

**Annual General Meeting of Criteo**

Date: June 18, 2014

See Voting Instruction On Reverse Side.

Please make your marks like this:  Use pen only

**Agenda of the ordinary shareholder's meeting competence**

- |  | For                      | Against                  |
|--|--------------------------|--------------------------|
| 1 Approval of the annual accounts of the fiscal year ended December 31, 2013   | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of the consolidated accounts of the fiscal year ended December 31, 2013   | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Discharge to the members of the board of directors and to the statutory auditors for the performance of their duties during the financial year 2013  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Allocation of net results for the fiscal year ended December 31, 2013  | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Review of the agreements referred to in articles L.225-38 and seq. of the French Commercial Code   | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Determination of the amount of the directors' attendance fees  | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Renewal of Mr. Dominique Vidal's office as director  | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 Approval of the 2013 and 2014 OSA (options to subscribe to new shares) and OAA (options to purchase existing shares) plans and of the 2013 and 2014 free share plans adopted by the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> |

**Agenda of the extraordinary shareholder's meeting competence**

- |  |                          |                          |
|--|--------------------------|--------------------------|
| 9 Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by way of issuing of ordinary shares or of any security giving access to the share capital with removal of the shareholders' preferential subscription right to the benefit of a determined category of persons who meet certain criteria   | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by way of issuing of ordinary shares or of any security giving access to the share capital while preserving the shareholders' preferential subscription right  | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by way of issuing of ordinary shares or of any security giving access to the share capital with removal of the shareholders' preferential subscription right including in the context of a public offering   | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by way of issuing of ordinary shares or of any security giving access to the share capital with removal of the shareholders' preferential subscription right in the framework of an offering made to the benefit of qualified investors or to a restricted circle of investors mentioned at the II of article L. 411-2 of the French monetary and financial code | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 Delegation of authority to be granted to the Board of Directors in order to increase the number of securities to be issued as a result of a share capital increase with or without preferential subscription right pursuant to the said resolutions   | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 Determination of the overall limits on the amounts of the issues completed pursuant to the above mentioned delegations  | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by way of incorporation of premiums, reserves, benefits or others  | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 Authorization to be given to the Board of Directors to grant OSA (options to subscribe ordinary shares) or OAA (options to purchase ordinary shares) of the Company   | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 Authorization to be given to the Board of Directors to grant free shares, existing or to be issued, pursuant to the provisions of articles L.225-197-1 and seq. of the French Commercial Code   | <input type="checkbox"/> | <input type="checkbox"/> |
| 18 Delegation of authority to authorize to the Board of Directors in order to issue and to allocate warrants (for BSA or <i>bons de souscription d'actions</i> ) in favor of a range of persons satisfying determined characteristics  | <input type="checkbox"/> | <input type="checkbox"/> |
| 19 Determination of the overall limits on the amounts of the issues completed pursuant to the sixteenth to the eighteenth resolutions above  | <input type="checkbox"/> | <input type="checkbox"/> |
| 20 Delegation of authority to be granted to the Board of Directors in order to increase the share capital by way of issuing of shares and securities giving access to the Company's share capital to the benefit of employees who participate in a Company's saving plan.  | <input type="checkbox"/> | <input type="checkbox"/> |

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

**Annual General Meeting of Criteo  
to be held on June 18, 2014  
For Holders as of May 14, 2014**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 5:00 pm, (Eastern Time) on June 10, 2014.**

**PROXY TABULATOR FOR  
CRITEO  
P.O. BOX 8016  
CARY, NC 27512-9903**



**EVENT #**

**CLIENT #**

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑

## CRITEO

### **Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 PM (New York City Time) on June 10, 2014)**

The undersigned Holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the Deposited CRITEO Shares represented by such Receipts registered in the name of the undersigned on the books of the Depositary as of the close of business on May 14, 2014 at the Annual General Meeting of CRITEO to be held in France, on June 18, 2014 at 3:30 pm in respect of the resolutions specified in the enclosed Notice of Meeting.

**NOTE:**

- 1. Instructions as to voting on the specified resolutions should be indicated by an "X" in the appropriate box.**
- 2. If no instructions are received by the Depositary from an Owner with respect to an amount of the Deposited Securities represented by American Depositary Shares of that Owner on or before the date established by the Depositary for such purpose, to the extent permitted by applicable law, the Depositary shall deem such Owner to have instructed the Depositary to vote or cause to be voted that amount of the Deposited Securities in favor of all resolutions set out in the notice of meeting that are endorsed by the Company's board of directors and against all resolutions of that kind that are not so endorsed, except that no such instruction shall be deemed given and no such proxy shall be given with respect to any matter as to which the Company informs the Depositary that the Company does not wish Deposited Securities to be so voted.**

**(Continued and to be marked, dated and signed, on the other side)**

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CRITEO  
P.O. Box 8016  
CARY, NC 27512-9903