Q4 and Fiscal Year 2018 Financial Results

Investor Presentation
February 2019
This presentation contains “forward-looking” statements that are based on our management’s beliefs and assumptions and on information currently available to management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, projections, competitive position, industry environment, potential growth opportunities, potential market opportunities and the effects of competition and other actions by our counterparties.

Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “anticipates,” “believes,” “could,” “seeks,” “estimates,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and the negatives of those terms. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements represent our management’s beliefs and assumptions only as of the date of this presentation, and nothing in this presentation should be regarded as a representation by any person that these beliefs or assumptions will take place or occur. You should read the Company’s most recent Annual Report on Form 10-K filed on March 1, 2018, including the Risk Factors set forth therein and the exhibits thereto, the Company’s Quarterly Report on Form 10-Q filed with the SEC on August 2, 2018, the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, that was filed with the SEC on November 5, 2018, as well as future filings and reports by the Company, completely and with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

This presentation includes certain non-GAAP financial measures as defined by SEC rules. As required by Regulation G, we have provided a reconciliation of those measures to the most directly comparable GAAP measures, which is available in the Appendix slides.
Compelling investment thesis

1. Large market opportunity
   Digital advertising is large and growing fast

2. Clear vision
   Be the leading advertising platform for the open Internet

3. Competitive moats
   Technology
   Scale
   Openness

4. Proven track-record
   Client growth
   ~90% client retention for all solutions combined

5. Attractive financial profile
   Plan to return to growth
   Increasing profitability
   Strong cash flow
OUR VISION:

To be the leading advertising platform for the open Internet
What’s the open Internet?

Where advertisers and publishers are in control and free to choose:

- How to work with different partners
- Whether to share customer data
- How to measure success
The open Internet offers significant opportunity

- Time Spent:
  - Open Internet: 50%
  - Google/Facebook: 50%

- Digital Ad Spend:
  - Open Internet: 30%
  - Google/Facebook: 70%

Based on Nielsen US DCR trends, eMarketer, ExchangeWire, IDC
Our open Internet vision delivers benefits for all

Consumers
- Experience
- Consent

1.5B+ Active Shoppers Monthly

Advertisers
- Performance
- Transparency
- Automation
- Control

19,500 Advertisers
1,000+ Brands

$800B+ Annual ecommerce sales

Publishers
- Performance
- Fairness
- Transparency

3,500 Premium publishers

19,500 Advertisers incl. 1,000+ Brands

$800B+ Annual ecommerce sales

19,500 Advertisers incl. 1,000+ Brands

$800B+ Annual ecommerce sales

19,500 Advertisers incl. 1,000+ Brands

$800B+ Annual ecommerce sales
Direct relationships with many premium commerce and brand clients

### Commerce: Retail, Travel and Classifieds

- Groupon
- Hotels.com
- Lazada
- Booking.com
- ESPRIT
- Debenhams
- zooplus
- La Redoute
- American Eagle Outfitters
- Otto
- Walbusch
- 3 Suisses
- bonprix
- Macy’s
- Suumo
- Office Depot
- DB

### Brands

- Clorox
- Kellogg’s
- Fiat
- HP
- Coca-Cola
- Samsung
- Mate

- Close to 19,500 clients*
Extensive supply partnerships
Ensures inventory-agnostic access to users

- Direct partnerships: 3,500 Premium publishers
- Exchange partners: Long-tail & emerging formats
- Walled gardens: Access to massive scale
- Retail partner: For Criteo Retail Media

• Flexible buying technology: RTB/S2S, Criteo direct bidder, SDK, API
• Any relevant creative formats/environment: IAB, Native, In-App, Video, Google AMP
The Criteo Platform supports advertising and monetization objectives
Fueled by a unique data set and powered by Artificial Intelligence
Leveraging the world’s largest open commerce data set
Fueled by a unique data set and powered by Artificial Intelligence

Leveraging the world’s largest open commerce data set
Our business model has unique attributes

Attractive
Direct
Sticky
Elastic Demand

- **325** Net client additions per quarter\(^1\)
- **75%** Direct relationships with clients\(^2\)
- **~90%** Client retention rate\(^3\)
- **73%** Of Revenue ex-TAC from uncapped budgets\(^4\)

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1. On average over the last four quarters through Q4 2018
2. Last twelve months to Q4 2018; excluding Criteo Retail Media
3. Quarterly retention rate for all solutions combined – close to 90% for 35 consecutive quarters
4. On average over the last four quarters through Q4 2018; excluding Criteo Retail Media. Represents uncapped budgets of our clients, which are either contractually uncapped or so large that the budget constraint does not restrict ad buys
Our core competencies are difficult to replicate

- Technology
- Scale
- Openness
Our growth strategy is based on two strong pillars

Grow the customer base

- Evolve go-to-market strategy for large and midmarket clients
- Further scale and automate midmarket operations worldwide
- Add new brand and retailer clients globally

Increase our value for clients and partners

- Enhance AI/Deep Learning technology
- Grow and leverage Criteo Shopper Graph
- Enhance self-service capabilities
- Expand Marketing Solutions & Retail Media
- Broaden quality supply of inventory
Go-to-market & client service
Adapting our go-to-market to best serve our clients across all solutions

Objectives

1. Adapt sales organization to a **multi-solution** offering
2. Provide the **right level of service** to each client segment
3. Scale **operations** and enhance **profitability**

New tiering

Consultative sales

- **A**: Large Clients
  - Monthly ad spend: $200K+
  - Highly **customized service** and **proactive insights/proposals**

Telesales

- **C**: Upper Mid-Market
  - $20K+
  - Efficient, high quality, **scalable and automated service** to the **highest number of clients**

- **D**: Lower Mid-Market
  - $10K+

Self-service platform

- **E**: $5K+
- **F**: <$5K
We invest in growing areas in digital advertising – and beyond

**Advertiser control**
- Build flexible and modular client platform

**Marketing goals**
- Complete expansion of solution suite

**Shopping environments**
- Leverage strong growth of apps
- Store advertising

- Self-service campaign optimization modules
- Awareness*, Consideration
- App
- Store-to-web retargeting*
Revenue ex-TAC was $272 million, Adj. EBITDA was $105 million, Free Cash Flow was $40 million

Revenue ex-TAC from new solutions represented 13\% of total Revenue ex-TAC, growing 54\% yoy

Criteo employees stood at over 2,700 across 31 offices worldwide

Ended Q4 with close to 19,500 clients and maintained client retention at close to 90\% for all solutions combined

Criteo Direct Bidder now deployed with 3,500 large publishers worldwide
We continue to add clients while maintaining high retention

The retention rate represents the percentage of live clients during the previous quarter that continued to be live clients during the current quarter. For all solutions combined.
Regional performance – FY2018

FY2018 Revenue ex-TAC mix by Region

- APAC: 23%
- Americas: 39%
- EMEA: 38%

FY2018 Revenue ex-TAC Growth* by Region

- +2% Americas (+5% U.S.)
- 0% EMEA
- +5% APAC

* At constant currency
Profitable growth and strong cash flow – FY2018

**REVENUE EX-TAC ($M)**
- FY2017: 941
- FY2018: 966

**ADJUSTED EBITDA ($M)**
- FY2017: 310
- FY2018: 321
  - 33% margin (% of Revenue ex-TAC)

**FREE CASH FLOW ($M)**
- FY2017: 137
- FY2018: 135
  - 42% of Adj. EBITDA

*At constant currency*
## Solid financial model: doubled Adj. EBITDA margin since IPO

<table>
<thead>
<tr>
<th>As % of Revenue ex-TAC</th>
<th>FY 2013</th>
<th>FY 2014</th>
<th>FY 2015</th>
<th>FY 2016</th>
<th>FY 2017</th>
<th>FY 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue ex-TAC</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
</tr>
<tr>
<td>Other cost of revenue*</td>
<td>7.9%</td>
<td>6.6%</td>
<td>6.1%</td>
<td>6.4%</td>
<td>6.9%</td>
<td>6.7%</td>
</tr>
<tr>
<td>Gross margin</td>
<td>92.1%</td>
<td>93.4%</td>
<td>93.9%</td>
<td>93.6%</td>
<td>93.1%</td>
<td>93.3%</td>
</tr>
<tr>
<td>R&amp;D*</td>
<td>14.9%</td>
<td>12.5%</td>
<td>13.4%</td>
<td>14.2%</td>
<td>14.7%</td>
<td>15.2%</td>
</tr>
<tr>
<td>S&amp;O*</td>
<td>43.6%</td>
<td>39.9%</td>
<td>39.8%</td>
<td>35.3%</td>
<td>34.8%</td>
<td>33.6%</td>
</tr>
<tr>
<td>G&amp;A*</td>
<td>16.0%</td>
<td>14.8%</td>
<td>13.8%</td>
<td>13.2%</td>
<td>10.7%</td>
<td>11.3%</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td><strong>17.5%</strong></td>
<td><strong>26.2%</strong></td>
<td><strong>26.9%</strong></td>
<td><strong>30.8%</strong></td>
<td><strong>32.9%</strong></td>
<td><strong>33.2%</strong></td>
</tr>
<tr>
<td>Revenue ex-TAC margin**</td>
<td>40.3%</td>
<td>40.8%</td>
<td>40.4%</td>
<td>40.6%</td>
<td>41.0%</td>
<td>42.0%</td>
</tr>
</tbody>
</table>

* Cost of revenue and operating expenses are expressed on a Non-GAAP basis, which excludes the impact of equity awards compensation expense, pension service costs, depreciation and amortization, acquisition-related costs, restructuring and deferred price consideration.

** As a % of revenue
2019 is a year of accelerating growth momentum
We invest to drive a rebound in growth and profitability in 2020 and beyond

Driven by healthy business fundamentals and our investments into

- Continuing to grow our app business
- Growing our new solutions to drive broader marketing goals for clients
- Accelerating client additions through our self service platform
- Improving the pace of hiring
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## Foreign Exchange impact on actual results and guidance

### Q4 2018 Actual

<table>
<thead>
<tr>
<th>USD million</th>
<th>@ Q4 2017 FX</th>
<th>FX impact</th>
<th>Actual</th>
<th>@ Q4 guidance FX</th>
<th>FX impact</th>
<th>Actual</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue ex-TAC</td>
<td>$277.2</td>
<td>$(5.4)</td>
<td>$271.9</td>
<td>$273.8</td>
<td>$(1.9)</td>
<td>$271.9</td>
</tr>
</tbody>
</table>

### Fiscal Year 2018 Actual

<table>
<thead>
<tr>
<th>USD million</th>
<th>@ FY 2017 FX</th>
<th>FX impact</th>
<th>Guidance Midpoint</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue ex-TAC</td>
<td>$957.3</td>
<td>$8.7</td>
<td>$966.0</td>
</tr>
</tbody>
</table>

### Q1 2019 Guidance

<table>
<thead>
<tr>
<th>USD million</th>
<th>@ Q1 2018 FX</th>
<th>FX impact</th>
<th>Guidance Midpoint*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue ex-TAC</td>
<td>$243.9</td>
<td>$(9.9)</td>
<td>$234.0</td>
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</table>

### Fiscal Year 2019 Guidance

<table>
<thead>
<tr>
<th>USD million</th>
<th>@ FY 2018 FX</th>
<th>FX impact</th>
<th>Guidance Midpoint*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue ex-TAC</td>
<td>$1,009.7</td>
<td>$(14.2)</td>
<td>$995.5</td>
</tr>
</tbody>
</table>

* Based on FX assumptions for Q1 2019 and Fiscal Year 2019 published in the Feb 13, 2019 earnings release
Revenue ex-TAC reconciliation

<table>
<thead>
<tr>
<th>($ in thousands)</th>
<th>Q1’16</th>
<th>Q2’16</th>
<th>Q3’16</th>
<th>Q4’16</th>
<th>Q1’17</th>
<th>Q2’17</th>
<th>Q3’17</th>
<th>Q4’17</th>
<th>Q1’18</th>
<th>Q2’18</th>
<th>Q3’18</th>
<th>Q4’18</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>401,253</td>
<td>407,201</td>
<td>423,867</td>
<td>566,825</td>
<td>516,667</td>
<td>542,022</td>
<td>563,973</td>
<td>674,031</td>
<td>564,164</td>
<td>537,185</td>
<td>528,869</td>
<td>670,096</td>
</tr>
<tr>
<td>Revenue ex-TAC</td>
<td>162,498</td>
<td>166,232</td>
<td>176,557</td>
<td>224,948</td>
<td>209,974</td>
<td>219,822</td>
<td>234,397</td>
<td>276,944</td>
<td>240,418</td>
<td>230,222</td>
<td>223,482</td>
<td>271,858</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>($ in thousands)</th>
<th>2017</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>2,296,692</td>
<td>2,300,314</td>
</tr>
<tr>
<td>Less: Traffic acquisition costs</td>
<td>1,355,556</td>
<td>1,334,334</td>
</tr>
<tr>
<td>Revenue ex-TAC</td>
<td>941,136</td>
<td>965,980</td>
</tr>
</tbody>
</table>
## Adjusted EBITDA reconciliation

<table>
<thead>
<tr>
<th>($ in thousands)</th>
<th>Q1'16</th>
<th>Q2'16</th>
<th>Q3'16</th>
<th>Q4'16</th>
<th>Q1'17</th>
<th>Q2'17</th>
<th>Q3'17</th>
<th>Q4'17</th>
<th>Q1'18</th>
<th>Q2'18</th>
<th>Q3'18</th>
<th>Q4'18</th>
<th>2017</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income</td>
<td>18,527</td>
<td>13,339</td>
<td>14,724</td>
<td>40,740</td>
<td>14,518</td>
<td>7,505</td>
<td>22,269</td>
<td>52,368</td>
<td>21,090</td>
<td>14,707</td>
<td>17,948</td>
<td>42,134</td>
<td>96,659</td>
<td>95,879</td>
</tr>
<tr>
<td>Adjustments:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Financial (income) expense, net</td>
<td>1,317</td>
<td>94</td>
<td>570</td>
<td>(1,435)</td>
<td>2,333</td>
<td>2,094</td>
<td>2,886</td>
<td>2,221</td>
<td>1,325</td>
<td>1,006</td>
<td>1,007</td>
<td>1,746</td>
<td>9,534</td>
<td>5,084</td>
</tr>
<tr>
<td>Provision for income taxes</td>
<td>7,944</td>
<td>4,450</td>
<td>7,574</td>
<td>13,161</td>
<td>4,201</td>
<td>3,665</td>
<td>7,858</td>
<td>15,927</td>
<td>12,386</td>
<td>8,638</td>
<td>6,821</td>
<td>18,299</td>
<td>31,651</td>
<td>46,144</td>
</tr>
<tr>
<td>Equity awards compensation expense</td>
<td>8,370</td>
<td>7,695</td>
<td>13,965</td>
<td>13,229</td>
<td>14,940</td>
<td>14,918</td>
<td>22,028</td>
<td>20,464</td>
<td>19,303</td>
<td>20,245</td>
<td>17,261</td>
<td>10,267</td>
<td>72,351</td>
<td>67,076</td>
</tr>
<tr>
<td>Pension service costs</td>
<td>129</td>
<td>131</td>
<td>132</td>
<td>133</td>
<td>290</td>
<td>299</td>
<td>320</td>
<td>321</td>
<td>434</td>
<td>419</td>
<td>419</td>
<td>419</td>
<td>1,231</td>
<td>1,691</td>
</tr>
<tr>
<td>Acquisition-related costs</td>
<td>-</td>
<td>148</td>
<td>1,793</td>
<td>980</td>
<td>6</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>516</td>
<td>1,222</td>
<td>6</td>
<td>1,738</td>
<td></td>
</tr>
<tr>
<td>Acquisition-related deferred price consideration</td>
<td>40</td>
<td>44</td>
<td>3</td>
<td>(3)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restructuring</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>3,299</td>
<td>-</td>
<td>4,057</td>
<td>(252)</td>
<td>199</td>
<td>-</td>
<td>7,356</td>
<td>(53)</td>
<td></td>
</tr>
<tr>
<td>Total net adjustments</td>
<td>30,316</td>
<td>25,862</td>
<td>38,808</td>
<td>42,255</td>
<td>41,936</td>
<td>46,581</td>
<td>56,847</td>
<td>67,560</td>
<td>56,842</td>
<td>54,067</td>
<td>51,643</td>
<td>62,628</td>
<td>212,925</td>
<td>225,180</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>48,843</td>
<td>39,201</td>
<td>53,532</td>
<td>82,995</td>
<td>56,454</td>
<td>54,086</td>
<td>79,116</td>
<td>119,928</td>
<td>77,932</td>
<td>68,774</td>
<td>69,591</td>
<td>104,762</td>
<td>309,584</td>
<td>321,059</td>
</tr>
</tbody>
</table>
## Free cash flow reconciliation

<table>
<thead>
<tr>
<th>($ in thousands)</th>
<th>FY2017</th>
<th>FY2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>CASH FROM OPERATING ACTIVITIES</td>
<td>245,458</td>
<td>260,726</td>
</tr>
<tr>
<td>Acquisition of intangible assets, property, plant and equipment</td>
<td>(122,203)</td>
<td>(116,984)</td>
</tr>
<tr>
<td>Change in accounts payable related to intangible assets, property, plant and equipment</td>
<td>13,692</td>
<td>(8,494)</td>
</tr>
<tr>
<td>FREE CASH FLOW</td>
<td>136,947</td>
<td>135,248</td>
</tr>
</tbody>
</table>