



Country datasheet for THE UNITED STATES OF AMERICA

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. For additional details, please refer to the Regulations of the International Group Savings Plan (Plan d'Epargne de Groupe International or "PEGI") of OVHcloud. 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 shares offered hereby will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws, and neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities or passed on the adequacy or accuracy of this Country Supplement or any other documents delivered to you in connection with the Offer. Any representation to the contrary is a criminal offense. The shares are offered pursuant to exemptions provided by the Securities Act, and certain state securities laws and certain rules and regulations promulgated pursuant thereto. The securities may not be sold, transferred or otherwise disposed of within the United States in the absence of an effective registration statement under the Securities Act or an exemption from the registration requirements under the Securities Act and applicable state securities laws.

RULE 701

The Offer is a "compensatory benefit plan" within the meaning of Rule 701(c)(2) under the Securities Act, and OVHcloud will be relying on the exemption from registration under the Securities Act provided by such Rule 701. This Country Supplement, the Rules of the PEGI and the presentation of the Offer on the website collectively constitute the plan document for purposes of Rule 701. These documents are made available to you on the Offer website www.esp.ovhcloud.com.

ELECTION PROCESS AND MATCHING CONTRIBUTION

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

Your Global Incentive and the Matching Contribution will be applied to purchase OVHcloud Shares on January 15, 2025, at the opening market price of OVHcloud Share 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

Your investment is made in Euros. 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 the currency of your country. If the value of the Euro strengthens relative to the currency of your country, the value of your assets expressed in the currency of your country will increase. If the value of the Euro weakens relative to the currency of your country, the value of your assets expressed in the currency of your country 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 2025 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 January 6, 2025.

CUSTODY OF YOUR SHARES

Any OVHcloud shares that you receive pursuant to this Offer will be held in direct form, in a securities account opened in your name and maintained by the French bank Uptevia.

During the life of your investment, you can exercise the voting rights attached to the shares at the General Shareholders meetings and you will be entitled to dividends, if any are distributed.

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 the shares, i.e., January 15, 2025. However, an early release can be requested in 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

Your shares are held in a securities account maintained by a French financial institution and accordingly, certain reporting requirements apply.

The Bank Secrecy Act requires U.S. persons who own a foreign bank account, brokerage account, mutual fund, unit trust, or other financial account to file a FinCEN Form 114, Report of Foreign Bank and Financial Accounts ("**FBAR**"), if (i) the person has financial interest in, signature authority, or other authority over one or more accounts in a foreign country and (ii) the aggregate value of all foreign financial accounts exceeds \$10,000 at any time during the calendar year.

U.S. participants would be required to file a FinCEN Form 114 if the value of their OVHcloud shares, when combined with the value of any other foreign financial accounts in which they have an interest, exceeds \$10,000. FinCEN Form 114 must be filed electronically and is due April 15 following the year being reported on.

In addition, U.S. employees would be required to file Form 8938 with the Internal Revenue Service ("**IRS**") with respect to "specified foreign financial assets" including OVHcloud shares, if the total foreign assets held outside the United States exceed a threshold that, depending on individual circumstances, can be as low as \$50,000. Form 8938 is filed with the individual's annual tax return.

Foreign securities held in accounts maintained by U.S. financial institutions generally do not need to be counted against the filing thresholds for Form 8938 and FBAR.

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 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 resident of the USA for the purposes of the tax laws of the USA.

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

According to French domestic law, you will not be subject to taxation in France at the time you acquire or dispose of your OVHcloud shares. However, any dividends that may be paid on your OVHcloud shares will be subject to taxation in France. Please refer to the dividends taxation below.

Taxation in the US



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?

Answer: Yes, the amount of your Global Incentive and the Matching Contribution are taxable income.

The income recognized will be treated as additional compensation income (ordinary income) and will be reported by your employer as additional compensation on your Form W-2.

Further, this additional compensation will be subject to immediate withholding of federal income taxes, Social Security Charges (OASDI and Medicare taxes under the U.S. Federal Insurance Contribution Act (“**FICA**”)), as well as state and local income taxes, depending on the state in which you work or reside.

Ordinary income is taxed at progressive income tax rates. The maximum federal income tax rate on ordinary income is currently 37%.

The OASDI component of FICA will be imposed at a rate of 6.2% on the first \$168,600 of wages for the 2024 taxable year. Additionally, Medicare tax will be imposed at a rate of 1.45% on all wages (you will pay an additional 0.9% Medicare tax on wages in excess of \$200,000 for single filers (\$250,000 for married couples filing jointly)).

Taxes and social charges will be withheld by your employer through pay slip deduction from the remuneration in cash due to you in January 2025.



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

Answer: Yes. The Global Incentive will be treated as additional compensation income (ordinary income) in the same manner as described above.

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



Will I be required to pay tax and social contributions on dividends?

→ Taxation in France

Dividends distributed by OVHcloud, if any, to Beneficiaries in the US during the 5-year lock-up period are subject to withholding tax in France at 12.80%.

→ Taxation in the US

Yes, the gross amount (including any French taxes withheld) of any dividends paid on purchased shares will be taxable.

The tax rate for "qualified dividend" income in the U.S. is currently 20% for individuals with taxable income of more than \$492,300 (\$553,850 for married couples filing jointly) and 15% for individuals with taxable income between \$44,625 and \$492,300 (\$89,250 to \$553,850 for married couples filing jointly) in 2024. Non-qualified dividends are taxed at ordinary income tax rates. Dividends from a passive foreign investment company may be taxed differently.

For certain employee shareholders, dividend income may also be subject to a 3.8% Medicare tax. This tax is imposed on net investment income, which generally includes income from dividends, if a taxpayer's modified adjusted gross income is higher than a threshold amount.

The amount of net investment income subject to this tax is the lesser of (a) total net investment income; or (b) the amount of a taxpayer's modified adjusted gross income that exceeds \$200,000 (\$250,000 for married couples filing jointly).

Your employer will not withhold taxes on dividend amount. You are responsible for reporting this income and paying the taxes due upon distribution of dividend.



Will I be required to pay any tax and social contributions at the time of sale of my shares?

Yes, upon the sale of the shares, gains (calculated as the difference between (i) the sale proceeds and (ii) the acquisition cost of such shares including both the employee's investment and any amount recognized as income in connection with the purchase) will be subject to U.S. federal income tax.

The gain is taxable as a "long-term capital gain" if the shares are held for more than one year. The tax rate for long-term capital gains in the U.S. is currently 20% for individuals with taxable income of more than \$492,300 (\$553,850 for married couples filing jointly) and 15% for individuals with taxable income between \$44,626 and \$492,300 (\$89,251 to \$553,850 for married couples filing jointly) in 2024.

If shares have been held during one year or less prior to sale (i.e., in case of early release event), the gain is taxable as "short-term capital gain". In such case, the gain is taxable at rates applicable to ordinary income. The one-year period starts as of the day after the shares are transferred to your securities account. In general, Social Security taxes are not imposed on capital gains from the sale of shares. For certain employee shareholders, capital gains may be subject to the 3.8% Medicare tax on net investment income described under the "Dividends" section. Net investment income includes capital gains.

Your employer will not withhold taxes when shares are sold. You are responsible for reporting the gain and paying the taxes due upon the sale or disposition of shares.

Please note that any year in which you recognize income or gains related to the OVHcloud shares acquired (and such as described in all above tax sections), you will be required to report the relevant amount(s) on your annual federal income tax form (e.g., Form 1040) and any applicable state or local tax form.