

# CODE OF BUSINESS CONDUCT AND ETHICS



Criteo is committed to maintaining the highest standards of professional business conduct and personal ethics. As part of our exciting journey and in order to continue driving our success, it is critical to strengthen our reputation as an organization with the highest levels of ethical and lawful conduct.

Criteo's reputation is very important. We need to reflect who we are: a global leader in performance display advertising, respectful, honest and a fair player. Maintaining our reputation is key to our long term success. "Shortcuts" which try to win business at the potential expense of our reputation are never acceptable.

The Criteo Code of Business Conduct and Ethics (the "**Code**") is intended to provide each of us with a roadmap to ensure our daily compliance with applicable laws and with our standards of ethical business conduct.

The Code applies to everyone at Criteo; i.e., to all employees of Criteo S.A. and all of its subsidiaries and affiliates (collectively referred to as "**Criteo**" or the "**Company**") regardless of position, location or level of responsibility ("**Employees**"), as well as Criteo's directors, temporary workers, consultants and interns in the context of their professional.

This Code has been approved by the Company's Board of Directors ("**Board**") and the Board has ultimate responsibility for the matters outlined in the Code. We are all expected to read and understand this Policy and conduct ourselves in line with its letter and spirit. Our continued growth depends on all of us making this Code a part of our daily professional life.

Thank you for your commitment and adherence to the Code.

Future is ours.

Sincerely,

Eric Eichmann

Chief Executive Officer

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## Reminder of our Operating Principles

✓ **Go, Go, GO!**

✓ **Do the Right Thing**

✓ **No Fear**

Everyone at Criteo is expected to live their professional life in accordance with our Company's Operating Principles. These principles are the foundation of our unique culture and the spirit behind the standards of business conduct included in this Code.

### I. Introduction

#### What will you find in this Code?

This Code describes the basic ethical principles and standards that should guide our actions within the Company, the Criteo group and our partners. Although it covers a wide range of business practices and procedures, these basic ethical principles and standards cannot and do not cover every issue that may arise, or every situation in which ethical decisions must be made, but rather sets forth key guiding principles that represent Criteo policies.

#### Questions or concerns regarding this Code

Should you have any questions or hesitation on a principle set out in this Code, please do not hesitate to ask or contact the Human Resources department or the Compliance Officer.

In some situations it can be difficult to know right from wrong. Since none of us can anticipate every situation that will arise, it is important that we have a way to approach a new or sensitive question or concern. Here are some questions that should be kept in mind when considering the terms set out in this Code.

#### What do I need to know?

In order to reach the right solutions, you must be as fully informed as possible. If something does not seem right to you, trust your instincts and ask relevant questions.

#### What specifically am I being asked to do? Does it seem unethical or improper?

This will focus the inquiry on the specific action in question, and the available alternatives. Use judgment and common sense. If something seems unethical or improper, it probably is.

#### What is my responsibility?

Your first responsibility is a moral responsibility towards Criteo, your colleagues, and your partners.

Your responsibility is also legal and it is, in most situations, a shared responsibility with your colleagues. You are personally responsible for ensuring your actions are always in line with this Code.

Failing to comply with the Code and failing to report violations of the Code in accordance with the **Whistleblowing Policy** could lead to disciplinary action up to and including termination of employment.

### **Should I seek help from Criteo management?**

In a case where it is not appropriate to discuss issues with a manager, or where you would not be comfortable approaching a manager with your question, discuss it with the Human Resources department or seek advice from the Compliance Officer. You should also refer to the Criteo **Whistleblowing Policy**

In any case, we recommend you to share your concerns and do not hesitate to look for advice.

### **No retaliation**

Open communication of professional issues and concerns by Employees, officers and directors without fear of retaliation is vital to the successful implementation of this Code.

Criteo will not tolerate any kind of retaliation, and will support any individual who in good faith raises concerns about a possible violation of this Code.

## II. Application of this Code to Criteo as a Business Player

### A. General compliance with business applicable laws

Criteo must comply with all applicable laws, rules and regulations in the jurisdictions where we do business.

While we do not expect each of you to know all provisions of every specific law, you should be aware of and understand the main laws that apply to your work.

If a law, rule or regulation is unclear, or if you believe it conflicts with a provision of this Code, you should seek advice from your manager or the Compliance Officer.

The following specific laws are in particular worth noting.

#### 1. Fair Competition

Criteo's competitive keys are based on our world-class technology and other assets as well as on our highly qualified and trained Employees. That is the reason why Criteo is ahead on its market and in advance on its competitors.

Criteo conducts its business, and we expect you to conduct yourself, in a manner that is fair, honest, and ethical and in accordance with all laws governing and promoting free and fair competition, i.e. the antitrust laws of the U.S. and, where applicable, the antitrust and related competition laws of any other jurisdiction where Criteo operates as a business.

Antitrust and competition laws generally prohibit activities that may limit a business' independent judgment or restrain free trade. No one should seek to obtain an advantage for Criteo's business through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Examples of prohibited conduct by anti-trust laws include express or tacit agreements among competitors on:

- Prices;
- Terms of sale to customers; and
- Allocation of markets or customers.

Violation of antitrust laws is a very serious offense and could place both Criteo and you, if you are involved, at risk of substantial criminal and civil penalties. If you are involved, you may be subject to additional disciplinary action by Criteo, including termination of employment as well as litigation by Criteo.

As laws regulating competition and trade practices vary around the world and are often difficult to evaluate, you should contact your manager and, for further assistance, the Compliance Officer, for help in understanding how they apply to you and may affect your day-to-day work and before carrying out any of the following actions:

- Join a trade association;
- Communicate with competitors regarding business issues, or with third parties who are closely connected to competitors;
- Attend meetings with competitors and third parties where competitively sensitive topics may be discussed, even if these meetings are public (such as at conferences or trade shows); and
- Confer exclusive rights to a business partner.

## 2. Insider trading

Criteo complies with insider trading regulation with all applicable laws, rules and regulations in the jurisdictions where we do business.

Consequently, you should not:

- Trade in, i.e. buy or sell, Criteo securities on the basis of material non-public information about Criteo (“**Insider Information**”), or
- “Tip” a family member, friend or any other person by sharing such information with them.
- Trade in the securities of other companies if you have knowledge of material, non-public information about them.

Insider Information can be positive or negative information and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity. Some examples of Insider Information include:

- Unpublished financial results (including earnings estimates);
- News of a pending or proposed company transaction;
- Major litigation;
- Recapitalizations;
- Significant changes in corporate objectives;
- Change in control or significant change in management;
- News of a significant sale of assets;



- Changes in dividend policies; and
- Financial liquidity problems.

Trading based on Insider Information can result in criminal penalties, civil penalties and/or disciplinary action, including dismissal. For further guidance on Insider Trading, you should consult the **Criteo Insider Trading Policy**. If you have any questions on whether you possess Insider Information or on your ability to buy or sell securities, you should contact the Legal Department.

### **3. Business Expenses, Gifts and Business Courtesy**

Criteo understands, to a certain extent, that doing business and building business relationships with partners may imply expenses, offering and receiving of gifts and business courtesies, but those have to be controlled and limited within a proper framework.

- **Business Expenses**

To allow you to deal with your professional expenses, Criteo adopted the **Criteo Travel and Expense Policy** which includes rules to be observed regarding business expenses, such as meal and travel expenses, and guidelines on submitting accurate expense reimbursement requests. The rules regarding business expenses can differ from one country to another, so it is important that you check the **Criteo Travel and Expense Policy** before you travel.

- **Gifts and Business Courtesy**

Criteo recognizes that business entertainment and gifts are meant to reflect goodwill and sound working relationships, not to gain unfair or unethical advantage with customers or suppliers.

Neither you nor any family member of yours may offer, give or accept any gift or entertainment that:

- Is a cash gift or a cash equivalent such as e-money, gift cards, or vouchers;
- Is inconsistent with customary ethical business practices;
- Is excessive in value;
- Could be construed as a bribe or payoff; or
- Violates law or regulation.

It is generally accepted that business practice and common business courtesy may require Criteo to offer entertainment, hospitality, and small gifts to prospects and customers.

Before offering any such gift or entertainment, you must personally ensure that it is proper and appropriate to do this. This means three things:

- Checking that it is proper for the prospect or customer to receive the gift or entertainment. It is important that you do not put anyone in a difficult position where they feel embarrassed at having to turn down an inappropriate gift;

- Checking that the offer of a gift or entertainment could not reasonably be construed as an attempt by you to secure favorable treatment; and
- Checking that the offer of a gift or entertainment is not in violation of an applicable law, rule and regulation in the jurisdictions where we do business and in compliance with the **Criteo Gifts and Hospitality Policy**.

All such gifts and entertainment must be given openly and transparently, not secretly. You generally may accept unsolicited gifts or other business courtesies from actual or potential suppliers or other business partners provided they are of low value and are not given with the intention or purpose of influencing your judgment or securing favorable treatment for a third party.

Before granting or accepting any gift or courtesy, please refer to the **Criteo Gifts and Hospitality Policy** and the **Criteo Travel and Expense Policy** and be aware that you may, if appropriate, need to seek your manager's prior approval. You should also consult the Compliance Officer if you are looking for further advice.

#### 4. Anti-corruption laws

Criteo conducts its business honestly and fairly in full compliance with all applicable anti-corruption laws, such as the Foreign Corrupt Practices Act (USA), the Bribery Act 2010 (UK), the Loi Sapin and the French 2007 Anti-Corruption Act (Fr) and the OECD Convention on Combating Bribery.

Under anti-corruption laws, offering or payment of anything of value (including but not limited to gifts, meals/entertainment, securities, money, services) directly or indirectly to a foreign government official, political party, party official, or a candidate for political office for the purpose of influencing official acts, obtaining or retaining business or to secure any improper advantage, is illegal.

Before making any gift or business courtesy to a government official, for any reason, you should obtain the prior written approval from the Legal department.

In many countries, such as the UK, the Netherlands and China, the anti-corruption laws apply not only to dealings with government officials but also to private business dealings between commercial entities and their employees or agents.

Violation of anti-corruption laws may result in criminal and civil sanctions (including fines and imprisonment) being imposed on you and on Criteo. Any Employee who violates this Code will be subject to disciplinary action, up to termination of employment.

It is not acceptable for you (or someone on your behalf) to:

- give, promise to give, or offer anything with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- give or accept anything during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;

- accept anything from a third party that you know or suspect is offered with the expectation that it we will provide a business advantage for them or anyone else in return;

We do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).

Kickbacks are typically payments made in return for a business favor or advantage.

You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Compliance Officer.

If you have a doubt as to whether a contemplated action, payment or gift may violate anti-corruption laws, you should consult the **Criteo Global Anti-Corruption Policy** and contact the Compliance Officer before taking any action.

#### **5. Trade compliance (import and export)**

Criteo undertakes to comply with US and international trade controls. As a general rule, exporting or importing products, services, software or other technologies into a particular country is subject to the laws of that country.

Complex US and other countries' trade laws apply to:

- Imports and exports of products from or into the US;
- Imports and exports from or into other countries, in particular when those products contain US origin component or technology;
- Transfers of items (products, technology or other) outside of the US which may require an export license;
- Provision of technical information to non-US persons.

Failure to comply with trade laws can lead to civil and criminal penalties for Criteo and individual Employees, including you. If you believe that a trade-related violation has occurred or is about to occur, you should contact the Compliance Officer prior to proceeding with the export or import transaction.

#### **6. Sanctions and Money Laundering**

There are significant international rules which are designed to stop the business activities of certain designated countries, companies and people, stop financial crime and also target terrorists and terrorist financing. Such people may seek to use a legitimate business like Criteo to try and avoid these international rules. It is important that you always have a good understanding of the identity of the customers and suppliers you are working with, not just the person you are directly dealing with but

who the company is, that its business is legitimate and whether there is any risk that it could be a sham or front company for another person or entity.

You must never offer or agree to allow Criteo's financial systems to be used by any third party for any purpose - for example a customer asking if they can overpay an invoice or store money in Criteo's bank accounts for a period of time.

## **B. Data privacy**

Criteo respects and protects privacy of internet users in compliance with all applicable laws, rules and regulations in the jurisdictions where we do business.

Criteo's core business requires that we collect, process and store user-browsing information.

Criteo takes privacy very seriously, which is why we believe in transparency. You should be familiar with the **Criteo Privacy Policy** and handle user data according to our Privacy Policy. This policy gives our users information regarding type of data collected, data retention, purpose of this collection, with whom (if appropriate) it will be shared and the ability to opt-out of our service.

If you have any doubts or questions about privacy, you should contact the Legal Department.

## **C. Third-party intellectual property and copyright protection**

Criteo respects the intellectual property rights of others and the copyright protection in compliance with all applicable laws, rules and regulations in the jurisdictions where we do business.

### **7. Third-party intellectual property**

It is Criteo's policy not to knowingly use the intellectual property, including but not limited to trademarks, software, domain names, patents, of any third party without the legal right or permission to do so.

As we respect our competitors, partners and former Employees, we should not disclose any confidential information we may have gathered on them. For further guidance on confidential information, please refer to section III B of the Code.

### **8. Copyright protection**

Copyright laws protect in particular written material, branding elements, slogans, software, music, videos, written publications, or any other intellectual property owned by a third party from any unauthorized duplication, display and performance.

Reproducing, distributing or altering the copyright materials for any business purpose unless you have received authorization from the legal owner of the content is prohibited.

Failure to do so may expose Criteo and Employees to civil and/or criminal penalties.

For any questions on whether a use is authorized or when developing a product that uses content not belonging to Criteo, you should contact the Legal Department prior to making the proposed use.

Likewise, if you are told or have reason to believe that a misuse or infringement of Criteo intellectual property rights owned by a third party has occurred, you should report this to the Legal Department.

#### **D. Media contact and external communications**

Communicating consistent and accurate information to the public is vital to Criteo's image and is required to meet regulatory and legal obligations.

You should not speak on behalf of Criteo unless you have been explicitly authorized to do so as designated in the **Criteo External Communications Policy**. All inquiries from the press, the media or industry analysts should be directed to the Public Relations department.

Should you be approached for interviews or comments by any third parties, decline and immediately refer such inquiries to the Public Relations department. Note that all inquiries from the investment community, including from investors or the financial analysts' community should be referred to the Investors Relations department or the Chief Financial Officer.

When speaking or writing about Criteo, whether on social media or during external events, we encourage you to be very respectful towards Criteo as well as competitors, hosts or partners. Please be mindful that you have no expectation of privacy when you post online and even private comments (oral or written) involving Criteo might become public and be interpreted as comments from the Company. You should apply your best judgment to avoid these situations and be aware that you can be held personally liable for commentary that is considered defamatory, obscene, proprietary or libelous by any offended party, not just Criteo. While Criteo encourages Employees to share and exchange information beneficial to Criteo's business, specifically authorized social media points of contact are the only Employees permitted to do so through Criteo's official social media forums and on behalf of the Company. For any further question on how to best use social media as an Employee please refer to the **Criteo Social Media Guidelines**.

Again, only specifically authorized people as designated in our **External Communications Policy** may speak as a Criteo representative or about Criteo's business with the press and the public.

### III. Application of this Code to Criteo as a company and as a community

#### A. Conflicts of interests

You are expected to act, from a professional perspective, in Criteo's best interests and you should endeavor to avoid situations that may directly or indirectly create or appear to create a conflict between your personal interest and the interests of Criteo (referred to as a "**Conflict of Interest**").

A Conflict of Interest may occur in the following cases:

- When your personal private interest interferes in any way, or even appears to interfere with the interests of Criteo,
- When you take an action or have an interest that may make it difficult to perform your duties objectively and effectively,
- When you receive improper personal benefits as a result of your position within Criteo.

Despite the impossibility to describe all situations in which Conflicts of Interest may arise, note that the following cases could put you in a sensitive and conflicted situation:

- **Corporate opportunities:** take business opportunities for yourselves that arise through the use of corporate property, information or position in Criteo. Business opportunities discovered through your work here belong first to Criteo, except as otherwise agreed to by Criteo.
- **Related persons:** participate in a potential or existing Criteo business relationship involving your relatives (parents, children, grandparents, step relationships), spouse or significant other, close friends or any other person having a close relationship with you.
- **Outside employment and inventions:** work in any capacity for a competitor or business partner of Criteo while employed by Criteo. The same applies if you are involved in a business or inventions that are in similar fields to the work you do at Criteo.
- **Outside directorships:** accept employment, advisory positions or board seats or any similar capacity of any company that might potentially compete with Criteo while employed by Criteo.
- **Personal ownerships or investments:** have, while employed by Criteo, a direct or indirect ownership or other interest in a transaction involving Criteo, a competitor or business partner or making personal investments in companies that are Criteo competitors or business partners when the investment might harm Criteo or the other company in which you hold an ownership or have invested.
- **Use of Criteo products and services:** use Criteo products, services or information in a way that improperly benefits yourself or someone you know or creates the appearance that you have an unfair advantage over users outside of Criteo.
- **Accepting gifts, entertainment and other business courtesies:** accept gifts, entertainment or other business courtesies from any of our business partners or competitors which are not in compliance with the **Criteo Gifts and Hospitality Policy** and the **Criteo Travel and Expense Policy** as further described in section II A 3.

It may also be a conflict of interest if someone close to you, such as an immediate family member, has interests which are adverse to or opposed to Criteo.

If a Conflict of Interest arises, we may be able to put steps in place to manage the issue, so that Criteo is protected and you are not disadvantaged. Such steps might include agreeing with you that you will not access certain information or be involved in certain business meetings while the Conflict of Interest continues. We can only do this if you tell us about the potential Conflict of Interest before or immediately that it happens.

Situations involving a Conflict of Interest may not always be obvious or easy to resolve. If you believe you have a potential conflict, you should first use your personal judgment and, if necessary, speak with your direct manager and consult the Legal department.

## **B. Protect confidential information**

Confidential information generated by and gathered in our business is a key asset of Criteo.

As Employees, you may have access to information that is private to Criteo and has not been made public (referred to as “**Confidential Information**”).

Confidential Information includes but is not limited to financial, product and user information about Criteo but also about our partners, users, advertisers and any other third parties we do business with such as:

- Financial data;
- R&D programs and roadmap;
- Inventions and patents;
- Pricing and products;
- Personal information;
- Sales and marketing programs; and
- Information relating to any intellectual property rights that gives Criteo an added value that might be useful to competitors or that could harm Criteo, our partners, users, advertisers and any other third parties, if disclosed.

Protecting this information and keeping it confidential is critical to our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by Criteo or specifically required by law.

You should be aware that your obligation to protect Criteo’s Confidential Information continues even after you stop working at Criteo.

Disclosure of confidential information is strictly limited to the following cases:

- **To persons or companies outside of Criteo**, subject to the prior signature of an appropriate non-disclosure agreement approved by the Legal Department;
- **Between Employees, contractors or consultants within Criteo**, only be shared on a “need-to-know” basis, unless authorized by your direct manager or the Legal Department.

Reciprocally, you should never accept or use information offered by a third party that is represented as confidential or which appears from the circumstances to be confidential, unless an appropriate non-disclosure agreement has been signed by both parties. Templates of standard non-disclosure agreements suitable for most business disclosures are available on Criteo’s website.

For any specific requests, you should consult the Legal Department.

### **C. Protect Criteo’s materials**

You should protect Criteo’s materials and ensure their proper use.

Criteo’s assets include not only Confidential Information but also funds, equipment, vehicles, products, Criteo’s facilities and IT infrastructure, i.e. the network, computers and any mobile devices whether personal or corporate, or store on our premises (e.g., letters, memos and other documents).

All Criteo physical assets must be protected and secured to avoid theft or loss. Any use of Criteo’s IT infrastructure, including the documents and information produced or stored using Criteo’s IT infrastructure, may be disclosed to people inside and outside Criteo, when there is a business need or legal requirement to do so.

Any suspected loss, misuse or theft of Criteo’s assets should be reported to your direct manager and/or to the Legal Department.

If you have any reason to believe that our network security has been violated or think that your network password may have been compromised, and in case of any loss of laptop or smart phone for example, you should promptly report the incident to the IT department. For any specific request on the use of Information Technology at Criteo, please refer to the **Criteo Information Technology Use Policy**.

### **D. Record transactions and financial information**

#### **9. Transactional records**

Each time you enter into a business transaction on Criteo’s behalf, there should be, to the extent possible, documentation recording that agreement, approved by the Legal Department. You should not enter into and sign any agreement on behalf of Criteo unless all of the following are met:

- You are authorized to do so under the **Criteo Delegation of Authority Policy**. For any questions on whether you are or not authorized to sign, you should ask your manager or the Legal Department;
- The agreement has been approved by the Legal Department unless you are using a template agreement or standard terms and conditions without any alterations brought to the document; and



- You have reviewed and understood the terms of the agreement and decided that entering into this agreement is in Criteo's interest and will not damage Criteo's business or reputation now or in the future.

## **10. Financial record keeping and internal control**

### **• Financial report keeping**

We have a responsibility to ensure that Criteo's accounting records do not contain any false or intentionally misleading entries. Information on which our accounting records are based is the responsibility of all. Intentional misclassification of transactions as to accounts, departments or accounting period is strictly prohibited. In particular, we require that:

- All Criteo accounting records, as well as reports produced from those records, are kept and presented in accordance with the laws of each applicable jurisdiction;
- All records fairly and accurately reflect the transactions or occurrences to which they relate: unreported or unapproved documents are prohibited. All agreements or deals involving Criteo business or resources must be formally documented, executed by an authorized Criteo representative and entered within Criteo's policies and processes;
- All records fairly and accurately reflect in reasonable detail Criteo's assets, liabilities, revenues and expenses;
- Criteo's accounting records do not contain any intentionally false or misleading entries; no individual shall ever engage in any arrangement that results in such a prohibited act;
- No transactions are misclassified as to type, accounts, departments or accounting periods;
- All transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- All Criteo accounting financial reports are prepared primarily in accordance with IFRS standards;
- Criteo's system of internal controls, including compensation controls is followed at all times.

### **• Auditor's independence**

Criteo requires cooperation and open communication with our external auditors.

It is strictly prohibited to take any action to fraudulently influence, coerce, manipulate, or mislead any external auditor engaged in the performance of an audit of our financial statements.

## **E. Environmental stewardship and social responsibility**

### **11. Environment**

Criteo is respectful of the environment. As much as we can, in our offices, we recycle, try to avoid printing to the extent possible, and settle in environmental friendly premises.

We also try to minimize flights, when possible to attend meetings over video conferences, and chose public transportation over cars or taxis.

Criteo does its best to find amazing offices around the world. We do believe you are happy with your facilities; therefore we should, in return, try our best to maintain these facilities as great as they already are. Criteo also provides high top stationery and material (computers, mobile phones etc.) and therefore counts on you to take good care of it.

## **12. Social events, alcohol and drugs**

Social events are meant to be both work and fun. Please bear in mind that you are still with your coworkers and managers while attending Criteo social events. As funny and relaxing as these events can be, such events are not an excuse to act in a silly or immature way. It is important that you keep Criteo's reputation in mind and are a good ambassador for the company at such events.

We are committed to providing a safe, healthy and productive working environment. This includes ensuring that all staff are fit to carry out their jobs safely and effectively in an environment which is free from alcohol and drug misuse.

Alcohol and its use are very restricted within Criteo. Alcohol is only tolerated during meals outside the office or organized entertainment events within reasonable customary consumption standards (please refer to the **Criteo Travel and Expense Policy** for more specific guidance). Illegal drugs are strictly forbidden.

We will not accept staff arriving at work under the influence of alcohol or illegal drugs, and/or whose ability to work is impaired in any way by reason of the consumption of alcohol or illegal drugs.

We reserve the right to conduct searches for alcohol or drugs on our premises, including, but not limited to, searches of lockers, filing cabinets and desks, bags, clothing, packages. Any such searches will be carried out in accordance with applicable laws.

All Criteo offices are smoke free environment.

## **13. Discrimination and Harassment**

- **Discrimination**

One of Criteo's prime goals is to recruit and retain the best talent over the world, regardless of their gender, nationality, or sexual orientation. Therefore Criteo strictly forbids any kind of discrimination, whether at recruitment stage, or after, in case of promotions, pay raises, granting benefits.

All positions are open to disabled persons; all facilities are accessible to them.

Equal treatment of men and women is promoted in all fields; we do not practice positive or negative discrimination.

Criteo recognizes also the importance of freedom of speech for its Employees. Therefore, no retaliation or discrimination is operated nor tolerated against trade-unions, or worker representatives.

- **Harassment**

One of Criteo's Operating Principles is "Do the Right Thing". This is a fundamental principle to us.

Criteo therefore does not tolerate any mistreatment, bullying, or harassment towards fellow colleagues, clients, suppliers, stakeholders, shareholders or any guest of Criteo.

Harassment is any unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. A single incident can amount to harassment.

Unlawful harassment may involve conduct of a sexual nature (sexual harassment), or it may be related to age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, color, nationality, ethnic or national origin, religion or belief, sex or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories.

Bullying is offensive, intimidating, malicious or insulting behavior involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority, but can include both personal strength and the power to coerce through fear or intimidation. Bullying can take the form of physical, verbal and non-verbal conduct.

Legitimate, reasonable and constructive criticism of a worker's performance or behavior, or reasonable instructions given to workers in the course of their employment, will not amount to bullying or harassment on their own.

Should you witness any kind of harassment or bullying, or be yourselves a victim of such behavior, you should report it to the Human Resources department.

#### **14. Health and Safety**

Health and Safety is one of Criteo's central preoccupations. In every country we settle in, the Human Resources department first looks at the local applicable regulations in this specific area and goes beyond. As an example, in several countries, firefighting and fire escape trainings are set up, as well as first aid training.

Working in a risk-free environment is crucial to our Employees but also to all our guests.

Health and Safety also means to Criteo having an ergonomic work environment (bright and spacious offices, top quality desks, chairs and laptops). Any question or concern in relation to Criteo's environmental stewardship and social responsibility should be asked to the Human Resources Department.

### **IV. Administration of this Code**

#### **A. Waivers and amendments**

Waivers of any provision of this Code for executive officers or directors may only be authorised by the Board of Directors of Criteo SA. Waivers or amendments of any provision of this Code must be approved in writing by the Legal Department.

## B. Violation of the Code and disciplinary action

Any assessed violation of a provision of this Code, or non-compliance with any provision of this Code or related applicable legal requirement, may be subject to disciplinary action, up to and including termination of employment.

## C. This Code

This Code is based on the legal requirements placed upon Criteo and our Employees. You are expected to use your judgment and ask yourself the right questions. In the event of tricky cases or issues, please discuss with your manager in the first instance. Questions concerning the content of this Code or its application should be directed to the appropriate department (generally the Compliance, Legal or Human Resources Departments depending on the subject matter).

This Code cannot anticipate every situation that might occur. When faced with a situation that is not explicitly covered in this Code, you should always use your common sense and consider your own conduct in light of the following questions:

- ✓ Is it ethical?
- ✓ Is it legal?
- ✓ Is it consistent with Criteo's Operating Principles?

## V. Reporting Issues

Employees who have any concerns or suspicions regarding a breach of this Code or any other Criteo Policy, or any illegal or unethical behavior, should raise these issues with their line manager, a member of senior management or the Compliance Officer. If, for any reason, Employees feel unable to talk to any of the people listed above, Employees may raise their concerns via the Criteo Whistleblowing Hotline. The Whistleblowing Hotline is a confidential, 24/7 service managed by an independent company. It can be accessed as outlined below.

- E-Mail using Criteo's secure whistleblowing inbox at [speakup@criteo.com](mailto:speakup@criteo.com). This e-mail will be delivered to the Chairman of the Board's Audit Committee, who is an independent director of the Company and is not an employee or manager of Criteo.
- Use the Criteo Whistleblower Hotline (+1 866 865 9476)
- Complete the secure Whistleblowing Form at <https://www.openboard.info/CRTO/index.cfm>
- Contact the General Counsel

### Questions

If you have any questions in relation to this Policy or any other Compliance Policy, please contact the Compliance Officer.

