rate ("**Capex**") and working capital requirement ("**WCR**") also set in light of the typical ratios of the sample of mature listed companies mentioned above.

The BP Case 2 was extrapolated on the basis of similar modelling principles, with the exception of the normative Ebit rate, which was, in this trajectory, set by reference to the long-term average rate expected by the analyses following **TALEND SA** (22%).

The cash flows thus obtained (for each of the two trajectories) were:

- Adjusted to take account of the policy for allocating "dilutive" instruments to management and employees (from 2025 only, provided that the effect of instruments issued at maturity and 2021-2024 maturities have been included in the Company's net debt);
- Discounted on the basis of the discount rate of 10.6% respectively for the DCF built from the BP Case 1 ("**DCF Case 1**") and 9.1% for the "DCF based on the BP Case 2" ("**DCF Case 2**");
 - o These rates have been estimated based on the company's weighted average cost of capital ("**CMPC**"), estimated on the basis of US market parameters and market and financial data from a sample of listed companies that are sufficiently close to Talend (participant in the "Software" sector, which is currently experiencing low or even negative *Ebit* margins);
 - o The rate applicable to the DCF Case 1 was increased, at the cost of equity level, by an additional premium of 1.5% intended to capture the ambitious nature of the forecasts used.

Net debt and debt-like items

TALEND SA's net debt was calculated using the IFRS consolidated accounting data as of March 31, 2021.

The following elements were also taken into account:

- Amount of cash to be paid to holders of Convertible Bonds, due to the "Fundamental Change" within the meaning of the Indenture that the success of the US Offer would constitute;
- Treasury rights granted as part of the US Offer to management and employees of the company with dilutive instruments subject to performance or services (in accordance with the terms and conditions provided for in the MoU);
- Effect, on cash, of the potential conversion of Stock Options held by Management and employees (i.e. dilutive instruments no longer being, on the day of the US Offer, conditional on performance or services).

Rejected approaches

Revenue multiple adjusted for future growth

It should be noted in advance that only revenue multiples can be used due to expected short-term negative EBITDA and *Ebit*.

This first approach is to calculate a revenue multiple adjusted for future growth. It has been implemented for each of the two expected trends, based on financial data (i.e. market capitalization,

recent net debt and three-year forecasts) of the sample of listed companies used for the purpose of calculating the Company's discount rate (see below).

The values resulting from this approach have been disregarded, as long as:

- The listed companies used have significant differences in size;
- Their sales multiples potentially reflect long-term growth potentially higher than **TALEND SA**, whose share price on the eve of the announcement of the US Offer shows a multiple of 5.2 times 2021 turnover, significantly lower than the sample of listed companies used).

Other revenue multiples (unadjusted stock exchange and transactions)

Two other analogous approaches were implemented but rejected:

- Use of the median revenue multiple 2021 (unadjusted) of listed companies already used to estimate the discount rate and adjusted revenue multiple;
- Use of the (unadjusted) revenue multiple observed on a panel of transactions carried out over the past 3 years on companies specializing in software development;

These methods are presented for information purposes because they present the biases already identified as part of the adjusted revenue-multiple approach and do not consider the expected growth differences.

2.2.4 Summary of observed results

In summary, these analyses result in the following results

		Value of the Contribution	Selected approaches*			Discarded approaches*			
		Tender Offer	Market Capitalization	DCF "Case 1" "Case 2"		EV/Revenue (public)	EV/Revenue growth adjusted "Case 1" "Case 2"		EV/Revenue (transactions)
Equity value	Millions of €	1 832	1 424	1 397	1 063	1 858	2 342	1 904	1 760
Number of shares	Millions of shares	33,8	33,8	33,8	33,8	33,8	33,8	33,8	33,8
Value per share	€	54,1	42,1	41,3	31,4	54,9	69,2	56,3	52,0
Exchange rate	€ for 1 USD	0,82	0,82	0,82	0,82	0,82	0,82	0,82	0,82
Value per share	USD	66,0	51,3	50,3	38,3	66,9	84,4	68,6	63,4

*Central values obtained by valuation approach

This is greater than the values derived from the valuation approaches used as a principal measure. Therefore, the additional work we have carried out does not call into question the value used as a contribution to **TALEND SA** in the context of this transaction.

2.3 Assessment of the fairness of the consideration for contributions

We performed the procedures that we considered necessary by reference to the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* in order to assess the fairness of the consideration for the contributions. In particular, we relied on the work described above that we implemented to verify the relevance of the relative values attributed to the Business Branch contributed and the shares of the beneficiary company.

As mentioned above, we did not identify any elements likely to call into question the values used in the Demerger Agreement. Based on the values used according to the approach set out above, the number of shares in **TALEND SAS** to be issued in return for the Demerger granted by **TALEND SA** amounted to 3,693,282 shares.

As **TALEND SAS** is directly owned by **TALEND SA**, this Demerger transaction is therefore of an internal nature. It should be noted that, regardless of the economic value that would have been attributed to the Demerger, the ownership percentage would remain unchanged, or 100%, at the end of the demerger.

We would like to draw your attention to the fact that this transaction is, however, subject to the success of the US Offer and the achievement of a threshold of 80% of the ordinary shares and **TALEND SA's** ADS.

3. Conclusion

Based on our work, we believe that the proposed consideration for the contribution leading to the issue of 3,693,282 new shares of **TALEND SAS**, as decided by the parties, is fair.

Neuilly-sur-Seine, June 16, 2021

The demerger appraiser

Grant Thornton
Member of Grant Thornton International

Christophe Bonte
Partner

This report is a free translation of the French version of the report dated June 16th, 2021

Talend SA

Public limited company (*société anonyme*) with share capital of €2,608,210.56

484 175 252 Nanterre's Trade and Companies Register

5-7, rue Salomon de Rothschild - 92150 Suresnes (France)

Tahoe AcquireCo BV

Private limited liability company (*Besloten vennootschap met beperkte aansprakelijkheid*) with share capital of €80

82430608 Netherlands Chamber of Commerce

88 Herikerbergweg (1101 CM) - Amsterdam (Netherlands)

Report of the merger appraiser responsible for assessing the value of the contribution

Merger of **TALEND SA** with **TAHOE ACQUIRECO BV**

General Meeting of shareholders July 26, 2021

Grant Thornton

SAS [Simplified joint-stock company] of Chartered accountants and Auditors

with share capital of €2,297,184 - registered with the Paris Ile-de-France region and

member of the *Compagnie régionale de Versailles* [Versailles Regional Auditors' Association] – Nanterre's Trade and Companies Register
632 013 843

29 Rue du Pont
92200 Neuilly-sur-Seine (France)

To the shareholders:

In furtherance of the engagement entrusted to us by order of the President of the Commercial Court of Nanterre dated April 27, 2021, concerning the merger by absorption of **TALEND SA** (hereinafter “**TALEND SA**” or “**Absorbed Company**”) by the company organized under Dutch law **TAHOE ACQUIRECO BV** (hereinafter “**TAHOE ACQUIRECO BV**” or “**Absorbing Company**”), we have prepared this report on the value of the contributions provided for by Section L 225-147 of the French Commercial Code, it being specified that our assessment of the consideration for the contributions is the subject of a separate report.

The net assets contributed by **Talend SA** to **TAHOE ACQUIRECO BV** were determined, provisionally and approximately, in the joint draft of the cross-border merger plan (hereinafter the “**Merger Plan**”) signed by the representatives of the companies concerned on June 15 2021. It was drawn up in three languages: French, English and Dutch.

It is our responsibility to express a conclusion on the fact that the contributions are not overvalued. To this end, we have carried out our procedures according to the professional doctrine of the *Compagnie nationale des commissaires aux comptes* [National Auditors' Association] applicable to this undertaking. This professional doctrine requires the implementation of procedures intended to assess the value of the contributions, ensure that it is not overvalued and verify that it corresponds at least to the nominal value of the shares to be issued by the Absorbing Company, plus, the merger premium.

As our engagement terminates with the filing of the report, we are not liable to update this report to consider the facts and circumstances subsequent to its date of signature. Our reports are provided for by the provisions of the French Commercial Code on the duties of the merger appraiser and are intended for the persons covered by French law. They meet the requirements of this regulation but not those of the Dutch and US regulations. Our work is not intended to meet the requirements of these regulations, even though our reports would be brought to the attention of the parties involved in the transaction.

At no time did we find ourselves in one of the cases of incompatibility, prohibition or forfeiture provided for by law.

Please find below our findings and our conclusion presented in the following order:

1. **Presentation of the transaction and description of contributions**
2. **Work performed and assessment of the value of contributions**
3. **Summary – Key Points**
4. **Conclusion**

1. Presentation of the transaction and description of contributions

1.1 Context of the transaction

On March 10, 2021, **TALEND SA** signed a memorandum of understanding (“**MoU**”) with Tahoe Bidco (Cayman) LLC, a company indirectly controlled by Thoma Bravo (“**Thoma Bravo**”), an investment fund specialising in the software and technology services sectors, under which Thoma Bravo undertakes, through a tender offer governed by US law and initiated by an affiliated company, to purchase with cash, under specific conditions, all of the outstanding ordinary shares and *American Depositary Shares* (“**ADS**”) of **TALEND SA** for an USD 66.00 per common share and per ADS (each ADS representing one common share) (the “**Offer**”).

The Offer was initiated by Tahoe Bidco B.V., a private limited liability company, organized under Dutch law, affiliated with Thoma Bravo and established in the form of a *besloten vennootschap, shall beperkte aansprakelijkheid*, whose registered office is located in Amsterdam, the Netherlands, registered with the Chamber of Commerce of the Netherlands under the number: 82130795 (“**Tahoe Bidco BV**”), within the meaning of the applicable texts and in accordance with the MoU, on June 11, 2021.

Tahoe AcquireCo BV is a subsidiary wholly owned by Tahoe Bidco BV.

The MoU was contributed to the Tahoe Bidco B.V. by contribution agreement dated June 8, 2021.

Subject to, *inter alia*, the success of the Offer, and in accordance with the MoU, it is planned to implement a reorganisation project of the Talend group after the completion of the Offer and the subsequent offer, in particular by means of the Demerger and the Merger (as these terms are defined in the Merger Plan).

Consequently, it is provided that before the completion of the Merger, the Absorbed Company will contribute to Talend SAS, the subsidiary benefiting from the Demerger, all of its assets and liabilities, rights and obligations of any kind and other legal relationships (the “**Demerger**”).

A cross-border merger is thus proposed within the meaning of (i) Articles 2:309 and 2:333b of the CCN and (ii) Articles L. 236-25 to L. 236-32 and R. 236-13 to R. 236-20 of the CCF (the “**Merger**”). In accordance with the terms of the Merger Plan and subject to these terms, the Absorbing Company will receive all the assets and liabilities of the Absorbed Company by universal transfer of the assets and the Absorbed Company will cease to exist by the effect of the Law.

Following the completion of the Merger, it is planned that the Absorbing Company:

- (i) sells, assigns and transfers all of its assets and liabilities to Tahoe BidCo II BV, a limited liability company organized under Dutch law, registered with the Dutch Trade Register

under number 82430543, whose headquarters are located in Amsterdam, the Netherlands, and whose registered office is located at Herikerbergweg 88, 1101 CM Amsterdam, the Netherlands; then,

- (ii) be dissolved; and
- (iii) then proceeds with a distribution of the liquidation surplus to the shareholders of the Buying Company who have not contributed their shares in the Absorbed Company to the Buyer in the context of the Offer.

It is in this context that the parties agreed on the Merger Plan in order to set the terms and conditions of the Merger.

1.2 Presentation of the companies involved in the transaction

1.2.1 *Talend SA, absorbed company*

TALEND SA is a public limited company (*société anonyme*), whose registered office is located at 5-7, rue Salomon de Rothschild, 92150 Suresnes (France), registered with the Nanterre's Trade and Companies Register under number 484 175 252.

Its share capital is €2,608,210.56 divided into 32,602,632 ordinary shares with a nominal value of €0.08 each, all the same class, fully paid up.

TALEND SA'S ADSs are admitted for trading on the National Association of Securities Dealers Automated Quotation (Nasdaq) Stock Market.

TALEND SA has implemented profit-sharing plans allowing its directors and/or employees to be awarded free shares and to subscribe to warrants for the subscription of business creator shares (*bons de souscription de parts de créateurs d'entreprise* (BSPCE)), stock subscription warrants (BSAs) and stock options.

Its share capital is likely to change between now and the transaction completion date as a result of transactions relating to the allocation of free shares and the exercise of stock subscription warrants and stock options mentioned above.

TALEND SA also issued a loan outside of France governed by US law, through the issue of convertible bonds on September 13, 2019, of a principal total nominal amount of €125,000,000 and on September 24, 2019, of an additional total amount of €14,750,000 (the “**Issue of Convertible Bonds**”).

TALEND SA has the following purpose both in France and abroad, in accordance with the provisions of Article 3 of its articles of association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,
- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,
- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes.

TALEND SA is a software publisher specialising in data integration. The company was founded in 2005 in Suresnes (France) and has administrative headquarters in Redwood City, California (US) and subsidiaries in North America, Europe and Asia, as well as a global network of technical and service partners. It provides software and services in the areas of data integration, data management, Master Data Management, data quality, data preparation and application integration, big data and the cloud.

During the financial year ended December 31, 2020, consolidated revenue amounted to USD 287 million, an increase of USD 39.6 million compared to 2019, i.e. an increase of approximately by 16%.

TALEND SA closes its accounts on December 31, each year, publishes annual financial statements prepared in accordance with French accounting standards, and consolidated financial statements prepared in accordance with the IFRS reference as established by *the* International Accounting Standards Board, as well as consolidated financial statements prepared in accordance with American accounting standards.

In the context of this group restructuring project **TALEND SA** will have, prior to the Merger, proceeded with the Demerger of all of its assets and liabilities so that it will hold, on the Effective Date of the Merger, the securities that it has received as compensation for this Demerger and representing 100% of the share capital of **TALEND SAS**.

1.2.2 Tahoe AcquireCo BV, absorbing company

Tahoe AcquireCo BV is a limited liability company (*besloten vennootschap p.u.s. beperkte aansprakelijkheid*) organized under Dutch law, founded on April 2, 2021, whose headquarters are located in Amsterdam (Netherlands), and whose registered office is located at 88 Herikerbergweg (1101 CM) Amsterdam (Netherlands). It is registered with the Netherlands Chamber of Commerce under number 82430608. **Tahoe AcquireCo BV** is indirectly controlled by Thoma Bravo.

On the date hereof, the share capital issued by the Absorbing Company amounts to €80, divided into 1,000 shares with a par value of €0.08 each.

The corporate purpose of **Tahoe AcquireCo BV** is to:

- form companies or businesses, to participate in them and to finance them;
- collaborate with companies and other undertakings, operating them, managing their business and providing advice and other services;
- lend and borrow funds;
- provide guarantees for debts and other obligations of the company, other companies and companies affiliated with the company in a group and third parties;
- acquire, operate and dispose of property, including registered property and industrial and intellectual property rights.

Tahoe AcquireCo BV closes its accounts on December 31 each year and publishes annual financial statements according to Dutch standards.

1.2.3 Capital links between the parties

As of the date of this report, there is no capital link between **TALEND SA** and **Tahoe AcquireCo BV**.

1.2.4 Joint managers between the parties

As of the date of this report, **TALEND SA** and **Tahoe AcquireCo BV** have no joint manager.

1.3 General terms and conditions of the transaction

1.3.1 Reasons and purpose of the transaction

The Merger is planned by way of an absorption of **TALEND SA** by **Tahoe AcquireCo BV** and this transaction will be followed by certain restructuring steps which will result in the creation of a European holding company for the Absorbed Company and its subsidiaries.

The companies involved in the Merger consider that the creation of a holding company head of the group in the Netherlands following, in particular, the Demerger and the Merger resulting from the proposed Offer would optimise the corporate structure and the organisation chart, and would reduce the complexity and disruption likely to affect the operation and performance of the business, while preserving the interests of stakeholders.

TALEND SA is one of the rare French public limited companies listed on the Nasdaq and this situation causes a certain number of legal and governance difficulties, but also uncertainties arising, from the difficulty in reconciling the constraints imposed by French corporate law with the rules of American stock market listing. By creating a European holding structure in the Netherlands, the Merger would reduce these difficulties, insofar as Dutch corporate law facilitates the creation of a governance structure that meets the requirements, market expectations and applicable practices under US corporate law, as well as under the regulations of US financial markets.

The Netherlands is a country commonly used as a gateway for international investments in Europe. This choice offers many advantages, particularly in terms of rule stability, flexibility of governance, and international culture. By electing domicile in the Netherlands, **TALEND SA** would benefit from these advantages, which would also facilitate its future growth opportunities, in terms of international financing. Rather than moving the business structure of **TALEND SA** to the United States where there is a significant share of its business, employees, management and shareholding, the choice of the Netherlands would allow **TALEND SA** to retain a well-known presence in Europe.

1.3.2 Essential characteristics of the merger

The procedures for carrying out the transaction, which are presented in detail in the Merger Plan, can be summarized as follows:

Legal regime

Subject to the fulfilment of the conditions precedent mentioned in paragraph 1.2.4 of this report and in accordance with Title 7, Chapter 7 of the Dutch Civil Code (Burgerlijk Wetboek) and Book II, Title III, Chapter VI of the French Commercial Code:

- **Tahoe AcquireCo BV** will receive all the assets and liabilities of **TALEND SA**, regardless of their nature, by way of universal succession of title (*transmission universelle de patrimoine*);
- **Tahoe AcquireCo BV** will allocate ordinary shares making up its share capital, with a par value of €0.08 each, to the shareholders of **TALEND SA** in consideration for the cancellation of their shares in **TALEND SA**, in accordance with the terms and conditions provided in the Merger Plan; and
- **TALEND SA** will cease to exist by the effect of the law.

Effective Date

As specified in Article 11.2 of the Merger Plan, the Merger will take effect on the day following (Amsterdam Time) the date of signature of the notarized deed relating to the Merger. The latter will be signed before the notary under Section 2:318 of the Dutch Civil Code subject to the receipt by the notary of a copy of the Confirmation of the Merger referred to in Article 10.2 of the Merger Plan.

Tax system

As presented in Article 8.2.1 of the Merger Plan, in terms of taxation, the parties decided to place the Merger under the preferential regime provided for by Section 210 A of the French Tax Code with regard to corporate tax, and Article 816 of the same Code in terms of registration fees.

Conditions precedent

In accordance with the terms of Article 10.1 of the Merger Plan, this Merger is subject to the following conditions precedent:

- the completion of the Offer and of the subsequent offering period;
- the receipt by **Tahoe AcquireCo BV** of a declaration by the local district court of Amsterdam, in the Netherlands, confirming that no creditor has opposed the Merger on the basis of Section 2:316 of the Dutch Civil Code or, in the event of opposition on the basis of Section 2:316 of the Dutch Civil Code, of a declaration according to which this opposition was withdrawn or rejected;
- the approval of the Merger by the extraordinary general meeting of the Absorbed Company;
- the approval of the Merger by the general meeting of the Absorbing Company;
- the completion of the Demerger in accordance with Applicable law; and
- the issuance by the registry of the Commercial Court of Nanterre of the certificate of conformity, pursuant to Articles L. 236-29 and R. 236-17 of the French Commercial Code, confirming the proper execution, according to French law, of the acts and formalities completed prior to the Merger, and its delivery to the notary.

If the conditions precedent are not met (or if they are not the subject of a waiver) at the latest six months after the notice announcing the Merger referred to in Article 16.2 of the Merger Plan, or in the event that the Demerger Agreement would have become null and void in accordance with its terms, before this date, the Merger Plan will be deemed null and void, without any compensation right on either side.

1.4 Description and evaluation of contributions

1.4.1 Evaluation method

As indicated in Article 6 of the Merger Plan, the corporate financial statements of **TALEND SA** were used to determine the conditions of the Merger.

It is provided that the assets and liabilities of **TALEND SA** which will be transferred by universal succession of title to the Absorbing Company will be recorded in the accounts of the Absorbing Company for their net book value.

According to Article 6.2.2 of the Merger Plan, the description of the assets and liabilities transferred by universal succession on title to the Absorbing Company is established purely for information purposes in view of the accounts of **TALEND SA** on the basis of:

- the financial statements of **TALEND SA** prepared in accordance with the accounting principles generally accepted in France as of December 31, 2020
- And, the non-audited interim financial statements of **TALEND SA** on March 30, 2021.

1.4.2 Description of assets and liabilities transferred

As can be seen in Article 6.3 of the Merger Plan, it is understood that the assets and liabilities of **TALEND SA** will be transferred to the Absorbing Company upon completion of the Merger, for their net book value on the Effective Date, but it is nevertheless specified, for purely indicative purposes, that, on the basis of the projected accounts of **TALEND SA**:

- The total book value of the assets of the Absorbed Company that are transferred amounts to €21,991,056
- The total book value of the liabilities of the Absorbed Company that are transferred amounts to €0;

That is, a total indicative amount of net assets transferred equals to €21,991,056.

1.4.3 Consideration of contributions

In application of the exchange ratio retained by the parties, 1 **Tahoe AcquireCo BV** share will be handed over against 1 **TALEND SA** share. The holder of each **TALEND SA** share will be allocated one ordinary share comprising the share capital of the Absorbing Company.

It is specified that the exact amount of the new shares to be issued by **Tahoe AcquireCo BV** will be determined on the date of legal completion of the merger, taking into account the number of **TALEND SA** shares issued and outstanding on that date.

2. Work performed and assessment of the value of contributions

2.1 Work performed

The purpose of our engagement is to inform the shareholders of the company **Tahoe AcquireCo BV** of the absence of over-evaluation of the contributions made by the Absorbed Company. Consequently, it does not fall under an audit engagement or a limited review engagement. In addition, it does not imply validation of the tax regime applicable to the Merger.

It cannot be treated as a “due diligence” mission carried out for a lender or a buyer and does not include all the work necessary for this type of assignment. Our report therefore cannot be used in this context.

Our opinion is expressed on the date of this report, which constitutes the end of our mission. It is not our responsibility to monitor any subsequent events that may have occurred between the date of the report and the date of the general meetings of shareholders called to decide on the Merger.

We have carried out the procedures that we have deemed necessary according to the professional doctrine of the *Compagnie nationale des commissaires aux comptes* [National Auditors' Association] applicable to this undertaking.

In this context, we have in particular:

- familiarised ourselves with the objectives of this Merger;
- had interviews with the managers of **TALEND SA** and the advisors in charge of the transaction, both to understand the context of the transaction, and to understand the economic, accounting, legal and tax terms in which it occurs;
- we reviewed the memorandum of understanding (MoU) concluded on March 10, 2021 with Tahoe Bidco LLC, a company indirectly controlled by Thoma Bravo;
- we reviewed the terms of the Offer initiated by Thoma Bravo concerning the shares of **TALEND SA**, which must close on July 28, 2021;
- we examined the Merger Plan, signed on June 15 2021, as well as its schedules;
- we examined the draft joint report of the Board of Directors of **TALEND SA** and the board of directors of Tahoe AcquireCo BV pursuant to applicable law, which will be submitted to the extraordinary general meeting called to rule on the draft Demerger and the Merger;

- we have acknowledged the audited corporate and consolidated financial statements as of December 31, 2020, of **TALEND SA** and we have obtained the reports of the auditors on these statements, each of which includes unqualified audit opinion;
- we examined the unaudited interim situation of **TALEND SA** prepared on March 31, 2021;
- we checked the value of the contributions and assessed the possible impact of elements likely to affect ownership.

To assess the overall value of the contributions and therefore the amount of the net assets contributed, we relied on all the work that we carried out as part of our assessment of the relevance of the relative values used to determine the proposed exchange ratio as described in our report on the consideration of the contributions. In this respect, we have done the following:

- we analysed the assessment work of **TALEND SA** carried out by Qatalyst Partners, which gave an opinion on the fairness of the price proposed by Thoma Bravo as part of the Offer;
- we acknowledged the consolidated income statement prepared according to US GAAP and published by **TALEND SA** for the 1st quarter of 2021;
- we reviewed the detailed 2021-2023 business plan for **TALEND SA** (extrapolated until 2030) prepared by its management and we met with the managers concerned in order to assess the assumptions retained;
- we assumed the absence of significant tax implications specific to the cross-border merger transaction;
- we have ensured, until the date of this report, the absence of facts or events likely to call into question the overall value of the contributions.

Finally, we obtained a letter of representations from the managers of the companies involved which confirmed to us in particular the absence of events or facts likely to significantly affect the conditions of this transaction and the value of the Demerger.

2.2 Assessment of the contribution valuation method

It should be recalled that the provisions relating to the accounting and evaluation of merger and similar transactions set out in Articles 710 et seq. of the ANC Regulation No. 2017-01 of 5 May 2017 relating to the general accounting plan are not applicable insofar as the company benefiting from the contributions is a foreign company governed by Dutch law.

The contribution values were determined according to the terms provided for in Article 6 of the Merger Plan and given for information purposes based on book values. The principle of retaining the book value of assets and liabilities legally transferred appears justified in this context and does not call for any comment on our part.

However, it should be noted that the contribution values will be established with regard to the accounting reference applicable to the accounts of the Absorbing Company, namely the Dutch accounting rules.

2.3 Assessment of the individual value of contributions

The assets and liabilities to be contributed to the context of this Merger will be those resulting from the demerger to be carried out beforehand between **TALEND SA** and **TALEND SAS**. Thus, the assets contributed in the context of the Merger will consist of the securities of **TALEND SAS** which will be issued as consideration for this net assets which must be granted by **TALEND SA**.

According to the provisions of this Demerger Agreement, all the assets and liabilities of **TALEND SA** will be transferred to **TALEND SAS** for an amount of €21,991,056 on the effective accounting date of this transaction and under the conditions provided for in this Demerger Agreement. These contributions were determined from the annual financial statements of **TALEND SA** as of December 31, 2020, which were not subject to any reservation or observation on the part of its statutory auditors.

Under the terms of this Demerger Agreement **TALEND SA** shall receive 3,693,282 new shares, with a par value of €1 each, fully paid up, created by the increase in the share capital of **TALEND SAS** in the amount of €3,693,282.

Since the Demerger must be made at book value, the entry cost of the securities received as compensation for the demerger will correspond to the book value of the contributions. Consequently, the contributions will consist of the securities of **TALEND SAS** and amount to €21,991,056.

2.4 Assessment of the overall value of the contributions

To assess the overall value of the contributions, we relied on the work that we carried out as part of our duties as merge appraiser, presented in our report on the consideration for the contributions.

In this context, we have in particular:

- been informed of the valuation approaches used by the parties to determine the fair value attributed to **TALEND SA**;

- implemented our own multi-criteria valuation approaches based on the reference to the Offer, on the market value of **TALEND SA** and on the discounting of future cash flows.

The results obtained by this work do not call into question the value retained as a contribution.

3. Summary – Key Points

The book value of the contributions transferred by **TALEND SA** was determined by reference to the estimated book value and provisionally determined in the Merger Plan at an amount of €21,991,056. The contributions will consist of the securities of **TALEND SAS** amounting to €21,991,056 and which will be issued as consideration for the partial asset contribution to be granted by **TALEND SA**.

The reference to the price of the Offer as well as the values resulting from the multi-criteria valuations carried out as part of our work result in values significantly higher than the book value retained as part of this contribution. Consequently, our work does not call into question its overall value.

This Merger falls within the framework of the Offer, the terms of which were the subject of an agreement concluded on March 10, 2021, it being specified that the board of directors of **TALEND SA** recommended it in its meeting of April 29, 2021.

It should be noted that the success of the offer is conditional, on the fact that Thoma Bravo can acquire 80% of the ordinary shares and ADS of **TALEND SA**. As recalled above, it is contemplated that the shareholders of **TALEND SA** who have not contributed their shares to the offer will receive a liquidation bonus as part of the dissolution of **TAHOE ACQUIRECO BV** to occur subsequently and under the conditions provided for in the memorandum of understanding (MoU) concluded between **TALEND SA** and Thoma Bravo.

4. Conclusion

On the basis of our work and on the date of this report, we are of the opinion that the value retained of the net assets contributed, amounting to €21,991,056 to the benefit of **Tahoe AcquireCo BV** is not overvalued.

As indicated above, this conclusion does not affect the method of accounting for the contributions that this company will follow in compliance with Dutch regulations, nor the payment of its share capital.

Neuilly-sur-Seine (France), on June 16 2021

The Merger appraiser
Grant Thornton
Member of **Grant Thornton International**

Christophe Bonte
Partner

This report is a free translation of the French version of the report dated June 16th, 2021

Talend SA

A public limited company (*société anonyme*) with share capital of €2,608,210.56
484.175.252 Nanterre's Trade and Companies Register
5-7, rue Salomon de Rothschild - 92150 Suresnes (France)

Tahoe AcquireCo BV

Privately held company with limited liability (*besloten vennootschap p.u.s. beperkte aansprakelijkheid*) with share capital of €80
82430608 Chamber of Commerce of the Netherlands
88 Herikerbergweg (1101 CM) - Amsterdam (Netherlands)

Report of the merger appraiser (*commissaire à la fusion*) on the consideration for contributions

Merger of **TALEND SA** with and into **Tahoe AcquireCo BV**

General meeting of July 26, 2021

Grant Thornton

SAS [Simplified joint-stock company] of Chartered accountants and Auditors
with share capital of €2,297,184 - registered in the Ordre de la région Paris Ile-de-France and
member of the Compagnie régionale de Versailles - 632 013 843 Nanterre's Trade and Companies
Register

**29, rue du Pont
92200 Neuilly-sur-Seine**

To the shareholders,

In execution of the engagement entrusted to us by order of the President of the Nanterre Commercial Court dated April 27, 2021, concerning the merger of **Talend SA** (hereinafter "**TALEND SA**" or "**Absorbed Company**") with and into the Dutch company **Tahoe AcquireCo BV** (hereinafter "**TAHOE ACQUIRECO BV**" or "**Absorbing Company**"), we have prepared this report on the consideration for the contributions provided for in Article L 225-147 of the French Commercial Code, it being specified that our assessment of the value of the contributions is the subject of a separate report.

The consideration for contributions is the result of the exchange ratio determined in the joint draft cross-border merger agreement (hereinafter the "**Merger Plan**") signed by the representatives of the companies involved dated June 15, 2021. It was established in three languages: French, English and Dutch.

It is our responsibility to express an opinion on the fairness of the exchange ratio. To this end, we conducted our procedures in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* applicable to this assignment. This professional doctrine requires the implementation of procedures to verify that the values allocated to the shares of the companies participating in the transaction are relevant and, on the other hand, to analyze the relation of the exchange ratio to relative values deemed relevant.

Our assignment ending with the filing of this report, we are not responsible for updating this report to account for facts and circumstances subsequent to its date of signing. Our reports are provided for by the provisions of the French Commercial Code on the mission of the merger appraiser and are intended for the persons covered by French law. They meet the requirements of this regulation, but not those of Dutch or American regulations. Our work is not intended to meet the requirements of these regulations, even if our reports are brought to the attention of the parties concerned by the transaction.

At no time have we found ourselves in one of the cases of incompatibility, prohibition or forfeiture provided for by law.

Please find below our findings and conclusion in the following order:

1. **Presentation of the transaction**
2. **Verification of the relevance of the relative values allocated to the shares of the companies participating in the transaction**
3. **Assessment of the fairness of the proposed exchange ratio**
4. **Conclusion**

1. Presentation of the transaction

1.1 Context of the transaction

On March 10, 2021, **TALEND SA** signed a memorandum of understanding ("**MoU**") with Tahoe Bidco (Cayman) LLC, a company indirectly controlled by Thoma Bravo ("**Thoma Bravo**"), an investment fund specializing in software and technology services, under which Thoma Bravo undertakes, through a tender offer governed by US law and initiated by an affiliate, to purchase with cash, under certain conditions, all outstanding ordinary shares and American Depositary Shares ("**ADS**") of **Talend SA** for 66.00 U.S. dollars per ordinary share and per ADS (each ADS representing an ordinary share) (the "**Offer**").

The Offer was initiated by Tahoe Bidco BV, a private limited company organized under Dutch law, affiliated with Thoma Bravo and established in the form of a *besloten vennootschap met beperkte aansprakelijkheid*, whose registered office is located in Amsterdam (Netherlands), registered with the Dutch Chamber of Commerce under number 82130795 ("**Tahoe Bidco BV**"), within the meaning of applicable law and in accordance with the MoU, on June 11, 2021.

Tahoe AcquireCo BV is a wholly-owned subsidiary of Tahoe Bidco BV.

The MoU has been contributed to Tahoe Bidco BV through a Demerger Agreement dated June 8, 2021.

Subject to the success of the Offer, and in accordance with the MoU, it is contemplated to implement a planned reorganization of the Talend group after the completion of the Offer and subsequent offer by means of, in particular, the Demerger and Merger (as those terms are defined in the Merger Plan).

Therefore, prior to the completion of the Merger, the Absorbed Company will contribute to **TALEND SAS**, the receiving subsidiary of the Demerger, all of its assets and liabilities, rights and obligations of any kind and other legal relationships related to its activity (the "**Demerger**").

A cross-border merger is therefore proposed within the meaning of (i) Sections 2:309 and 2:333b of the Dutch Civil Code and (ii) Articles L. 236-25 to L. 236-32 and R. 236-13 to R. 236-20 of the French Commercial Code (the "**Merger**"). In accordance with and subject to the terms of the Merger Plan, the Absorbing Company will receive all of the assets and liabilities of the Absorbed Company by universal succession of title (*transmission universelle de patrimoine*) and the Absorbed Company will cease to exist by the effect of the Law.

Following completion of the Merger, the Absorbing Company is expected to:

- sell, assign and transfer all of its assets and liabilities to Tahoe BidCo II BV, a limited liability company organized under Dutch law, registered with the Dutch Trade Register under number 82430543, headquartered in Amsterdam (Netherlands), and whose registered office is located at Herikerbergweg 88, 1101 CM Amsterdam (Netherlands); and
- either dissolve (the "**Liquidation**"); and
- distribute the liquidation bonus to the shareholders of the Acquiring Company who did not contribute the shares they hold in the Absorbed Company to the Acquirer as part of the Offer.

It is in this context that the parties adopted the terms of the Merger Plan in order to establish the terms and conditions of the Merger.

1.2 Presentation of the companies concerned by the transaction

1.2.1 Talend SA, Acquired Company

TALEND SA is a public limited company (*société anonyme*) whose registered office is located at 5-7, rue Salomon de Rothschild, 92150 Suresnes (France), registered with the Nanterre's Trade and Companies Register under number 484.175.252.

Its share capital is EUR 2,608,210.56 divided into 32,602,632 ordinary shares with a par value of 0.08 euros each, all the same class, fully paid up.

TALEND SA's ADSs are listed on the National Association of Securities Dealers Automatic Quotation System (Nasdaq) Stock Market.

TALEND SA has put in place incentive plans to enable its managers and/or employees to be awarded free shares and subscribe to warrants for the subscription of business creator shares (*bons de souscription de parts de créateurs d'entreprise* (BSPCE)), stock subscription warrants (BSAs) and stock options.

Its share capital could change by the date of completion of the transaction, as a result of transactions relating to the allocation of free shares and the exercise of the stock subscription warrants and stock options mentioned above.

TALEND SA also issued a loan outside France governed by US law through the issue of convertible bonds on September 13, 2019, with an overall principal nominal amount of 125,000,000 euros and on September 24, 2019 for an overall additional amount of €14,750,000 (the "**Issue of Convertible Bonds**").

The purpose of **TALEND SA** is, both in France and abroad, in accordance with the provisions of Article 3 of its Articles of Association:

- the development, research, production, marketing, purchase, sale, rental, after-sales service of software and/or IT equipment,
- the supply and sale of user services including in particular training, demonstration, methodology, rollout and use,
- the supply and sale of IT resources, whether combined or not with software or service delivery,
- the creation, acquisition, rental, lease-management of all business assets or facilities, lease, installation, operation of all establishments,
- the acquisition, use or sale of all intellectual or industrial property rights as well as any expertise in the field of information technology,
- and, more generally, investing in any enterprise or company created or to-be-created as well as carrying out any legal, economic, financial, industrial, civil and commercial transactions, whether in movable property or real estate, directly or indirectly relating, in whole or in part, to the aforementioned purpose or to other similar or related purposes.

TALEND SA is a software company specializing in data integration. The company was founded in 2005 in Suresnes (France) and has an administrative headquarter in Redwood City, California (US), and subsidiaries in North America, Europe and Asia, as well as a global network of technical and service partners. It provides software and services in the fields of data integration, data management, master data management, data quality, data preparation and application integration, Big Data, Cloud.

For the year ended December 31, 2020, consolidated revenue was USD 287 million, up USD 39.6 million compared to 2019, i.e. an increase of approximately by 16%.

TALEND SA closes its financial statements at December 31, each year, and publishes annual financial statements prepared in accordance with French GAAP, and consolidated financial statements prepared in accordance with IFRS as determined by the International Accounting Standards Board and consolidated financial statements prepared in accordance with US GAAP.

As part of the Group's restructuring plan, set out above, **TALEND SA** will prior to the Merger, proceeded with the Demerger of all of its assets and liabilities it will hold, so that it will hold, on the Merger Effective Date, the shares that it has received as consideration for this Demerger and representing the whole share capital of **TALEND SAS**.

1.2.2 Tahoe AcquireCo BV, Absorbing Company

Tahoe AcquireCo BV is a limited liability company (*Bsloten vennootschap met beperkte aansprakelijkheid*) organized under Dutch law, founded on April 2, 2021, headquartered in Amsterdam (Netherlands) and whose registered office is located at 88 Herikerbergweg (1101 CM) Amsterdam (Netherlands). It is registered with the Chamber of Commerce of the Netherlands under number 82430608. **Tahoe AcquireCo BV** is indirectly controlled by Thoma Bravo.

At the date hereof, the share capital issued by Absorbing Company is 80 euros, divided into 1,000 shares with a par value of 0.08 euros each.

Tahoe AcquireCo BV's corporate purpose is to:

- set up companies or companies, participate and finance them
- collaborate with companies and other companies, operate, manage their business and provide advice and other services;
- lend and borrow funds;
- provide guarantees for debts and other obligations of the company, other companies and affiliated companies in a group and third party;
- acquire, operate and dispose of property, including registered property as well as industrial and intellectual property rights.

Tahoe AcquireCo BV closes its accounts as at December 31, each year and publishes annual financial statements in accordance with Dutch standards.

1.2.3 Capitalistic relations between the parties

At the date of this report, there is no shareholding between **TALEND SA** and **Tahoe AcquireCo BV**.

1.2.4 Corporate bodies in common of the parties

At the date of this report, **TALEND SA** and **Tahoe AcquireCo BV** have no directors or executive in common.

1.3 General terms and conditions of the transaction

1.3.1 Reasons and purpose of the transaction

The Merger of **TALEND SA** with and into **Tahoe AcquireCo BV** is planned and will be followed by certain restructuring steps that will result in the creation of a European holding company for the Absorbed Company and its subsidiaries.

The companies involved in the Merger consider that the creation of a group holding company in the Netherlands following, *inter alia*, the Demerger and Merger following the US Offer would optimize the group's corporate structure and organization chart, and reduce the complexity and disruption that could affect the operation and conduct of the business, while protecting the interests of stakeholders.

TALEND SA is one of the few French public limited companies (*société anonyme*) listed on Nasdaq and this situation leads to a number of legal and governance difficulties, as well as from uncertainties arising, in particular, from the difficulty of reconciling the constraints imposed by French corporate law with US stock exchange listing rules. By creating a European holding structure in the Netherlands, the Merger is expected to reduce these difficulties, as Dutch corporate law facilitates the creation of a governance structure that meets the requirements, market expectations and applicable practices in US corporate law, as well as under US financial market regulations.

The Netherlands is a country commonly used as a gateway to international investment into Europe. This choice offers many advantages, particularly in terms of stability of rules, flexibility of governance, and international culture. By electing domicile in the Netherlands, **TALEND SA** would benefit from these advantages, which would also facilitate its future growth opportunities, particularly in terms of international financing. Rather than moving **TALEND SA**'s corporate structure to the United States, where a significant proportion of its activities, employees, management and shareholder base are located, the choice of the Netherlands would allow **TALEND SA** to maintain a well-known presence in Europe.

1.3.2 Key characteristics of the merger

The terms and conditions for the completion of the transaction, which are detailed in the Merger Plan, can be summarized as follows:

Legal regime

Subject to the fulfillment of the conditions precedent referred to in paragraph 1.2.4 of this report and in accordance with Title 7, Chapter 7 of the Dutch Civil Code (*Burgerlijk Wetboek*) and Book II, Title III, Chapter VI of the French Commercial Code:

- Tahoe **AcquireCo BV** will receive all of the assets and liabilities of **TALEND SA**, regardless of the nature, by means of universal succession of title;
- Tahoe **AcquireCo BV** will grant ordinary shares comprising its share capital, with a par value of 0.08 euros each, to the shareholders of **TALEND SA** as consideration for the cancellation of their shares in **TALEND SA**, in accordance with the terms and conditions provided in the Merger Plan; and
- **TALEND SA** will cease to exist by operation of law.

Effective Date

As specified in Article 11.2 of the Merger Plan, the Merger will take effect on the day following (Amsterdam Time) the date of signature of the notarial deed relating to the Merger. The deed will be signed before the notary under Section 2:318 of the Dutch Civil Code subject to the receipt by the notary of a copy of the Merger Confirmation referred to in Article 10.2 of the Merger Plan.

Tax regime

As presented in Article 8.2.1 of the Merger Plan, in tax terms, the parties decided to place the Merger under the favorable regime provided for in Article 210 A of the French Tax Code with regard to corporate tax, and Article 816 of the same Code in terms of registration fees.

Conditions precedent

In accordance with Article 10.1 of the Merger Plan, this Merger is subject to the following conditions precedent:

- the completion of the Offer and the subsequent offering period;
- receipt by **Tahoe AcquireCo BV** of a declaration from the local district court of Amsterdam in the Netherlands confirming that no creditor has objected to the Merger on the basis of Section 2:316 of the Dutch Civil Code or, in the event of opposition on the basis of Section 2:316 of the Dutch Civil Code, a statement that the objection was withdrawn or rejected;
- approval of the Merger by the extraordinary general meeting of the Absorbed Company;
- approval of the Merger by the general meeting of the Absorbing Company;
- the completion of the Demerger in accordance with applicable law; and

- the issuance by the registry of the Nanterre Commercial Court of the certificate of compliance, pursuant to Articles L. 236-29 and R. 236-17 of the French Commercial Code, confirming the rightful completion, in accordance with French law, of the acts and formalities carried out prior to the Merger, and its submission to the notary.

If the conditions precedent are not met (or if they are not waived) no later than six months after the notice announcing the Merger referred to in Article 16.2 of the Merger Plan, or in the event that the Demerger Agreement has become null and void in accordance with its terms, before that date, this Merger Plan will be deemed null and void, without any compensation on either side.

1.4 Description and evaluation of contributions

Method for valuing contributions

As stated in Article 6 of the Merger Plan, the financial statements of **TALEND SA** were used to determine the conditions of the Merger.

It is expected that the assets and liabilities of **TALEND SA**, which will be transferred by universal succession of title to the Absorbing Company, will be recorded in the accounts of the Absorbing Company for their net book value.

Description of the contributions

As set out in Article 6.3 of the Merger Plan, it is understood that the assets and liabilities of **TALEND SA** will be transferred to the Absorbing Company upon completion of the Merger, at their net book value on the Effective Date, but it is nevertheless specified, for information purposes only, that, based on the provisional accounts of **TALEND SA**:

- the total book value of the transferred assets is €21,991,056;
- the total book value of the liabilities transferred is €0;

i.e. an estimated total net value transferred equal to €21,991,056.

1.5 consideration for contributions and exchange ratio

Pursuant to the exchange ratio decided by the parties, 1 **Tahoe AcquireCo BV** share will be issued against 1 **TALEND SA** share. The holder of each **TALEND SA** share will be granted an ordinary share comprising the share capital of the Absorbing Company.

It should be noted that the exact amount of the new shares to be issued by **Tahoe AcquireCo BV** will be determined on the date of the legal completion of the Merger, considering the number of **TALEND SA** shares issued and outstanding on that date.

2 Verification of the relevance of the relative values allocated to the shares of the companies participating in the transaction

2.1 Work performed by the Merger Appraiser

Our engagement, as provided by law, does not fall within the scope of an audit assignment or a limited review. In addition, it does not imply validation of the tax regime applicable to the Merger. It cannot be considered as a due diligence assignment carried out for a lender or an acquirer and does not include all the work necessary for this type of engagement. Our report cannot therefore be used in this context.

We carried out the procedures that we considered necessary, in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* in order to assess the consideration for the contributions and in particular the relevance of the values relating to the shares of the companies involved in the transaction and the positioning of the exchange ratio in relation to these relative values deemed relevant.

In particular, we carried out the following work:

- we examined the objectives of this Merger;
- we held discussions with **TALEND SA'S** managers and advisors in charge of the transaction, both to understand the context of the transaction and to understand its economic, accounting, legal, and tax terms;
- we reviewed the activities and markets in which **TALEND SA** operates;
- we examined the memorandum of understanding (MoU) executed on March 10, 2021 with Tahoe Bidco LLC, a company indirectly controlled by Thoma Bravo;
- we reviewed the Merger Plan, signed on 15 June 2021, and its addenda;
- we reviewed the joint draft report of the Board of Directors of **Talend SA** and the board of directors of **Tahoe AcquireCo BV**, in accordance with applicable law, which will be submitted to the shareholders during the extraordinary general meeting called to approve the draft Demerger and Merger agreements;
- we reviewed the audited consolidated financial statements as of December 31, 2020, of **Talend SA** and obtained the statutory auditors' reports on these financial statements, each including an unqualified opinion;

- we acknowledged the consolidated results established in US GAAP and published by **TALEND SA** for Q1 2021;
- we reviewed **TALEND SA's** valuation carried out by Qatalyst Partners, which provided an opinion on the fairness of the price proposed by Thoma Bravo as part of the Offer;
- we reviewed the historical share price of **TALEND SA**;
- we reviewed the terms of the US Offer initiated by Thoma Bravo on the shares of **TALEND SA**, which will close on July 28, 2021;
- we reviewed the detailed business plan for the 2021-2023 period of **TALEND SA** (extrapolated until 2030) drawn up by its management and we held discussions with the managers concerned in order to assess the assumptions used;
- we reviewed the valuation methods used by the parties as part of the approach used to determine relative values;
- we implemented alternative valuation approaches as deemed appropriate in order to assess the value of **TALEND SA**;
- we assumed that there is no significant tax impact specific to the cross-border merger;
- Finally, we obtained a representations letter from the management of the companies involved in the transaction confirming the absence of events or facts that could significantly affect the terms of the transaction, the relative valuations and the value of the contributions.

2.2 Verification of the relevance of the values allocated to the shares of companies that are parties to the proposed Merger Plan

The exchange ratio is defined by comparing the relative values of the shares of **TALEND SA** and **Tahoe AcquireCo BV**.

2.2.1 Value awarded to Tahoe AcquireCo share

Tahoe AcquireCo BV is a company without activity created on April 2, 2021. The 1,000 shares comprising its share capital were valued at their equity value resulting from an accounting situation established on May 28, 2021, i. e. 0.029 euros each.

2.2.2 Value awarded to the TALEND SA share

The fair value of all TALEND SA's shares was set by the parties at EUR 1,846,641 million by reference to the price offered under the US Offer.

This offer was subject to a fairness analysis by Qatalyst Partners in March 2021, which implemented a multi-criteria assessment approach. This consisted of:

- constructing a discounted cash flow model ("DCF") which, based on sensitivity analyses, is used to estimate a range of current values of TALEND SA shares;
- calculating stock market multiples based on the stock market values of a sample of listed companies deemed close to TALEND SA in particular in terms of economic model and financial performance;
- calculating transactional multiples, using prices related to actual and expected revenue observed over the last 10 years in the context of acquisitions of companies deemed sufficiently similar to TALEND SA in terms of business, size and expected growth.

The Offer, due to close on July 28, 2021, was initiated by Thoma Bravo and its detailed terms and conditions are contained in the MoU. In particular, they provide for an offer price of USD 66.00 per ordinary share and per ADS.

Its completion is subject to reaching of 80% threshold of the securities comprising the share capital of TALEND SA. In the context of this transaction, it constitutes an essential valuation reference for the following reasons:

- It reflects a market value resulting from negotiations between independent parties with an acquirer who has carried out its own due diligence.
- It is the subject of an opinion by Qatalyst Partners, which has considered it fair from a financial perspective to shareholders and holders of ADS in TALEND SA.
- On May 5, 2021, TALEND SA issued a press release announcing in particular that the Board of Directors unanimously considered that the offer proposed by Thoma Bravo was in line with the objectives of Talend and promoted them, and that it was in the best interests of TALEND SA, its employees and its shareholders.

Implementation of an alternative valuation approach

To assess the value of **TALEND SA** above the reference price of the US Offer, we implemented our own multi-criteria valuation approach.

Selected approaches

We mainly used two valuation approaches: the reference to the share price of **TALEND SA** and a method of calculating the sum of future cash flows discounted at the company's cost of capital (DCF).

Share price criterion

The share price of **TALEND SA** is a relevant valuation benchmark when it results from transactions in an active market (the Nasdaq), the liquidity of the security is satisfactory and the Company is monitored by several analysts.

The US Offer price shows a premium of:

- 29% compared to the share price of **TALEND SA** on the eve of the announcement of the US Offer;
- between 22 and 81% compared to averages (weighted by transaction volumes) calculated over periods of 1 month, 3 months, 6 months, 12 months and 24 months before the announcement of the US Offer.

Estimate of the Enterprise Value by DCF

The DCF method was particularly suitable for the evaluation of **TALEND SA**:

- This is a recent and non-mature company with the following characteristics: high past and expected growth and recent negative operating results due to costs incurred in developing the software solution, building the necessary structure and "winning" new customers;
- Given that its management has built forecasts based on best estimates of the three-year revenue and operating costs.

Two scenarios have been developed by us, based on the two future cash flow trends envisaged by the company's management for 2021-2023 ("**Explicit Horizon**"):

- The first trend expects revenue growth of more than 20% over 3 years (CAGR) and the achievement of an Ebit of nearly 10% in 2023 compared to a negative EBITDA expected of nearly -7% in 2021 ("**BPC 1**", in particular, reflecting a fully successful transition assumption of the company's "**Cloud**" offering);
- The second trend shows revenue growth of more than 18% over 3 years (CAGR) and the achievement of an Ebit of nearly 2% in 2023 ("**BP Case 2**", taking into

account the adoption of the Company's new offers by the market less quickly than expected in BP Case 1 and additional development costs).

Given the company's characteristics (recent creation, importance of the development and marketing of a software solution appreciated by the market), a long-term extrapolation period of the two trends of the management's business plan appeared necessary (a 12-year extrapolation period was thus modelled by us).

The BP Case 1 was extrapolated on the basis of a linear convergence of the company's performance expected in 2023 towards the achievement of a normative cash flow, determined as follows:

- Annual growth of flows of 2.2%, determined using an estimate of the long-term inflation rate in USD (the currency in which the projections were established);
- Standard Ebit rate set at 30% by reference to the typical performance of a sample of listed companies whose large part of the business consists of the development and marketing of software solutions (IBM, Microsoft Corporation, Oracle Corporation, SAP);
- Fixed capital investment rate ("**Capex**") and working capital requirement ("**WCR**") also set in light of the typical ratios of the sample of mature listed companies mentioned above.

The BP Case 2 was extrapolated on the basis of similar modelling principles, with the exception of the normative Ebit rate, which was, in this trend, set by reference to the long-term average rate expected by the analysts following **TALEND SA** (22%).

The cash flows thus obtained (for each of the two trajectories) were:

- Adjusted to take account of the policy for allocating "dilutive" instruments to management and employees (from 2025 only, provided that the effect of instruments issued at maturity and 2021-2024 maturities have been included in the Company's net debt);
- Discounted on the basis of the discount rate of 10.6% respectively for the DCF built from the BP Case 1 ("**DCF Case 1**") and 9.1% for the DCF based on the BP Case 2 ("**DCF Case 2**");
 - o These rates have been estimated based on the company's weighted average cost of capital ("**CMPC**"), estimated on the basis of US market parameters and market and financial data from a sample of listed companies that are sufficiently similar to Talend (operating in the "Software" sector, currently experiencing low or even negative Ebit margins);

- The rate applicable to the DCF Case 1 was increased, at the cost of equity level, by an additional premium of 1.5% intended to capture the ambitious nature of the forecasts used.

Net debt and debt-like items

TALEND SA's net debt was calculated using the IFRS consolidated accounting data as at March 31, 2021.

The following elements were also taken into account:

- Amount of cash to be paid to holders of Convertible Bonds, due to the "Fundamental Change" within the meaning of the Indenture that the success of the Offer would constitute;
- Treasury rights granted as part of the Offer to management and employees of the company with dilutive instruments subject to performance or services (in accordance with the terms and conditions provided for in the MoU);
- Effect, on cash, of the potential conversion of Stock Options held by Management and employees (i.e. dilutive instruments no longer being, on the day of the Offer, conditional on performance or services).

Rejected approaches

Revenue multiple adjusted for future growth

It should be noted in advance that only revenue multiples can be used due to short-term expected negative EBITDA and Ebit.

This first approach is to calculate a revenue multiple adjusted for future growth. It has been implemented for each of the two expected trends, based on financial data (i.e. market capitalization, recent net debt and three-year forecasts) of the sample of listed companies used for the purpose of calculating the Company's discount rate (see below).

The values resulting from this approach have been disregarded, so long as:

- The listed companies used have significant differences in size;
- Their sales multiples potentially reflect long-term growth potentially higher than **TALEND SA**, whose share price on the eve of the announcement of the US Offer shows a multiple of 5.2 times 2021 revenues, significantly lower than the used sample of listed companies).

Other revenue multiples (public unadjusted and transactional)

Two other analogous approaches were implemented but rejected:

- Use of the median revenue multiple 2021 (unadjusted) of listed companies already used to estimate the discount rate and adjusted revenue multiple;
- Use of the (unadjusted) revenue multiple observed for a panel of transactions carried out over the past 3 years on companies specializing in software development;

These methods are presented for information purposes because they present the biases identified above as part of the adjusted revenue multiple approach and do not take into account the expected growth differences.

Summary of observed results

In summary, these analyses result in the following results:

	Value of the Contribution	Tender Offer	Selected approaches*			Discarded approaches*			
			Market Capitalization	DCF		EV/Revenue (public)	EV/Revenue growth adjusted		
				"Case 1"	"Case 2"		"Case 1"	"Case 2"	EV/Revenue (transactions)
Equity value	Millions of €	1 832	1 424	1 397	1 063	1 858	2 342	1 904	1 760
Number of shares	Millions of shares	33,8	33,8	33,8	33,8	33,8	33,8	33,8	33,8
Value per share	€	54,1	42,1	41,3	31,4	54,9	69,2	56,3	52,0
Exchange rate	€ for 1 USD	0,82	0,82	0,82	0,82	0,82	0,82	0,82	0,82
Value per share	USD	66,0	51,3	50,3	38,3	66,9	84,4	68,6	63,4

*Central values obtained by valuation approach

These analyses show that the value of **TALEND SA** resulting from the offer price is higher than the values arising from the selected valuation approaches. Consequently, the additional work that we have carried out does not call into question the value used by **TALEND SA** in the context of this transaction.

3 Assessment of the fairness of the proposed exchange ratio

We carried out the procedures that we considered necessary in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* in order to assess the fairness of the proposed exchange ratio. In particular, we analyzed the positioning of the exchange ratio against relative stocks deemed relevant.

As mentioned above, we did not identify any elements that could call into question the values used by the parties. The reference to the price of Thoma Bravo's Offer is a relevant reference in the context of this transaction to assess the value of **TALEND SA** and consequently the number of securities to be issued by **Tahoe AcquireCo**.

Accordingly, **TALEND SA's** shareholders who did not tender their shares into the US Offer will be granted, for each of their **TALEND SA's** shares, one **Tahoe AcquireCo BV** share. As mentioned above, it is contemplated that they will receive a liquidation bonus as part of the Liquidation of **Tahoe AcquireCo BV**, which should occur subsequently and under the conditions provided for in the memorandum of understanding (MoU) executed between **TALEND SA** and Thoma Bravo.

We draw your attention to the fact that this transaction is conditioned on the success of the US Offer and the reaching of an 80% threshold of **TALEND SA's** ordinary shares and ADS.

4 Conclusion

Based on our work and on the date of this report, we believe that the exchange ratio of 1 **Tahoe AcquireCo BV** share for 1 **TALEND SA** share, as decided by the parties, is fair.

Neuilly-sur-Seine (France), June 16, 2021

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