

CRITEO S.A.

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, 2019

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for the year ended December 31, 2019

This is a free translation into English of the Statutory Auditors' special report on regulated agreements that is issued in the French language and is provided solely for the convenience of English-speaking readers. This report on regulated agreements 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 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, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying any other such agreements. 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 L. 225-38 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.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

Agreements authorized during the year

Pursuant to Article L. 225-40 of the French Commercial Code, the following agreements, entered into during the year and previously authorized by the Board of Directors, have been brought to our attention.

Indemnification Agreement entered into with Marie Lalleman, in her capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Marie Lalleman (hereinafter the “Beneficiary”), in her capacity as a Director of the Company, and the Company, dated April 26, 2019, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of her duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that she perform, or (b) the expiry date of any claim for which she shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Marie Lalleman, Director of the Company since April 26, 2019.

Approval by the Board of Directors: this agreement was approved by the Company’s Board of Directors on April 25, 2019.

Indemnification Agreement entered into with Megan Clarcken, in her capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Megan Clarcken (hereinafter the “Beneficiary”), in her capacity as a Director of the Company, and the Company, dated December 12, 2019, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of her duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that

she perform, or (b) the expiry date of any claim for which she shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Megan Clarken, Director of the Company.

Approval by the Board of Directors: this agreement was approved by the Company’s Board of Directors on December 11, 2019.

Consultancy Agreement entered into with Rocabella, a consulting firm controlled by Jean-Baptiste Rudelle, Chairman of the Company’s Board of Directors

Consultancy Agreement (hereinafter the “Agreement”) entered into between Rocabella, a consulting firm controlled by Jean-Baptiste Rudelle (hereinafter the “Beneficiary”), Chairman of the Company’s Board of Directors, and the Company, dated December 12, 2019, for the provision to the Company by the Beneficiary of representation services with public bodies, professional organizations, institutions and regulators, both nationally and internationally.

Term: The Agreement shall remain in force until the later of the following two dates: (a) three (3) years as of January 1, 2020, and (b) the expiry date of the Beneficiary’s term of office as Chairman of the Company’s Board of Directors.

Compensation: The annual compensation of Rocabella totaled €135,440, excluding taxes.

Person concerned: Jean-Baptiste Rudelle, Chairman of the Company’s Board of Directors.

Approval by the Board of Directors: this agreement was approved by the Company’s Board of Directors on December 11, 2019.

Agreements authorized since the year-end

None

Agreements not previously authorized

None

Agreements from previous years not approved by the Shareholders’ Meeting

None

Agreements from previous years not submitted to the approval of a previous Shareholders' Meeting

None

AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING

Agreements authorized in previous years

a) which had continuing effect during the year

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

Indemnification Agreement entered into with Benoit Fouillard, in his capacity as Deputy CEO of the Company

Indemnification Agreement (hereinafter "the Agreement") entered into between Benoit Fouillard (hereinafter the "Beneficiary"), in his capacity as the Company's Deputy CEO, and the Company, dated December 12, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of his duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that he perform, or (b) the expiry date of any claim for which he shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Benoit Fouillard, Deputy CEO of the Company.

Approval by the Board of Directors: this agreement was approved by the Company's Board of Directors on October 25, 2018.

Approval by the Shareholders' Meeting: this agreement was approved by the Company's Shareholders' Meeting of May 16, 2019.

Indemnification Agreement entered into with Jean-Baptiste Rudelle, in his capacity as CEO of the Company

Indemnification Agreement (hereinafter "the Agreement") entered into between Jean-Baptiste Rudelle (hereinafter the "Beneficiary"), in his capacity as the Company's CEO, and the Company, dated December 12, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of his duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or no longer carries out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that he perform, or (b) the expiry date of any claim for which he shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Jean-Baptiste Rudelle, CEO and Chairman of the Board of Directors of the Company.

Ratification by the Shareholders' Meeting: as this agreement was not approved by the Company's Board of Directors prior to its signature, it was ratified by the Company's Shareholders' Meeting on May 16, 2019.

Jean-Baptiste Rudelle was no longer CEO of the Company as of November 24, 2019 and remains Chairman of the Board of Directors of the Company as of such date.

Indemnification Agreement entered into with Sharon Fox Spielman, in her capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Sharon Fox Spielman (hereinafter the “Beneficiary”), in her capacity as a Director of the Company, and the Company, dated December 6, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of her duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that she perform, or (b) the expiry date of any claim for which she shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Sharon Fox Spielman, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

Sharon Fox Spielman was no longer a Director of the Company as of April 25, 2019.

Indemnification Agreement entered into with James Warner, in his capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between James Warner (hereinafter the “Beneficiary”), in his capacity as a Director of the Company, and the Company, dated December 11, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of his duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that he perform, or (b) the expiry date of any claim for which he shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: James Warner, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

Indemnification Agreement entered into with Rachel Picard, in her capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Rachel Picard (hereinafter the “Beneficiary”), in her capacity as a Director of the Company, and the Company, dated December 12, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of her duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that she perform, or (b) the expiry date of any claim for which she shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Rachel Picard, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

Indemnification Agreement entered into with Edmond Mesrobian, in his capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Edmond Mesrobian (hereinafter the “Beneficiary”), in his capacity as a Director of the Company, and the Company, dated December 12, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of his duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that he perform, or (b) the expiry date of any claim for which he shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Edmond Mesrobian, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

Indemnification Agreement entered into with Hubert de Pesquidoux, in his capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Hubert de Pesquidoux (hereinafter the “Beneficiary”), in his capacity as a Director of the Company, and the Company, dated December 6, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of his duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that he perform, or (b) the expiry date of any claim for which he shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Hubert de Pesquidoux, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

Indemnification Agreement entered into with Nathalie Balla, in her capacity as a Director of the Company

Indemnification Agreement (hereinafter “the Agreement”) entered into between Nathalie Balla (hereinafter the “Beneficiary”), in her capacity as a Director of the Company, and the Company, dated December 13, 2018, providing for, subject to applicable French laws and regulations, (i) compensation for the Beneficiary for damages suffered resulting from the performance of her duties, and (ii) the reimbursement of any expenses incurred in connection therewith.

Term: The Agreement shall remain in force until the later of the following two dates: (a) ten (10) years as of the date on which the Beneficiary shall no longer be a senior executive or director of the Company, of a subsidiary of the Company or shall no longer carry out any duties as a corporate officer, senior executive, employee or other member of staff in a company that the Company requested that she perform, or (b) the expiry date of any claim for which she shall be entitled to compensation pursuant to the Agreement initiated during the period referred to in paragraph (a).

Person concerned: Nathalie Balla, Director of the Company.

Ratification by the Shareholders’ Meeting: as this agreement was not approved by the Company’s Board of Directors prior to its signature, it was ratified by the Company’s Shareholders’ Meeting on May 16, 2019.

b) which had no continuing effect during the year

None

Paris-La Défense and Paris, April 27, 2020

The Statutory Auditors

Deloitte & Associés

RBB Business advisors

François BUZY

Jean-Baptiste BONNEFOUX