

**Annual General Meeting of Criteo S.A.**

Date: June 29, 2016

See Voting Instruction On Reverse Side.

Please make your marks like this: X Use pen only

PLEASE REFER BELOW AND TO THE OTHER SIDE OF THE CARD FOR A DESCRIPTION OF THE MATTERS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF JUNE 29, 2016

Agenda for the Ordinary Shareholders' Meeting	For	Against	Abstain	Agenda for the Extraordinary Shareholders' Meeting	For	Against	Abstain
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	30.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	31.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	32.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	33.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	34.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	35.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	36.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	37.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
17.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
18.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
19.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
20.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
21.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
22.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**I. 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 Mr. James Warner as Director
3. Ratification of the provisional appointment of Ms. Sharon Fox Spielman as Director
4. Renewal of the term of office of Ms. Sharon Fox Spielman as Director
5. Appointment of Mr. Eric Eichmann as Director
6. Renewal of the term of office of Mr. Dominique Vidal, subject to the approval of Resolution 37
7. Determination of the amount of directors' attendance fees
8. Non-binding advisory vote to approve the compensation for the named executive officers of the Company
9. Non-binding advisory vote to hold a non-binding advisory vote on the compensation for the named executive officers of the Company every year
10. Non-binding advisory vote to hold a non-binding advisory vote on the compensation for the named executive officers of the Company every two years
11. Non-binding advisory vote to hold a non-binding advisory vote on the compensation for the named executive officers of the Company every three years
12. Approval of the statutory financial statements for the fiscal year ended December 31, 2015
13. Approval of the consolidated financial statements for the fiscal year ended December 31, 2015

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

**Annual General Meeting of Criteo S.A.  
to be held on June 29, 2016  
For Holders as of April 15, 2016**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 5:00 pm (Eastern Time) on June 21, 2016.**

**PROXY TABULATOR FOR  
CRITEO S.A.  
P.O. BOX 8016  
CARY, NC 27512-9903**

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



**EVENT #**

**CLIENT #**

## CRITEO S.A.

### Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 PM (New York City Time) on June 21, 2016)

The undersigned Holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the Deposited CRITEO Shares represented by such Receipts registered in the name of the undersigned on the books of the Depositary as of the close of business on April 15, 2016 at the Annual General Meeting of CRITEO S.A. to be held in France, on June 29, 2016 at 2:00 pm in respect of the resolutions specified in the enclosed Notice of Meeting and proxy statement.

#### NOTE:

1. Instructions as to voting on the specified resolutions should be indicated by an "X" in the appropriate box.
2. If no instructions are received by the Depositary from an Owner with respect to an amount of the Deposited Securities represented by American Depositary Shares of that Owner on or before the date established by the Depositary for such purpose, to the extent permitted by applicable law, the Depositary shall deem such Owner to have instructed the Depositary to vote or cause to be voted that amount of the Deposited Securities in favor of Resolutions 1 - 9 and 12 - 37 which are endorsed by the Company's board of directors and against Resolutions 10 and 11 which are not so endorsed.

**(Continued and to be marked, dated and signed, on the other side)**

14. 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, 2015
  15. Allocation of profits for the fiscal year ended December 31, 2015
  16. Approval of the agreement relating to the provision of premises and means entered into with The Galion Project (agreement referred to in Article L. 225-38 of the French Commercial Code)
  17. Ratification of the partnership entered into with The Galion Project (agreement referred to in Article L. 225-38 of the French Commercial Code)
  18. Ratification of the partnership entered into with France Digitale (agreement referred to in Article L. 225-38 of the French Commercial Code)
  19. 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
  20. Approval of the 2016 Stock Option Plan adopted by the Company's Board of Directors
  21. Approval of the modification to the fungible share ratio in the 2015 Time-Based Free Share / RSU Plan as amended by the Company's Board of Directors
  22. Approval of the modification to the fungible share ratio in the 2015 Performance-Based Free Share / RSU Plan as amended by the Company's Board of Directors
- II. Agenda for the Extraordinary Shareholders' Meeting**
23. Authorization to be given to the Board of Directors to grant OSAs (options to subscribe to new ordinary shares) or OAAs (options to purchase ordinary shares) of the Company, pursuant to the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code, subject to approval of Resolution 20
  24. Authorization to be given to the Board of Directors to grant time-based free shares/restricted stock units to employees pursuant to the provisions of Articles L.225-197-1 *et seq.* of the French Commercial Code
  25. Authorization to be given to the Board of Directors to grant performance-based free shares/restricted stock units to executives and certain employees, from time to time, pursuant to the provisions of Articles L.225-197-1 *et seq.* of the French Commercial Code
  26. 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
  27. Determination of the overall limits on the amount of ordinary shares to be issued pursuant to Resolutions 23 to 26 above
  28. 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
  29. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities granting access to the Company's share capital, for the benefit of a category of persons meeting predetermined criteria, without shareholders' preferential subscription rights
  30. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities granting access to the Company's share capital, through a public offering, without shareholders' preferential subscription rights
  31. Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by issuing ordinary shares, or any securities granting access to the Company's share capital, in the context of a private placement, without shareholders' preferential subscription rights
  32. Delegation of authority to be granted to the Board of Directors in order to increase the Company's share capital by issuing ordinary shares, or any securities granting access to the Company's share capital, while preserving the shareholders' preferential subscription rights
  33. 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 29 to 32, with or without shareholders' preferential subscription rights
  34. Determination of the overall financial limits applicable to the issuances to be completed pursuant to the delegations in Resolutions 29 to 33 and 35
  35. Delegation of authority to the Board of Directors to increase the Company's share capital by way of issuing shares and securities for the benefit of members of a Company savings plan (*plan d'épargne d'entreprise*)
  36. Amendment to the quorum requirements for ordinary and extraordinary meetings of the Company's shareholders, and approval of the corresponding amendment to Article 19 of the Company's By-laws
  37. Reduction of the duration of the term of office of the directors and observers from 3 to 2 years and approval of the corresponding amendment of the Company's By-laws

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