Thank you Edouard, and good morning everyone. I am pleased to report another strong quarter for Criteo. We continue to deliver high growth while increasing profits and cash flow.

Before we walk through the quarterly results, let me say a few words about the large emerging opportunity our Commerce Marketing Ecosystem opens up for us to serve retailers and brands in a fast evolving market. The battleground has shifted for commerce players and, today, success increasingly depends on the ability to know your customers and serve them intelligently. This comes with multiple challenges for marketers:

- The seamless understanding of the shopper journey requires gathering granular shopper data in real time, both online and offline, and on a mass scale.
- And, two, even more important, the activation of this dataset for commerce requires predictive technology, consumer reach at scale, and real-time advertising optimization to drive sales.

Commerce Marketing is quickly emerging as the next big marketing category after Search and Social. It focuses on inspiring people to buy things and is measured by performance, directly driving sales and profits for marketers. And, unlike Search and Social, it is not limited to digital, as close to 90% of commerce still happens offline.

To help marketers take advantage of these trends, we are building the highest performing and open commerce marketing ecosystem that delivers performance at scale to retailers and brands.

The Criteo Commerce Marketing Ecosystem is powered by over $550 billion of online sales and associated intent data, state-of-the-art machine learning and unrivaled consumer reach across thousands of publishers. The Criteo Shopper Graph, built through data sharing among ecosystem participants, is made of three trusted data collectives:
- One, the Identity Graph, allowing us to match user identities across devices and environments;
- Two, the Interest Map, collecting and organizing user intent and purchasing data across retailers;
- And three, the Measurement Network, providing sales attribution for brands across retailers.

Every participant gets much more than they contribute:
- Brands and retailers get measurable sales and profits, as they acquire, convert and re-engage customers online and in stores;
• And retailers get advertising revenue from brands on their site inventory.

Our Commerce Marketing Ecosystem resonates well with chief marketing officers worldwide. A Forbes Insights study recently found that 71% of retailers are willing to contribute data to a pool. This provides them with the opportunity to level the playing field with the largest ecommerce players when it comes to online data, technology and scale. We believe to be the ideal commerce marketing partner in this fast-evolving environment.

Turning now to Q3 results. For 16 quarters in a row, we have exceeded Revenue ex-TAC and Adjusted EBITDA guidance. At constant currency, we grew Revenue ex-TAC 32% to $234 million and Adjusted EBITDA 45% to $79 million.

We grew same-client Revenue ex-TAC strongly again to 14% at constant currency. Better technology and inventory access drove increased client spending. This elastic demand comes from the 78% of our Revenue ex-TAC with clients that have uncapped budgets.

We performed well across the entire business:

• We delivered strong innovation across existing and new products;
• We broadened and improved our access to inventory;
• And we added new clients across all regions and products.

Starting with innovation, I want to highlight three areas: the Engine, Criteo Shopper Graph and increased transparency for clients.

1. Our various features in the Engine, that better align our prediction with client’s gross margin objectives, have been rolled out to clients representing 13% of Revenue ex-TAC, 2.5 times our Q1 rate.

2. Our three data collectives that make up the Criteo Shopper Graph, grew further in scale and efficiency. Our world-class Identity Graph provides as good or better CRM onboarding rates than the largest Internet players. In addition, we are making strong progress in building the Interest Map that supplies user intent and purchasing data across retailers in our ecosystem. Many of our clients are now sharing more comprehensive product-level information, such as brand name, category and a universal product ID, which helps us build our Universal Catalog.
across retailers. The Criteo Shopper Graph is a solid foundation to build compelling new products.

3. We are significantly increasing transparency by providing clients with customized reports showing detailed impression-level information. These include publisher domains where their ads are shown, time stamp of displayed ads, encrypted user IDs and the price clients are paying for each impression. We believe that more transparency will further increase the confidence clients have in our platform without changing the dynamics of our core business. We have been building standardized reports for the Criteo interface which will be made available in the coming quarters.

Moving to the supply side of the business.

We continued to roll out Criteo Direct Bidder, our header-bidder technology, now connected to 950 large publishers globally. Recent partner additions include eBay, Baidu, United Internet, Axel Springer and the LA Times. We also developed a solution specifically for the APAC ecosystem, which is gaining good traction. In each market, we are focusing on signing the largest publishers first. The additional publisher yield from Criteo Direct Bidder is 20% to 40%, of which about 50% is incremental to our overall business. And we have several more optimization opportunities for this year and next, such as strengthening our bidding strategies for first price auction environments.

On the Criteo Sponsored Products side, we broadened our inventory supply, signing large retailers like Jet and Saks Off 5th in the U.S., and mySupermarket in the U.K.

Finally, we strengthened our brand safety initiatives to ensure that the brand equity of our clients is preserved at all times. We improved our many internal systems and processes to filter out inventory in real time, including the list of suspect IP addresses from the Trustworthy Accountability Group and the lists of invalid traffic from three specialized external vendors. We are also part of the Coalition for Better Ads supported by Google, and are compliant with their recommendations for the most user-friendly ad formats.

Switching to client expansion.

We added 930 net new clients across all regions, products and sizes while maintaining client retention at 90% for the core product. We closed the quarter with over 17,000 retailer and brand
clients, a 34% increase year-over-year. The midmarket continued its fast trajectory, with Revenue ex-TAC growing close to 60% faster than the group and representing 34% of our total business.

From a regional performance perspective, we executed in line with plans as our core business continued to grow well across all three regions:

- **The Americas** Revenue ex-TAC grew 35% at constant currency. Within the region, our U.S. business grew 43% at constant currency, driven by the continued high pace of new business and additions in both Tier-1 and midmarket clients.

- **EMEA** Revenue ex-TAC increased 24% at constant currency, largely driven by growth in existing clients’ spend across verticals and client sizes, in particular in our large markets. We expanded Criteo Sponsored Products with large European retailers and incurred exceptional publisher costs to seed the future growth of the product in the region.

- **APAC** Revenue ex-TAC growth accelerated to 40% at constant currency, led by existing Tier 1 clients in Japan and Korea, and new midmarket clients across the region.

I will now update you on Criteo Predictive Search. Given the exciting prospects of the Criteo Commerce Marketing Ecosystem and its associated products, we have decided to discontinue the market testing of Criteo Predictive Search and redeploy its associated R&D resources to other projects. Every time we launch a new product, we mean to create a disruptive proposition. With search, though we created performance for customers and had good market traction, the measurement of the performance uplift over the competition has proven to be very volatile, making it difficult to build a scalable performance-based product. The retirement of Criteo Predictive Search will depend on client and country-specific circumstances. Innovation is at the heart of what we do and, as we add new products to our portfolio, we will continue to evaluate all products with strict performance and scalability expectations.

Speaking of innovation, we launched two new exciting beta products on October 10:

1. **Criteo Customer Acquisition** helps retailers acquire new customers by using intent information across a pool of retailers. With this product, New Look, a U.K.-based fashion retailer, was able to generate 4 times more orders at a 74% lower Cost Per Order compared to their other display prospecting acquisition partners. After a successful test in the U.K, we are now extending the beta version of Criteo Customer Acquisition to the U.S., France and Germany.
2. **Criteo Audience Match** allows retailers to accurately target and re-engage customers that are already in their CRM system in order to drive more sales. With this product, La Redoute, a French fashion and homeware retailer, was able to match 70% of their lapsed shoppers online and saw a 50% increase in sales from their lapsed shoppers. The beta version of Criteo Audience Match is currently rolled out across all markets except Japan.

These two products leverage the capabilities of the Criteo Shopper Graph. With these additional products we will be able to cover the entire consumer journey for retailers and brands.

Let me now say a few words about **Apple’s Intelligent Tracking Prevention, or ITP**. ITP makes it more difficult for third-party providers to access data on Safari users and is enabled by default on mobile and desktop. We have always been strong advocates of user privacy and will continue to actively champion user choice on their online experience. For many years, we have provided consumers with privacy-friendly controls in Apple environments and we have done it again for the ITP environment. Our ITP solution is be able to collect anonymized commerce data across sites, and works well on advertiser websites and with most publishers. We will continue to adapt our solution to potential new changes in the Apple environment. We believe that a data-driven, privacy-friendly advertising environment is beneficial to consumers, publishers and advertisers alike.

Our solution for Safari users currently allows us to mitigate about half of the potential impact from ITP. Given ITP was released on September 19, 2017, it had a minimal net negative impact on our Revenue ex-TAC in Q3 of less than $1 million. Based on our expectations for the iOS 11 rollout and our coverage of Safari users, we expect ITP to have a net negative impact on our Revenue ex-TAC in Q4 between 8% and 10% relative to our base case projections for the quarter. We will continue to improve and deploy our solution for Safari users over the coming quarters.

Looking into the fourth quarter, we are focused on **four key priorities**:

- **First**, **execute successfully during the U.S. Holiday Season** across the core product and Criteo Sponsored Products.
- **Second**, **improve and roll out our solution for Apple users** and mitigate the impact of ITP on the core business.
- **Third**, **build and leverage Criteo Shopper Graph** – based on our three data collectives Identity Graph, Interest Map and Measurement Network – to further strengthen our product portfolio and benefit the entire ecosystem.
And fourth, further develop and scale our latest products, Criteo Customer Acquisition and Criteo Audience Match, and build new capabilities, such as lookalikes, app installs and omnichannel.

In closing, I'm pleased with our solid results. We executed well across the business and delivered sustained high growth, while increasing profitability and cash. I look forward to updating you as we continue to build the Criteo Commerce Marketing Ecosystem to drive sales and profits for retailers and brands.

With that, I will now have Benoit Fouilland, our CFO, walk you through our financial results and guidance in detail.
Benoit Fouilland – Chief Financial Officer

Thank you Eric, and good morning everyone. I am also pleased with our Q3 performance. We continue to deliver high growth, coupled with increased profits and Free Cash Flow, while investing in the business. This attractive combination remains a key differentiator of our strong model.

I will walk you through the quarterly performance and share our guidance for Q4 and 2017.

Q3 Revenue was $564 million, up 32% at constant currency.

Revenue ex-TAC, the key metric we use to monitor business performance, grew 32% at constant currency to $234 million, driven by a 14% growth in same-client Revenue ex-TAC and the addition of 930 net new clients across regions, sizes and products. Revenue ex-TAC margin was 42%, in line with expectations and the prior-year level.

In the core business, both Tier-1 and midmarket clients continued to show healthy growth in Revenue ex-TAC per client at constant currency.

Compared with our guidance assumptions, changes in forex had an approximately $3.5 million positive impact on Revenue ex-TAC, driven by the stronger euro and Japanese Yen. In addition, compared with the prior year, changes in forex represented a tailwind of approximately 70 basis points to Revenue ex-TAC growth.

Moving to expenses, other cost of revenue, comprised of hosting and data costs, grew 34% to $30 million, driven by increased hosting capacity across data centers, as well as additional third-party data to complement our Identity Graph.

Operating expenses increased 31% to $171 million. Headcount-related expenses represented 75% of GAAP opex. Global headcount grew 23%, closing the quarter with over 2,700 employees. Non-GAAP operating expenses grew 26% to $140 million. On a Non-GAAP basis by function:

- R&D expenses grew 42% to $35 million, in line with our investment plans, largely driven by a 37% increase in headcount to 650 employees.
- Sales & Operations expenses grew 31% to $80 million, also in line with our operating plans. This was largely driven by a 18% increase in headcount to 1,600 employees, including 110
employees focused on Criteo Sponsored Products. Quota-carrying headcount also grew 18% to 755, with over 70% of the growth coming from midmarket.

- And G&A expenses decreased 2% to $25 million, despite a 21% increase in headcount to 460 employees. Excluding exceptional legal fees incurred in Q3 2016, in connection with the HookLogic acquisition and a litigation, G&A Non-GAAP opex grew 11%.

Switching to profitability, Adjusted EBITDA grew 45% at constant currency to $79 million, driven by the strong growth in Revenue ex-TAC and sustained operating leverage across the organization. Adjusted EBITDA margin was 34% of Revenue ex-TAC, up over 340 basis points, or over 170 basis points after excluding exceptional legal fees incurred in Q3 2016. In line with expected seasonality, Criteo Sponsored Products had a negative contribution to Adjusted EBITDA in the quarter. Excluding the impact of Criteo Sponsored Products, Adjusted EBITDA margin was over 36% of Revenue ex-TAC, an increase of 550 basis points compared to Q3 2016. Our Adjusted EBITDA margin for the first nine months of 2017 puts us ahead of our plans for the full year.

Equity awards compensation expense increased 58%, largely driven by the $2.9 million one-time equity grant in connection with the HookLogic acquisition in November 2016, which represents 36% of the growth. We continue to expect equity awards compensation to represent approximately 6% of Revenue ex-TAC in fiscal 2017.

Depreciation and amortization expense increased 61%, including $3.9 million, or 44% of the increase, in amortization of intangible assets relating to the HookLogic purchase price accounting.

Financial expense was $3 million, primarily driven by hedging costs on the euro/dollar exchange rate and interest expense related to the funding of the HookLogic acquisition.

The effective tax rate was 26%, based on our estimated effective tax rate of 30% for fiscal 2017.

Net income increased 51% to $22 million, driven by a 44% increase in income from operations and partially offset by higher financial expense and marginally higher provisions for income taxes. Excluding non-cash accounting impacts from the HookLogic acquisition on equity awards compensation and amortization of intangibles, net income increased 98% to $29 million.

Adjusted Net Income per diluted share increased 37% to 65 cents.
**Cash flow from operations** grew 41% to $62 million, driven by strong operating growth and profitability in the quarter, offset by a negative contribution from changes in working capital. This represented a conversion rate of Adjusted EBITDA into cash flow from operations of 78% in the quarter and 88% over the first nine months of 2017.

**Capex** increased 40% to $28 million, driven by continued investments in data center equipment, leasehold improvements and capitalization of IT projects, in line with our projections.

As a result, **Free Cash Flow** increased 43% to $34 million, driven by the stronger cash flow from operations and slower growth in capex over the period.

Finally, **cash** and cash equivalents increased by $88 million in the first nine months to $358 million.

I will now provide our **guidance** for Q4 and fiscal year 2017. The following forward-looking statements reflect our expectations as of today, November 1, 2017.

Based on our expectations for the pace of the iOS11 rollout and our own coverage of Apple users, we expect ITP to have a net negative impact in Q4 of between 8% and 10% on our Revenue ex-TAC relative to the base case of our projections for the quarter. In addition, compared to Q3 growth, Q4 comes with a tougher comparable as HookLogic was included for 8 weeks in Q4 last year. These two factors provide a more challenging backdrop for the year-over-year growth in Q4.

As a result, we expect Q4 2017 Revenue ex-TAC to be **between $260 million and $263 million**. This implies constant currency growth of 13% to 15%. The inclusion of HookLogic in the fourth quarter 2016 base drives a 7-point sequential decrease in the year-over-year growth compared to prior quarters. We assume year-over-year changes in forex will have a positive impact of approximately 230 basis points on our reported growth in Q4.

And we expect Q4 2017 Adjusted EBITDA to be **between $106 million and $109 million**, driving a year-over-year improvement in the Adjusted EBITDA margin for Q4 of approximately 390 basis points to 450 basis points.

For fiscal 2017, we are adjusting our Revenue ex-TAC growth expectation to **between 26% and 27% at constant currency** to reflect the impact from ITP in Q4. We assume changes in forex to have a positive impact of 30 basis points on our reported growth for the full year.

In parallel, we are **increasing our guidance for Adjusted EBITDA margin** for fiscal 2017. We now expect our Adjusted EBITDA margin to improve by **100 to 120 basis points** in fiscal 2017, as measured against the 30.8% Adjusted EBITDA margin we reported in fiscal 2016.
In addition, we believe we will continue to see a strong transformation of Adjusted EBITDA into cash flow from operations in excess of 70% for fiscal 2017.

Finally, we expect our capex program for 2017 to be approximately 5% of revenue.

As usual, the forex assumptions underlying our guidance for the fourth quarter are included in the earnings release that was published earlier this morning.

Separately, we anticipate that retiring Criteo Predictive Search will result in cash restructuring costs of approximately $2.5 million, to be accrued across Q4 2017 and Q1 next year. These cash restructuring costs will be adjusted from Adjusted EBITDA. In addition, we expect the retirement to generate savings of approximately $5 million of operating expenses on an annual run rate, starting in Q1 2018, after redeploying some of the associated resources to new projects.

Looking at 2018, we currently expect that Apple’s ITP could have a net negative impact on our Revenue ex-TAC of 9% to 13% next year relative to our base case projections for the year. This assumes that the roll-out rate of iOS11 increases to 90% of addressable Apple users by the end of the summer 2018. This also assumes that our ability to mitigate the ITP impact continues to improve over time. In parallel, we are confident that ITP should not drive a significant impact on our Adjusted EBITDA margin next year.

In closing, I am pleased with our strong performance in Q3, which delivered sustained profitable growth and strong cash flow generation. These results highlight the strengths of our business and our confidence in our position and growth prospects. We remain focused on executing on our plans in the fourth quarter and building the Criteo Commerce Marketing Ecosystem for continued growth in 2018 and beyond.

With that, I will now turn the call back to the operator to take your questions.

[...]

Edouard Lassalle, VP, IR

Thank you [Eric/Benoit]. This concludes our Q&A session. We thank everyone for attending the Criteo call today. Friederike and myself will be available if you have any follow-up question. Good bye and have a great rest of the day!