



Country datasheet for Canada

You are eligible to the OVHcloud Group Global Incentive Plan and have been invited to invest your Global Incentive for the financial year ended on 31 August 2024 in shares of OVHcloud through the FCPE "OVHcloud Shares" ("**ESP 2024**" or the "**Offer**").

This document contains local offering information and a summary of the expected principal tax and social security consequences associated with your investment.

As a reminder, you also have the option of requesting the immediate payment of your Global Incentive or assigning your Global Incentive to the Registered Retirement Savings Plan (RRSP) established with Manulife. Detailed information on the terms and functionality of the RRSP is available from Manulife.

This document is provided to you in addition to other documents relating to the Offer, including in particular, the presentation of the Offer on the Offer website and the Key Information Document ("KID") of the FCPE "OVHcloud Shares". For additional details, please refer to the Regulations of the International Group Savings Plan (Plan d'Epargne de Groupe International or "PEGI") of OVHcloud and to the Regulations of the FCPE "OVHcloud Shares". All Offer-related documents are made available to you on the Offer website <https://esp.ovhcloud.com/>

OVHcloud shares are listed on Euronext Paris. The value of your investment will depend on the value of OVHcloud shares and therefore implies a risk. Neither your employer nor OVHcloud can give you investment advice, nor any guarantee as to the future trading price of OVHcloud shares.

If you do not understand the contents of the documents made available to you in the context of the Offer, the nature of the investment, or the comparative risks and benefits associated with the Offer, you should contact an authorised financial adviser before making any decision to proceed.

Local Offer information

ELIGIBILITY

The Offer is reserved for employees who are eligible to the OVHcloud Global Incentive Plan with respect to the financial year ended on 31 August 2024, i.e., employees who have been employed by the group for more than 3 months as of 31 August 2024, on a continuous or discontinuous basis, and who are still in employment on 1 January 2025.

If your employment terminates prior to 1 January 2025, you will no longer be entitled to the Global Incentive and your participation in ESP 2024 will be cancelled.

Participation in this offering is not obligatory and your decision to participate or not will have no impact on your employment with OVHcloud group.

SECURITIES LAW NOTICE

➤ Securities Laws Rights of Action

In accordance with an exemption from certain requirements of Canadian provincial securities laws obtained by OVHcloud, this Offering is being made without filing a prospectus with the applicable Canadian securities regulatory authorities or using a registered securities dealer. As a result, purchasers of OVHcloud shares pursuant to this Offering will not have the benefit of certain protections, rights, and remedies afforded under Canadian securities legislation, such as statutory rights of withdrawal and statutory rights of action for rescission or damages against the OVHcloud group in the event of a misrepresentation in any of the materials furnished in connection with the Offering. Accordingly, purchasers will have to rely on any common law (in the case of all provinces except Québec) or civil law (in the case of Québec) rights of action that may be available in this regard.

➤ Resale Restrictions

OVHcloud has received, from the applicable securities regulatory authorities, relief permitting employees to resell their shares without the need to file a prospectus. The relief is generally limited to resales occurring outside of Canada (including over a foreign stock exchange). Purchasers of shares are encouraged to seek legal advice prior to any such resale transaction.

ELECTION PROCESS AND MATCHING CONTRIBUTION

ESP 2024 allows you to invest all or part of your Global Incentive in OVHcloud shares to be held through the FCPE "OVHcloud Shares", by making an election to do so during the Offering period which is open from 25 November to 9 December 2024.

If you elect to invest your Global Incentive in ESP 2024, you will benefit from a Matching Contribution which increases your investment in ESP 2024. The amount of the Matching Contribution is calculated in proportion to the amount of the Global Incentive that you elect to invest in ESP 2024. Please refer to the presentation of the Offer on the Offer website for the details of the matching scale.

After the close of the Offering period, the total of Global Incentive increased by the matching contribution will be transferred to the FCPE "OVHcloud Shares" (see below, "CUSTODY OF YOUR SHARES") in order to allow the FCPE to purchase OVHcloud Shares and issue to you the units corresponding to your investment amount. This investment will be made on 15 January 2025 using the net asset value of the FCPE unit applicable on that date.

If you want to participate to ESP 2024, please make your election online using the dedicated website <https://esp.ovhcloud.com/>, once you have read and accepted the terms and conditions of the Offer. Otherwise, the Global Incentive will be paid to you in cash in January 2025 with your salary payment.

FLUCTUATION OF THE CURRENCY EXCHANGE RATE

The amount of your Global Incentive is set in Euro and this amount will be invested in the FCPE "OVHcloud Shares". During the life of your investment, the value of your assets will be affected by fluctuations in the currency exchange rate between the Euro and your local currency. Thus, if the value of the Euro strengthens relative to the value of the Canadian dollar, the value of your assets expressed in Canadian dollars will increase. Conversely, if the value of the Euro weakens relative to the value of the Canadian dollar, the value of your assets expressed in Canadian dollars will decrease.

If you elected to invest a part but not all of your Global Incentive in ESP 2024, or if you do not participate in ESP 2024, the corresponding amount of your Global Incentive will be paid to you in January 2025 with the salary payment. For this payment, your Global Incentive will be converted in your local currency (Canadian dollars) at the exchange rate published by the European Central Bank on 6 January 2025.

CUSTODY OF YOUR SHARES

Your OVHcloud shares will be held in the FCPE "OVHcloud Shares". An FCPE (*Fonds Commun de Placement d'Entreprise* in French) is a shareholding vehicle created under French law allowing employees to collectively hold their company shares. The FCPE will issue units to you that correspond to your investment in OVHcloud shares.

During the life of your investment, voting rights attached to shares held by the FCPE will be exercised by the FCPE Supervisory Board.

As to the dividends paid by OVHcloud in respect of your shares (if any), such dividends will be distributed to the FCPE "OVHcloud Shares" and reinvested in additional shares of OVHcloud. This will result in the issuance of additional FCPE units (or fractions thereof) to you.

HOLDING PERIOD AND EARLY RELEASE EVENTS

Your investment in ESP 2024 is subject to a mandatory 5-year lock-up period, starting from the date of acquisition of your FCPE units, i.e., 15 January 2025. However, an early release can be requested in any of the following situations:

- ✓ Termination of your employment agreement
- ✓ Your disability
- ✓ Your death

Upon the occurrence of an early exit event, you (or your heirs, as the case may be) may present an early release request to your employer, together with evidence supporting the occurrence of the early release event.

Early release events are governed by French law and must be interpreted and applied in a manner consistent with French law. You may not conclude that an early release is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation. Supporting documents will be required.

REPORTING REQUIREMENTS IN CONNECTION WITH YOUR INVESTMENT

For tax reporting, please see "Tax information" below.

LABOR LAW DISCLAIMER

ESP 2024 does not form part of your employment agreement and does not amend or supplement such agreement. ESP 2024 does not constitute a right granted and participation in ESP 2024 in no way confers any right to participate in similar transactions in the future. There is no obligation for OVHcloud to launch a new plan in any one or more subsequent years.

Gains or benefits that you may receive or be eligible for under the ESP 2024 will not be taken into consideration when determining the amount of any future compensation, payments or other entitlements that may be due to you (including in cases of termination of employment).

Tax information

This summary sets forth general principles that are expected to apply to employees who participate in the Offer and who are, and remain during the whole period of their investment, resident in Canada (and, where applicable the province of Quebec or Ontario) for the purposes of the federal income tax laws of Canada.

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. The tax treatment that applies to you may differ from the regime described below depending on your personal situation, particularly in cases of international mobility. You are encouraged to consult your own tax advisor for definitive advice.

The tax consequences described below are based on the Canadian federal and French income tax laws and practices as applicable in October 2024. These tax laws and practices may change over time.

Taxation in France

You will not be subject to tax or social contributions in France at the time of subscription or at the time of redemption of your FCPE units. Considering that your shares will be held in the FCPE and dividends reinvested in the FCPE, no taxes will be applied in France on dividends, if any are paid with respect to OVHcloud shares.

Taxation in Canada



Will I be required to pay any tax and social security contributions at the time of my election to invest my Global Incentive in ESP 2024?

Answer: Yes, your Global Incentive and the Matching Contribution will be subject to the tax and social security treatment described below.

Employees residing in Quebec:

Taxes are levied at progressive rates, with the top marginal tax rate in 2024 being 53.31% on income over CAD 246,752.

The same amount will be subject to Quebec Pension Plan ("QPP"), to the extent that your income for the year in which the taxable benefit arises has not otherwise exceeded the applicable yearly maximum pensionable earnings level for QPP contributions (CAD 68,500 for 2024, with a basic exemption of CAD 3,500) at the time the shares are acquired. The current QPP rate is 6.4%.

An additional QPP component of 4% ("QPP2") is imposed on income from CAD 68,500 to CAD 73,200.

In addition, employment insurance obligations may apply.

Employees residing in Ontario:

Taxes are levied at progressive rates, with the top marginal tax rate in 2024 being 53.53% on income over CAD 220,000.

The same amount will be subject to Canada Pension Plan ("CPP"), to the extent that your income for the year in which the taxable benefit arises has not otherwise exceeded the applicable yearly maximum pensionable earnings level for CPP contributions (CAD 68,500 for 2024, with a basic exemption of CAD 3,500) at the time the shares are acquired. The current CPP rate is 5.95%.

An additional CPP component of 4% ("CPP2") is imposed on income from CAD 68,500 to CAD 73,200.

In addition, employment insurance obligations may apply.

Irrespective of whether you reside in Quebec or in Ontario, your local employer will withhold applicable taxes and social security contributions from your salary in January 2025 in respect of the taxable employment benefits you have received (including the Matching Contribution).

In addition, you will have to report any such taxable employment benefits on your annual tax return (for the year in which the benefits were received) and pay the corresponding tax to the extent that the amount withheld was not sufficient to cover the full amount of your tax liability. A separate remittance of applicable Quebec taxes must be made to Revenue Quebec. There is no separate remittance of tax for Ontario.



Will I be required to pay any tax and social contributions if I elect to receive my Global Incentive in cash?

Answer: Yes.

In **Quebec**, the Global Incentive will be subject to substantially the same tax and social security treatment as that described above.

In **Ontario**, the Global Incentive will be subject to substantially the same tax treatment as that described above. Combined pension plan contributions and employment insurance premiums will apply at a rate of 7.61% (2024).

Your local employer will withhold the applicable taxes and social security contributions from the amount of your Global Incentive at the time of its payment.



If dividends are distributed by OVHcloud to the FCPE during the investment period, will I be required to pay tax and social security contributions on such dividends?

Answer: Yes with respect to income taxes, despite the reinvestment of dividends in the FCPE. Any dividend amounts will be included in your income for the year in which such dividends are reinvested, and will be subject to taxation at progressive rates (as described above).

You will need to report any dividend amount in your annual tax return, generally due on 30 April of the year following the year in which the dividend was paid.

No social security contributions will apply with respect to dividends.



Will I be required to pay any tax and social contributions when I ask the redemption of my FCPE units for cash?

Answer: Yes, you will realize a capital gain (or a capital loss) equal to the amount by which your proceeds of disposition exceed (or are exceeded by) the aggregate of the “adjusted cost base” of the shares represented by your FCPE units and any costs incurred in connection with the disposition.

For this purpose, the “adjusted cost base” of a share will generally be equal to the average cost of all OVHcloud shares you hold (i.e., inside or outside the FCPE) on the date of the sale. Such tax cost will include any taxable benefits assessed on shares (e.g., the Global Incentive and Matching Contribution) at the time the shares were acquired.

Under currently applicable law, one-half of any capital gain realized will be included in your income as a “taxable capital gain” and taxed at your applicable marginal tax rate (note: legislative amendments have been proposed that would, if enacted, increase the capital gains inclusion rate from 50% to 66.67% in the case of annual capital gains in excess of CAD 250,000). See above for the top marginal tax rate in 2024.

One half of any capital loss (or two thirds, as applicable, with reference to the above-noted legislative amendments) realized may generally be deducted from your taxable capital gains in accordance with the detailed rules contained in the *Income Tax Act* (Canada).

Your local employer will not withhold any taxes in connection with a redemption of your FCPE units, nor will any social security obligations apply. You will need to report any capital gain (or loss, as applicable) in your annual tax return, generally due on 30 April of the year following the year of the disposition and pay any related tax (in the event of a gain) at that time.