

CRITEO

Q3 2022 Earnings

Investor Presentation

October 28, 2022

Safe Harbor Statement

This presentation contains “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on our management’s beliefs and assumptions and on information currently available to management. All statements other than present and historical facts and conditions contained in this presentation, including statements regarding our possible or assumed future results of operations and financial position, plans and objectives for future 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, are forward-looking statements. Importantly, at this time, there is still uncertainty regarding the integration of our acquisition of IPONWEB, the invasion of Ukraine by Russia and the effect of resulting sanctions on our business, and the timing and scope of proposed changes to and enhancements of the Chrome browser announced by Google. In addition, the COVID-19 pandemic continues to have, and inflation and rising interest rates in the U.S. could have, an impact on Criteo’s business, financial condition, cash flow and results of operations. There are uncertainties about the duration and extent of the impact of the COVID-19 pandemic. The dynamic nature of the aforementioned circumstances, among other matters, means that what is said in this presentation could materially change at any time.

Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “anticipates,” “believes,” “can,” “could,” “seeks,” “estimates,” “expects” “intends,” “is designed to” “may,” “might” “plans,” “potential,” “predicts,” “projects,” “should,” “objectives,” “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 February 25, 2022, and in subsequent Quarterly Reports on Form 10-Q, including the Risk Factors set forth therein and the exhibits thereto, 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, including forward-looking measures. 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. Reconciliations also are available in our earnings release for the third quarter 2022, which is available on our website at www.criteo.com. Reconciliations of our forward-looking non-GAAP measures to the closest corresponding GAAP measure are not available without reasonable efforts due to the high variability, complexity and low visibility with respect to the charges excluded from these non-GAAP measures, which could have a potentially significant impact on our future U.S. GAAP results.

Q3 2022 Financial Highlights

		% YoY	vs. Q3 guidance	Identity/Privacy Impacts **
Activated Media Spend	\$656M	+7%*		
Revenue	\$447M	-3%*		
Contribution ex-TAC	\$213M	+14%*	In line at cc	\$(14M) (7) points
Adj. EBITDA	\$50M	-27%	In line	
Net Income	\$7M	-73%		
Non-GAAP Diluted EPS	\$0.53	-17%		
Free Cash Flow	\$21M	-39%		

* At constant currency ** Impact on Contribution ex-TAC, Non-GAAP metric, Year-over-Year impact incremental to 2021



Solid Growth Outlook in FY 2022

Backdrop *Slower macro, unfavorable FX and contribution from Iponweb acquisition*

FY 2022

Contribution ex-TAC

+10% to +11% y/y growth at constant currency

- Contribution from Iponweb (5 months) of +5% to 6%
- Organic growth of ~+5%
- ~+35% for Retail Media
- ~+20-25% for Commerce Audiences
- ~\$(60)M incremental privacy impacts
- ~\$(90)M negative FX impact compared to 2021 (vs. \$(60)M previously)

Adjusted EBITDA

28% to 29% of Contribution ex-TAC

- Lower top-line and disciplined investments in growth
- ~45% of Adj. EBITDA converted into FCF

Q4 2022

\$275M to \$280M, or +11% to +13% Y/Y growth at constant currency

- Contribution from Iponweb of +11% to +13%
- Flat organic growth
- Slower macro environment
- Suspension of Russia operations
- ~\$(9)M incremental signal loss impacts
- ~\$(31)M negative FX impact Y/Y

\$90M to \$95M

- Disciplined investments in growth

Contribution ex-TAC by Solution

Contribution ex-TAC in \$m	Q3'22	YoY**
Marketing Solutions*	158.0	+1%
Retargeting	126.0	-5%
Commerce Audiences	32.0	+29%
Retail Media*	36.9	+32%
Iponweb*	18.5	NM
TOTAL	213.4	+14%
MS Commerce Audiences + Retail Media	68.9	31%

* Criteo operates as three reportable segments: Marketing Solutions, Retail Media and Iponweb segments.

** At constant currency

Contribution ex-TAC – Commerce Audiences

	Q3'21*	Q3'22	Q1'22*	Q2'22*	Q3'22
Contribution ex-TAC	In \$M		YoY at cc		
Marketing Solutions	182.1	158.0	+2%	+2%	+1%
Retargeting	154.5	126.0	0%	-1%	-5%
Commerce Audiences	27.7	32.0	+34%	+21%	+29%

- In Q3 2022, Commerce Audiences grew +16% year-over-year, or +29% at constant currency.
- For 2022, Criteo expects Commerce Audiences to grow approximately +20% to +25% (guidance as of October 28th, 2022).

Retargeting is defined as the display of ads to people who have previously interacted with first-party digital web content (e.g. visited a website or engaged with a mobile app).

*Restated to reflect new taxonomy with notably Criteo Reseller Program (CRP) now included in Retargeting as it allows marketplaces to offer dynamic retargeting to their own sellers. Until June 30, 2022, CRP was included in "Audience Targeting", which has been renamed "Commerce Audiences" starting in Q3 2022.

Supplemental Information - Retail Media

- Since June 2020, Criteo has been onboarding new Retail Media clients to its Platform
- Revenue is recognized on a “net” basis on the Platform whereas it is accounted for on a gross basis for legacy solutions*
 - Contribution ex-TAC, a non-GAAP measure, is not impacted by this

Ongoing Client Migration to the Platform								
Retail Media (unaudited)	Q1'21	Q2'21	Q3'21	Q4'21	Q1'22	Q2'22	Q3'22	End of 2022
Share of onsite RM Revenue on Platform	18%	33%	63%	75%	81%	82%	95%	~100%
Gross Media Spend in \$m	104	143	156	257	165	206	222 +42%**	
Revenue in \$m	57.9	63.8	50.0	75.3	46.7	54.7	41.2 -14%**	
Contribution ex-TAC in \$m	21.1	26.9	28.8	47.8	30.8	36.6	36.9 +32%**	
Contribution ex-TAC Margin	36.4%	42.1%	57.7%	63.5%	66.0%	66.9%	89.6%	

Transitory Impact

- Platform transition expected to be **complete by the end of 2022**
- Upon transition completion, **Revenue and Contribution ex-TAC** for our Retail Media onsite business will be **recognized on a consistent basis**

Retail Media Footprint in the Americas

We are the Retail Media Partner of Choice

~50%
Top 25 U.S. Retailers

2 years*
Average contract duration



Retail Media Footprint in EMEA

We are the Retail Media Partner of Choice

~50%

Top 20 EMEA Retailers

1.7 years*

Average contract duration



Contribution ex-TAC Reconciliation

\$ in millions	Q3'22	Q2'22	Q1'22	Q4'21	Q3'21	Q2'21	Q1'21
Gross Profit	179.6	185.0	184.0	244.6	176.0	182.9	178.7
Other Cost of Revenue	33.8	29.6	32.9	31.8	34.9	37.4	34.7
Contribution ex-TAC	213.4	214.5	216.9	276.2	211.0	220.2	213.4

\$ in millions	2021	2020
Gross Profit	781.9	688.0
Other Cost of Revenue	138.9	137.0
Contribution ex-TAC	920.8	825.0



Adjusted EBITDA Reconciliation

\$ in millions	Q3'22	Q2'22	Q1'22	Q4'21	Q3'21	Q2'21	Q1'21	2021	2020
Net income	6.5	(33.0)	21.3	74.9	24.2	15.0	23.5	137.6	74.7
Adjustments:									
Financial income/expense	(3.5)	(15.9)	(4.0)	(0.3)	0.2	0.5	0.7	1.0	1.9
Provision for income taxes	1.4	(7.1)	10.4	(5.9)	7.8	4.2	10.1	16.2	32.2
Equity awards compensation expense	21.1	12.0	9.5	12.1	13.3	11.7	7.9	45.0	31.4
Pension service costs	0.2	0.3	0.3	0.3	0.3	0.3	0.3	1.3	2.2
Depreciation and amortization expense	19.3	20.1	22.1	21.8	22.3	22.5	21.9	88.4	88.2
Acquisition-related costs	7.0	2.0	2.5	6.1	2.1	3.0	-	11.3	0.3
Restructuring-related & transformation costs	0.1	5.9	0.7	1.8	(1.8)	10.0	11.6	21.7	20.0
Regulatory compliance fines	(1.8)	65.7	-	-	-	-	-	-	-
Total net adjustments	43.7	83.0	41.5	35.9	44.2	52.2	52.5	184.8	176.3
Adjusted EBITDA	50.2	50.0	62.8	110.9	68.4	67.3	75.9	322.5	251.0



Free Cash Flow Reconciliation

(\$ in millions)	Q3'22	Q3'21
CASH FROM OPERATING ACTIVITIES	41.6	51.2
Acquisition of intangible assets, property, plant and equipment	(16.2)	(16.8)
Change in accounts payable related to intangible assets, property, plant and equipment	(4.1)	0.8
FREE CASH FLOW	21.3	35.2



Foreign Exchange Impact

Q3 2022 Actual

USD million	@ Q3 2021 FX	FX impact	Actual	@ Q2 2022 guidance FX	FX impact	Actual
Contribution ex-TAC	\$ 241.2	\$ (27.8)	\$ 213.4	\$ 226.7	\$ (13.3)	\$ 213.4

Q4 2022 Guidance*

USD million	@ Q4 2021 FX	FX impact	Guidance Midpoint
Contribution ex-TAC	\$ 308.2	\$ (30.7)	\$ 277.5

FY 2022 Guidance*

USD million	@ FY 2021 FX	FX impact	Guidance Midpoint **
Contribution ex-TAC	\$ 1,012.3	\$ 90.0	\$ 922.3

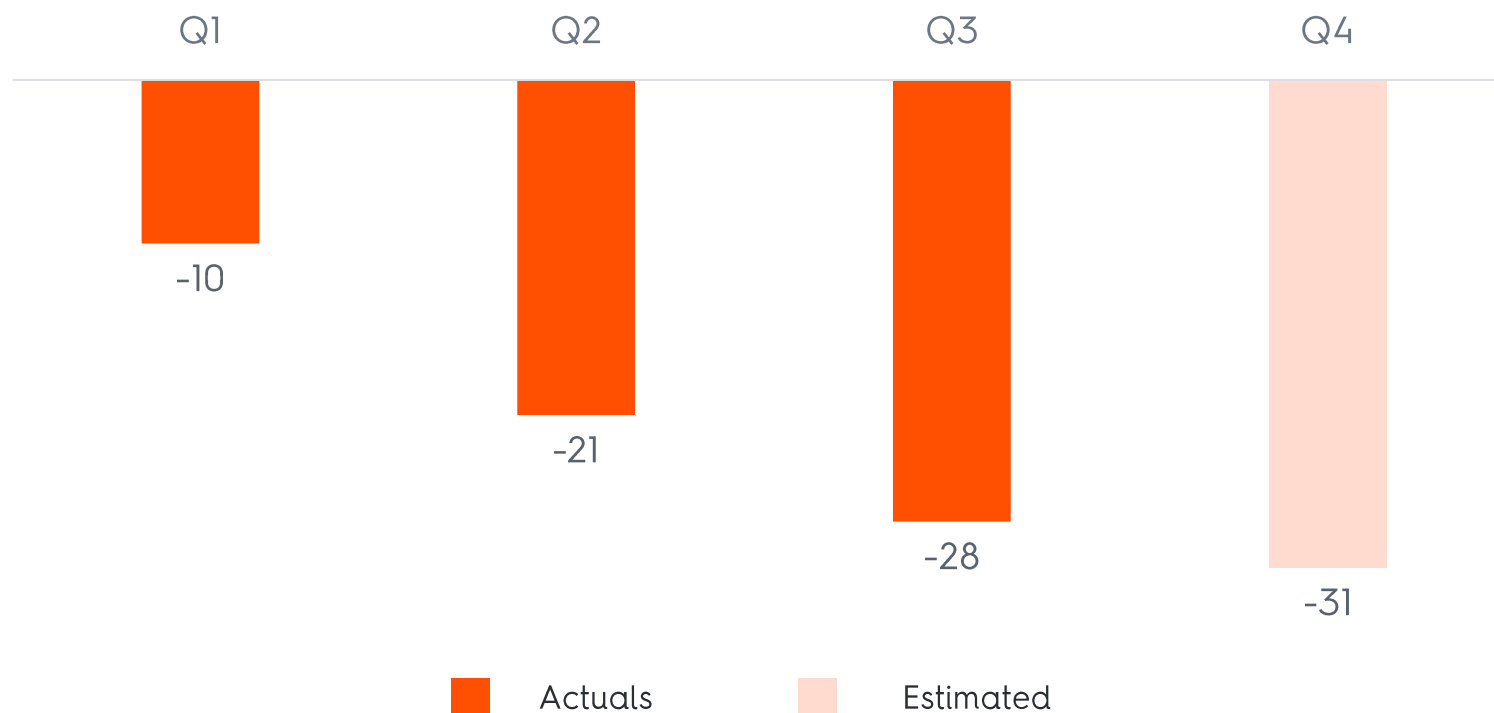
* Based on FX assumptions for Q4 2022 and Fiscal Year 2022 published in the October 28, 2022 earnings release

** Illustrative of 2022 Contribution ex-TAC guidance of +10% to +11% at constant currency communicated on October 28, 2022



Foreign Exchange Impact

Year-over-year FX impact on Contribution ex-TAC
in 2022 (\$M)





Foreign Exchange Sensitivity Analysis

- Guidance rate assumption as of October 28, 2022: USD to EUR rate of **0.962** and USD to JPY rate of **132**
- Close to 25% of our Contribution ex-TAC is exposed to EUR and approximately 10% is exposed to JPY in Q4
- Estimated translation impact of a **1% appreciation of the USD** on our Contribution ex-TAC:

		Expected Translation Impact	
EUR/USD	Guidance rate*	Variance	Q4 - \$M
	0.962	1%	- 2.2
JPY/USD	Guidance rate*	Variance	Q4 - \$M
	132	1%	- 1.0