

CRITEO S.A.

CHARTER OF THE NOMINATION AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

AMENDED AND RESTATED ON OCTOBER 27, 2016

1. ORGANIZATION

The Nomination and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Criteo S.A., a *société anonyme* under the laws of the French Republic (the “**Company**”), shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of the NASDAQ Stock Market (“**NASDAQ**”). The members of the Committee and the Committee chairperson shall be appointed by the Board.

2. STATEMENT OF POLICY

The purpose of the Committee shall be to (i) assist the Board in overseeing all aspects of the Company’s corporate governance functions; (ii) make recommendations to the Board regarding corporate governance issues; (iii) review and evaluate incumbent directors, (iv) identify, review, evaluate and recommend to the Board candidates to serve as directors of the Company consistent with criteria approved by the Board and; (v) serve as a focal point for communication between such candidates, non-Committee directors and the Company’s management; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation. 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.

3. OPERATING PRINCIPLES AND PROCESSES

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- **Communication** – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- **Committee Education/Orientation** – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company.

- **Resources** – The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as the authority to retain and terminate executive search firms (at the Company’s expense) to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.
- **Reporting to the Board** – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, but not less than on a quarterly basis, at the Board’s quarterly meetings.

4. RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and applicable French law, each as may be amended from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities, or to delegate such power and authority to one or more subcommittees of the Committee:

- **Director Nominations** – The Committee has the responsibility of identifying, reviewing, evaluating and recommending to the Board the persons to be nominated for election as directors and appointed to each of the committees of the Board and establishing related policies, including consideration of any potential conflicts of interest, as well as applicable independence and experience requirements and any other relevant factors that the Committee considers appropriate in the context of the needs of the Board. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also assist the Board in considering recommendations for Board nominees and proposals submitted by the Company’s stockholders in compliance with the Bylaws of the Company, French law, U.S. securities law and NASDAQ rules, as well as in establishing any related policies, requirements, criteria and procedures. When considering a candidate for director, the Committee shall consider whether the directors, both individually and collectively, can and do provide the experience, judgment, commitment, skills and expertise appropriate to lead the Company in the context of its industry. In addition, the Committee shall consider a nominee’s expected contribution to the diversity of skills, background, experiences and perspectives, given the then existing composition of the Board as a whole. Prior to nominating a sitting director for re-election at an annual meeting of shareholders, in addition to the factors described above, the Committee will consider the director’s past attendance at, and participation in, meetings of the Board and the committees on which the director sits, as well as the director’s formal and informal contributions to the work of the Board and its committees. The Committee will also consider feedback received during the annual committee assessment process, as well as general, overall board assessments conducted from time to time. When seeking candidates for director, the Committee may solicit suggestions from incumbent directors, management, shareholders and others.

- ***Management and Board Assessment*** – The Committee shall periodically review and assess the performance of management and the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board’s contribution as a whole to, and effectiveness in, serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company.
- ***Board and Committee Composition*** – The Committee shall oversee the composition of both the Board and its committees, to assess compliance with the rules and regulations of Nasdaq and the SEC and other applicable U.S. and French law. The Committee shall also assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by NASDAQ. The results of these reviews shall be provided to the Board for further discussion as appropriate.
- ***Board Committee Nominations*** – The Committee shall oversee the Board’s committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of NASDAQ, the rules and regulations of the SEC, and other applicable U.S. and French law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- ***Continuing Education*** – The Committee shall consider instituting a plan or program for the continuing education of directors.
- ***Corporate Governance Principles*** – The Committee shall develop and recommend to the Board corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company governance policies to confirm that they conform with applicable law and reflect current market standards, as applicable to the conduct of the Company’s operations.
- ***Procedures for Information Dissemination*** – The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- ***Management Succession*** – The Committee shall periodically review with the Chief Executive Officer plans for succession to the offices of the Company’s executive officers and

make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

- ***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, including the Committee’s role and responsibilities as outlined in this charter, and shall recommend any proposed changes to the Board for its consideration.

5. MEETINGS

The Committee will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate.

6. MINUTES AND REPORTS

Minutes of each meeting will be recorded and kept in English by the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, but no less than on a quarterly basis, at the quarterly meetings of the Board.