



**THIRD PARTY
CODE OF CONDUCT**

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INTRODUCTION

As a global technology company that provides the world's leading Commerce Media Platform, Criteo is committed to conduct its business with honesty and integrity and maintains a zero-tolerance policy towards corruption of any kind.

Criteo maintains the highest standards of professional business conduct and ethics in its activities and operates its missions at the highest levels of performance at all times but always in line with our values:

- ✓ **Open**
- ✓ **Together**
- ✓ **Impactful**

We are fully convinced that the strength of Criteo's reputation is based on our own conduct. This is why our actions are always guided by the principles of our Code of Business Conduct and Ethics. As we are willing to engage our third parties in this path, we created this "Third Party Code of Conduct" (the "Code") and we expect from all our Third Parties who works for or represents Criteo to act in accordance with this Code.

For the purpose of this Code, "Third Party" means any person who provide services in connection with Criteo's business and:

- (i) its subsidiaries and affiliates,
- (ii) their respective employees (including their directors, temporary workers and interns),
- (iii) their subcontractors, and/or
- (iv) any other representatives.

The term "person" shall be broadly interpreted as to include any legal or natural person.

This Code provides guidance to our Third Parties on how to consider ethics and in compliance in their work for our company. We consider this document as a framework to help them to better understand what we expect while conducting business for us. This Code is not intended to replace the existing policies of the Third Parties but to be an additional set of governing principles, as relevant.

We encourage our Third Parties that might be aware of misconduct or unethical behavior which may affect our reputation, to report it through Criteo's whistleblowing mechanism explained in this document.

Knowing, understanding, and behaving according to this Code is a fundamental requirement to work with us. Any questions should be directed to the Compliance department at ethics@criteo.com.

Compliance with Laws

As one of our Third Parties, we generally expect from you to comply with all applicable laws and regulations. In case of discrepancy between local laws (or other applicable local regulations) and this Code, the most stringent provisions shall be applied. However, in case of conflicts between this Code and local laws, the law shall always prevail.

Anti-Corruption

We anticipate that you behave ethically in your operations for Criteo and that you act with transparency and good faith.

There are many types of corruption depending on the quality of the person corrupting or being corrupted.

Active versus *Passive Corruption*:

- Corruption is said to be *active* when a person who holds a public or private function, offers, promises, grants or agrees to grant, in France and abroad, an undue advantage to a person, natural or legal, who holds a public or private function for this person to perform or refrain from performing an act falling within the scope of this person's functions.
- Corruption is said to be *passive* when a person holding a public or private function accepts or solicits an undue advantage to perform or refrain from performing an act falling within the scope of their duties.

Private versus *Public Corruption*:

- Corruption is said to be private when it involves two private actors.
- Corruption is said to be public when it involves at least one public official.

Direct versus *Indirect* Corruption:

- Direct (the benefit is granted or promised to the person involved);
- Indirect (the advantage is granted or promised via a third party or to a third party).

Do not adopt a "head in the sand" approach in case of potential tricky situations. Our (or your) compliance department is a good help for you to find the best solution.



Criteo strictly controls any expenditure to be offered to government officials or entities. This includes gifts, donations, meals, travel, entertainment or any other advantage. Before any such expenditure, you must obtain Criteo Compliance department prior approval.

Gifts, Hospitality & Entertainment

In certain circumstances, the giving or receiving of modest gifts, hospitality or entertainment can be a legitimate way to foster goodwill and to strengthen and build long-term relationships.

However, no gifts, hospitality or entertainment should be given or received where the intention is to:

- ✘ improperly obtain or retain business;
- ✘ secure an improper advantage in the conduct of business;
- ✘ exert undue influence on a business relationship; or
- ✘ cause a party to improperly perform its duties.



As a third party, you may not offer or accept any gifts, hospitality, entertainment, or any other advantage to or from any Criteo employee without written pre-approval from Criteo Compliance department.

Conflicts of Interest

We expect our Third Parties to exercise due care and diligence to avoid situations where there is or may be an actual, potential, or perceived conflict of interest.



A conflict of interest exists when the personal interests of a Criteo employee, executive member, or a representative conflict with or compete with the interests of Criteo and its affiliates. The term must be understood in a broad sense. It can concern the direct interests of the person (material or simply moral interest) but also those of such person's relatives (people around them or entity with which they have direct or indirect links).

In case of perceived or actual conflict of interest, we expect our Third Parties to report to Criteo Compliance department.

Fair Competition/Antitrust

As one of our Third Parties, we generally expect from you to comply with all applicable laws and regulations related to competition laws.

Legal requirements are related to the following practices: abuse of a dominant market position as well as any agreements or understandings among commercial parties that affect prices (*e.g.*, price fixing, market allocation, group boycotts, resale price maintenance, unlawful discrimination on prices or restrictions on trade).

Confidentiality

We expect our Third Parties to respect Criteo’s intellectual property, trade secrets and other confidential, proprietary or sensitive information, and may not use or disclose any such information, except in accordance with their contract with Criteo.

Criteo’s information and data must always be treated as confidential.

Information shall be disclosed on a strict “need to know” or “need to use” basis.

Confidential information generated by and gathered in our business is a critical Criteo asset.



Economic Sanctions

As one of our Third Parties, we generally expect from you to comply with all applicable laws and regulations related to trade and import, regardless of where you operate in the world.

In connection with Criteo business, our Third Parties are also prohibited from participating in boycotts that are not sanctioned by the U.S. government.

Insider Trading

During the course of your engagement, you may come into possession of inside information.

If you have access to such information, you must not use it to buy or sell shares or derivative securities of any public companies. In addition, you must refrain from communicating material nonpublic information to anyone who might use it to buy or sell securities.

“Tipping” others may violate laws and can result in penalties to all parties involved including Criteo and the Third Party.



Data Privacy

As one of our Third Party, we generally expect from you to comply with all applicable laws and regulations related to data privacy and data protection.

You should take all reasonable and appropriate steps to protect personal information provided by Criteo (from unauthorized access, destruction, use, modification and disclosure).

We require our Third Parties to collect, process, use, store and retain personal information obtained from Criteo, or about Criteo employees, clients, suppliers, and other third parties, only as necessary and in compliance with all applicable data privacy and data protection laws. In the event that a Third Party collects, processes, uses, stores or retains personal information at Criteo’s request or on Criteo’s behalf, such Third Party will be required to agree to certain contractual obligations with Criteo to ensure that it complies with our standards regarding the protection of such personal information.

Third Parties must report promptly to Criteo Data Protection Officer any actual or suspected disclosure or loss of any personal or confidential information related to Criteo’s organization at databreach@criteo.com.

Health & Safety

We expect you to provide a safe and healthy work environment for all employees working at your sites and to comply with all applicable laws and regulations related to health and safety.

Environment

As one of our Third Parties, we generally expect from you to comply with all applicable laws and regulations related to the respect of environment.

Criteo places a high value in the protection of our environment and is committed to do our part to help preserve the Earth's finite resources.



Discrimination & Harassment

Criteo maintains a zero-tolerance policy regarding any form of discrimination or harassment in the workplace due to race, ethnicity, sexual orientation, gender, religion, age, disability, political opinion, nationality, or any other potentially discriminatory factor.

Criteo is committed to provide a work environment where everyone is treated with respect and dignity and we expect our Third Parties to implement similar values.

Human Rights

We expect our Third Parties to conduct their business ethically and act with integrity and in compliance with the principles and values of the United Nations Universal Declaration of Human Rights. This includes but is not limited to requirements regarding minimum wage, working hours, overtime, days of rest, compensation, and freedom of association.

Criteo strives to select and work with vendors, partners and suppliers who respect all relevant human rights conventions and principles.



Reporting Any Concern You May Have

We expect you take the necessary measures to ensure any person working on your behalf in connection with Criteo's business has knowledge and access to Criteo's whistleblowing channels.

If you have any concerns or suspicions regarding a breach of this Code or any illegal or unethical behavior, you should raise these issues with Compliance department.

If, for any reason, you feel unable to talk to any of the people listed above, **you may raise your concerns via the Criteo Whistleblowing Hotline**. The Whistleblowing Hotline is a **confidential, 24/7 service managed by an independent company**. It can be accessed as outlined below.

- E-Mail using Criteo's secure whistleblowing inbox at speakup@criteo.com.
- Use the Criteo Whistleblower Hotline (+1 866 865 9476)
- Complete the secure Whistleblowing Form at <https://www.openboard.info/CRTO/index.cfm>

Your Responsibility for Compliance

It is your responsibility to ensure that your employees and subcontractors working in connection with Criteo business understand and comply with this Code.

In case of potential or actual violation of applicable laws, regulations or this Code, you are required to notify Criteo Compliance department.

If the expectations of this Code are not met, the business relationship may be reviewed. Any breach of the provisions of this Code may be considered material breach, and shall entitle Criteo, at its discretion, to suspend or to terminate any related agreement.

This may include to implement the appropriate mitigation measures required by Criteo to investigate and remediate allegations of wrongdoing. To that end, we shall agree on an appropriate time frame for the said implementation which shall not exceed one month following the information of Criteo.

[LAST PAGE TO BE ADDED AS RELEVANT]

**Acknowledgement to
Third Party Code of Conduct**

I acknowledge that I have read and understand this Code and that the respect of this Code is an essential condition for the continuity of our business relationship with Criteo.

Third Party Name:

Name and title of the authorized representative:

Date:

Signature: