TALEND S.A.

CHARTER OF THE BOARD OF DIRECTORS
(*Réglement intérieur du conseil d'administration*)

(Adopted on May 13, 2016; Effective as of May 13, 2016)

The Board of Directors (the "**Board**") of Talend S.A. (the "**Company**" or "**Talend**") has adopted the following charter (the "**Board Charter**") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders in a manner that is consistent with its fiduciary duties.

I. THE BOARD

Role

It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its shareholders. It is also the Board's duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this responsibility, the directors are expected to take a proactive approach to their duties and function as active monitors of corporate management. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

Size

Under French law and the Company's by-laws (the "**By-laws**"), the Board must be composed of between three and eighteen members. Within this limit, the number of directors is determined by the shareholders. To this effect, the Board may make recommendations to the shareholders to ensure that the current number of directors most effectively supports the Company.

Composition

The Board believes that as a matter of policy there should at all times be a majority of independent directors on the Board. An "independent director" is a person who meets the definition of independent director under the rules of the stock exchange on which the Company's securities are listed and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.

Executive Sessions

In order to prepare meetings of the Board, the non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than twice a year in an independent director executive session.

Executive sessions between two or more directors shall be limited to informal discussions among the relevant directors during which no decision may be made on behalf of the Company. Following such sessions, the relevant directors can only make non-binding recommendations to the Board. Under any circumstances, decisions of the Board shall be made only at meetings of the Board to which all directors and the representatives of the Company's works' council (*comité d'entreprise*) have been duly convened.

Director Qualifications

The Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") works with the Board to determine periodically, as appropriate, to the extent permitted or required under applicable laws, the Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, to the extent permitted or required under applicable laws, the Nominating Committee may advise the Board to consider such factors as gender, race, ethnicity, nationality, differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Nominating Committee and the Board evaluate each individual in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the Nominating Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other relevant qualifications and characteristics.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the members' service as a director.

Limitation on Other Board Service

Directors should advise the Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. Subject to the requirements of applicable French laws and regulations, no director should serve on more than four additional company boards without the approval of the Board. French law and the By-laws further provide that the number of directors who are also party to employment contracts with the Company may not exceed one-third of the directors in office. The Board, working with the Nominating Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below and in Talend's Code of Business Conduct and Ethics.

Appointment of New Directors

Directors are elected, re-elected and may be removed at a shareholders' general meeting with a simple majority vote of the shareholders. In accordance with French law, the By-laws also provide that the directors may be removed with or without cause by the affirmative vote of the holders of at least a majority of the votes of the shareholders present, represented by a proxy or voting by mail at the relevant ordinary shareholders' meeting, and that any vacancy on the Board resulting from the death or resignation of a

director, provided there are at least three directors remaining, may be filled by vote of a majority of the directors then in office provided that there has been no shareholders meeting since such death or resignation. Directors chosen or appointed to fill a vacancy are elected by the Board of directors for the remaining duration of the current term of the replaced director. The appointment must then be ratified at the next shareholders' general meeting. In the event the Board would be composed of less than three directors as a result of a vacancy, the remaining directors will immediately convene a shareholders' general meeting to elect one or several new directors so there are at least three directors serving on the Board, in accordance with French law.

Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Nominating Committee of such circumstances. The Nominating Committee will advise the Board to consider the circumstances and in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Term Limits

Pursuant to the By-laws, the directors are elected for three-year terms, provided that directors may be re-elected or removed as set forth above.

Compensation

The aggregate amount of attendance fees (*jetons de présence*) of the Board is determined at the shareholders' annual ordinary general meeting. The Board then divides this aggregate amount among some or all of its members by a simple majority vote. In addition, the Board may grant exceptional compensation (*rémunérations exceptionnelles*) to individual directors on a case-by-case basis for special and temporary assignments. The Board may also authorize the reimbursement of reasonable travel and accommodation expenses, as well as other expenses incurred by directors in the corporate interest. Directors who are employed by the Company receive a separate compensation as officers or employees.

The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee of the Board (the "**Compensation Committee**"), which will take into account the directors' independence status. Senior management of the Company or a compensation consultant will report once a year to the Compensation Committee regarding the status of the Company's director compensation in relation to comparable companies. This report will include consideration of independence, employee status and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Board, which will then approve the director compensation. The Company's employees will not receive additional compensation for their service as directors.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops,

the director will report all facts regarding the matter to the Chairman of the Nominating Committee (or if the conflict of interest constitutes a "related person transaction," to the Chairman of the Audit Committee of the Board (the "**Audit Committee**")), and to the General Counsel. Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting, on the matter.

Interaction with the Press, Members and Others

The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, members or others regarding the Company's operations to the Chairman of the Board (*président du conseil d'administration*) who, in turn, shall refer to the Company's Chief Executive Officer (*directeur général*) ("**CEO**"). If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board and be in compliance with the Company's External Communications Policy.

Board Access to Senior Management

The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

Board Access to Independent Advisors

The Board may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

Director Orientation and Continuing Education

The directors and the Company are committed to ensuring that all directors receive orientation and continuing education.

Annual Self-Evaluation

The Nominating Committee will oversee a periodic self-evaluation by the Board, each committee of the Board and each director. The Nominating Committee will work with the Board in establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Nominating Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its shareholders in a manner consistent with the Company's mission and core values.

II. Board Meetings, Shareholder Meetings, Involvement of Senior Management

Board Meeting Attendance

The Board will meet as often as required by the corporate interest of the Company and at such times and places set forth in the convening notice. The Board can only be convened by the Chairman or, when no board meeting has been held for more than two consecutive months, by directors representing at least one-third of the total number of directors. Directors are expected to attend each meeting (and, in no event, fewer than 75% of the meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairman of the Board in advance of the meeting.

Annual Meeting of Shareholders Attendance

Each director is strongly encouraged to attend each of the Company's annual meetings of shareholders.

Attendance of Non-Directors

Subject to approval of a majority of the directors attending each relevant board meeting, the Board may invite management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Subject to the requirements of applicable laws and regulations, attendance of any non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials

Director shall receive prior notice in writing (including by e-mail), together with the meeting's agenda, in advance of a Board's meeting in accordance with the By-laws. To the extent feasible and necessary, any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Use of videoconference or telecommunications means

In accordance with applicable French law and this Charter, directors may attend meetings of the Board using videoconference or telecommunication device, except in case the meeting is called to approve the annual financial statements of the Company (including the consolidated financial statements), or to prepare the annual management report of the Company and, as the case may be, of the group. In such latter case, only directors who have attended physically or are represented by a proxy at the relevant meeting can vote at such meeting.

The videoconference or telecommunication device must be reliable and secured so as to guaranty the identification of the relevant attendee and its effective participation to the relevant meeting.

The minutes of the relevant meeting must specify the name of the directors having attended using videoconference or telecommunication device.

III. Committee Matters

Number, Name, Responsibilities and Independence of Committees

The Board currently has three standing committees: Audit, Compensation and Nominating. The Audit Committee, Compensation Committee and Nominating Committee are each composed of independent directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will function in accordance with the By-laws and the committee's charter.

In accordance with French law, each committee of the Board has only an advisory role and can only make recommendations to the Board. As a result, decisions will be made by the Board taking into account any non-binding recommendations of the relevant board committee.

Assignment and Rotation of Committee Members

Based on the recommendation of the members of the Nominating Committee, the Board appoints committee members and committee chairs in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

Frequency of Committee Meetings and Agendas

The committee chairs and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairs will summarize committee discussions and actions with the full Board.

Committee Charters

Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.

IV. Leadership Development

Annual Review of Chief Executive Officer

The Compensation Committee, with input from the non-employee directors, will conduct a review at least annually of the performance of the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the Compensation Committee.

Succession Planning

The Nominating Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. The Nominating Committee will also work with the CEO and appropriate members of management to plan for succession of each of the executives as well as to develop plans for interim succession of each of the executives in the event of an unexpected occurrence. In addition to the succession planning, there should periodically be a report on management development by the CEO.

V. Interpretation

This Charter should be interpreted and construed in the context of all applicable laws, the By-laws and other corporate governance documents.

VI. Amendment

The Board is committed to continuously reviewing and updating its policies, and the Board therefore reserves the right to amend this Charter at any time, for any reason, subject to applicable law.