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Criteo to Acquire Hooklogic Strengthening its Performance Marketing Platform

October 4, 2016

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Agenda

- 1 What are we announcing today?
- 2 What key benefits and opportunities does this acquisition bring Criteo?
- 3 What is the Hooklogic solution?
- 4 What is the strategic rationale for acquiring Hooklogic?
- 5 What is the financial impact of the acquisition?

Criteo to Acquire Hooklogic

- Criteo signed a definitive agreement to acquire **100% of Hooklogic shares** outstanding
- Total consideration price of **\$250M in cash***
- The transaction is expected to **close in Q4 2016**

The acquisition of Hooklogic brings Criteo key strategic benefits and opportunities

1 New demand

Extends Criteo's performance marketing business to **brand manufacturers**

2 Broader base of retailer partners

Expands the Hooklogic business through Criteo's **broad base of retail customers**

3 Future innovation

Provides additional expertise for **enhancing existing products** and building **future performance marketing products**

Who is Hooklogic?

- Privately-held company, **founded in 2004**, headquartered in New York City
- **Pioneer of a performance marketing exchange** for consumer brand manufacturers
- Connects many of the **world's largest retail ecommerce sites** with **consumer brand manufacturers**
- Works with **over 1,000** consumer brands and **50** retailer partners
- **~\$130M** gross revenue expected in 2016, **over +100%** year-over-year; **~190** full-time employees



The Hooklogic team brings some of the brightest minds in performance marketing



Jonathan Opdyke
Co-founder & CEO



Jason Ordway
Chief Technology Officer



Jonn Behrman
Chief Product Officer



John Roswech
Chief Revenue Officer

What does Hooklogic do?

Hooklogic **operates the Hooklogic Exchange**, a performance marketing exchange that enables consumer brand manufacturers to:



Bid on sponsored product ads embedded in ecommerce properties and high-traffic publisher sites



Pay for clicks



Measure ROI through Hooklogic's post-click attribution technology

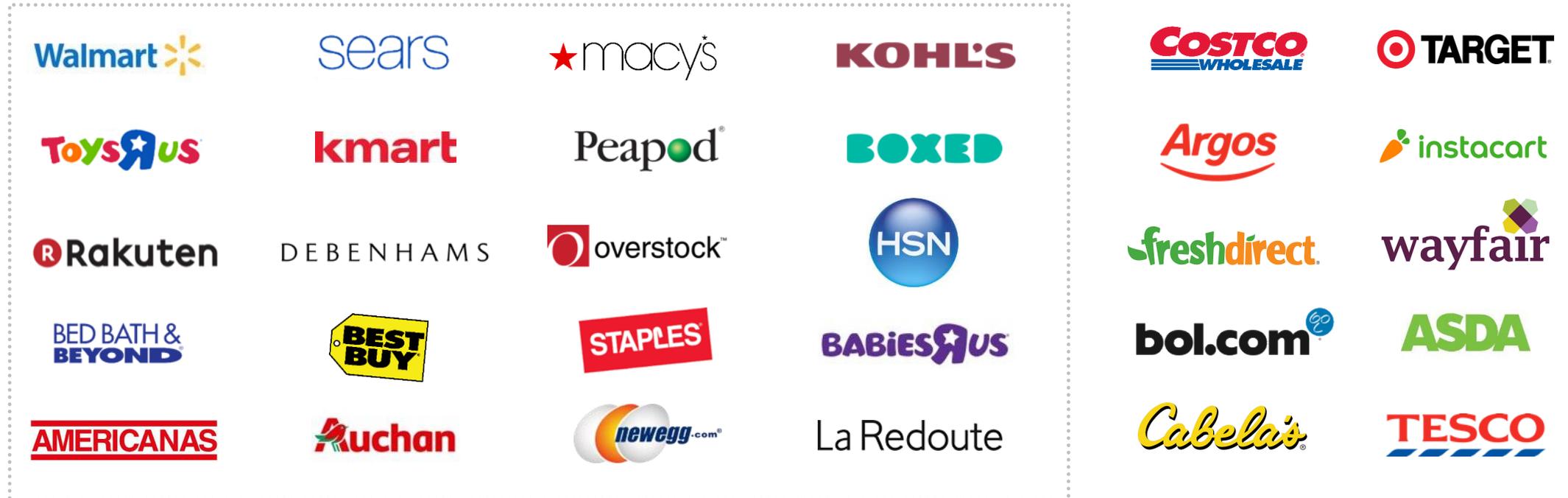
Hooklogic works with many of the world's largest consumer brand manufacturers



... and hundreds more!

Hooklogic partners with the world's biggest retailers to target high-intent shoppers

Criteo retailer clients



...and many more!

The Hooklogic solution brings clear benefits to consumer brands and retailers alike

Consumer brands

Consumer brands reach consumers
via Hooklogic solution

Retailers

Retailers earn revenue
by monetizing site traffic via CPC-based native ads

Consumer brands marketing spend is directly linked to retail sales
via post-click attribution technology

Performance marketing for brands

How does the Hooklogic solution work?

The Hooklogic Exchange is a **unique marketplace** where brand manufacturers bid on Hooklogic **Sponsored Products ads** and Hooklogic **Drive to Retail ads**

Sponsored Products

- Ad campaigns **on retailer site**
- **Tools** to optimize bids, keywords and results
- **Native sponsored listings ads**
- Direct link to retailer's **product detail page**



On Retail Page



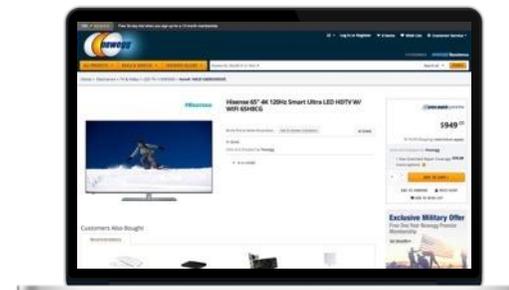
Product Detail Page

Drive to Retail

- Ad campaigns **on high-traffic publisher sites**
- Enable brands to **reach in-market shoppers**
- Drive consumers **back to product page on retailer sites**



Off Retail Page



Product Detail Page

Hooklogic fits neatly into Criteo's strategy

Criteo's DNA & Key assets

- Rich data sets
- Powerful machine-learning technology
- Focus on accountable performance
- Large scale networks
- Global footprint
- Pooled assets to drive performance

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HookLogic

Enhanced Criteo solution

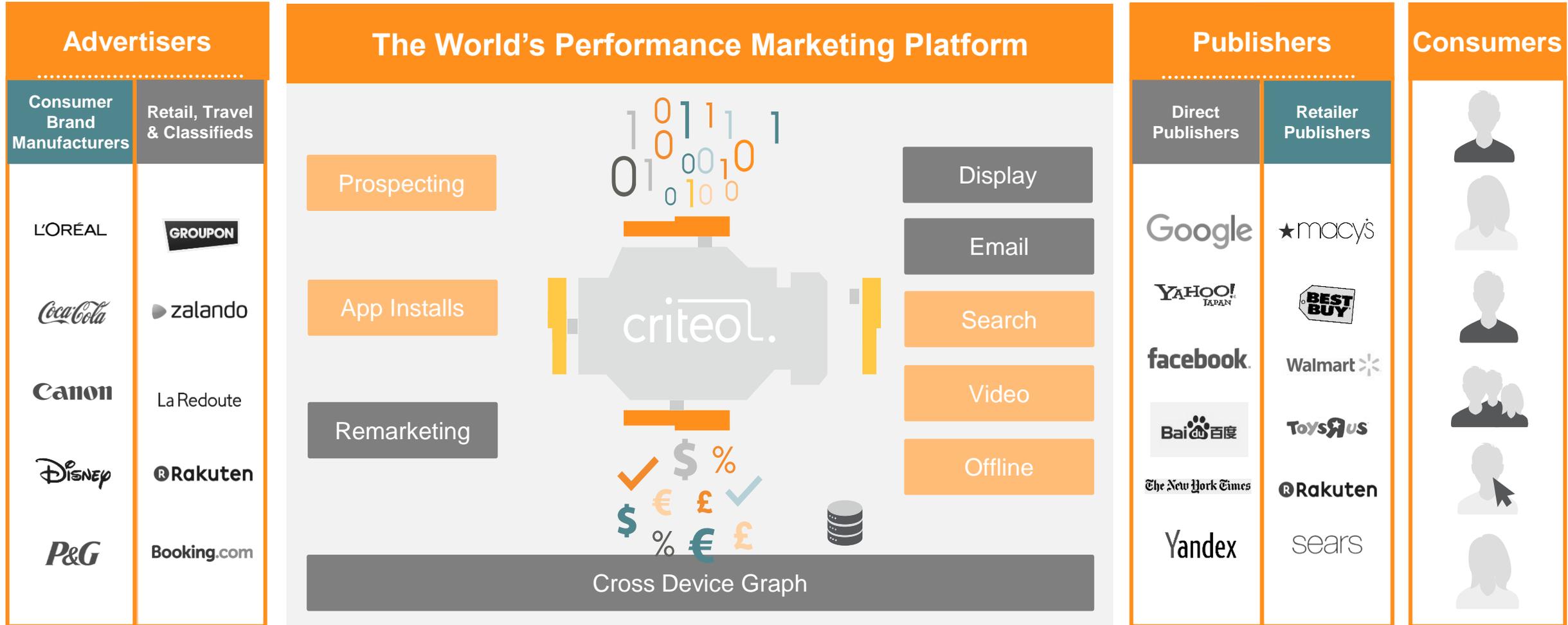
- Addresses consumer brands' needs for performance for online and offline sales
- Creates additional revenue stream for retailers

While always...

- Providing cohesive and personalized experience to consumers
- Driving seamless, accountable performance across consumer journey

Strengthen Criteo's Performance Marketing Platform

With Hooklogic, we strengthen our World's Performance Marketing Platform



What we have
 What Hooklogic brings
 In development

We expect a positive financial impact from the Hooklogic acquisition in the midterm

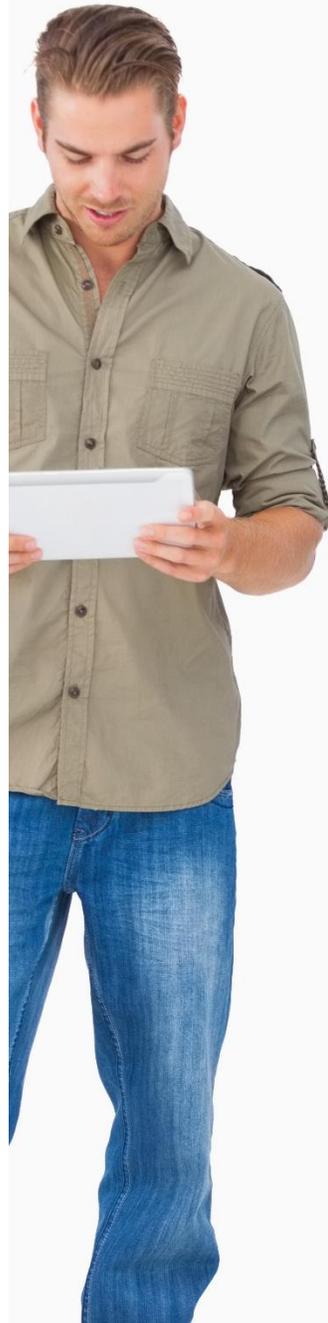
	2017	2018	2019
Revenue ex-TAC	Mid-single-digit uplift on global Revenue ex-TAC		~10% uplift on global Revenue ex-TAC
Adjusted EBITDA	Slightly dilutive to neutral	Accretive	

Our success is based on providing **relevant, accountable, seamless** marketing at scale



Hooklogic **strengthens** our **World's Performance Marketing Platform**

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The World's Performance Marketing Platform

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