

CRITEO

Société Anonyme

32 rue Blanche
75009 PARIS

Statutory Auditors' special report on regulated agreements

Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2014

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Statutory Auditors' special report on regulated agreements

Shareholders' Meeting held to approve the financial statements for the year ended
December 31, 2014

This is a free translation into English of the statutory auditors' special report on regulated agreements and commitments that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code (Code de Commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, without expressing an

opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

Agreements authorized during the fiscal year

Pursuant to Article 225-40 of the French Commercial Code, the following agreements and commitments, which were previously authorized by the Board of Directors, have been brought to our attention.

- **Agreement for transfer of copyright between Mr Jean-Baptiste Rudelle and Criteo S.A.**

Mr Jean-Baptiste Rudelle wrote a book on his vision of entrepreneurship, which is based on the history of Criteo: from the creation of the company to its development in France and internationally, which was supposed to contribute to the overall promotion of the Company's image.

In this context, two agreements were entered into:

- An agreement on the rights to the book, entered into between Criteo S.A. and Mr Jean-Baptiste Rudelle pursuant to which the latter transferred, for no financial consideration, to Criteo S.A. his economic rights to the book;
- An agreement on the publication of the book pursuant to which Criteo S.A. authorized the company Editions Stock to publish and distribute the book, as well as to promote Criteo's image and also to acquire 1,000 copies for a total amount of €15,000 to be used for marketing and promotion purposes.

These agreements, entered into pursuant to a three-party agreement on May 7, 2014, were authorized by the Board of Directors on March 4, 2014.

At the Board of Directors' meeting of March 19, 2015, Mr Jean-Baptiste Rudelle made it known that he wanted to modify the legal arrangement of this project so that it would no longer concern the Company, but instead be carried out solely in a personal capacity. The

aforementioned agreements were therefore cancelled and had no legal effect during the 2014 fiscal year.

Person concerned : Mr Jean-Baptiste Rudelle, author of the book and CEO-Chairman of Criteo S.A.

Agreements not previously authorized

Pursuant to Articles L. 225-42 and L. 823-12 of the French Commercial Code, we bring your attention to the following agreements which were not previously authorized by your Board of Directors due to an oversight.

Our role is to communicate to you the circumstances which explain why the authorization procedure was not followed.

- **Agreements for the invoicing of know-how and technology fees between Criteo S.A. and its subsidiary Criteo LLC (Russia)**

Criteo S.A. receives income from the license to use Criteo's technology and know-how. This income is based on a fee rate which is calculated according to the subsidiary's revenue.

This agreement, which became effective on March 17, 2014, was authorized after the date of its conclusion by the Board of Directors at its March 19, 2015 meeting.

Person concerned: Mr Jean-Baptiste Rudelle, CEO-Chairman of Criteo S.A. and Chairman of Criteo LLC (Russia).

The income received pursuant to this agreement by Criteo S.A., for the period March 17, 2014 to December 31, 2014, amounted to €260,512.

- **Agreement for the provision of premises and services between the Company and the Association France Digitale**

Criteo S.A. and the Association France Digitale, a French non-profit public interest association which joins together entrepreneurs and investors in the digital sector to promote the digital economy with the public authorities to create a digital ecosystem from which the Company originates, entered into an agreement for the provision of premises and services.

Criteo S.A. wished to enable the development of Association France Digitale by making available the infrastructures and services necessary for its activity. As from August 1, 2014, the Company made available to the Association France Digitale, part of its premises, notably a surface area of 40 square meters and certain administrative and maintenance services, for an annual amount of €18,500 (including office furniture – 6 desks and armchairs ; use of common areas : reception desk, hallways, commodities, terraces, excluding the company restaurant ; reception, housecleaning and technical maintenance).

Person concerned : Mrs Marie Ekeland, director of Criteo S.A. and President of the Association France Digitale.

The income received pursuant to this agreement by Criteo S.A., for the fiscal year ended December 31, 2014 amounted to €7,602.74.

AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING

Agreements authorized in previous years and having continuing effect during the year

Pursuant to Article R.225-30 of the French Commercial Code, we have been advised that the following agreements and commitments authorized in previous years have had continuing effect during the year.

- **Know-how and technology fee billing agreement**

Agreement entered into between Criteo S.A. and Criteo KK (Japan), a 66%-held subsidiary:

Terms and conditions: remuneration of Criteo S.A. relating to the licence to use Criteo technology and know-how and based on a fee rate calculated according to Criteo KK's revenue.

Person concerned: Mr Jean-Baptiste Rudelle, CEO-Chairman of Criteo S.A. and Chairman of Criteo KK.

The income recorded by your Company under this agreement for the year ended December 31, 2014, amounted to €17,634,163.

- **Management fee billing agreement**

Agreement entered into between Criteo SA and Criteo KK (Japan), a 66%-held subsidiary,

Terms and conditions: fees paid to Criteo S.A. relating to centralized services and functions (general management, accounting and financial, legal, human resources, marketing and communication services, and services relating to PUMP and MMS activities), based on the invoicing cost of these services plus a 5% margin.

Person concerned: Mr Jean-Baptiste Rudelle, CEO-Chairman of Criteo S.A. and Chairman of Criteo KK.

The income recorded by your Company under this agreement for the year ended 31 December 2014, amounted to €8,764,542.

Paris and Neuilly-sur-Seine, June 2, 2015

The Statutory Auditors

RBB Business Advisors

Deloitte & Associés

Jean-Baptiste BONNEFOUX

Fabien BROVEDANI