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France

*Talend S.A.*

***Statutory auditors' report on related party  
agreements***

Annual general meeting held to approve the financial statements for the year  
ended December 31, 2019

Talend S.A.

9, rue Pagès - 92150 Suresnes - France



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*This is a translation into English of the statutory auditors' report on the related party agreements issued in French and it is provided solely for the convenience of English speaking users.  
This statutory auditors' report includes information required by French law.  
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

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## **Talend S.A.**

Registered office: 9, rue Pagès - 92150 Suresnes - France  
Share capital: €2,487,219.44

### **Statutory auditors' report on related party agreements**

Annual general meeting held to approve the financial statements for the year ended December 31, 2019

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

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

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

We are also required, where applicable, to inform you in accordance with Article R. 225 - 31 of the French Commercial Code (Code de commerce) of the continuation of the implementation, during the year ended December 31, 2019, of the agreements previously approved by the Annual General Meeting.

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

### **Agreements submitted for approval to the Annual General Meeting**

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#### **Agreements authorized and entered into during the past financial year**

We hereby inform you that we have been notified of no agreement entered into during the year ended December 31, 2019 and subject to the prior approval of the Board of Directors in accordance with Article 225 - 38 of the French Commercial Code (Code de commerce).

### **Agreements authorized and entered into after the past financial year**

We have been notified of the following agreements entered into after the year ended December 31, 2019 and subject to the prior approval of the Board of Directors.

#### ***Indemnification Agreement with Ms. Elizabeth Fetter***

— Person concerned

Ms. Elisabeth Fetter, Director of Talend S.A.

— Nature and purpose

The agreement provides for liability insurance to Mrs Elisabeth Fetter, as far as she remains a Director of the company, for indemnification for damages and expenses incurred in any action or proceeding arising out of her actions in her capacity as Director.

— Conditions

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

— Reasons justifying why the Company benefits from this agreement

Your Board of Directors authorized the conclusion of this agreement during its meeting dated January 2, 2020 and motivated the benefits of this agreement for the Company with the extent of the obligations and personal liability incurred by the directors and officers of the company under American securities laws, and the fact that these regulations are much more restrictive than under French law.

#### ***Indemnification Agreement with Ms. Christal Bemont***

— Person concerned

Ms. Christal Bemont, Director and Chief Executive Officer of Talend S.A. from January 8, 2020

— Nature and purpose

The agreement provides for liability insurance to Mrs Christal Bemont, as far as she remains a Director and/or CEO of the company, for indemnification for damages and expenses incurred in any action or proceeding arising out of her actions in her capacity as Director.

— Conditions

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

— Reasons justifying why the Company benefits from this agreement

Your Board of Directors authorized the conclusion of this agreement during its meeting dated January 8, 2020 and motivated the benefits of this agreement for the Company with the extent of the obligations and personal liability incurred by the directors and officers of the company under American securities laws, and the fact that these regulations are much more restrictive than under French law.

***Separation Agreement with Mr Michael Tuchen***

— Person concerned

Mr. Michael Tuchen, Chief Executive Officer until January 7, 2020 and Director of Talend S.A.

— Nature and purpose

The purpose of the agreement is to settle the financial consequences of the resignation of Mr. Michael Tuchen from his position as Chief Executive Officer, and includes in particular the payment of severance indemnity and the granting of social benefits, in return for certain obligations by Mr. Tuchen.

— Conditions

This agreement provides for the payment of severance benefits and the granting of fringe benefits as follows:

- a lump sum cash payment equal to \$365,000, which represents 100% of his annual base salary;
- payment of his fiscal 2019 annual bonus based on the board of director's assessment of the achievement of the performance conditions;
- reimbursement of the COBRA premiums of Mr. Tuchen and his dependents for up to 12 months following the separation date, subject to Mr. Tuchen timely electing COBRA continuation coverage;
- waiver of the presence condition attached to certain stock options and free shares (PSU) allocated to Mr. Michael Tuchen.

In return, the agreement also provides for the following obligations to be borne by Mr. Tuchen:

- general release of claims from Mr. Michael Tuchen in favor of the company,
- confidentiality obligations,
- mutual non-disparagement provision.

— Reasons justifying why the Company benefits from this agreement

Your Board of Directors authorized the conclusion of this agreement during its meeting dated January 8, 2020, and motivated this agreement with Mr. Tuchen's valuable historical knowledge and perspectives regarding the company's business and the importance of providing him with incentives for remaining with the company in order to, among things, provide a smooth transition for our new chief executive officer and to contribute to the strategic management of the company.

#### **Agreements previously approved by the Annual General Meeting**

In accordance with Article R. 225 - 30 of the French Commercial Code (Code de commerce), we have been notified that the implementation of the following agreement, which was approved by the Annual General Meeting in prior years, continued during the year ended December 31, 2019.

Paris La Défense, on the 27 mai 2020

Paris, on the 27 May 2020

The Statutory Auditors

French original signed by

Jacques Pierre

*Partner*

Bertrand Vachon

*Partner*