



CRITEO

Q2 2023 Earnings

Investor Presentation



CRITEO



August 2, 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,” “estimates,” “expects” “intends,” “is designed to,” “may,” “might,” “objectives,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “should,” “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 second 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

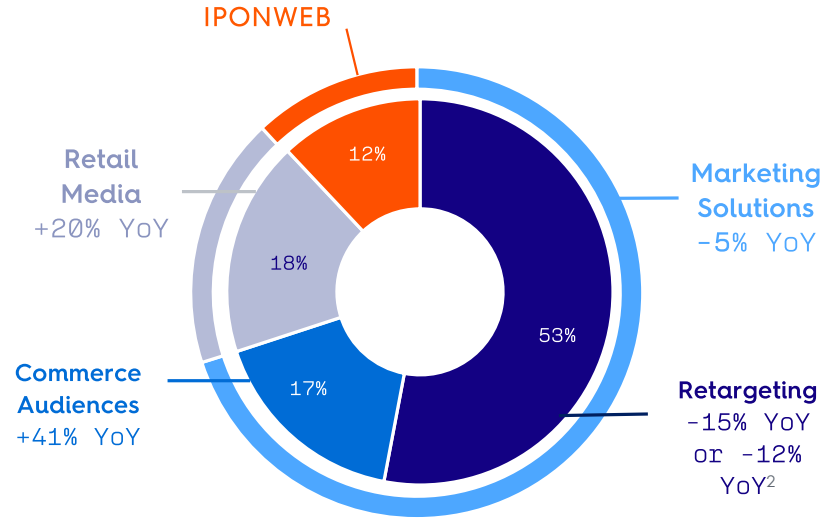


We Are Delivering on our Transformation Strategy

Q2 Business Momentum

- New solutions represented **47%** of CxT as of Q2'23, vs. 31% a year ago
- **37%** of our live clients using more than one Criteo solution, vs. 33% a year ago
- **33%** of media spend activated through agencies, vs. 31% a year ago
- Client retention close to **90%**

Q2 2023 Contribution ex-TAC Mix & Growth¹



1. At constant currency
2. Excluding the impact of signal loss



Commerce GRID is a Differentiated Supply Side Platform

Retail Media expansion

Programmatic demand for display ads **onsite**, bringing more third-party demand to retailers

Retailer data packaged with premium supply for audience extension **campaigns offsite** through any DSP

More monetization opportunities for retailers

Our SSP differentiation for publishers

Preferred access to **commerce demand**

CRITEO // COMMERCE-MAX
CRITEO // COMMERCE-GROWTH

Commerce audiences to enrich inventory and drive more revenue for publishers

Commerce formats to enhance performance for advertisers and drive more revenue for publishers

Maximize yield

Our SSP differentiation for agencies

Access **Criteo Commerce Audiences packaged with premium supply** through any DSP to drive superior commerce outcomes

OMG Omnicom
MediaGroup

Exclusive launch partner

Maximize performance

We Are Strengthening our Leadership in Retail Media

Expansion of our Retail Media Footprint

210 Retailers¹, incl. **~50%** of Top 25 US & EMEA Retailers

2,400+ Brands

~\$263M in Activated Media Spend in Q2'23

+118% Same-retailer CxT retention in Q2'23

Pioneer in AI-driven Digital Retail Shelf Analytics

- Received a US patent on Systems and Methods for Digital Shelf Display
- Provides brands with visibility into their share of shelf, share of category, and more product-level insights

Winning across Verticals & Geographies

Uber Eats

SPORT CHEK

RONA

Clothes That Work
Mark's

Sprinter Debenhams

Leading the Way in Retail Media Measurement

- First-of-its-kind partnership with IAS to bring impression and viewability measurement advancements across any onsite ad format for our Retail Media Networks
- Expected to unlock new budgets from advertisers with strict media buying standards

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

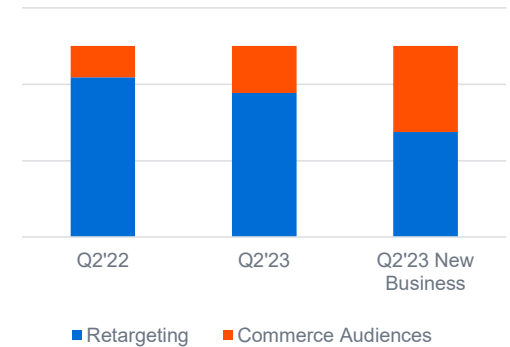


Use ad formats built for every screen, every moment, every shopper



Measure and optimize across channels

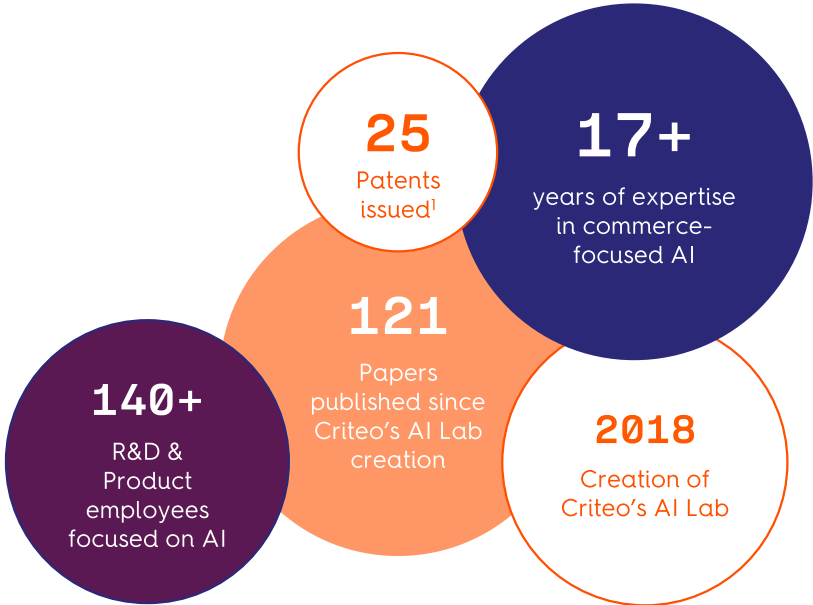
Commerce Audiences Share of Voice in Marketing Solutions



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+



Financial & Operational Update

Sarah Glickman, Chief Financial Officer



Q2 2023 Financial Highlights

		% YoY	vs. Q2 guidance	Signal Loss Impacts ³
Activated Media Spend ¹	\$949M	+53% ²		
Revenue	\$469M	-4% ²		
Contribution ex-TAC	\$240M	+13% ²	Above	\$(4M)
Adj. EBITDA	\$56M	+12%	Above	
Net Loss ⁴	\$(2)M	NM		
Non-GAAP Diluted EPS	\$0.49	+32%		
Free Cash Flow	\$(44)M	NM		

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, the non-cash share-based compensation expense related to the stock component of the acquisition and restructuring costs

Q2 2023 Business Highlights

Marketing Solutions

Contribution ex-TAC of **\$167M**, down **-5%** in Q2'23¹

- Commerce Audiences, up **+41%**
- Traction of **full-funnel activation** to achieve customer acquisition and retention objectives
- Retargeting down **-15%**, or **-12%** excl. signal loss impacts²
- Includes ~\$(4)M incremental privacy impacts²

Retail Media

Contribution ex-TAC of **\$44M**, up **+20%** in Q2'23¹

- **+35%** growth in activated media spend
- **+118%** Same-retailer CxT retention
- **2+ years** average contract duration
- Partnerships with **agencies driving higher media spend**

Iponweb

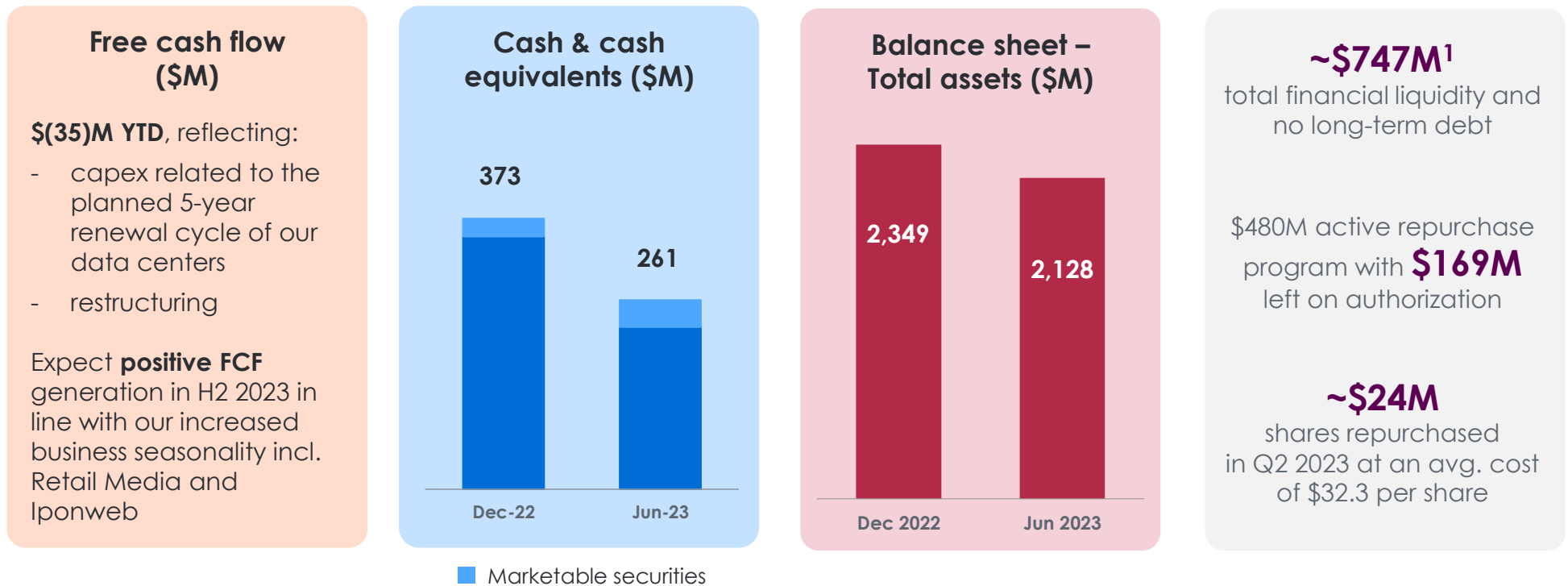
Contribution ex-TAC of **\$29M** in Q2'23

- Solid growth primarily driven by our SSP

11 1. At constant currency
2. Impact on Contribution ex-TAC, Non-GAAP metric, Year-over-Year impact incremental to 2022

Strong Balance Sheet, Cash and Liquidity Position

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



1. As of June 30, 2023, includes \$38M of marketable securities, ~\$44M of Treasury shares available for M&A, ~\$442M in committed financing (based on EUR/USD rate of 1.09)

We Expect Solid Growth in 2023

Backdrop *Unsettled macro; traction of new solutions, including Iponweb*

FY 2023

Q3 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 25% to +30%
 - Commerce Audiences growth of 25% to +30%
 - Lower Retargeting year-over-year
- Iponweb inorganic growth (12 months in 2023 vs. 5 months in 2022)

\$238M to \$242M, or +7% to +9% YoY growth at constant currency

- Low- to mid-single-digit organic growth
- Iponweb contribution (3 months in 2023 vs. 2 months in 2022)
- ~\$8M to \$10M positive FX impact YoY

Adjusted EBITDA

~28% of Contribution ex-TAC¹

- Cost efficiencies
- Full integration of Iponweb

\$58M to \$62M

- Iponweb dilution
- Cost efficiencies

13 1. We now expect approximately ~45% of our full year Adj. EBITDA to be realized in Q4 given our business seasonality, including Iponweb

Why Invest in CRTO Today?

Huge Market Opportunity

Leadership in fast-growing Commerce and Retail Media market with \$110B SAM by 2025

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



Industry Recognitions

Ad Age **Leading Women**

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

2022 Winner of
Adweek's Best
Retargeting Solution



Gartner

Criteo recognized as
a Representative
Vendor in the May
2023 Gartner® Market
Guide for Ad Tech
Platforms. ¹



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

FORRESTER

Criteo named among 6
notable large
omnichannel DSP
platforms in Forrester's The
Omnichannel DSPs
Landscape, Q2 2023

INSIDER

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



Criteo became a
member of 2023
Bloomberg Gender-
Equality Index



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



Criteo named 2022
Best Company
Culture by
Comparably



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



Diversity Champion
Corporate Award 2021

2021 Winner of the
Diversity Champion
Corporate Award



2021 Winner for the
Criteo Retail Media
Platform



**International
Inclusion**
AWARD 2021

2021 Winner of the
International Inclusion
Award



2021 Winner in Diversity
France Digitale Talent
Awards



**INTERNATIONAL
INNOVATION
AWARDS***
2021

2021 Winner of the
International
Innovation Awards
(IIA)

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|| 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	YoY ²	Q2'23	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22
Marketing Solutions¹	-5%	167.6	158.2 -10%	192.6 -7%	158.0 +1%	177.9 +2%	186.1 +2%
Retargeting	-15%	126.6	124.3 -17%	150.2 -13%	126.0 -5%	148.7 -1%	158.3 0%
Commerce Audiences	+41%	41.0	33.8 +27%	42.4 +22%	32.0 +29%	29.2 +21%	27.8 +34%
Retail Media¹	+20%	43.5	37.4 +22%	57.1 +23%	36.9 +32%	36.6 +42%	30.8 +48%
Iponweb¹	NM	29.1	25.1	33.7	18.5	-	-
TOTAL	+13%	240.2	220.6	283.4	213.4	214.5	216.9
Commerce Audiences + Retail Media	+30%	84.5	+24%	+23%	+31%	+37%	+45%



Contribution ex-TAC Reconciliation

\$ in millions	Q2'23	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22	\$ in millions	2022	2021
Gross Profit	199.8	181.5	246.6	179.6	185.0	184.0	Gross Profit	795.2	781.9
Other Cost of Revenue	40.4	39.1	36.8	33.8	29.6	32.9	Other Cost of Revenue	133.0	138.9
Contribution ex-TAC	240.2	220.6	283.4	213.4	214.5	216.9	Contribution ex-TAC	928.2	920.8



Adjusted EBITDA Reconciliation

\$ in millions	Q2'23	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22	2022	2021
Net income (loss)	(2.0)	(12.1)	16.0	6.5	(33.0)	21.3	10.9	137.6
Adjustments:								
Financial & other income / (expense)	2.0	(6.6)	6.4	(3.5)	(15.9)	(4.0)	(17.1)	1.0
Provision for income taxes	1.1	(4.6)	26.5	1.4	(7.1)	10.4	31.2	16.2
Equity awards compensation expense	27.8	26.1	22.4	21.1	12.0	9.5	65.0	45.0
Pension service costs	0.2	0.2	1.0	0.2	0.3	0.3	1.8	1.3
Depreciation and amortization expense	26.6	25.3	27.5	19.3	20.1	22.1	89.0	88.4
Acquisition-related costs	0.4	0.8	1.1	7.0	2.0	2.5	12.6	11.3
Regulatory compliance fines	(21.6)	-	(0.7)	(1.8)	65.7	-	63.2	-
Restructuring-related & transformation costs	21.5	9.6	4.1	0.1	5.9	0.7	10.7	21.7
Total net adjustments	58.0	50.8	88.3	43.7	83.0	41.5	256.4	184.8
Adjusted EBITDA	56.0	38.7	104.3	50.2	50.0	62.8	267.3	322.5



Free Cash Flow Reconciliation

(\$ in millions)	Q2'23	Q2'22	2022
CASH FROM OPERATING ACTIVITIES	1.3	14.0	256.0
Acquisition of intangible assets, property, plant and equipment	(24.3)	(21.9)	(84.8)
Change in accounts payable related to intangible assets, property, plant and equipment	(21.2)	6.5	29.0
FREE CASH FLOW	(44.2)	(1.5)	200.1



Foreign Exchange Impact

	Q2 2023 Actual		
USD million	@ Q2 2022 FX	FX impact	Actual
Contribution ex-TAC	\$ 242.2	\$ (2.0)	\$ 240.2

	Q3 2023 Guidance*		
USD million	@ Q2 2022 FX	FX impact	Guidance Midpoint
Contribution ex-TAC	\$ 229.6	\$ 10.4	\$ 240.0

	FY 2023 Guidance*		
USD million	@ FY 2022 FX	FX impact	Guidance Midpoint **
Contribution ex-TAC	\$ 1,012.6	\$ (1.6)	\$ 1,011.0

* Based on FX assumptions for Q3 2023 and Fiscal Year 2023 published in the August 2, 2023 earnings release

** Illustrative of 2023 Contribution ex-TAC guidance of high-single-digit to low-double-digit growth at constant currency communicated on August 2, 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	Q2'23
Clients	18,764	18,911	19,008	18,990	18,679	18,646

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	Q2'23
Share of onsite RM Revenue on Platform	81%	82%	95%	99%	100%	100%
Gross Media Spend <i>in \$m</i>	165	206	222	348	214	263 +35% ²
Revenue <i>in \$m</i>	46.7	54.7	41.2	59.8	38.0	44.6 -18% ²
Contribution ex-TAC <i>in \$m</i>	30.8	36.6	36.9	57.1	37.4	43.5 +20% ²
Contribution ex-TAC Margin	66%	67%	90%	96%	98%	98%