



## Country datasheet for SINGAPORE

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'Epargne 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

The OVHcloud shares and FCPE units may not be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, an exemption under any provision of Subdivision (4) of Division 1 or Division 2 of Part 13 of the Securities and Futures Act 2001.

The OVHcloud shares and FCPE units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment

Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## **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.

## **FLUCTUATION OF THE CURRENCY EXCHANGE RATE**

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The amount of your Global Incentive is set in Euro and this amount in Euros 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 your local currency, the value of your assets expressed in local currency will increase. Conversely, if the value of the Euro weakens relative to the value of your local currency, the value of your assets expressed in local currency will decrease.

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

## 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 in any of the following situations:

- ✓ Marriage or civil union agreement (\*)
- ✓ Birth or adoption of a third (or more) child provided that your household is already financially responsible for at least two children (\*)
- ✓ Divorce or separation when it is accompanied by a court decision specifying that your home is to be the sole or shared ordinary place of residence of at least one child (\*)
- ✓ Domestic violence committed against you, acknowledged or giving rise to legal proceedings
- ✓ Termination of employment agreement
- ✓ Use of invested amounts for the purpose of creation of certain type of business by you, your spouse or child(\*)
- ✓ Use of invested amounts for the purpose of acquisition or enlargement of a principal residence which includes the creation of new living space (\*)
- ✓ Your disability or disability of your spouse or child, which results in the permanent or temporary impossibility to exercise any professional activity
- ✓ Your death or death of your spouse
- ✓ Overindebtedness acknowledged by a commission of overindebtedness or a judge
- ✓ Expenses related to the energy-efficiency renovation of a principal residence (\*);
- ✓ Activity of close caregiver carried out by you, your spouse or partner in a civil union agreement
- ✓ Purchase of a vehicle that meets one of the following two conditions: (i) motorized car, van, two, three or four-wheeled vehicle that "uses electricity, hydrogen or a combination of the two as its exclusive energy source"; or (ii) a new pedal-assist bicycle (\*);

Please note that for events marked (\*), the request for early release must be submitted within 6 months following the occurrence of the event. Release takes place in the form of a single payment, relating at your choice, to all or a part of your assets, except for the activity of close caregiver, where release can take place in the form of a single payment once per calendar year (relating at your choice, to all or a part of your assets).

Early release events are set 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 to you 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

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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.

Gains or benefits that you may receive or be eligible for under the ESP 2024 will not be taken into consideration to determine 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 to the Offer and are and remain during the whole period of their investment residents of Singapore for the purposes of the tax laws of Singapore.*

*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 Singapore



### **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?**

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

**Answer:** Yes. The Global Incentive will be subject to the same tax and social security treatment as your salary. Therefore, the Global Incentive will be subject to income tax at the personal income tax rates applicable to you, which currently range from 0% to 24%.

If you elect to invest your Global Incentive in ESP 2024 (i.e. no remuneration in money is received), no social security charges (i.e. Central Provident Fund (“CPF”) contributions<sup>1</sup>) should apply.

Your local employer does not have tax withholding obligations (except in the case of a tax clearance situation as described below). Your local employer will report your Global Incentive in the Form IR8A (Return of Employee’s Remuneration) given to you or will arrange for such information to be transmitted directly to the Inland Revenue Authority of Singapore (“IRAS”) under the Auto-Inclusion Scheme for Employment Income.

You must submit your income tax return by April 15 each year (or 18 April if filed electronically), reporting all remuneration for the preceding year. The IRAS will then assess you on such income and you will be required to pay the tax within the stipulated period.

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<sup>1</sup> CPF contributions apply only to Singapore citizens and Singapore permanent residents and are required to be made in respect of remuneration in money (as opposed to remuneration in money’s worth or non-cash remuneration).

→ **With respect to the matching contribution from my employer?**

**Answer:** On the basis that the matching contribution is effectively the grant of bonus or free shares to you and does not involve any cash payments being made to you or you becoming entitled to any cash payments, you should not be subject to tax or social security charges on the amount of the Matching Contribution at the time of your participation to ESP 2024. Taxation will generally take place at the end of the lock-up period or at the time you request an early redemption in case of occurrence of an early release event.



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

**Answer:** Yes. The Global Incentive will be subject to the same tax and social security treatment as your salary. Therefore, the Global Incentive will be subject to income tax at the personal income tax rates applicable to you, which currently range from 0% to 24%.

If you elect to receive your Global Incentive in cash (i.e. remuneration in money is received), the Global Incentive would also be subject to CPF contributions<sup>2</sup>. CPF contributions generally apply only to Singapore Citizens and Permanent Residents. The rate of CPF contributions for employees is generally 20%<sup>3</sup> (subject to applicable caps).

Your local employer does not have tax withholding obligations (except in the case of a tax clearance situation as described below). Your local employer will report your Global Incentive in the Form IR8A (Return of Employee's Remuneration) given to you or will arrange for such information to be transmitted directly to the IRAS under the Auto-Inclusion Scheme for Employment Income.

You must submit your income tax return by April 15 each year (or 18 April if filed electronically), reporting all remuneration for the preceding year. The IRAS will then assess you on such income and you will be required to pay the tax within the stipulated period.



**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:** No, you should not be subject to taxation or social security charges with respect to dividends reinvested in the FCPE. Foreign-sourced income (including foreign dividends) received in Singapore by a Singapore resident individual, other than through a partnership in Singapore, is exempt from Singapore tax.

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<sup>2</sup> CPF contributions apply only to Singapore citizens and Singapore permanent residents and are required to be made in respect of remuneration in money (as opposed to remuneration in money's worth or non-cash remuneration).

<sup>3</sup> Lower contribution rates apply for employees older than 55 years of age.



## Will I be required to pay any tax and social security contributions when I ask the redemption of my FCPE units for cash in case of early exit event?

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**Answer:** Yes, you will be subject to income tax at the personal income tax rates applicable to you, which currently range from 0% to 24% on the amount equal to the market value of the shares (shares acquired with the Global Incentive and with the Matching Contribution) at the time when you exercise your right to ask for redemption for your FCPE units pursuant to an early exit event minus the amount of the Global Incentive invested upon participation. No social security charges apply.

Your local employer does not have tax withholding obligations (except in the case of a tax clearance situation as described below) and you are required to report the relevant gain in your annual income tax return and pay the relevant taxes directly to the IRAS.



## Will I be required to pay any tax and social security charges when the lock-up period expires?

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**Answer:** Yes, you will be subject to income tax at the end of the lock-up period irrespective of whether you request redemption of your units or continue keeping your FCPE units.

The taxable gain will be equal to the market value of the shares (shares acquired with the Global Incentive and with the Matching Contribution) at the end of the lock-up minus the amount of the Global Incentive invested upon participation. No social security charges apply.

This taxable gain is subject to income tax at rates applicable to you, which currently range from 0% to 24%.

Your local employer does not have tax withholding obligations (except in the case of a tax clearance situation as described below). Your employer will report your taxable gain in the Form IR8A (Return of Employee's Remuneration) given to you or will arrange for such information to be transmitted directly to the IRAS under the Auto-Inclusion Scheme for Employment Income.

You must submit your income tax return by April 15 each year (or 18 April if filed electronically), reporting all remuneration for the preceding year (including any gain from the shares). The IRAS will then assess you on such income and you will be required to pay the tax within the stipulated period.

**If you did not redeem your FCPE units at the end of the lock-up period after you have been taxed as described above, you will not ordinarily be taxed again when you redeem your FCPE units** assuming you are holding such units or shares for investment and not trading purposes.

If you cease your employment with your local employer and you are (a) neither a Singapore Citizen nor a Singapore Permanent Resident or (b) a Singapore Permanent Resident leaving Singapore permanently (a "**Departing Foreign Employee**"), your local employer is required to inform the IRAS and withhold all sums due to you pending tax clearance from IRAS.

Deemed taxation rules may be applicable to Departing Foreign Employees. Under these rules, you will be deemed to have derived a gain in respect of the shares (including the

shares acquired with the Matching Contribution) one month before the date you cease employment with the local employer, in an amount equal to the market value of such shares at that time minus the amount of your Global Incentive invested upon participation.