

**TALEND S.A.**

**CHARTER OF THE COMPENSATION COMMITTEE**

**PURPOSE**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Talend S.A. (the “**Company**”) shall be to:

- assist the Board in overseeing the Company’s compensation policies, plans and programs (including salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans);
- review and formulate recommendations to the Board and assist the Board in discharging its responsibilities relating to oversight of the compensation to be paid to the Company’s executive officers and directors; and
- administer the Company’s equity compensation plans for its executive officers and employees.

**MEMBERSHIP REQUIREMENTS**

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy (i) the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”) applicable to compensation committee members, when and as required by the NASDAQ, including any exceptions permitted by these requirements, and (ii) as applicable, the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

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 shall hold such regular or special meetings as its members deem necessary or appropriate. 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 full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants; provided that the appointment of the relevant advisor or consultant is necessary for the performance of its duties by the Committee and in the corporate interest. In addition, the Committee shall have sole discretion and authority to retain and terminate any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, and shall be directly responsible for appointing, approving the reasonable fees and other retention terms of and overseeing any compensation consultant retained by the Committee, all at the Company's expense. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties and is in the corporate interest are permitted. Before selecting or receiving advice from an advisor or consultant (other than in-house legal counsel), the Committee shall consider such factors as may be required by the rules of NASDAQ or the U.S. Securities and Exchange Commission (the "SEC"), as applicable, with respect to the independence of such advisor or consultant. The Committee may form and delegate authority to subcommittees as appropriate.

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 rules (as applicable), each as may be amended from time to time. The Board reserves the right at any time to revoke or change the authority delegated under this Charter.

## **RESPONSIBILITIES**

To implement the Committee's purpose, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, unless prohibited by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

- To review periodically and make suggestions to the Board with respect to the overall compensation strategy and policies for the Company, including:
  - making any appropriate recommendations with respect to corporate performance goals and objectives to support and reinforce the Company's long-term strategic goals relevant to the compensation of the Company's executive officers and other senior management;
  - evaluating and recommending the Company's compensation plans and programs or the modification or termination of existing plans and programs;
  - recommending policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;
  - reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry;

- reviewing the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk;
  - reviewing and making recommendations on the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and other senior management;
  - considering and, if appropriate, recommending the establishment of a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and
  - evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.
- To review and make recommendations regarding the compensation and other terms of employment of the Company's Chief Executive Officer and to assist the Board in evaluating the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives, taking into account, among other things, (i) developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term shareholder value; (ii) achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer; and (iii) achieving the Chief Executive Officer's individual performance goals and objectives.

In assessing the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative shareholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable. The Chief Executive Officer shall not participate in any deliberations or voting regarding such officer's compensation.

- To review and make any appropriate recommendations with respect to the individual and corporate performance goals and objectives of the Company's other senior management, as appropriate, including executive officers (as that term is defined in Rule 3b-7 under the Exchange Act), that are periodically established. The Committee shall recommend for determination and approval the compensation and other terms of employment of these senior management, as appropriate, taking into consideration the senior manager's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer.
- To periodically review the compensation paid to non-employee directors for their service on the Board and its committees and recommend any changes considered appropriate for approval.
- To recommend the adoption, amendment and termination of the Company's option plans, share appreciation rights plans, pension and profit sharing plans, incentive plans, equity bonus plans, equity purchase plans, bonus plans, deferred compensation plans and similar programs.

- To review and discuss with management the Company's disclosures contained, as applicable, under the caption "Compensation Discussion and Analysis" ("CD&A") or such other similar section discussing the Company's compensation practices for use in any offering materials or periodic reports to be filed by the Company with the SEC and make recommendations that the CD&A be approved for inclusion in such offering materials or periodic reports, to the extent required by applicable law.
- To prepare and review any reports of the Committee on executive compensation required by the rules and regulations of the SEC to be included in any reports filed by the Company with the SEC.
- To develop and recommend for approval a Chief Executive Officer succession plan (the "**Succession Plan**"), to review the Succession Plan periodically with the Chief Executive Officer, to evaluate potential candidates for Chief Executive Officer and recommend any changes to, and any candidates for succession under, the Succession Plan.
- To make regular reports to the Board.
- To review, discuss and assess the Committee's 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 for consideration.
- To perform such other functions as assigned by law, the Company's Bylaws or the Board.