



CRITEO

Q1 2023 Earnings

Investor Presentation

CRITEO



May 3, 2023

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 them. 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, potential acquisition opportunities, expected growth in commerce media and advertising spend generally, 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 acquisitions of IPONWEB and Brandcrush and the timing and scope of proposed changes to and enhancements of the Chrome browser announced by Google. In addition, macro-economic conditions including inflation and rising interest rates in the U.S. have impacted Criteo’s business, financial condition, cash flow and results of operations.. 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 24, 2023, 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 first quarter 2023, 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.

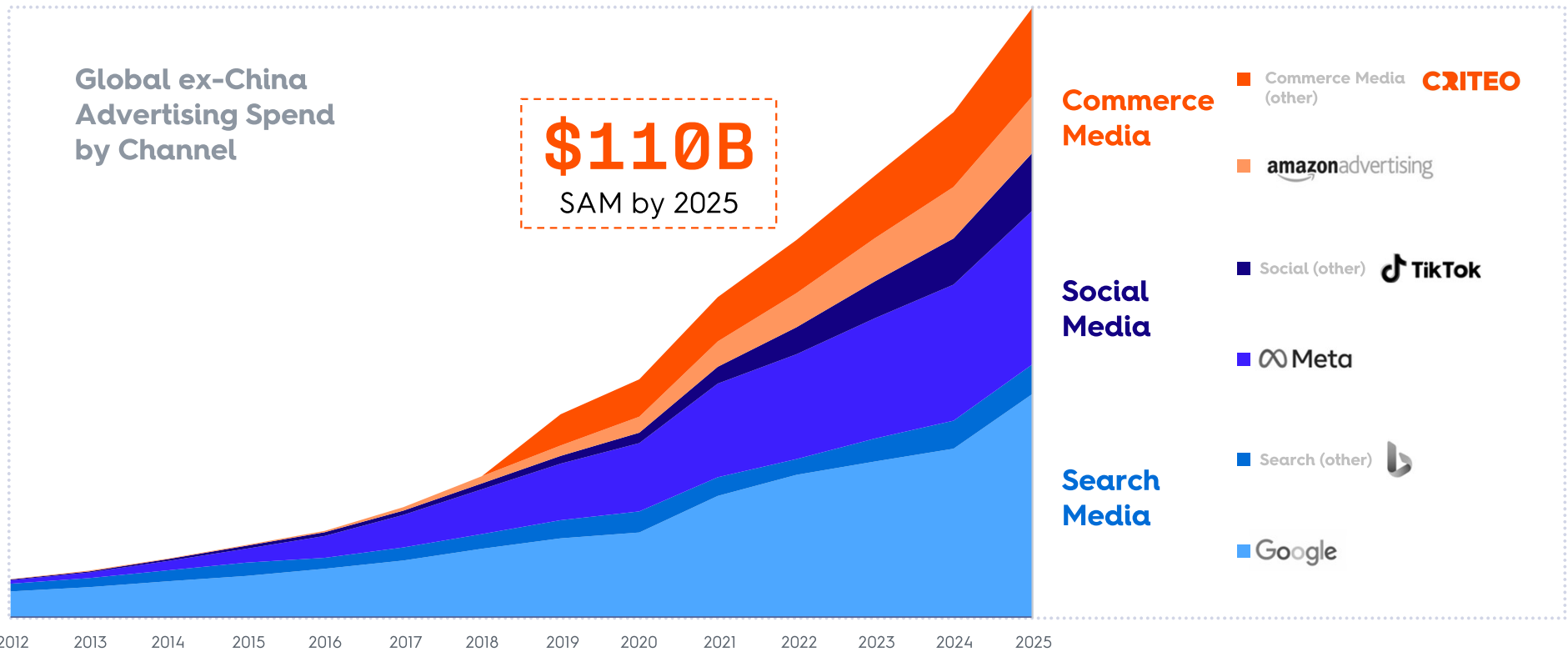
Progress on 2023 Priorities

Megan Clarcken, Chief Executive Officer



Commerce Media is the Next Wave of Digital Advertising

Criteo is the Commerce Media Platform for the open internet, Ideally Positioned to Complement Amazon



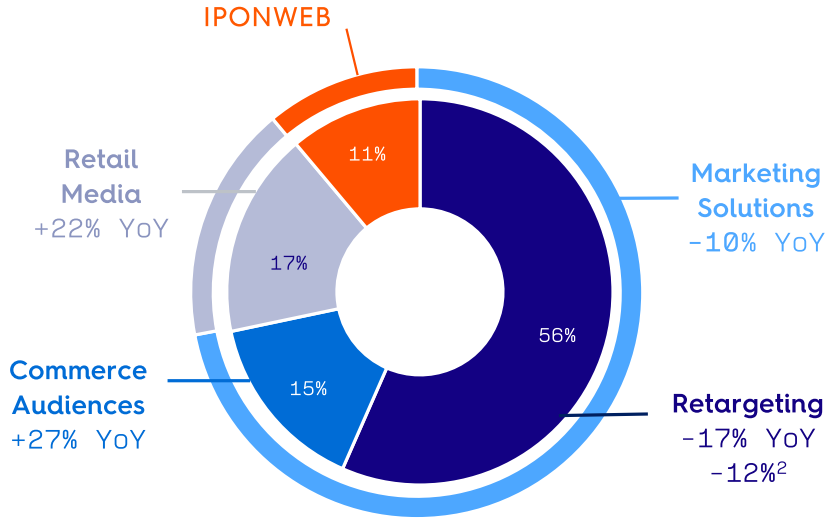
Source: McKinsey; Magna Global; eMarketer; GroupM

We Are Delivering on our Transformation Strategy

Q1 Business Momentum

- New solutions represented **44%** of CxT as of Q1 2023, vs. 29% a year ago
- **37%** of our live clients using more than one Criteo solution, vs. a third a year ago
- **35%** of media spend activated through agencies, vs. 32% a year ago
- Client retention close to **90%**

Q1 2023 Contribution ex-TAC Mix & Growth¹



1. At constant currency
2. Excluding Russia and incremental signal loss impacts applicable to Retargeting



We Are Strengthening our Leadership in Retail Media

Expansion of our Retail Media Footprint

200 Retailers, incl. **~50%** of Top 25 US & EMEA Retailers

2,300+ Brands¹

~\$214M in Activated Media Spend in Q1'23

+56% YoY increase in U.S. Retail Media spend with agency partners

Long-Term Relationships with Retailers

+122% Same-retailer CxT retention in Q1 2023

2+ years Average contract duration

Renewed exclusive **multi-year partnership** with Costo

Winning across Verticals & Geographies

ASOS



Expanding to Offline with Brandcrush Acquisition

- Offer a holistic omnichannel monetization platform
- Capitalize on new cross-selling opportunities
- Expand our Retail Media presence in APAC
- Further simplify campaign workflow driving incremental revenues for retailers

Commerce Audiences Are the Most Valuable Audiences to Brands

More clients transition to our full-funnel audience strategies to acquire and retain customers

**Criteo Knows
How People
Like
Search
Buy**



Activate full customer journey campaigns



Build hyper-focused commerce audiences



Use ad formats built for every screen, every moment, every shopper



Measure and optimize across channels

Client Case Study: Large Marketplace

- Full funnel activation led to media spend x3 year-over-year
- Commerce Audiences now represent 90% of media spend

Financial & Operational Update

Sarah Glickman, Chief Financial Officer



Q1 2023 Financial Highlights

		% YoY	vs. Q1 guidance	Signal Loss Impacts ³
Activated Media Spend ¹	\$816M	+37% ²		
Revenue	\$445M	-9% ²		
Contribution ex-TAC	\$221M	+6.3% ²	Above as reported, In line at cc	\$(4M)
Adj. EBITDA	\$39M	-38%	Above	
Net Loss ⁴	\$(12)M	NM		
Non-GAAP Diluted EPS	\$0.46	-13%		
Free Cash Flow	\$8.7M	-87%		

1. Activated media spend is defined as the sum of our Marketing Solutions revenue, the media spend activated on behalf of our Retail Media clients and the media spend activated by IPONWEB
2. At constant currency
3. Impact on Contribution ex-TAC, Non-GAAP metric, Year-over-Year impact incremental to 2022
4. The net loss primarily reflects the dilution from Iponweb in a seasonally low quarter and the non-cash share-based compensation expense related to the stock component of the acquisition

Q1 2023 Business Highlights

Marketing Solutions

Contribution ex-TAC of **\$158M**, down **-10%** in Q1 '23¹

- Commerce Audiences, up **+27%**
- Traction of **full-funnel activation** to achieve customer acquisition and retention objectives
- Retargeting down **-17%**, or **-12%** excl. signal loss impacts² and Russia suspension
- Includes ~\$(4)M incremental privacy impacts² and ~\$(3)M from Russia suspension

Retail Media

Contribution ex-TAC of **\$37M**, up **+22%** in Q1 '23¹

- **+34%** growth in activated media spend
- **+122%** Same-retailer CxT retention
- Partnerships with **agencies driving higher media spend**

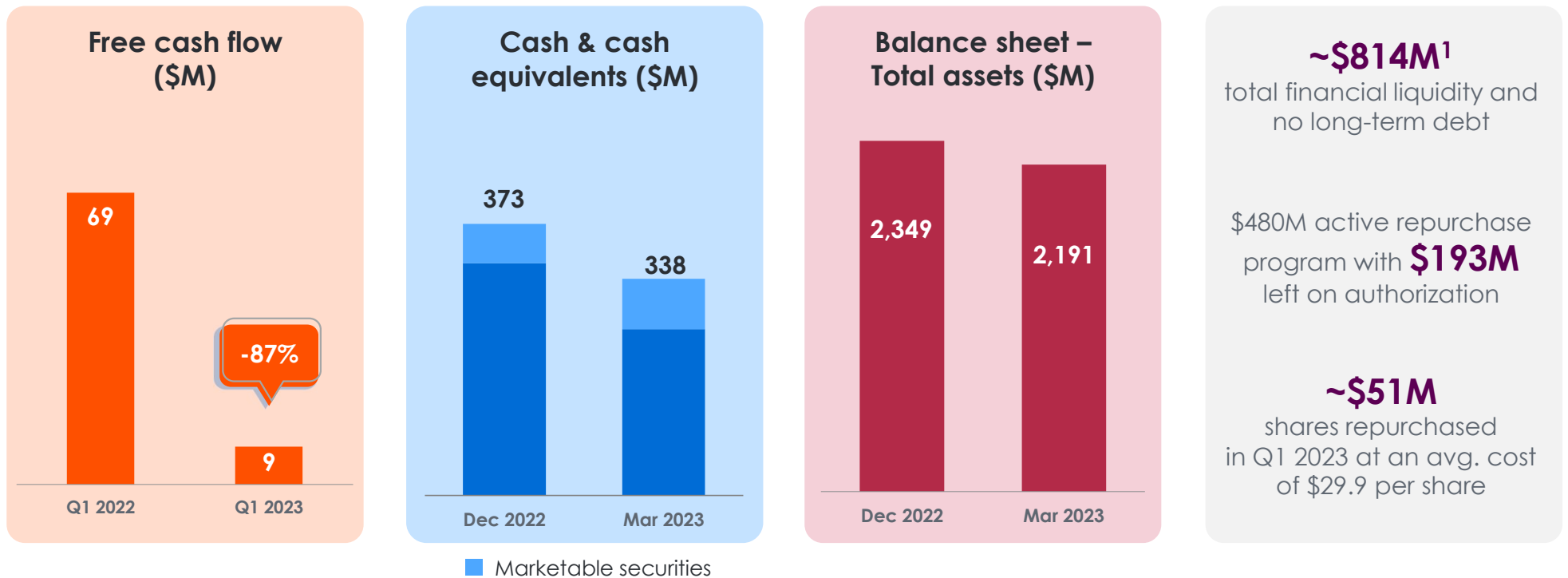
IPONWEB

Contribution ex-TAC of **\$25M** in Q1

- Fully integrated Bidcore DSP into Commerce MAX and The Mediagrid SSP into Commerce GRID

Strong Balance Sheet, Cash and Liquidity Position

Ample financial flexibility to support organic growth investments, M&A and share repurchase program



11 1. As of March 31, 2023, includes \$21M of marketable securities, ~\$34M of Treasury shares available for M&A, ~\$443M in committed financing (based on EUR/USD rate of 1.09)

We Expect Solid Growth in 2023

Backdrop

Uncertain and volatile macro-environment, traction of new solutions and contribution from Iponweb acquisition

FY 2023

Q2 2023

Contribution ex-TAC

Targeting high-single-digit to low-double-digit growth at constant currency

- Low-single-digit organic growth
 - Retail Media growth of ~+30%
 - Commerce Audiences growth of ~+20%
 - Lower Retargeting year-over-year
- Iponweb inorganic growth (12 months in 2023 vs. 5 months in 2022)¹

\$228M to \$234M, or +8% to +10% Y/Y growth at constant currency

- Low-single-digit organic decline
- Slow macro environment
- Iponweb inorganic growth in seasonally low quarter¹
- ~\$(3)M to \$(5)M negative FX impact Y/Y

Adjusted EBITDA

~28% of Contribution ex-TAC²

- Accelerated cost efficiencies
- Full integration of Iponweb
- ~45% of Adj. EBITDA converted into FCF

\$46M to \$50M

- Iponweb¹ dilution and ongoing integration costs
- Executing cost efficiencies

¹² 1. For Iponweb, Q1 and Q2 are seasonally low quarters in terms of Contribution ex-TAC, adjusted EBITDA and cash contribution, while Q4 is the strongest quarter
 2. We expect approximately half of our full year Adj. EBITDA to be realized in Q4 given our business seasonality and realization of our expected cost savings

Why Invest in CRTO Today?

Huge Market Opportunity

Leadership in fast-growing Commerce and Retail Media market with \$110B SAM

Unique Commerce Data

Large scale and commerce data with access to 750M+ Daily Active Users and \$1+ trillion in annual ecommerce sales

Differentiated Technology

17+ years of AI powering unified tech platform for 1st-party data-based marketing and media monetization with unique supply at scale and closed-loop measurement

Proven Resilience to Signal Loss

Innovation, advanced AI engine and largest data set to deliver outcomes in any environment

World-Class Team

Seasoned management team, culture of innovation and accountability

Strong Financials

Sustainable growth, rebalanced revenue and high margin

Robust Balance Sheet

Strong cash generation, no debt, flexibility to invest for growth

Sustainability

DE&I core to people strategy, strong privacy and data protection standards



Appendix

Criteo by the Numbers

\$4 billion

annual media spend
activated¹

~19,000

clients

~50%

of top-25
U.S. & EU retailers

~75%

of top 100 ComScore
publishers in largest markets²

\$1+ trillion

ecommerce sales
across customer base

750+ million

Daily Active Users (DAUs)

60%+

of web DAUs addressable
through directly-integrated
publishers

~\$30 billion

of commerce outcomes
for clients

17+

years of expertise in
commerce-focused AI

~1,100

R&D & Product
employees²

~4 billion

product SKUs

100+

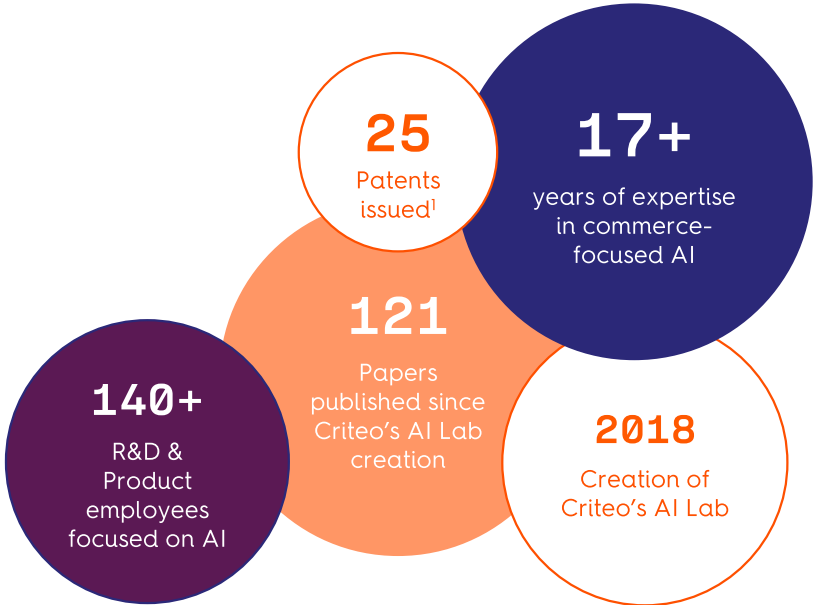
markets globally²

1. Activated media spend is defined as the sum of our Marketing Solutions revenue, the media spend activated on behalf of our Retail Media clients and the media spend activated by Iponweb
2. Includes Iponweb

Criteo Best-in-Class AI Technology is Purpose-Built for Commerce Predictions

AI has been **part of Criteo's DNA** since day one

- Smarter bids to drive strong outcomes
Predictive Bidding
- Identify and access the most relevant customers
Commerce Audience Targeting
- Show the right products to the right shoppers
Product Recommendations
- Real-time creative decisioning that scales
Dynamic Creative Optimization+



Awards and Accolades



Megan Clarcken,
Criteo CEO
2022 Winner of
AdAge's Leading
Women in the
advertising industry

2022 Winner of
Adweek's Best
Retargeting Solution



Criteo became a
member of 2023
Bloomberg Gender-
Equality Index



Criteo named 2022
Best Company
Culture by
Comparably



Criteo ranked #4 on 2022
LinkedIn Top Companies list for
Marketing and Advertising in
the U.S.

INSIDER

Criteo named one of the Top
12 hottest AdTech companies
of 2022



2022 Winner for our global
DE&I commitment and our
CSR & ESG engagement
and communication
report



Awarded one of the
Top 50 inspiring
Workplaces in North
America in 2022



2022 Winner
in AdExchanger
Programmatic Power
Players



2021 Winner for the
Best First-Party Data
Strategy



2021 Winner of the
Diversity Champion
Corporate Award



2021 Winner for the
Criteo Retail Media
Platform



2021 Winner of the
International Inclusion
Award



2021 Winner in
Diversity France
Digitale Talent
Awards



2021 Winner of
the International
Innovation
Awards (IIA)



Criteo named #1
Independent AdTech
Software



Criteo named Challenger
in the Gartner 2021 AdTech
Magic Quadrant

|| Retail Media Footprint in the Americas

We are the Retail Media Partner of Choice

~50%
Top 25 U.S. Retailers

2 years¹
Average contract duration



18 Note: We partner with many of our retailer clients in a white label capacity
1. For retailer clients on Criteo's Platform in the Americas

Retail Media Footprint in EMEA

We are the Retail Media Partner of Choice

~50% Top 20 EMEA Retailers **1.7 years¹** Average contract duration



19 Note: We partner with many of our retailer clients in a white label capacity
1. For retailer clients on Criteo's Platform in EMEA

Contribution ex-TAC by Solution

Contribution ex-TAC in \$m	Q1'23	YoY ²	Q4'22	Q3'22	Q2'22	Q1'22
Marketing Solutions¹	158.2	-10%	192.6 -7%	158.0 +1%	177.9 +2%	186.1 +2%
Retargeting	124.3	-17%	150.2 -13%	126.0 -5%	148.7 -1%	158.3 0%
Commerce Audiences	33.8	+27%	42.4 +22%	32.0 +29%	29.2 +21%	27.8 +34%
Retail Media¹	37.4	+22%	57.1 +23%	36.9 +32%	36.6 +42%	30.8 +48%
Iponweb¹	25.1	NM	33.7	18.5	-	-
TOTAL	220.6	+6%	283.4	213.4	214.5	216.9
Commerce Audiences + Retail Media	71.2	+24%	+23%	+31%	+37%	+45%



Contribution ex-TAC Reconciliation

\$ in millions	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22	\$ in millions	2022	2021
Gross Profit	181.5	246.6	179.6	185.0	184.0	Gross Profit	795.2	781.9
Other Cost of Revenue	39.1	36.8	33.8	29.6	32.9	Other Cost of Revenue	133.0	138.9
Contribution ex-TAC	220.6	283.4	213.4	214.5	216.9	Contribution ex-TAC	928.2	920.8



Adjusted EBITDA Reconciliation

\$ in millions	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22	2022	2021
Net income	(12.1)	16.0	6.5	(33.0)	21.3	10.9	137.6
Adjustments:							
Financial income/expense	(6.6)	6.4	(3.5)	(15.9)	(4.0)	(17.1)	1.0
Provision for income taxes	(4.6)	26.5	1.4	(7.1)	10.4	31.2	16.2
Equity awards compensation expense	26.1	22.4	21.1	12.0	9.5	65.0	45.0
Pension service costs	0.2	1.0	0.2	0.3	0.3	1.8	1.3
Depreciation and amortization expense	25.3	27.5	19.3	20.1	22.1	89.0	88.4
Acquisition-related costs	0.8	1.1	7.0	2.0	2.5	12.6	11.3
Regulatory compliance fines	-	(0.7)	(1.8)	65.7	-	63.2	-
Restructuring-related & transformation costs	9.6	4.1	0.1	5.9	0.7	10.7	21.7
Total net adjustments	50.8	88.3	43.7	83.0	41.5	256.4	184.8
Adjusted EBITDA	38.7	104.3	50.2	50.0	62.8	267.3	322.5



Free Cash Flow Reconciliation

(\$ in millions)	YTD Q1'23	YTD Q1'22	2022
CASH FROM OPERATING ACTIVITIES	42.0	74.9	256.0
Acquisition of intangible assets, property, plant and equipment	(37.2)	(10.9)	(84.8)
Change in accounts payable related to intangible assets, property, plant and equipment	4.0	5.3	29.0
FREE CASH FLOW	8.7	69.4	200.1



Foreign Exchange Impact

	Q1 2023 Actual		
USD million	@ Q1 2022 FX	FX impact	Actual
Contribution ex-TAC	\$ 230.6	\$ (10.0)	\$ 220.6

	Q2 2023 Guidance*		
USD million	@ Q2 2022 FX	FX impact	Guidance Midpoint
Contribution ex-TAC	\$ 234.7	\$ (3.7)	\$ 231.0

	FY 2023 Guidance*		
USD million	@ FY 2022 FX	FX impact	Guidance Midpoint **
Contribution ex-TAC	\$ 1,013.2	\$ (11.4)	\$ 1,001.8

* Based on FX assumptions for Q2 2023 and Fiscal Year 2023 published in the May 3, 2023 earnings release

** Illustrative of 2023 Contribution ex-TAC guidance of high-single-digit to low-double-digit growth at constant currency communicated on May 3, 2023



Supplemental Information – Client Count

- We streamlined our client count methodology in Q1 2023.
- Our new client count is based on unique billing accounts while our previous methodology included clients from whom we have received a signed contract or an insertion order during the previous 12 months. This change led to the consolidation of some client accounts. This does not change the underlying activity or the overall trends.

	Q1'22	Q2'22	Q3'22	Q4'22	Q1'23
Clients	18,764	18,911	19,008	18,990	18,679

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 while it was accounted for on a gross basis for legacy solutions¹
 - Contribution ex-TAC, a non-GAAP measure, is not impacted by this

	Client Migration to the Platform				
Retail Media <i>(unaudited)</i>	Q1'22	Q2'22	Q3'22	Q4'22	Q1'23
Share of onsite RM Revenue on Platform	81%	82%	95%	99%	100%
Gross Media Spend <i>in \$m</i>	165	206	222	348	214 +34% ²
Revenue <i>in \$m</i>	46.7	54.7	41.2	59.8	38.0 -18% ²
Contribution ex-TAC <i>in \$m</i>	30.8	36.6	36.9	57.1	37.4 +22% ²
Contribution ex-TAC Margin	66.0%	66.9%	89.6%	95.5%	~98.2%