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

Director
Recommend
For Against Abstain

Agenda for the Ordinary Shareholders’ Meeting

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.

MAIL

• 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
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)

II. Agenda for the Extraordinary Shareholders’ Meeting

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