

Paris, April 27, 2023

Dear Shareholder,

We are pleased to hereby inform you that you are convened to the CRITEO S.A. (the "Company") combined ordinary and extraordinary shareholders' meeting to be held on June 13, 2023 at 2:00 p.m., Paris time (the "Combined Shareholders Meeting"), at the Company's registered office, in order to deliberate on the agenda detailed in the enclosed document.

We hereby inform you, as an owner of Criteo Ordinary Shares, that our 2023 Proxy Statement (including a template of proxy card) and our Annual Report on Form 10-K for the year ended December 31, 2022 (the "proxy materials"), which are required to be disseminated to you under United States securities laws, can all be located on the Investor Relations portion of our website at <https://criteo.investorroom.com/annuals> as of this date. The resolutions to be voted upon at the 2023 Combined Annual Shareholders Meeting are listed in the proxy materials.

We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or e-mail copy of these documents, you may request one by e-mailing InvestorRelations@criteo.com. There is NO charge for requesting a copy. Please make the request as instructed on or before June 1, 2023 to facilitate timely delivery. You will not otherwise receive a paper or e-mail copy.

In addition, any documents that must be made available to the shareholders pursuant to French law will be available, within the legal time period, upon request sent to the following email address: AGM@criteo.com, together with proof of a shareholding certificate.

Holders of Criteo Ordinary Shares as of 12:00 a.m., Paris time, on June 9, 2023 may attend the Combined Shareholders Meeting. Such holders may request an admission card for the Combined Shareholders Meeting by checking the appropriate box on the proxy form, dating and signing it, and returning the proxy form by regular mail or by presenting evidence of your status as a shareholder at the Combined Shareholders Meeting.

If you hold Criteo Ordinary Shares, you will have the right to (i) vote at the Combined Shareholders Meeting, (ii) vote by submitting your voting card by mail, (iii) grant your voting proxy directly to the chairperson of the Combined Shareholders Meeting, or (iv) grant your voting proxy to another shareholder, your spouse or your partner with whom you have entered into a civil union, provided in each case that you are the holder of record of such Ordinary Shares at 12:00 a.m., Paris time, on June 9, 2023. You may vote at the Combined Shareholders Meeting so long as you do not submit your proxy card by mail or appoint a proxy in advance of the meeting.

We strongly recommend that you exercise your rights as shareholder before the holding of the Combined Shareholders Meeting, either by voting by submitting your voting card by mail or by being represented by the chairperson of the Combined Shareholders Meeting, it being noted that in such case, the chairperson of the Combined Shareholders Meeting will vote your Ordinary Shares in accordance with the board of directors' recommendations.

To that end, you can request a voting or proxy form and return it to Uptevia at the address provided below. All requests for voting or proxy forms must be received by Uptevia (Services Assemblées Générales) at the following address:

Uptevia

Les Grands Moulins de Pantin
Services Assemblées Générales
9 rue du Débarcadère
93761 Pantin Cedex - France
Tél. : + 33.1.57.43.02.30

The deadline for requesting a proxy card from Uptevia is at least six days before the date of the Combined Shareholders Meeting, *i.e.*, on June 7, 2023 at the latest.

Further, if you choose to vote by mail, please note that to be taken into account, the voting forms must be received by Uptevia (Services Assemblées Générales) by June 9, 2023 at the latest.

You can also submit questions during the Combined Shareholders Meeting and in advance of the meeting. Questions submitted in advance of the Combined Shareholders Meeting must be sent to the Company in written form at the latest on the fourth (4th) business day prior to the date on which the Combined Shareholders Meeting is held, *i.e.*, June 7, 2023 included, to the attention of the Chief Executive Officer of the Company, either by mail sent with acknowledgment of receipt to the Company's registered office, or by email at the following address: AGM@criteo.com in each case accompanied with proof of a shareholding certificate. At management's discretion, proper questions raised in advance of the meeting in accordance with these procedures will be addressed by the Company during the Combined Shareholders Meeting.

Finally, note that all information regarding the Combined Shareholders Meeting can be found online on the Company's Investor Relations website: <http://criteo.investorroom.com/annuals>.

Yours sincerely,

/s/ Rachel Picard
For the Board of Directors
Rachel Picard
Chairwoman of the Board

Encl.: agenda of the Combined Shareholders Meeting

RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING
OF JUNE 13, 2023

AGENDA

Agenda for the Ordinary Shareholders' Meeting

1. renewal of the term of office of Rachel Picard as Director,
2. renewal of the term of office of Nathalie Balla as Director,
3. renewal of the term of office of Hubert de Pesquidoux as Director,
4. ratification of Frederik van der Kooi's appointment as an Observer,
5. appointment of Frederik van der Kooi as new Director,
6. renewal of the term of office of Deloitte & Associés as statutory auditor,
7. determination of the amount of directors' remuneration for 2023 and subsequent years,
8. non-binding advisory vote to approve the compensation for the named executive officers of the Company,
9. approval of the statutory financial statements for the fiscal year ended December 31, 2022,
10. approval of the consolidated financial statements for the fiscal year ended December 31, 2022,
11. approval of the allocation of the loss for the fiscal year ended December 31, 2022,
12. authorization to be given to the Board of Directors to execute a buyback of Company stock in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code,

Agenda for the Extraordinary Shareholders' Meeting

13. authorization to be given to the Board of Directors to reduce the Company's share capital by cancelling shares as part of the authorization to the Board of Directors allowing the Company to buy back its own shares in accordance with the provisions of Article L. 225-209-2 of the French Commercial Code,
14. authorization to be given to the Board of Directors to reduce the Company's shares capital by cancelling shares acquired by the Company in accordance with the provisions of Article L. 225-208 of the French Commercial Code,
15. delegation of authority to the Board of Directors to reduce the share capital by way of a buyback of Company stock followed by the cancellation of the repurchased stock,
16. authorization to be given to the board of directors to grant OSAs (options to subscribe for new ordinary shares) or OAAs (options to purchase ordinary shares) of the Company, pursuant to the provisions of Articles L. 225-177 et seq. of the French Commercial Code without shareholders' preferential subscription right,
17. authorization to be given to the Board of Directors to grant time-based restricted stock units ("**Time-Based RSUs**") to employees and corporate officers of the Company and employees of its subsidiaries pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, without shareholders' preferential subscription right,
18. authorization to be given to the Board of Directors to grant performance-based restricted stock units ("**Performance-Based RSUs**") to employees and corporate officers of the Company and employees of its subsidiaries pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code from time to time, pursuant to the provisions of Articles L.225-197-1 et

- seq. of the French Commercial Code, without shareholders' preferential subscription right,
19. approval of the maximum number of shares that may be issued or acquired pursuant to resolution 16 (authorization to grant options to purchase or to subscribe shares), resolution 17 (authorization to grant Time-Based RSUs to employees and corporate officers of the Company and employees of its subsidiaries) and resolution 18 (authorization to grant Performance-Based RSUs to employees and corporate officers of the Company and employees of its subsidiaries),
 20. delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares, or any securities giving access to the Company's share capital, for the benefit of a category of persons meeting predetermined criteria (underwriters), without shareholders' preferential subscription rights,
 21. delegation of authority to the Board of Directors to increase the Company's share capital by issuing ordinary shares or any securities giving access to the Company's share capital through a public offering referred to in paragraph 1° of article L. 411-2 of the French Monetary and Financial Code, without shareholders' preferential subscription rights,
 22. delegation of authority to the Board of Directors to increase the number of securities to be issued as a result of a share capital increase without preserving shareholders' preferential subscription rights pursuant to the Resolutions 20 and 21 above ("green shoe"),
 23. delegation of authority to the Board of Directors to increase the Company's share capital through incorporation of premiums, reserves, profits or any other amounts that may be capitalized,
 24. delegation of authority to the Board of Directors to increase the Company's share capital by way of issuing shares and securities giving access to the Company's share capital for the benefit of members of a Company savings plan (*plan d'épargne d'entreprise*),
 25. approval of the overall limits pursuant to the Resolutions 20, 21, 22, 23 and 24 above,
 26. amendment of article 15 "Board Observers" of the by-laws of the Company.