



Paris, May 23, 2018

Dear Shareholder,

We are pleased to hereby inform you that you are convened to the CRITEO S.A. (the "**Company**") combined ordinary and extraordinary shareholders' meeting to be held on **June 27, 2018 at 2:00 p.m., Paris time** (the "**Combined Shareholders Meeting**"), at the **Company's registered office**, in order to deliberate on the agenda detailed in the enclosed document.

Any shareholder, regardless of the number of shares he/she holds, can participate in the Combined Shareholders Meeting.

The right to participate at the Combined Shareholders Meeting is evidenced by the registration, on **June 25, 2018, 12:00 a.m., Paris time**, of the shares in the name of the shareholder or of the intermediary registered on behalf of such shareholder, in the Company's shareholders accounts held for it by its agent, *BNP Paribas Securities Services*.

You have several ways to participate in the Combined Shareholders Meeting:

- attending in person,
- voting by mail, or
- being represented by proxy.

To attend the Combined Shareholders Meeting in person, you can (i) request an admission card from BNP Paribas Securities Services by regular mail or (ii) present yourself on the meeting day directly at the desk specially provided for this purpose with a document showing your identity.

If you are not able to attend the Combined Shareholders Meeting in person, you can (i) vote by mail or (ii) give a proxy to the Chairman of the Combined Shareholders Meeting or to your spouse or to the partner with whom you have entered into a civil union (*Pacs*) or to another shareholder.

To this effect, you can request a voting or proxy form and return it to BNP Paribas Securities Services at the address provided below. The requests for voting or proxy forms must be received by BNP Paribas Securities Services at the address mentioned below at least six days before the date of the Combined Shareholders Meeting, *i.e.*, on **June 21, 2018** at the latest.

To be taken into account, the voting forms must be received by BNP Paribas Securities Services (*Services Assemblées Générales*) by **June 23, 2018** at the latest.

However, please note that any shareholder who has already voted, sent a proxy or requested an admission card cannot choose any other form of participation.

Any request and/or correspondence relating to the Combined Shareholders Meeting, including proxy forms must be sent to:

BNP Paribas Securities Services
Les Grands Moulins de Pantin
Services Assemblées Générales
9 rue du Débarcadère
93761 Pantin Cedex - France
Tél. : + 33.1.57.43.02.30

All the documents that, according to law, must be communicated for the Combined Shareholders Meeting will be made available to the shareholders at the Company's registered office, within the legal time period.

Note that you can also find all information regarding the Combined Shareholders Meeting online on the Company's Investor Relations website: <http://criteo.investorroom.com/annuals>.

Yours sincerely,



For the Board of Directors
Jean-Baptiste Rudelle
Chairman of the Board and CEO

Encl.: agenda of the Combined Shareholders Meeting

COMBINED SHAREHOLDERS MEETING OF JUNE 27, 2018

Agenda for the Ordinary Shareholders' Meeting

1. Renewal of the term of office of Mr. Jean-Baptiste Rudelle as Director
2. Renewal of the term of office of Ms. Sharon Fox Spielman as Director
3. Renewal of the term of office of Mr. Edmond Mesrobian as Director
4. Renewal of the term of office of Mr. James Warner as Director
5. Non-binding advisory vote to approve the compensation for the named executive officers of the Company
6. Approval of the statutory financial statements for the fiscal year ended December 31, 2017
7. Approval of the consolidated financial statements for the fiscal year ended December 31, 2017
8. Discharge (*quitus*) of the members of the Board of Directors and the Statutory Auditors for the performance of their duties for the fiscal year ended December 31, 2017
9. Approval of the allocation of profits for the fiscal year ended December 31, 2017
10. Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code
11. Renewal of the term of office of RBB Business Advisors (previously named Rouer, Bernard, Bretout) as statutory auditor
12. Delegation of authority to the Board of Directors to execute a buyback of Company stock in accordance with Article L. 225-209-2 of the French Commercial Code

Agenda for the Extraordinary Shareholders' Meeting

13. Delegation of authority to the Board of Directors to reduce the Company's share capital by cancelling shares as part of the authorization to the Board of Directors allowing the Company to buy back its own shares in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code
14. Delegation of authority to the Board of Directors to issue and grant warrants (*bons de souscription d'actions*) for the benefit of a category of persons meeting predetermined criteria, without shareholders' preferential subscription rights
15. Approval of the overall limits on the amount of ordinary shares to be issued pursuant to resolution 15 (authorization to grant options to purchase or to subscribe shares), resolution 16 (authorization to grant time-based free shares/restricted stock units to employees of the Company and of its subsidiaries) and resolution 17 (authorization to grant performance-based free shares/restricted stock units to executives and certain employees of the Company and its subsidiaries) adopted by the Shareholders' Meeting held on June 28, 2017 and to Resolution 14 above
16. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, through a public offering, without shareholders' preferential subscription rights
17. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, in the context of a private placement, without shareholders' preferential subscription rights

18. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, while preserving the shareholders' preferential subscription rights
19. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, for the benefit of a category of persons meeting predetermined criteria (underwriters), without shareholders' preferential subscription rights
20. Delegation of authority to the Board of Directors to increase the number of securities to be issued as a result of a share capital increase pursuant to the delegations in Resolutions 16 to 19 above, with or without shareholders' preferential subscription rights
21. Approval of the overall limits on the amount of ordinary shares to be issued pursuant to the delegations in Resolutions 16 to 20 above and Resolution 22 below
22. Delegation of authority to the Board of Directors to increase the Company's share capital by way of issuing shares and securities giving access to the Company's share capital for the benefit of members of a Company savings plan (*plan d'épargne d'entreprise*)