1. Name and Address of Reporting Person

Spielman Sharon Fox

2. Issuer Name and Ticker or Trading Symbol

Criteo S.A., [ CRTO ]

3. Date of Earliest Transaction (Month/Day/Year)

10/26/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

10/26/2017

5. Relationship of Reporting Person(s) to Issuer

X Director

10% Owner

Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>10/26/2017</td>
<td>A</td>
<td>Ordinary Shares (4)</td>
<td>12,225</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

42.19

Non-employee Warrant (right to buy)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-employee Warrant (right to buy)</td>
<td>$42.19 (1)</td>
<td>10/26/2017</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The exercise price of the non-employee warrant is 35.80 euros. The U.S. dollar equivalent of the exercise price is $42.19 using the European Central Bank rate as of October 25, 2017 (1.00 = $1.1785).

2. One-fourth of the grant will vest on the first anniversary of the grant date and an additional 1/16th of the grant vests quarterly thereafter.

3. The Non-employee Warrant is represented by American Depositary Shares, each of which represents one Ordinary Share.

4. The subscription price of the non-employee warrant is 13.88 euros. The U.S. dollar equivalent of the exercise price is $16.36 using the European Central Bank rate as of October 25, 2017 (1.00 = $1.1785).

Remarks:

/s/ Benoit Fouilland, as attorney-in-fact for Sharon Fox 10/30/2017

Spielman

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
POWER OF ATTORNEY

Know all by these presents, that Sharon Fox Spielman (“Principal”) hereby constitutes and appoints Benoit Fouilland with full power of substitution, Principal’s true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in any capacity that requires filing Forms 3, 4, and 5 with respect to Criteo S.A. (the “Company”) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of Principal which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, Principal, it being understood that the documents executed by such attorney-in-fact on behalf of Principal pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

Principal hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as Principal might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute(s), shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Principal acknowledges that each such attorney-in-fact, in serving in such capacity at the request of Principal, is not assuming, nor is the Company assuming any of Principal’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until Principal is no longer required to file Forms 3, 4, and 5 with respect to Principal’s holdings of and transactions in securities issued by the Company, unless earlier revoked by Principal in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney shall revoke and replace any other power of attorney that Principal has previously granted to Nicole Kelsey in filing Forms 3, 4, and 5 with respect to Principal’s holdings of and transactions in securities issued by the Company.
IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of the date specified below.

By: /s/ Sharon Fox Spielman
Sharon Fox Spielman
Date: October 5, 2017