

CRITEO S.A.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED ON OCTOBER 27, 2016

1. PURPOSE AND POLICY

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Criteo S.A. (the “**Company**”) shall be (i) to assist the Board in reviewing, make recommendations to the Board, and oversee matters related to, the compensation of the Company’s executive officers and directors, including establishing and overseeing the Company’s compensation philosophy, policies, plans and programs (ii) to review and discuss with management the Company’s compensation disclosures, including those contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”), for use in any offering materials or periodic reports to be filed by the Company with the U.S. Securities and Exchange Commission (the “**SEC**”) and (iii) to prepare and review any reports of the Committee required by the rules and regulations of the SEC as in effect from time to time to be included in any reports filed by the Company with the SEC. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

The policy of the Committee shall be as follows:

- *Compensation Structure.* The Committee shall seek to recommend an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance; and
- *Long-Term Focus.* The Committee shall seek to recommend appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

2. COMPOSITION

The Committee shall consist of at least two members of the Board. All members of the Committee shall satisfy: (i) the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”) applicable to compensation committee members; (ii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”); and (iii) as applicable, the “outside director” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”). All members of the Committee are prohibited from interlocking or insider participation with any member of the board or compensation committee of another company. The members of the Committee shall be

appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee's chairperson shall be designated by the Board.

3. MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be recorded and kept in English by the Secretary of the Company. The Chairman of the Committee shall report to the Board from time to time, but no less than on a quarterly basis, at the quarterly meetings of the Board.

4. AUTHORITY

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources personnel preparing the compensation disclosures for the Company's offering materials or periodic reports to be filed with the SEC.

The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee shall be responsible for oversight of the work of any compensation consultant and annually evaluate the performance of any compensation consultant. In addition, the Committee shall have discretion to engage and terminate the services provided by any compensation consultant to assist in the evaluation of director, chief executive officer or senior executive compensation, including to approve such consultant's reasonable fees and other retention terms, subject to formal approval by the Board, at the Company's expense. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted. Before selecting or receiving advice from an advisor or consultant (other than in-house legal counsel), the Committee shall consider such factors as may be required by the rules of NASDAQ and the SEC with respect to the independence of such advisor or consultant.

The Committee may form and delegate its authority to subcommittees as appropriate. The operation of the Committee shall be subject to this charter, the Bylaws of the Company, French law, U.S. securities law and NASDAQ rules, each as may be amended from time to time.

The Board reserves the right at any time to revoke or change the authority delegated under this Charter.

5. RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, unless prohibited by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

a. *Overall Compensation Strategy*

The Committee shall review and make recommendations to the Board with respect to the overall compensation strategy and policies for the Company, including:

- making recommendations to the Board regarding performance goals and objectives of the Chief Executive Officer, and any other executive officers, after reviewing several factors, including recommendations of the Chief Executive Officer (with respect to any other executive officers), Company fit and performance, retention objectives, current compensation opportunities as compared with similarly situated executives at peer companies (based on review of competitive market analyses), equitable balancing of compensation among executives, and other factors as the Committee may deem relevant;
- reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- evaluating and recommending to the Board the compensation plans and programs, terms of employment, severance and other agreements and compensation-related policies advisable for the Company, as well as evaluating and recommending to the Board for approval the modification or termination of existing plans, programs, key terms of employment, severance and other compensation-related policies;
- recommending policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of that compensation to the Company;
- reviewing and making recommendations on the terms of any employment agreements, severance arrangements, change in control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's CEO, and any other executive officers, as appropriate;
- reviewing and making recommendations on any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity of the Company, taking into account potential benefits to the Company and the potential for conflicts of interest in such arrangements;

- considering and, if appropriate, recommending the establishment of a policy designed to encourage executive officers and directors to acquire and hold a meaningful equity interest in the Company; and
- evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

b. *Compensation of Chief Executive Officer*

The Committee shall recommend to the Board for determination and approval the compensation and other terms of employment of the Company's Chief Executive Officer and shall assist the Board in evaluating the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and ethical standards;
- developing and executing the Company's strategic plan(s) and conducting the business of the Company in a manner appropriate to enhance long-term shareholder value;
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer; and
- achieving the Chief Executive Officer's individual performance goals and objectives.

In assessing the long-term incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative shareholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable.

The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

c. *Compensation of Other Executive Officers*

The Committee shall recommend to the Board for determination and approval the compensation and other terms of employment of the Company's other executive officers (as that term is defined in Rule 3b-7 under the Exchange Act), as appropriate, taking into consideration the executive officer's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the officer, as well as in fostering a corporate culture that promotes the highest levels of

integrity and ethical standards. The Committee shall review and make any appropriate recommendations with respect to the individual and corporate performance goals and objectives of these executive officers on an annual basis.

d. *Compensation of Non-Employee Directors*

The Committee shall annually review and recommend the compensation program for non-employee directors to the Board for approval. The Committee may consider data provided by a compensation consultant about non-employee director compensation at the companies that the Committee has selected as the Company's peer companies.

e. *Administration of Benefit Plans*

The Committee shall evaluate and recommend to the Board the adoption, amendment and termination of the Company's option plans, share appreciation rights plans, pension and profit sharing plans, incentive plans, equity bonus plans, equity purchase plans, cash bonus plans, deferred compensation plans and similar programs.

f. *Risk Oversight*

The Committee shall review and evaluate the risks associated with the Company's compensation programs.

g. *Compensation Disclosures*

The Committee shall review and discuss with management the Company's compensation disclosures, including the CD&A, for use in any offering materials or periodic reports that the Company may be required to include in SEC filings and make recommendations to the Board that the CD&A be approved for inclusion in such offering materials or periodic reports.

h. *Committee Report*

The Committee shall prepare any reports of the Committee on executive compensation required by the rules and regulations of the SEC to be included in any reports filed by the Company with the SEC.

i. *Shareholder Advisory Votes*

The Committee shall consider the results of the most recent shareholder advisory vote on executive compensation and on the frequency of such an advisory vote as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.

j. *Committee Self-Assessment*

The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter at least annually, including the Committee's role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.