



## Country datasheet for IRELAND

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 "**Offer**").

This document contains local offering information and a summary of principal tax and social security consequences relating to your investment.

*This document is provided to you in addition to the documents relating to the Offer and in particular, the presentation of the Offer on the 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'Épargne de Groupe International or "PEGI") of OVHcloud and to the Regulations of the FCPE "OVHcloud Shares". All 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 price of the OVHcloud share.*

*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.*

# Local Offer information

## SECURITIES LAW NOTICE

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The Offer is made in reliance on the exemption from prospectus requirements provided for in Article 1(4)(b) of the EU Prospectus Regulation (EU) 2017/1129.

## ELIGIBILITY

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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 during more than 3 months on 31 August 2024, on a continuous or discontinuous basis, and who are still on 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 to 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.

## ELECTION PROCESS AND MATCHING CONTRIBUTION

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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 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 review the presentation of the Offer on the 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 at net asset value of the FCPE unit applicable on that date.

If you want to participate to ESP 2024, please make your election online on 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.

## CUSTODY OF YOUR SHARES

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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 to you units 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 at the General Shareholders meetings 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 would result in issuance of additional FCPE units (or fractions thereof) to you.

## **HOLDING PERIOD AND EARLY RELEASE EVENTS**

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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 by your personal representatives in the case of your death.

If you attempt to cash your investment within the lock-up period, you may suffer adverse tax consequences such as a reduction in the abatement applied in calculating the tax arising on the acquisition of the shares.

## **REPORTING REQUIREMENTS IN CONNECTION WITH YOUR INVESTMENT**

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

## **LABOR LAW DISCLAIMER**

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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 subsequent years.

Neither the ESP 2024 offer or the OVHcloud Group Global Incentive Plan, nor any action taken thereunder, will be construed as giving you a right to be retained in the employment of the OVHCloud Group. You will not be entitled to any compensation or damages whatsoever or howsoever described, by reason of any termination, withdrawal or alteration of rights or expectations under the ESP 2024 whether such compensation is claimed by way of damages for wrongful dismissal or other breach of contract or by way of compensation for loss of office or otherwise howsoever.

# Tax information

*This summary sets forth general principles that are expected to apply to employees who participate to the Offer and are and remain during the whole period of their investment resident of Ireland for the purposes of the tax laws of Ireland.*

*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, and in particular in the case of international mobility. You are encouraged to consult your own tax advisor for definitive advice.*

*The tax consequences described below are based on tax laws and practices as applicable in October 2024. 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 Ireland



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

#### → With respect to my Global Incentive?

**Answer:** Yes. The amount of your Global Incentive will be subject to the same tax and social security treatment as your salary.

Therefore, the amount of the Global Incentive will be subject to income tax at the rate of 20% or 40%, depending on the amount of your overall income.

The Global Incentive will be also subject to the Universal Social Charge (“**USC**”). The USC is currently 0.5%, 2%, 3% or 8% depending on the level of your income. Employee Pay Related Social Insurance (“**PRSI**”) will also apply at a rate of 4.1%.

Income tax, USC and employee PRSI will be withheld from your salary by your employer, as part of the normal payroll withholding tax system in the month in which the shares are delivered.

#### → With respect to the Matching Contribution?

**Answer:** Yes, you will be taxable on the amount of the Matching Contribution invested in FCPE units. However, the taxable value could be abated by 50% on the basis that the shares subscribed with the matching contribution cannot be disposed of for a period of five years.

This value is subject to income tax at the rate of 20% or 40%, depending on the amount of your overall income.

Universal Social Charge (“**USC**”) and Employee Pay Related Social Insurance (“**PRSI**”) will also apply. The USC is currently 0.5%, 2%, 3% or 8% depending on the level of your income. Employee Pay Related Social Insurance (“**PRSI**”) will also apply at a rate of 4.1%.

Income tax, USC and employee PRSI will be withheld from your salary by your employer, as part of the normal payroll withholding tax system in the month in which the shares are delivered.



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

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**Answer:** Yes. The Global Incentive will be subject to the same tax and social security treatment as your salary, as described above. 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 contributions on such dividends?**

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**Answer:** Yes, reinvestment of dividends in the FCPE will be treated as employment income rather than investment income, and will be subject to income tax (at your marginal rate), to the USC and employee PRSI (such as described above).

These taxes will not be withheld by your employer and you must report your dividend income and pay the corresponding taxes, USC and PRSI.



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

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**Answer:** Yes, gains (defined as the total value of the cash received at redemption of the units, less the market value of the underlying shares when they were purchased by the FCPE) are subject to capital gains tax at a rate of 33%, subject to an annual exemption of €1,270.

Capital gains tax will not be withheld by your employer and you must report the disposal to Revenue, either on the annual tax return (Form 11) if you have other income to report, or if you only have capital gains to report this may be done on Form CG1. In either case the form must be filed by 31 October in the year following the tax year during which the shares were disposed.

Capital gains tax must be paid by 15 December during the tax year in respect of disposals made in that tax year up to 30 November. For gains arising from disposals between 1 December and 31 December, a Form CG1 must be filed and taxes paid by the following 31 January.