

TALEND S.A.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) is to assist the Company’s Board of Directors (the “**Board**”) with its oversight responsibilities with respect to the following matters:

- corporate accounting and financial reporting processes;
- systems of internal control over financial reporting and audits of financial statements, as well the quality and integrity of the Company’s financial statements and reports;
- qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company’s independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the “**Auditors**”) or as the Company’s statutory auditors (*commissaires aux comptes*) (the “**Statutory Auditors**”);
- organization and performance of the Company’s internal audit function (when established);
- compliance with legal and regulatory requirements;
- management’s process for identifying, monitoring and addressing enterprise risks;
- providing the board with the results of the Committee’s monitoring and recommendations derived therefrom; and
- providing the Board with the information and materials necessary to bring significant financial matters to the attention of the Board.

The operation of the Committee shall be subject to this charter, the Bylaws of the Company, French law, and U.S. securities law and NASDAQ Stock Market (“**NASDAQ**”) rules (as applicable), each as may be amended from time to time.

MEMBERSHIP REQUIREMENTS

The Committee shall consist of at least three members of the Board. The members of the Committee shall, as affirmatively determined by the Board, be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and other satisfy the financial literacy and independence requirements of the NASDAQ and the U.S. Securities and Exchange Commission (the “**SEC**”) applicable to audit committee members, when and as required by NASDAQ or the SEC. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A

person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

The members of the Committee shall be appointed by and serve at the discretion of the Board. The resignation or revocation of a member from his/her office as a member of Board shall automatically terminate his/her office as member of the Committee. Vacancies occurring on the Committee shall be filled by the Board. The Board may designate one member of the Committee as its chair.

MEETINGS AND MINUTES

The Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary. The Committee will maintain written minutes of its meetings, which minutes will be filed in a specific register kept with the Company.

AUTHORITY

The Committee shall have authority to make any appropriate recommendations to the Board and shareholders with respect to the identity and compensation of the Auditors and the Statutory Auditors and otherwise to fulfill its responsibilities under this charter.

The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Auditors and the Statutory Auditors) or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other advisors or consultants.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Board reserves the right at any time to revoke or change the authority delegated under this charter.

DUTIES AND RESPONSIBILITIES

The Committee shall assist the Board in overseeing the Company's financial reporting and, subject to the powers and authority reserved to the Board and the shareholders of the Company under French law in particular with respect to the Statutory Auditors, shall make recommendations to the Board with respect to the appointment, compensation, retention and oversight of the work of the Statutory Auditors and shall be directly responsible for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Subject to mandatory reporting required from the Statutory Auditors to the Board and the shareholders of the Company under French law, the Auditors, the Statutory Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. In particular, the Committee shall be charged with the following functions and processes (which, where appropriate, subject to applicable French law, shall apply in respect of the Statutory Auditor in addition to the Auditors) with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable law or rules) deviate from these activities as appropriate under the circumstances:

1. To evaluate, at least annually, the performance of the Auditors (taking into account, where appropriate, the views of management and the internal auditors), to assess their independence and qualifications, including the performance and qualifications of the lead partner, to recommend to the Board and/or shareholders whether to retain the existing Auditors upon the expiration of their term of office, or to appoint a different independent registered public accounting firm, or whether there should be a rotation of the lead audit partner, to present the Committee's conclusions to the full Board.
2. Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, of the Public Company Accounting Oversight Board (United States) (the "PCAOB").
3. To pre-approve (or, where permitted under SEC rules, subsequently approve) all audit and permitted non-audit and tax services, and any other relationships or services, that may be provided by the Auditors, and establish policies and procedures for the Committee's pre-approval of permitted relationships or services by the Auditors on an on-going basis.
4. To oversee and review the independence of the independent auditors, including (i) obtaining on a periodic basis a formal written statement from Auditors delineating all relationships between the independent auditors and the Company, consistent with all applicable laws and regulations, including the requirements of the Public Company Accounting Oversight Board, reviewing and discussing this statement with the independent auditors and presenting this statement to the Board, (ii) maintaining an active dialogue with the Auditors regarding any disclosed relationship or services that may impair their objectivity and independence and (iii) to the extent there are any such relationships, monitoring and investigating them and, if necessary, taking, or recommending to the Board that the Board take, appropriate action to oversee the independence of the Auditors.
5. To oversee compliance with the requirements of the SEC for disclosure of the Auditor's services and Committee member qualifications and activities.

6. To consider and recommend clear policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Company's Auditors.
7. At least annually, to obtain and review a report by the Auditors describing that firm's internal quality-control procedures, any material issues raised by the firm's most recent internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by that firm, as well as any steps taken to address the issues raised.
8. To review, in consultation with the Auditors, the annual audit plan and scope of audit activities and monitor such plan's progress.
9. To review with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality, not just acceptability, of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.
10. To review with management and the Auditors, as appropriate, the quarterly financial statements, prior to public disclosure of quarterly financial information, if practicable, or filing with the SEC of any report disclosing quarterly financial information, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.
11. To review with management and the Auditors the Company's disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" or otherwise discussing the Company's financial performance in any offering materials or periodic reports to be filed by the Company with the SEC.
12. To review and discuss with management and the Auditors, as appropriate, earnings press releases as well as the substance of financial information and earnings guidance provided to analysts and rating agencies, which discussions may be general discussions of the type of information (such as the proposed use of "pro forma" financial information or financial information that does not conform to International Accounting Standards Board compliant international financial reporting standards ("IFRS")) to be disclosed and the type of presentation to be made.
13. To review with management and the Auditors, as appropriate, significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under IFRS related to material items discussed with management, the potential impact on the Company's financial statements of off-balance sheet structures and any other significant reporting issues and judgments, significant regulatory, legal and accounting initiatives or developments that may have a material impact on the Company's financial statements.
14. At least annually, to discuss with the Auditors the matters required to be discussed by Statement on Auditing Standard No. 16 "Communications with Audit Committees," issued by the PCAOB.

15. To review with the Auditors, as appropriate, any communications between the audit team and the Auditors' national office with respect to auditing or accounting issues presented by the engagement.
16. To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial controls, financial reporting, accounting practices or policies or other matters, and management's response, if any, and to assist the Board in resolving any conflicts or disagreements regarding financial controls or financial reporting.
17. To evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information, and, whether or not resolved, any significant disagreements with management and management's response, if any.
18. To review with the Auditors any "management" or "internal control" letter issued, or to the extent practicable, proposed to be issued by, the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.
19. To review the adequacy and effectiveness of the Company's internal control policies and procedures on a regular basis, including the responsibilities, budget and staffing of the Company's audit function, as well as any special audit steps adopted in light of material control deficiencies, through inquiry and discussions with the Company's independent auditors and management. In addition, the Committee shall review the reports prepared by management, and attested to by the Company's independent auditors, assessing the adequacy and effectiveness of the Company's internal controls and procedures, prior to the inclusion of such reports in the Company's periodic filings as required under SEC rules. The Committee shall review disclosures regarding the Company's internal controls that are required to be included in SEC reports.
20. Periodically, to meet in separate sessions with the Auditors, the internal auditors (or other personnel responsible for the internal audit function), as appropriate, and management to discuss any matters that the Committee, the Auditors, the internal auditors (or other personnel responsible for the internal audit function) or management believe should be discussed privately with the Committee.
21. To recommend procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and procedures for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
22. To consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting practices or policies.
23. To review and make recommendations with respect to engagements of any registered public accounting firm (in addition to the Auditors), prior to commencement of such engagements, to perform any other review or attest service, including the compensation to be paid, at the

Company's expense, to such firm and assisting the Company in the negotiation of such firm's engagement letter.

24. To review and discuss with management the results of efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and regulations, as well as to its Code of Business Conduct and Ethics, including reviewing and making recommendations with respect to or, as required under the Company's Related Party Transactions Policy, approving or ratifying related-party transactions.
25. To oversee management's processes for identifying, monitoring and addressing enterprise risks, and to evaluate and discuss with management its assessments of matters relating to enterprise risks. The Committee shall oversee and monitor management's plans to address such risks and shall review with management the risk factors set forth in the Company's periodic SEC filings. In connection with its review of enterprise risk, management's assessment thereof and any draft risk factors presented by management, the Committee shall be entitled to rely on management's identification and assessment of the operational, financial, strategic, regulatory and other risks described.
26. To make regular reports to the Board regarding any issues that arise with respect to the quality and integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance and independence of the Company's independent auditors
27. To approve the Company's investment policy, review and discuss quarterly reports concerning the Company's investments and financial condition, and discuss periodic management reports relating to financial risk management, levels of insurance coverage and risks covered.
28. To discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures.
29. To oversee compliance with the requirements of the SEC for disclosure of auditor's services and Audit Committee member qualifications and activities.
30. To act as the Company's Qualified Legal Compliance Committee ("**QLCC**") for the purposes of internal and external attorney reporting under SEC rules. The Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report to the QLCC.
31. To periodically review the Company's policy with respect to the Foreign Corrupt Practices Act and compliance therewith.
32. To investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
33. To prepare any reports of the Committee required by the rules and regulations of the SEC to be included in any reports filed by the Company with the SEC.
34. To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing, as required by law or as determined by the Board.

While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with IFRS and applicable rules and regulations. These are the responsibilities of management and the independent auditors. It is recognized that the members of the Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and engage independent counsel and other advisers, as it determines necessary to carry out its duties under this charter. The Committee shall set the compensation, and oversee the work, of any such outside counsel and other advisers.

Subject that the relevant payment corresponds to a decision made or expense incurred in the corporate interest of the Company and necessary for the performance by the Committee of its duties, the Company shall pay or repay, as applicable, as determined by the Committee, (i) the compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) the compensation to any advisers employed by the Committee and (iii) the reasonable ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

COMPENSATION

Save for repayment of expenses above, the Members of the Committee may only receive from the Company attendances fees (*jetons de présence*), if any, as member of the Board for their service as Committee members as may be determined by the Board in its sole discretion. Any other compensation must be exceptional (*rémunération exceptionnelle*), made on a case-by-case basis for special and for temporary assignments and must be first approved by the Board. Such fees may include retainers or per meeting fees. Members of the Committee may not receive any compensation from the Company except the fees received as a member of the Board or any committee thereof.

PERFORMANCE EVALUATION

The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter at least annually, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.