



# Code of Business Conduct and Ethics

**CRITEO**

29 July 2022

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## Our CEO's Message

As part of Criteo's exciting journey and to continue driving our success, we all do our best to achieve excellence in technical expertise, and we know that trust and confidence have always driven the way we do business. However, our Company may be exposed to many risks which can include risks relating to business ethics, corruption and influence peddling. Those risks may have an adverse effect on Criteo operations, reputation and financial results. Furthermore, most countries have laws and regulations compelling companies to act on preventing corruption risks and on implementing a compliance program.

It is critical for us to ensure that our actions always embed the highest standards in terms of ethics and business conduct. Many challenges require Criteo to be continuously transforming to answer customers' expectations, but also to be fully integrated in its environment. We are convinced that we have a role to play in making the future better and our decisions must always be taken in compliance with applicable laws and driven by our 3 core values : Open, Together and Impactful.

We have adopted this Code of Business Conduct and Ethics, or the "Code," to clarify our standards and expectations for our Employees, our partners, our suppliers and everyone working with us. The purpose of the Code is to provide a reference for our Employees when they conduct their activities for our Company. It applies to every Employee, at all levels of the Company and in all countries where we operate. Our common mission is to represent Criteo's core values and to refer to this Code in our daily activities, particularly when facing a difficult situation.

As a Criteo Employee, you are expected to read and understand this Code, regardless of your job position and your location. I also expect you to behave in accordance with the standards and principles contained in this Code. If you have trouble deciding how to behave, the Compliance and Legal departments are at your disposal to help you understand the situation and to help you make the right decision.

Do not stand alone as we are all together in this engagement to do business in the right way. Our continued growth depends on all of us making this Code a part of our daily professional life. Thank you for your commitment and adherence to the Code.

**The future is ours!**



Sincerely,  
**Megan Clarcken**



# **Our Values**

# Open.

We believe that open minds are great minds. We promote diversity in our thinking and in our culture.

# Together.

We build together, accomplish together, celebrate together. We care for each other.

# Impactful.

We do the right thing to create a sustainable impact for our clients, our market, and the people that we serve.

Everyone at Criteo is expected to live their professional life in accordance with these values. They are the foundation of our unique culture and the spirit behind the standards of business conduct included in this Code.

# What We Expect From **Our People**



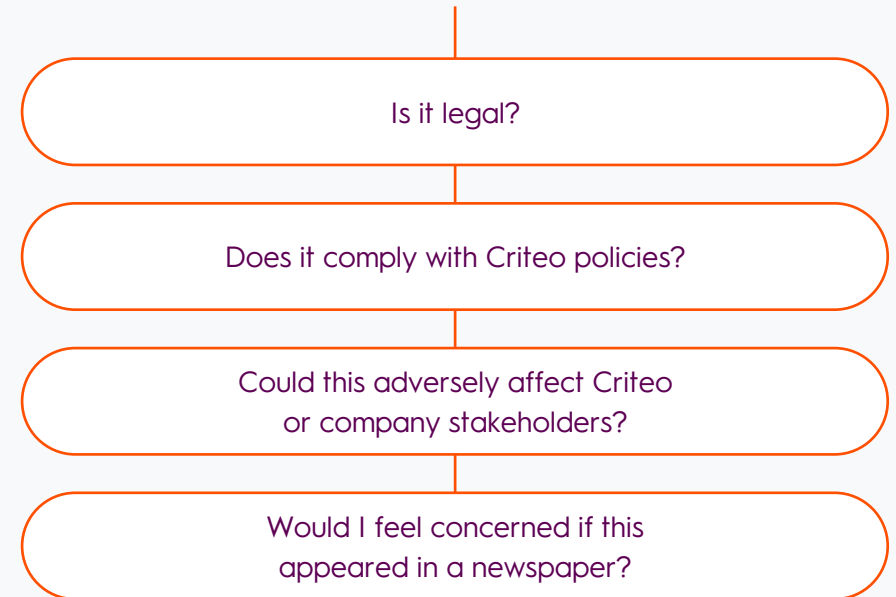
This Code of Business Conduct and Ethics (hereafter the “Code”) describes the basic ethical principles and standards that should guide our actions within Criteo S.A. and all its subsidiaries and affiliates (“Criteo” or the “Company”), providing to our People (as defined below) an understanding of what we expect in terms of ethical behavior while conducting our business. A list of “DOs and DON’Ts”, as well as real-life examples, are included after most principles and aim to help us visualize how they apply to our professional activities.

**Compliance with this Code is mandatory for everyone at Criteo**, including all Employees of Criteo, but also directors, temporary workers and interns, regardless of position, location, or level of responsibility (“Employees” or “People”). **Failure to comply with the principles in this Code and/or failure to report violations to this Code could lead to disciplinary action up to and including termination of employment.**

All of us are expected to:

- o Read and understand this Code.
- o Apply its principles in all job-related responsibilities and activities.
- o Fully cooperate with any audit or investigation related to violations to this Code.

**Making decisions in a professional context might not always be easy, so make sure to take your time and ask yourself the following questions during a decision-making process:**



It is impossible to anticipate every situation that may arise during our activities at or for Criteo. In case of doubt, we encourage our People to seek advice from their line manager or any other person within Criteo (Legal department, Compliance department, People department, *etc.*). Employees can also use one of the following whistleblowing channels to address any concerns or suspicions regarding a violation to this Code or any other Criteo Policy, as well as any illegal or unethical behavior:

- 1** The email address: [speakup@criteo.com](mailto:speakup@criteo.com)
- 2** Criteo Whistleblowing hotline: +1 866 865 9476
- 3** The alert form available at the following address  
<http://www.openboard.info/CRTO/index.com>
- 4** Email address of the Compliance department: [ethics@criteo.com](mailto:ethics@criteo.com)

**Criteo does not tolerate any kind of retaliation and will support any individual who raises concerns in good faith regarding a potential violation of the principles in this Code.**

Open communication about issues and concerns without fear of retaliation is vital to the successful implementation of this Code.



# Our Commitments to Our People and Communities



## Corporate Social Responsibility (“CSR”) is a core business imperative for Criteo.

The goals we are setting in terms of environmental sustainability and diversity, equity and inclusion can only be achieved through the engagement of all Employees. They shape our future growth and define the values we want to create for society.

Criteo is committed to training and educating its employees to help them understand and follow our commitments under applicable law.

**A Protection of the Environment**

**B Diversity, Equity, and Inclusion**

**C Discrimination and Harassment**

**D Health and Safety**

**E Social Behavior**

**F Human Rights**

## Protecting the environment is both an imperative and a source of progress.

We aim to build and share an authentic culture of environmental responsibility, and expect everyone to uphold a commitment to environmental protection.

At Criteo, the environmental impact is taken into account in all major decisions and is proactively managed in compliance with all internal rules and relevant laws and regulations. Criteo's value **"Impactful"** means that we do the right thing to create a sustainable impact for our clients, the market, and the people that we serve.

Criteo strives for continuous progress in the careful management of natural resources, pollution reduction and the preservation of well-being of the population. We want to set goals that make sense, that have a positive effect on our planet and of which we can all be proud.

### ✓ Do

- ✓ Consider how to limit the environmental impact of your professional activities.
- ✓ Report any situations that could adversely affect the local environment.

### ✗ Don't

- ❖ Accept practices that have a negative impact on our environment.

Criteo believes that the future is brighter when it includes everyone without any limits based on gender, nationality, sexual orientation, religion or any other discrimination criteria under applicable law. We believe that a diverse and inclusive culture is the cornerstone for driving creative collaborations and sustainable changes, to find new ideas and reinvent our ways of doing things. To make this possible, we need to ensure our working environment is a safe space in which our People are respected and valued for their differences.

**We base our actions on being “Open”, i.e., we believe that open minds are great minds.**

Our commitment to diversity, equity, and inclusion embraces everything we do at Criteo, including how we work, how we treat each other and the impact we have on our clients and partners. Criteo is committed to creating an inclusive opportunities environment where it attracts and develops diverse talent, ensures equitable, and strengthens a culture of belonging.

Furthermore, Criteo recognizes the importance of promoting gender diversity, ensuring equal access and participation for people with disabilities, freedom of speech among its Employees, especially in relation to trade-union or work council representatives, and above all, Criteo recognizes the importance of building a culture of respect.

Our People are encouraged to reach their full potential, and their individual differences are valued and respected. Criteo is proud to build a culture of respect where everyone feels safe to be their authentic selves. Respect requires a lot of work to be put into practice and it requires all of us to be involved. Fostering a true culture of respect will allow us to build bridges that will unite us as colleagues, an organization, and a community.

✓ **Do**

- ✓ Ensure that each person we interact with, including Employees, clients, job applicants, contractors, partners, vendors or any other stakeholder, is treated with equity, fairness and respect.
- ✓ Oppose and avoid all forms of unlawful and unfair discrimination.
- ✓ Demonstrate inclusive behavior by creating a safe workplace where we all are equal, regardless of gender, nationality, sexual orientation, or religion or any other discrimination criteria under applicable law.

✗ **Don't**

- ❖ Tolerate any exclusion of your colleagues due to their social or cultural background, gender, nationality, sexual orientation, or religion.
- ❖ Discriminate based on protected characteristics of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race (including color, nationality, and ethnic or national origin), religion or belief, gender, and sexual orientation.

For any additional information, please refer to the **Criteo Diversity, Equity, and Inclusion Policy** and the **Criteo Global Disability Policy**.

Criteo commits to creating a work environment free of bullying, harassment, victimization, and discrimination. Being “Together” means that we build together, accomplish together, celebrate together and care for each other.

Criteo strictly forbids any kind of discrimination at all stages of the employment lifecycle, including how we attract and recruit, through promotions, pay decisions, benefits, career progression and development. We give support and encouragement for our People to develop to their full potential and to use and develop their unique talents and abilities at Criteo.

**Criteo does not tolerate any mistreatment, bullying, or harassment towards colleagues, clients, suppliers, stakeholders, shareholders, or any visitors of Criteo.**

Harassment is any unwanted physical, verbal, or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment. Harassment may involve conduct of sexual nature or may be related to age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, color, nationality, ethnic or national origin, religion or belief, gender, or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories.

Bullying is offensive, intimidating, malicious or insulting behavior involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority but can include both personal strength and the power to coerce through fear or intimidation. Bullying can take the form of physical, verbal, or non-verbal conduct.

Legitimate, reasonable, and constructive criticism of a worker's performance or behavior, or reasonable instructions given to workers in the course of their employment, will not amount to bullying or harassment on their own.

✓ **Do**

- ✓ Promote a workplace free from any form of discrimination, harassment or bullying.
- ✓ Report any improper conduct, discrimination, harassment or bullying, even if you are not certain that the situation falls within one of these topics.

✗ **Don't**

- ❖ Engage in any form of discrimination, harassment or bullying.
- ❖ Turn a blind eye to any improper conduct that might potentially be considered discrimination, harassment or bullying.

**Criteo aims at ensuring a safe workplace environment for its Employees, contractors, visitors, and any other person at a Criteo location.**

We work hard to understand our Employees' needs and to ensure their health and safety, devoting time and effort across all Criteo locations to provide a positive Employee experience, work-life balance, and a healthy and safe office environment.

Our commitment is to eliminate or reduce workplace risks and hazards, provide necessary training and instruction for the performance of safe work, and encourage Employees to report all incidents, including near misses, hazards, injuries, and property damage.

✓ **Do**

- ✓ Assess potential risks on health and safety before starting any activity.
- ✓ Ensure the safety of your colleagues and your business partners.
- ✓ Report any situation which compromises your safety or health at work.

✗ **Don't**

- ❖ Ignore health and safety rules, including during business trips.
- ❖ Allow our business partners to apply fewer health and safety protective measures.

At Criteo, we believe that our Company events mean both work and fun. These social events are opportunities for our People to get together among coworkers. Each of our Employees is an ambassador for Criteo at such events, and should avoid acting in a thoughtless or immature way. Furthermore, and in line with our Health and Safety principles, **Criteo is committed to providing a safe, healthy and productive work environment**, ensuring that our People are fit to carry out their jobs safely and effectively in an environment free from alcohol and illicit drugs misuse to the extent permitted under applicable law.

Alcohol consumption is only tolerated during meals outside of Criteo premises or during organized social events, and only reasonable customary consumption standards are accepted. Illicit drugs are strictly forbidden. We will not accept staff arriving at work under the influence of alcohol or illicit drugs, and/or whose ability to work is impaired in any way by reason of the consumption of alcohol or illicit drugs.

Criteo reserves the right, to the extent permitted under applicable law, to conduct searches of Employees' personal belongings on our premises held by Criteo for collective security purposes.

All Criteo offices are smoke free environments.

✓ **Do**

- ✓ Take the opportunity of Criteo social events to enlarge our network and socialize with our coworkers, in a respectable and responsible manner.

✗ **Don't**

- ✓ Consume illicit drugs in a Criteo location.

For any additional information, please refer to the **Criteo Gifts, Hospitality and Entertainment Policy**, and the **Criteo Travel & Expense Policy**.

Human rights are inherent to everyone whatever their nationality, place of residence, gender, national or ethnic origin, religion, or any other similar status.

**Criteo has a zero-tolerance approach to all forms of human rights abuse, including modern slavery and child labor, within our business and operations.**

We are committed to respecting and promoting Human Rights in all our activities and in our relationships with clients, suppliers or any other stakeholders. We also expect such third parties to conduct their business with ethics and integrity.

✓ **Do**

- ✓ Treat everyone with dignity and respect.
- ✓ Report any human rights violation.
- ✓ Report any issue relating to human rights abuse, even if it takes place in our business partners' activities.

✗ **Don't**

Be afraid of reporting any violation of human rights, even if you are in doubt.



# Our Commitments to How We Conduct Our Business



**A Comply with Laws and Regulations**

**B Uphold Fair Competition**

**C Prevent Insider Trading**

**D Fight Against Corruption**

**E Conflicts of Interest**

**F Anti-Money Laundering and Countering the Financing of Terrorism, International Sanctions and Tax Evasion**

**Criteo maintains its reputation by respecting the laws, regulations and other requirements applicable to our business in all countries where we operate.**

We all have the responsibility to know the laws, regulations, and requirements applying to or impacting our function. Since any breach of laws or regulations may lead to civil or criminal prosecution for Criteo or its Employees, it is essential to be attentive to our business actions.

Since laws can sometimes be complex and differ from one country to another, if a law, rule, or regulation seems unclear to you, or if it conflicts with any principle in this Code, you should always seek clarification from your line manager, the Legal Department or the Compliance Department.

✓ **Do**

- ✓ Seek clarification from your manager, the Legal Department or the Compliance Department, if local rules seem complex or unclear.

✗ **Don't**

- ❖ Engage in operations if local laws or regulations seem unclear to you.

We are an important participant in our industry thanks to our competitive keys which are based on our world-class technology and our highly qualified know-how. But our leading position must never be obtained based on unfair competitive practices.

Even if our policy is to vigorously compete, this must always be done in compliance with applicable antitrust, competition and fair dealing laws in all markets in which we operate. Competition laws generally forbid agreements and practices that may significantly affect or unduly restrict competition in the market.

**In particular, the following practices are prohibited (this is not an exhaustive list):**

- Any agreement or discussion with competitors regarding prices (price fixing) or other terms of transactions such as allocation of customers or territories.
- Exchange of sensitive information between competitors (prices, cost, strategy, etc.).
- The abuse of a dominant position held in a relevant market (such as discriminatory practices, predatory pricing, tied sales, etc.).

✓ **Do**

- ✓ Act fairly with our business partners and competitors.
- ✓ Set out commercial policy, prices, and discounts independently from competitors and distributors.
- ✓ Be vigilant when communicating with competitors and keep the professional exchanges to the minimum necessary when you are not sure about the confidentiality of information exchanged.

✗ **Don't**

- ❖ Contribute to meetings in which competitors exchange competitive information through illegal means, even if these meetings are public (i.e., conferences and trade shows).
- ❖ Engage in discussions about bid-rigging, price fixing, and market, customer or territory allocation.
- ❖ Exchange sensitive or confidential information with competitors, or any connected third party, relating to prices, margins, sales terms or conditions or participation in tenders.

## In Practice

### Question

During a meeting organized by a trade association, some of your competitors attending this meeting initiate a conversation outside of the scheduled agenda about price strategies. During this conversation you stayed silent and did not share any confidential information about prices. The following month all attendees' companies increase their prices but not your company.

Does the fact you stayed silent protect you from any potential judicial issue?

### Answer

**No.** Conversations with competitors about products, product development, technology or pricing are not allowed and can be considered as unfair competition practices. This situation may appear and be considered as a price fixing agreement even if you did not say anything. If such a discussion happens, you should share your objection, leave the meeting, and ensure that your objection and your departure are duly mentioned in the meeting minutes. You should also inform the Legal or the Compliance departments about the incident so they can decide on the next steps.



Our Company is subject to laws and regulations relating to insider trading and complies with these rules wherever we operate.

### Consequently, you are prohibited from:

- Trading in, i.e. buying or selling, Criteo securities on the basis of material non-public information about Criteo (“Insider Information”), or
- Giving a tip to a family member, friend or any other person by sharing such information with them, or
- Trading in the securities of other companies if you have knowledge of material non-public information about them.

**Insider Information can be positive or negative, and it can relate to any aspect of a company's business or to any type of security, debt or equity.**

**Here are some examples of Insider Information:** unpublished financial results (including revenue forecasts), news of a pending or proposed corporate transaction (including a significant asset sale), major litigation, recapitalization, a significant change in business objectives, a change in control or a significant change in management, changes in dividend distribution policies, or liquidity issue.

### ✓ Do

- ✓ Treat any Inside Information as strictly confidential until it has been publicly disclosed by Criteo.
- ✓ Contact the Legal or the Compliance departments in case of doubt about the sensitivity of any information you may have learned.

### ✗ Don't

- ❖ Discuss Inside Information or confidential information in public, or with any other Employee who might not have access to the same level you information you do.
- ❖ Give a tip to a family member, a friend, or any other person by sharing Inside Information with them, even if you do not receive any financial gain.

For any additional information, please refer to the **Criteo Insider Trading Policy**.

## In Practice

### Question

During a meeting, you heard that Criteo is about to acquire another company, which will have a significant positive impact on Criteo's shares. According to you, this information should allow some of your friends to make a good investment if they buy Criteo's shares before the information becomes public.

Can you share this information with your friends and help them make a good move?

### Answer

**No.** Even if you want to help your friends with a good investment, it is strictly prohibited to share Inside Information. Indeed, as a Criteo Employee, you are most likely to be considered an "insider" and therefore cannot either buy or sell shares in Criteo yourself while you are aware of Insider Information or share a "tip" with a relative or a friend.





## Criteo is committed to conducting its business with integrity and has zero tolerance for any form of corruption or influence peddling.

Criteo conducts its business in full compliance with all applicable anti-corruption laws, such as the Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act (“UKBA”) and the French Sapin II law titled “Transparency, the Fight Against Corruption and Modernization of the Economy”.

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).

**Improper advantage may be “anything of value” either pecuniary or non-pecuniary, material or immaterial. It should be noted that its effects can be immediate or delayed in time. Below is a non-exhaustive list of possible undue advantages:**

- Money in all its forms
- Gifts
- Donation of material
- Invitations

- Services, favors, donations, and legacies
- Charitable contributions or donations
- Participation on capital
- Coverage of personal expenses
- Favors such as a job offer, a scholarship, or an internship for family members or close relatives
- Business advantages, gratuities, or paying inflated prices to purchase property or services



Anti-corruption laws are generally broad in their scope and application. They characterize the illegality **to offer, promise, give, solicit, or receive (directly or indirectly) money or anything of value to or from a public official or someone in the private sector in order to obtain or retain business or secure some other “improper advantage”.**

**More importantly, they make it illegal for all of us to remain willfully ignorant of, or turn a blind eye towards, potential improper payments or bribes made by others,** in particular third parties that act on our behalf – such as business partners, commercial consultants, agents, etc. Rather than insulating ourselves, we must never adopt a “head in the sand” approach on potential improper activity made by others as it can likely increase our risks of prosecution. Extra caution must be taken when interacting with public officials and their close family members. The laws of many countries treat interactions with public officials differently from interactions with individuals in the private sector.

**This prohibition of any form of corruption also includes:**

- **Facilitation payments.** A facilitation payment is an undue payment, generally of low value, granted to (or requested by) public officials of low hierarchical level, to facilitate an operation or the execution of routine administrative acts (customs clearance of equipment, obtaining a visa, a permit, etc.). The importance of the payment is assessed regarding the local context, and a sum considered modest by the person paying it can be very substantial when considering the average local income.
- **Influence peddling.** Influence peddling refers to “receiv[ing] or solicit[ing] donations for the purpose of abusing his influence, real or supposed, on a third party so that this third party takes a favorable decision. The act of influence peddling involves three actors: the beneficiary (person who provides benefits or donations), the intermediary (person who uses the credit he has because of his position) and the targeted person who holds the decision-making power (authority or public administration, magistrate, expert, etc).”\*

**We must all ensure that the offering or receiving of business courtesy is not done to obtain an advantage or to influence the outcome of a business decision in breach of the law, the rules applied to the recipient, or this Code.** Before offering or receiving any gifts, hospitality, or entertainment, we must personally ensure that it has a lawful and legitimate business purpose.

\*According to Transparency International France

You can confidentially and securely report any issues via [speakup@criteo.com](mailto:speakup@criteo.com) or 24/7 via the Whistleblower Hotline on +1 866 865 9476 or via online form at <https://www.openboard.info/CRTO/index.cfm>

### ✓ Do

- ✓ Conduct business with integrity and make sure that appropriate due diligence is performed when necessary.
- ✓ Be mindful of what payments are for and whether the amount requested is proportionate to the goods or services provided.
- ✓ Inform the Compliance department if you become aware of any red flag or any suspicious transaction.
- ✓ Ensure that the value of gifts and hospitality offered/received is reasonable and authorized under Criteo internal rules and that you obtained the necessary pre-approval when it exceeds the thresholds set by Criteo.

### ✗ Don't

- ❖ Authorize, pay, promise, or offer anything of value to any third party, a public or private legal person or an individual, to influence that third party to improperly act in favor of Criteo.
- ❖ Accept any payment, promise, offer or gift from any third party which could influence you to act improperly in any way or act favorably to the donor.
- ❖ Make facilitation payments or permit others to make them on Criteo's behalf.
- ❖ Offer or accept any lavish or extravagant gifts, hospitality, or entertainment.
- ❖ Offer or accept gifts, hospitality, or entertainment when you are involved, at any stage, in a contract negotiation or any ongoing sourcing, procurement or tender process.

For any additional information, please refer to the **Criteo Global Anti-Corruption Policy** and the **Criteo Gifts, Hospitality and Entertainment Policy**.

## In Practice

### Question

Criteo organizes a marketing event for potential customers. Several attendees asked if you could include in this event a sightseeing tour for the group to discover the city hosting the event. This would include the payment by Criteo of extras such as meals and complementary accommodation.

What should you do?

### Answer

This type of hospitality is not directly related to a business purpose and must be considered as entertainment. It could obviously influence the decision-making process of the clients invited to it and might be considered a bribe.



For any additional information, please refer to the **Criteo Global Anti-Corruption Policy** and the **Criteo Gifts, Hospitality and Entertainment Policy**.

A conflict of interest exists when an Employee's personal interest conflicts with or competes with the interests of Criteo. The term must be understood in a broad sense. It can relate to a person's direct interest, either material or simply moral, but also the interests of such person's relatives (people around them or entity with which they have direct or indirect links).

Situations of conflicts of interest can unconsciously influence someone's judgment and challenge their integrity. We recognize and respect that Employees may take part in legitimate financial, business, and other activities beyond their professional activities at Criteo. However, these activities can never conflict with their responsibilities towards Criteo.

**A conflict of interest is not necessarily a problem by itself but failing to declare a conflict or a potential conflict may result in negative consequences, for both Criteo and the Employee. We shall be vigilant and analyze the circumstances when we are in the following situations:**

- Our personal interest interferes or appears to interfere with Criteo's interests.
- Our personal interest makes it difficult to perform our duties with objectivity.
- We receive improper personal benefits because of our position within Criteo.

### ✓ Do

Avoid actual or apparent conflicts of interest by:

- ✓ Disclosing actual or potential conflicts honestly and promptly to your line manager and the Compliance department before acting and making any decision.
- ✓ Withdrawing from decision-making processes if you have a conflict of interest, for instance in case of personal relationships.
- ✓ Before making personal investments in companies that have, or could have, a business connection with Criteo, disclosing the proposed investment to your line manager and the Compliance department. This is applicable for a personal or a family member investment.

### ✗ Don't

- ❖ Accept to work for or to advise, even for free, a supplier, a customer, or a competitor without having previously disclosed such information to your manager or the Compliance department.
- ❖ Get involved in situation where your personal interests could appear to influence your business decisions (i.e., hiring a relative, participating in the selection of a business partner connected to a relative).
- ❖ Offer or accept any gifts or hospitality when you know or suspect that they may relate to the expectation of providing a business advantage in return.

For any additional information, please refer to **Criteo Conflicts of Interest and Related Person Transaction Policy**.

## In Practice

### Question

Criteo is currently organizing a tender for a consulting services to identify more competitive vendors and you are part of the committee in charge of assessing the received offers. Your sister is the executive manager of one of the competing vendors but you never talk business with her to ensure there is a clear separation between your relationship with her and your professional duties.

What should you do?

### Answer

Even if you never discuss business with your relatives, you should always disclose this situation of a possible conflict of interest to your line manager as soon as possible. You may be in a conflict of interest as you will take part of the decision-making process in this tender and your judgment may be altered by your relationship with one of the bidding vendors.



**Criteo is committed to fully complying with all applicable laws and regulations relating to anti-money laundering and countering the financing of terrorism, but also with law imposing international sanctions.**

Money-laundering involves the investment of funds derived from criminal activities in legitimate economic activities with the objective to turn illegal funds into legal funds. To avoid this situation, we take appropriate measures in Criteo and in our way of conducting business to avoid being used as a vehicle for money-laundering.

In addition, we must comply with all the regulations applicable to export control, and have them in mind while doing business. These rules regulate and restrict cross-border transactions about defined goods, services, software, technology, and information. This means we need to always check the final beneficiary to our sales in order to be engaged in business only with reputable business partners and to deny any suspicious requests from third-parties.

✓ **Do**

- ✓ Ensure you always have a good understanding of the identity of the customers and suppliers we are working with, not just our point of contact, and that their business is legitimate.
- ✓ Ensure that appropriate due diligence of such customer or supplier is conducted, if applicable, and pay particular attention to business partners considered politically exposed persons. A politically exposed person is an individual with a high-profile political role, or someone who has been entrusted with a prominent public function. These individuals present a higher risk of involvement in money laundering and/or terrorist financing because of the position they hold.

✗ **Don't**

- ❖ Deviate from our financial processes.
- ❖ Accept customer payments from other entities than the customer we contracted with.
- ❖ Agree to refund any third party on a bank account that is not the bank account from which the original payment was issued.



## In Practice

### Question

A supplier based in and providing services in France requires to be paid in a bank account located in the Cayman Islands.

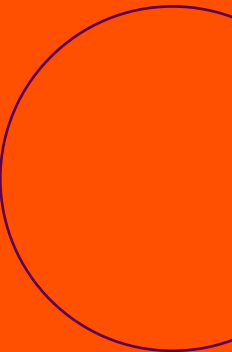
Can I proceed with such payment request?

### Answer

A supplier requiring payment made in an unusual manner (e.g., to a bank account in an unrelated country, following an unusual scheme), or to an unrelated entity or person raises red flags, particularly when the bank account is located in a jurisdiction that is known to be a tax haven. Such unusual scheme requires the involvement of the Compliance department. We must never offer or agree to allow Criteo's financial systems to be used by any third party for any purpose - for example a customer asking if they can overpay an invoice or store money in Criteo's bank accounts for a period of time.



# Our Commitments to Our Stakeholders





**A** **Financial Reporting and  
Business Transactions**

**B** **Protection of  
Confidential Information**

**C** **Data Privacy**

**D** **Managing Our Communications**





As with all forms of communication, whether pertaining to accounts, finance, or management, within and outside the company, **the integrity and sincerity of the information published are key to building the trust of our partners and our investors upon whom the Company calls to finance its growth.** We have a responsibility to ensuring that Criteo's accounting records do not contain any false or intentionally misleading entries, and any intentional misclassification of transactions as to accounts, departments or accounting period is strictly prohibited. Criteo accounting records and relevant reports are kept and presented in accordance with applicable laws.

All business transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. Each time we enter into a business transaction on Criteo's behalf, there should be, to the extent possible, sufficient documentation approved by the Legal Team. **Employees are not allowed to enter into and sign any agreement on behalf of Criteo unless they are authorized to do so.**

✓ **Do**

- ✓ Prepare financial records fairly and accurately reflecting reasonable detail in accordance to applicable laws.
- ✓ Ensure your representation capacity when signing an agreement.

✗ **Don't**

- ❖ Enter into an agreement that is not in Criteo's interest and can damage Criteo's business or reputation now or in the future.
- ❖ Engage in any arrangement that results in Criteo's accounting records contain any intentionally false, misleading entries.
- ❖ Avoid following Criteo's system of internal controls, including compensation controls.
- ❖ Take any action to fraudulently influence, coerce, manipulate, or mislead any external auditor engaged in the performance of an audit of our financial statements.

**We all have a duty to protect Criteo’s confidential information against theft, damage, misuse, and improper disposal.**

Confidential information generated by and gathered in our business is a key asset of our Company. Criteo has developed market-leading technologies and innovations that distinguish us from our competitors. Protecting this information and keeping it confidential is critical to our continued growth and ability to compete.

We all may hold information belonging to Criteo that must remain confidential and the disclosure or premature revelation of such information would be harmful to Criteo. This information may relate to, for example, our products, studies, technical know-how, industrial and commercial projects, and financial data or other future strategy, tactical, budgetary or other plans that are not public.

We must maintain the confidentiality of sensitive non-public information held by us or shared by our customers and must not disclose this information unless we have been authorized to do so. We are all responsible for ensuring this information is not disseminated either directly or indirectly outside our Company, nor communicated to persons employed within Criteo who are not authorized to receive such information.

**Confidential information**

includes all non-public information that might be material for financial markets or investors, of use to competitors or harmful to the Company or its customers, if disclosed. It includes material non-public financial information as well as potential transactions, operational matters, and our intellectual property.

**Intellectual property**

refers to confidential product information, patents, trademarks and copyrights, our business or marketing plans, databases, mathematical models, algorithms, records, unpublished financial data, as well as information that joint venture partners, suppliers and customers have communicated to us.

✓ **Do**

- ✓ Communicate confidential information relating to Criteo activities only to authorized recipients, which include the prior signature of a non-disclosure agreement for third parties and to share information on a “need-to-know” basis with other Employees.
- ✓ Wherever possible, clearly mark all confidential internal material as “Criteo Confidential”.

✗ **Don’t**

- ❖ Discuss confidential information in public spaces (such as airplanes, trains, elevators, restaurants, etc.).
- ❖ Leave confidential materials in open spaces at work, including on desks, conference rooms and printers.
- ❖ Accept or use information offered by a third party that is, or potentially appears to be, confidential without having signed a non-disclosure agreement.
- ❖ Use, modify, or disclose the proprietary information of third parties without previous authorization.

For any additional information, please refer to the **Criteo Confidentiality Policy**, the **Criteo IT Use Policy** and the **Criteo Social Media Guidelines**.

## In Practice

### Question

We regularly travel for work by train or by plane and we often use the time spent in public transportation to work and prepare for upcoming meetings. This may include the review of sensitive information.

Is this ok to work in public places?

### Answer

You are allowed to work in public areas as long as you stay vigilant to protect any sensitive information from public viewing and notably use a privacy screen on your laptop. We should not work in public areas if there is a risk that confidential information could be viewed by others and we should refrain from discussing confidential information in places like planes, trains, elevators and restaurants, whether in-person or on cell phones.



We recognize the right to privacy and protection of personal information as a fundamental human right. We consider fairness, transparency, data integrity, quality, security, and trust as core principles of how we handle data and use it in the products, systems and services we deliver.

As Criteo is a global technology company specializing in digital performance marketing, its core business implies personal data processing activities aimed at displaying personalized advertisement. In its activities, Criteo is committed to protecting the privacy of any individuals and to complying with applicable personal data protection laws, and in particular with the European Union's General Data Protection Regulation.

We must all take seriously the confidentiality and the security of personal data as it is our responsibility to ensure this security is not compromised, and that necessary measures are implemented. **Personal data must not be collected, used and more generally processed, other than for one or more specified purposes, which must be legitimate and necessary for the Company's activities.**

Personal data relates to any information about an individual who is or can be identified either from that data alone or from that data in conjunction with other information. For example: name, photo, fingerprint, postal address, email address, telephone number, social security number, internal ID number, IP address, login details and a voice recording.

✓ Do

- ✓ Collect personal data only for a lawful and legitimate purpose.
- ✓ Seek advice from the Data Protection Officer before transferring personal data outside of the European Union, or whenever you have doubts related to data privacy issues.
- ✓ Immediately report any breach of personal data to the Data Protection Officer at [dpo@criteo.com](mailto:dpo@criteo.com).

✗ Don't

- ❖ Allow unauthorized access, unrestricted sharing, unlawful or unsecured use of personal information of clients or Employees.
- ❖ Assume that collected personal data for one purpose can be used for other purposes.

For any additional information, please refer to the **Data Protection Officer**.

Criteo strives for transparency and reliability in its communications. The aim is to enable our partners and Employees to be accurately informed about our activities. Communicating consistent and accurate information to the public is vital for our image and the unauthorized disclosure of internal information can be detrimental to Criteo's reputation.

**All external communications must be coordinated, and only authorized persons may speak as a Criteo representative or about Criteo's business with the media, the public, analysts or investors. We must not speak on behalf of Criteo unless we have been specifically authorized to do so.**

We are all responsible for the protection and promotion of Criteo's reputation when using social media or other communication channels. Anything published online may have a negative impact, even if not intended. **We should be aware that we have no expectation of privacy when we post any information on the internet. Even private comments involving Criteo might become public and be interpreted as comments addressed by the Company.**

**Remember: we all represent Criteo's core values in the public and private sphere, including on social networks.** Thus, we have an obligation to act with integrity and professional discernment when we express our views on subjects that are directly or indirectly connected to Criteo in order to preserve Criteo's image and its business under applicable law.

### ✓ Do

- ✓ Act with common sense and professionalism when using personal social media.
- ✓ Send any requests for comments from external stakeholders to the Communication department, as follows: analyst requests to [investorrelations@criteo.com](mailto:investorrelations@criteo.com), press requests to [pr@criteo.com](mailto:pr@criteo.com), and social media requests to [sm@criteo.com](mailto:sm@criteo.com).
- ✓ Provide accurate information to the public regarding our business and secure approval before making any public statement about Criteo.

### ✗ Don't

- ❖ Answer questions or make any comment on behalf of Criteo, regardless of title or seniority, unless you have coordinated with a Criteo communication representative in advance and are specifically authorized by the Company to do so.
- ❖ Reach out to or speak with the press on behalf of Criteo – on the record, on background, or off the record – without a Criteo Public Relations representative involved, regardless of title or seniority. All requests must be filtered through the PR department at [pr@criteo.com](mailto:pr@criteo.com).
- ❖ Share any confidential or sensitive information on social media.



# CRITEO

**Open. Together. Impactful.**

