OVH Groupe

A French limited liability company (*société anonyme*) with a share capital of

€170,778,796.29

Registered Office: 2 rue Kellermann, 59100 Roubaix, France

Trade and Companies Register of Lille Métropole: 537 407 926

SUPPLEMENT TO THE REGISTRATION DOCUMENT

This supplement to the registration document has been approved by the French *Autorité des marchés financiers* on October 4, 2021, under number I.21-059.

It completes the registration document approved by the French *Autorité des marchés financiers* (the "**AMF**"), in its capacity as competent authority under Regulation (EU) 2017/1129, under number I.21-052, dated September 17, 2021.

The AMF has approved this document after having verified that the information it contains is complete, coherent and comprehensible

Such approval should not be considered as an endorsement of the company that is the subject of the registration document.

The registration document may be used for the purposes of an offer to the public of securities or the admission of securities to trading on a regulated market if it is supplemented by a securities note and, where applicable, a summary and its supplement(s). The whole is approved by the AMF in accordance with Regulation (EU) No 2017/1129. It is valid until September 17, 2022 and, during this period and at the latest at the same time as the securities note and under the conditions of Articles 10 and 23 of Regulation (EU) No 2017/1129, must be completed by a supplement to the registration document in the event of significant new facts or substantial errors or inaccuracies.

DISCLAIMER

By accepting this document, you acknowledge, and agree to be bound by, the following statements. This document is a translation of OVH Groupe's *supplément au document d'enregistrement* dated October 4, 2021 (the "**Supplement to the Registration Document**"). The Supplement to the Registration Document, in its original French version, is publicly available at www.amf-france.org. This translation (the "**Translation**") is provided for your convenience only and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published in whole or in part for any purpose. This

Translation has not been prepared for use in connection with any offering of securities. It does not contain all of the information that an offering document would contain.

IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN THE CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED HEREIN, THE FRENCH LANGUAGE SUPPLEMENT TO THE REGISTRATION DOCUMENT SHALL PREVAIL.

None of OVH Groupe or any of its officers, directors, employees or affiliates, or any person controlling any of them assume any liability which may be based on this Translation or any errors or omissions therefrom or misstatements therein, and any such liability is hereby expressly disclaimed. This Translation does not constitute or form part of any offer to sell or the solicitation of an offer to purchase securities, nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. Persons into whose possession this Translation may come are required by the Group to inform themselves about and to observe any restrictions as to the distribution of this Translation.

Copies of this Supplement to the Registration Document are available free of charge from OVH Groupe, 2 rue Kellerman, 59100 Roubaix, France, and on the websites of OVH Groupe (https://corporate.ovhcloud.com/en/) and the *Autorité des marchés financiers* (www.amf-france.org).

GENERAL COMMENTS

*The numbering of the chapters and paragraphs in this Supplement to the Registration Document follows the numbering of the chapters and paragraphs of the registration document approved by the AMF under approval number I.21-052 on September 17, 2021 (the "**Registration Document**"), which are updated in this supplement.*

*OVH Groupe, a French limited liability company (société anonyme), with a share capital of €170,778,796.29, registered at 2 rue Kellermann, 59100 Roubaix, France, under the identification number 537 407 926 (Trade and Companies Register of Lille Métropole), is referred to as the "**Company**" in this Supplement to the Registration Document. The terms "**OVHcloud**" and the "**Group**", as used herein, unless otherwise stated, refer to the Company, its subsidiaries and its direct and indirect equity interests.*

Investors are invited to carefully consider the risk factors described in Chapter 3 "Risk factors" of the Registration Document. The occurrence of all or some of these risks could have an adverse impact on the Group's business, financial position, or results. In addition, other risks, either not yet identified or considered immaterial by the Group, could have the same negative effect.

Certain calculated figures (including figures expressed in thousands or millions) and percentages presented in this Supplement to the Registration Document have been rounded. If applicable, the totals provided in this Supplement to the Registration Document may present immaterial variances from the totals that would have been obtained by adding the exact amounts (not rounded) for these calculated figures.

TABLE OF CONTENTS

1. PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION AND EXPERTS' REPORTS

1.1 Persons responsible for the supplement to the registration document

Michel Paulin, Chief Executive Officer of the Company

1.2 Certification of the person responsible for the supplement to the registration document

"*I hereby certify that the information contained in this supplement to the registration document is, to my knowledge, accurate and contains no omission that might alter its scope.*"

On October 4, 2021

Michel Paulin, Chief Executive Officer

3. RISK FACTORS

The second paragraph of the risk factor "*There are risks associated with OVHcloud's outstanding and future indebtedness**" of Section 3.6, "*Financial and accounting risks*" of the Registration Document is amended as follows:

On September 24, 2021, a new unsecured debt facilities agreement of a principal amount of €920 million (the "**New Debt**") was entered into between OVHcloud and a pool of banks. The New Debt includes a 4.00 to 1.00 leverage ratio covenant (based on the ratio of net financial debt to adjusted EBITDA) that imposes certain operating and financial restrictions on OVHcloud. The ratio may, however, exceed 4.00 to 1.00, a maximum of two times over the life of the facilities, for two consecutive periods following an acquisition, provided that the enterprise value of the acquisition exceeds €10 million and the leverage ratio does not exceed 4.50 to 1.00.

8. LIQUIDITY AND CAPITAL RESOURCES

The first three paragraphs of subsection 8.5.2, "*The refinancing*" of the Registration Document are replaced as follows:

On September 24, 2021, OVHcloud entered into a new debt facilities agreement (the "**New Debt Facilities Agreement**") with a pool of banks for a €920 million unsecured refinancing package. The facilities are fully committed and are available to OVHcloud subject to the satisfaction of certain conditions precedent (including the completion of OVHcloud's initial public share offering). OVHcloud entered into the refinancing to take advantage of the favorable market conditions and the evolution of its credit profile in connection with its initial public offering. The release of the securities—described in Note 5.1 to the FY2018-2019-2020 consolidated financial statements, included in Chapter 18 of the Registration Document, "*Financial Information Concerning the Company's Assets and Liabilities, Financial Position, Profits and Losses*"—will take place upon the refinancing of the syndicated loan.

The credit facilities include a term loan (the "**New Term Loan**") in the amount of €500 million and a revolving credit facility (the "**New Revolving Credit Facility**") in the amount of €420 million. These amounts will be used primarily to repay in full the amounts outstanding under the Existing Facilities Agreement, as of the date on which the loans are drawn for the first time, as well as the remaining Euro private placement bonds. The New Debt Facilities Agreement provides for additional uncommitted term and revolving loans (the "**Uncommitted Facilities**") subject to meeting certain conditions.

The New Revolving Credit Facility and the Uncommitted Facilities will be made available to OVHcloud and any of its wholly-owned subsidiaries which will have acceded to the New Debt Facilities Agreement as borrower (the "**Additional Borrowers**"). The obligations of the Additional Borrowers will be guaranteed by OVHcloud and any Additional Borrower will have to guarantee the obligations of OVHcloud and the other Additional Borrowers (subject to customary limitation language).

A description of the features of this refinancing is provided in Section 8.5.2, "*The refinancing*" of the Registration Document.

10. TREND INFORMATION

The last paragraph of the subsection, "*Growth prospects for FY2022*" in Section 10.3, "*Medium-term prospects*" of the Registration Document (p. 124 of the English translation of the Registration Document) is replaced as follows:

OVHcloud expects that its initial public offering will include a primary share issuance component in the amount of approximately €350 million. This capital increase and the refinancing described in Chapter 8, "*Liquidity and Capital Resources*" of the Registration Document, should result in a leverage ratio (net financial debt to adjusted EBITDA) of less than 1.5 immediately after OVHcloud's initial public offering.

11. PROFIT FORECASTS OR ESTIMATES

Chapter 11, "*Profit forecasts or estimates*" of the Registration Document is replaced in its entirety as follows:

The following discussion presents estimates for some key indicators of OVHcloud for the fiscal year ending August 31, 2021.

11.1 Basis of preparation of estimated financial data

The Group's estimated financial data for the year ending August 31, 2021 have been prepared using a process similar to that normally used to prepare the Group's consolidated financial statements.

As of the date of this document, the consolidated financial statements for the year ended August 31, 2021 have not been approved by the Board of Directors of the Company and will be done so in accordance with the regulatory timetable for publication of the annual financial report around the middle of November; this publication date will be available on the Company's website as of the date of settlement-delivery of the offer. This information is not derived from consolidated financial statements that have been approved by the company.

The estimated financial data presented in this Chapter 11 may differ from that derived from the consolidated financial statements, in particular with respect to their verification.

These estimated financial data have been prepared using the accounting principles and methods that will be applied by the Group for the preparation of its consolidated financial statements for the year ending August 31, 2021, based on the IFRS standards and interpretations published by the International Accounting Standards Board (IASB) as adopted in the European Union and mandatorily applicable on September 1st, 2020.

This estimated financial data should be read in conjunction with the accounting policies set out in the consolidated financial statements for the years ended August 31, 2020, 2019 and 2018 included in Chapter 18 of the Registration Document. The estimate of earnings has been determined and prepared on a basis comparable to historical financial information and in accordance with the Group's accounting policies.

11.2 Estimated financial data for the year ending August 31, 2021

Based on the information available as of the date of this Supplement to the Registration Document, OVHcloud's consolidated revenue for FY2021 is estimated to be €663 million, compared to €632 for FY2020. Revenue for FY2021 was impacted by €28.1 million by the Strasbourg fire, including €5.2 million in credit notes for interrupted services that were billed to customers in March and April 2021, €2.9 million of revenues for services that it was unable to provide and did not bill, and €20.0 million in vouchers for free services following the Strasbourg fire used as of August 31, 2021 (*see Section 7.6.1, "Impact of the Strasbourg fire" of the Registration Document*). €7.8 million of free service vouchers remain outstanding as of August 31, 2021.

OVHcloud's estimated revenues for FY2021 represents a growth rate of 4.9% compared to FY2020, taking into account the impact of the Strasbourg fire. Excluding the €28.1 million impact of the Strasbourg fire mentioned below, the growth rate of revenue would have been 9.4%. This growth rate was also impacted by a negative exchange rate effect and specific factors related to the American entities in FY2020. These factors accounted for approximately 0.7 point and 1.9 point, respectively, of revenue growth in FY2021 (*see Section 7.6.2, "Revenue" of the Registration Document*).

From an operational point of view, apart from the specific factors described above, OVHcloud achieved a good commercial performance over FY2021, confirming the trends already observed over the first nine months of the fiscal year, with an increase in ARPAC (excluding the direct impact of the fire in Strasbourg) and net growth in the number of average customers at a comparable scope over the fiscal year in all three segments (in particular in Public Cloud)

Public Cloud, which is the main contributor to growth, will see its share of Group revenue increase to a level above 14% (compared with 13% in FY 2020).

Private Cloud is the segment most impacted by the credit notes and vouchers following the fire in Strasbourg and should see its contribution decrease compared to FY 2020. However, performance in the last quarter benefited from low customer attrition despite this event and a continued improvement in ARPAC.

The Web cloud and other segment maintained a relatively stable contribution to revenues compared to the previous year.

France showed lower growth than that of the other geographical segments, illustrating the greater exposure to the impact of the Strasbourg fire and the international development of the business. Growth in the Rest of the World segment continues to be impacted by specific factors related to the U.S. entities in FY2020 (*see Section 7.6.2, "Revenue" of the Registration Document*).

The revenue retention rate is lower than that of previous years, FY2021 revenues having been negatively impacted by the credit notes and vouchers related to the Strasbourg fire. The revenue retention rate for FY2021 is approximately 100%. As such, it is not fully representative of customer retention performance, as the Group suffered relatively low customer attrition following the fire in Strasbourg. Excluding the impact of the credit notes and vouchers relating to the Strasbourg fire, OVHcloud estimates that its revenue retention rate would have been around 103%, *i.e.*, the same level as that of FY2020.

The adjusted EBITDA margin for FY2021 is estimated to be between 38% and 40% of revenues. After deducting share-based compensation expenses and expenses resulting from the deferral of earn-outs, the current EBITDA margin for the same period is estimated to be between 35% and 37% of revenues.

The decrease in the current EBITDA margin between FY2020 and FY2021 is explained primarily by :

- The effect of the impacts of the Strasbourg fire on revenue (described above). Expenses directly related to the Strasbourg incident, as well as income from the lump sum indemnity provided by the Group's insurers, are recognized as other non-recurring operating income and expenses and therefore do not affect the current EBITDA margin.
- An increase charges for share-based payments compared to FY2020, due primarily to the accelerated vesting mechanism of the Group's free share allocation plan (see Note 4.27 to the consolidated financial statements for the years ended August 31, 2020, 2019 and 2018 and Note 4.18 to the interim financial statements as of and for the nine months ended May 31, 2021, included in Chapter 18 of the Registration Document), as the Company's initial public offering was considered probable as of August 31, 2021.

Current EBITDA margin and adjusted EBITDA margin were impacted by an increase in sales and marketing costs as a percentage of revenue, consistent with OVHcloud's business strategy, partially compensated for by better absorption of direct costs and general and administrative expenses. With respect to the development of new products, the Group also capitalized more personnel costs over the course of FY2021 compared to FY2020.

Adjusted for the effect of the impacts of the Strasbourg fire on revenue and the increase of share-based compensation expenses, current EBITDA margin remained relatively stable as a percentage of revenue, as adjusted for the effects of the Strasbourg fire.

The growth in revenues led to a mechanical increase in the amount of customer receipts, most of which are paid in advance at the time the service is initiated. As a result, the change in working capital is expected to provide positive cash flow estimated at more than €5 million for FY2021 (excluding, as of August 31, 2021, the insurance receivable of €58 million). With regard to capex, the level is expected to be in the following ranges for FY2021:

- between 16% and 20% of revenues for recurring capex (investments related to the Strasbourg fire are not included in recurring capex); and
- between 30% and 34% of revenues for the growth capex, including certain investments related to the Strasbourg fire and the investments of the hyper-resilience plan adopted following the fire.

Net financial debt as of August 31, 2021 (excluding lease rights-of-use under IFRS 16) is expected to be €656.1 million.

11.3 Report of the statutory auditors on the profit forecast (current EBITDA) relating to the financial year ended on August 31, 2021

Statutory auditors' report on the profit estimates (current EBITDA) for the year ended 31 August 2021.

This is a free translation into English of the statutory auditors' report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and is construed in accordance with, French law and professional standards applicable in France.

To the Chief executive,

In our capacity as Statutory Auditors of your company and in response to your request, we hereby report to you on the profit estimates (current EBITDA) of OVH Groupe S.A. (the "Company") for the period from 1 September 2020 to 31 August 2021 set out in section 11 of the supplement to the registration document.

It is your responsibility to compile the profit estimates, in accordance with the requirements of Commission Regulation (EU) n°2017/1129 1129 supplemented by Commission Delegated Regulation (EU) n°2019/980 and ESMA's recommendations on profit estimates.

It is our responsibility to express an opinion, based on our work, as to the proper compilation of these estimates.

We performed the work that we deemed necessary according to the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagement. Our work included an assessment of procedures undertaken by management to compile the profit estimates as well as the implementation of procedures to ensure that the accounting policies used are consistent with the policies to be applied by the Company for the preparation of the definitive financial statements for the year ended 31 August 2021. Our work also included gathering information and explanations that we deemed necessary in order to obtain reasonable assurance that the profit estimates have been properly compiled on the basis stated.

Since the profit estimates may be affected by facts or events discovered or occurring after this report is issued, the final financial statements could differ from the estimates presented and we do not express an opinion as to whether the actual results achieved will correspond to those shown in the profit estimates.

In our opinion:

a) the profit estimates have been properly compiled on the basis stated; and

b) the basis of accounting used for the preparation of the profit estimates is consistent with the accounting policies to be applied by the Company for the preparation of its consolidated financial statements for the year ended 31 August 2021.

This report has been issued solely for the purposes of:

- the approval of the supplement to the registration document by the AMF,
- and, the admission to trading on a regulated market, and/or a public offer, of securities of the Company in France and in other EU member states in which the prospectus approved by the AMF would be notified;

and cannot be used for any other purpose.

The statutory auditors

French original signed by

Paris La Défense, October 4, 2021	Neuilly sur Seine, October 4, 2021
KPMG Audit *Département de KPMG S.A.*	Grant Thornton *Membre français de Grant Thornton international*

Jacques Pierre *Associé*	François Bloch *Associé*	Vincent Papazian *Associé*	Pascal Leclerc *Associé*

12. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND MANAGEMENT

Subsection a) of Section 12.1, "*Composition of management and supervisory bodies*" of the Registration Document is completed with the following information:

Composition of the Board of Directors

The Company has submitted the appointment of Sophie Stabile as director to a general meeting to be held before the date of admission of the Company's shares to trading on the regulated market.

Sophie Stabile is the Group Financial Officer of Lagardère. She began her career holding several positions with Deloitte, before holding various management positions within the Accor group through 2018. In particular, she held the position of Managing Director of HotelsServices France and Switzerland before being appointed to the position of Group Finance Officer and a member of the executive committee of Accor. She is a graduate of the École Supérieure de Management and Finance.

Information concerning the appointments and positions held by Sophie Stabile are listed below.

Name	Nationality	Business address	Expiration date of term of office	Main position within the Company	Number of officer positions currently held in other listed companies	Independent director (as defined in the AFEP-MEDEF Code)	Positions (as director or otherwise) held outside the Company during the last 5 years
Sophie Stabile	French	4 rue de Presbourg, 75016 Paris	General Shareholders' Meeting held to approve the financial statements for the fiscal year ending August 31, 2025	Independent director	Independent director and chairman of the audit committee of Sodexo	X	Positions (as officer or otherwise) held at the date of this Supplement to the Registration Document: *Within the Group:* N/A *Outside the Group:* Group Finance Officer of Lagardère Independent director and chairman of the audit committee of Sodexo Independent director and chairman of the appointment committee of BpiFrance Treasurer and director of the *Institut Français des administrateurs* *Gérante* of Révérence EURL (investment and consulting company (since 2018)) Positions (as officer or otherwise) during the last five years that are no longer held: *Within the Group:* N/A *Outside the Group:* Chairman of the supervisory board (*conseil de surveillance*) of Orbis Member of the board of directors of Ingenico *Directrice Générale* of HotelsServices France and Switzerland *Directrice Financière* and member of the *comité exécutif* of Accor Member of the supervisory board (*conseil de surveillance*) of Unibail-Rodamco-Westfield Independent director of BPI Investissement Member of the supervisory board (*conseil de surveillance*) of Altamir

The Board of Directors has evaluated the independence of Sophie Stabile with respect to the criteria in the AFEP-MEDEF Code, to which the Company intends to comply as of its initial public offering, and has concluded that she was independent, as summarized in the table below.

Independence of Directors	Sophie Stabile
Criterion 1: Not to be or have been an employee or corporate officer during the previous five years	√
Criterion 2: Not to hold conflicting positions	√
Criterion 3: Not to have significant business relationships	√
Criterion 4: Not to have any close family ties with a corporate officer	√
Criterion 5: Not to have been an auditor of the Company during the previous five years	√
Criterion 6: Not be a director of the Company for more than 12 years	√
Criterion 7: Status of the non-executive director executive officer: may not receive variable compensation in cash or securities or any compensation linked to the performance of the Company	√
Criterion 8: Status of the significant shareholder: may not participate in the control of the Company	√
Independent director under the AFEP-MEDEF Code criteria	**Yes**

In this table: "✓" signifies that an independence criterion is satisfied and "✗" signifies that an independence criterion is not satisfied.

This appointment completes the composition of the Company's Board of Directors, as contemplated in the Registration Document.

As a result, as from its initial public offering, the Company will have a Board of Directors comprised of 9 members, of whom 4 were nominated by the Klaba family: Octave Klaba (*Président*), Miroslaw Klaba, Henryk Klaba and Michel Paulin (*Directeur général*), as well as 5 independent directors (Bernard Gault (*administrateur référent*), Isabelle Tribotté, Corinne Fornara, Diana Einterz and Sophie Stabile) (*i.e.*, a majority of independent directors).

The Board of Directors will include 4 women out of its 9 members, *i.e.*, greater than the 40% minimum required by law.

The Company has decided to submit to the vote of its General Shareholders' Meeting to be held prior to the admission of the Company's shares to trading on the regulated market of Euronext Paris, a proposed modification of the term of office of the directors in order to allow for the staggered renewal of the terms of office of the directors, subject to the admission of the Company's shares to trading on the regulated market of Euronext Paris. As a result, the duration of the appointments of the directors would be as follows:

- Miroslaw Klaba: 1 year, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2022;
- Isabelle Tribotté: 1 year, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2022;
- Henryk Klaba: 2 years, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2023;

- Sophie Stabile: 2 years, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2023;
- Corinne Fornara: 3 years, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2024;
- Bernard Gault: 3 years, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2024; and
- Diana Einterz: 3 years, *i.e.*, until the end of the annual ordinary general meeting held to approve the financial statements for the financial year ending August 31, 2024;

the terms of office of Michel Paulin and Octave Klaba remain unchanged.

In addition, two directors representing the employees will be appointed within six months of the initial public offering.

Shares held

As of the date of this Supplement to the Registration Document, directors must hold, in accordance with the Board of Directors' internal regulations, a minimum of 1,000 shares and will have a period of six months from the date of their appointment to acquire these shares.

As of the date of this Supplement to the Registration Document, none of the directors intended to hold such office as of the date of admission of the Company's shares to trading on the regulated market of Euronext Paris, holds directly or indirectly shares of the Company, with the exception of Octave Klaba, Miroslaw Klaba and Henryk Klaba, who are direct and indirect shareholders of the Company as indicated in Chapter 16 "*Major shareholders*" of the Registration Document, Mr. Bernard Gault who holds 46,150 Class A Preferred Shares and 1 Class C Preferred Share, and Mr. Michel Paulin, who is a direct and indirect shareholder of the Company and holds 861,562 Ordinary Shares and 92,592 shares of the company MANOVH.

Non-voting members of the Board of Directors

It is expected that Karim Saddi and Jean-Pierre Saad will be appointed as non-voting members of the Board of Directors as of the completion of the initial public offering. The non-voting members of the Board of Directors will not be compensated and will participate in the work of Board of Directors without voting rights. They will not, at this stage, have specific assignments.

Karim Saddi is Co-Chairman and Managing Director of TowerBrook, Co-Chairman of the Portfolio Committee and a member of the Management Committee. Mr. Saddi was a member, and later a partner, of Soros Private Equity. Prior to that, he was a member of the mergers, acquisitions and restructurings department of Morgan Stanley Dean Witter in London and Los Angeles. Karim Saddi is a graduate of HEC Paris.

Jean-Pierre Saad joined KKR in 2008 and is currently a partner in the Private Equity department in London and a member of the European Private Equity platform where he leads the Technology - Media – Telecommunications divisions. He is also a member of the European Private Equity Investment Committee, the Portfolio Management Committee and KKR's Investment Committee for Next Generation Technologies. He led KKR's investments in Cegid, Devoteam, Masmovil, Exact, OVH, SoftwareONE and United Group and was previously involved in NXP Semiconductors, Acteon, Van Gansewinkel and Legrand. He currently sits on the board of directors of Cegid, Castillon (Devoteam), Masmovil, Exact, OVH and SoftwareONE. Prior to joining KKR, he worked in the telecom and media team of Lehman Brothers in London. Jean-Pierre Saad holds a Grande Ecole diploma from HEC Paris as well as an engineering degree with honors in computer science and communications from the American University of Beirut.

Name	Nationality	Business address	Expiration date of term of office	Main position within the Company	Number of officer positions currently held in other listed companies	Positions (as director or otherwise) held outside the Company during the last 5 years
Karim Saddi	French	1 St James's Market, Carlton Street, London SW1Y 4AH, United Kingdom	General Shareholders' Meeting held to approve the financial statements for the fiscal year ending August 31, 2025	Non-voting director	N/A	<u>Positions (as officer or otherwise) held at the date of this Supplement to the Registration Document:</u> *Within the Group:* N/A *Outside the Group:* Member of the Supervisory Board of Talan Holding SAS Director of TowerBrook Capital Partners Limited Director of Sabena Technics Participations SAS Director of EasyInvest 1 SAS (JJA) Member of the Supervisory Board of Aernnova Aerospace Corporation SA Director of Canosque Holdings SAS (La Maison Bleue) Director of Infopro Digital Group BV Director of TCP Kaporal Holding <u>Positions (as officer or otherwise) during the last five years that are no longer held:</u> *Within the Group:* N/A *Outside the Group:* Director of Metallo Holdings 1 B.V., Metallo Holdings 2 B.V. and Metallo Holdings 3 B.V. (Metallum) Director of GSE (Luxembourg) Sarl Director of Comidas Holdings 1 B.V. (Van Geloven)

Jean-Pierre Saad	Belgian	18 Hanover Square, London, W1S 1JY, United Kingdom	General Shareholders' Meeting held to approve the financial statements for the fiscal year ending August 31, 2025	Non-voting director	Director and member of the audit committee of SoftwareONE Holding AG	Positions (as officer or otherwise) held at the date of this Supplement to the Registration Document: *Within the Group:* N/A *Outside the Group:* Partner of KKR Management LLP Director of KKR Saudi Limited Director of Claudius France SAS (Cegid) Director of Castillon SAS (Devoteam) Director of Lorca JVCO Limited (Masmovil) Director of Exact Group B.V. Director and member of the audit committee of SoftwareONE Holding AG Positions (as officer or otherwise) during the last five years that are no longer held: *Within the Group:* N/A *Outside the Group:* Director of United Group B.V.

The subsection, "*Family relationships between members of the Board of Directors*" of Section 12.1, "*Composition of management and supervisory bodies*" of the Registration Document is completed as follows:

As of the date of the Registration Document, to the Company's knowledge, there are no family relationships among the non-voting members of the Board of Directors and the members of the Board of Directors or members of the Company's senior management.

Section 12.2, "*Statements relating to the Board of Directors and Senior Management*" of the Registration Document is completed as follows:

In addition, to the best of the Company's knowledge, over the last five years (i) no conviction for fraud has been handed down against any of the non-voting members of the Board of Directors; (ii) no non-voting member of the Board of Directors has been associated with a bankruptcy, receivership, liquidation or placement of companies under judicial administration; (iii) no official public incrimination and/or sanction has been pronounced against the non-voting members of the Board of Directors by judicial or administrative authorities (including designated professional bodies); and (iv) no non-voting member of the Board of Directors has been prevented by a court from acting as a member of an administrative, management or supervisory body of an issuer or from intervening in the management or conduct of the affairs of an issuer.

Section 12.3, "*Conflicts of interest*" of the Registration Document is completed as follows:

The non-voting members of the Board of Directors were appointed on the proposal of Spiral Holdings B.V. and Spiral Holdings S.C.A.

14. OPERATION OF THE ADMINISTRATIVE AND MANAGEMENT BODIES

Section 14.4, "*Board committees*" of the Registration Document is completed as follows:

It is expected that, as of the admission to trading of the Company's shares on the regulated market of Euronext Paris, the committees of the Board of Directors will be composed as follows:

- ***Audit Committee:***
    - Sophie Stabile (chairman)
    - Corinne Fornara
    - Miroslaw Klaba

- ***Nomination, Remuneration and Governance Committee:***
    - Bernard Gault (chairman)
    - Isabelle Tribotté
    - Sophie Stabile
    - Octave Klaba
    - Henryk Klaba

- ***Strategic and ESG Committee:***
    - Octave Klaba (chairman)
    - Isabelle Tribotté
    - Diana Einterz
    - Michel Paulin
    - Miroslaw Klaba

16. MAJOR SHAREHOLDERS

The last paragraph of Section 16.5, "*Shareholders agreements*" of the Registration Document is completed as follows:

Octave Klaba, Miroslaw Klaba, Henryk Klaba and Halina Wachel (Klaba (married name)) directly or through their personal holding companies, have agreed on the main terms of the family shareholders agreement to be entered into in the weeks following the date of the initial public offering (the "**Shareholders Agreement**"). The purpose of the Shareholders Agreement is to organize the exercise of the rights of the Founders with respect to the governance of the Company (in accordance with the recommendations of the AFEP-MEDEF Code) and to define certain restrictions on the transfer of the Company's securities held directly or indirectly by the parties to the Shareholders Agreement.

The Shareholders Agreement will expire on December 31, 2022 and is intended to be replaced by a new family shareholder agreement comprising the children of Octave Klaba and Miroslaw Klaba and including certain restrictions on the transfer of securities of the Company held directly or indirectly by the parties to the shareholders agreement.

Governance

The parties undertake to ensure that the Board of Directors of the Company will be composed of at least four directors (including the Chairman) appointed on a proposal of the Klaba family. These directors will be appointed by the Founders and will include Octave Klaba, Miroslaw Klaba and Henryk Klaba (the "**Founders**") and, as of the date of the initial public offering, Mr. Michel Paulin. The parties undertake to ensure that the directors appointed by the family will vote for the appointment of Octave Klaba as Chairman of the Board of Directors. The Founders also agree to coordinate on the appointment of candidates as directors and the parties agree to vote at the Board of Directors and the general meeting in favor of the candidates approved as a result of such coordination.

The Shareholders Agreement also provides for an obligation to coordinate so as to reach a common position on decisions to be adopted by the Board of Directors and the general meeting, and a commitment to vote at the general meeting in favor of resolutions approved by the directors appointed by the family.

Finally, the Shareholders Agreement provides that in the event of the termination of the office of Michel Paulin, the family, acting in concert, will submit to the Board of Directors the appointment of his successor following an agreement between the Founders and on the proposal of Octave Klaba. Additionally, the Shareholders Agreement provides that the Founders' vote in favor of the dismissal of the Chief Executive Officer must be agreed upon in advance through an agreement among the Founders.

Transfers of securities

Undertaking to retain shares*:* The Shareholders Agreement provides for an undertaking not to transfer, whether directly or indirectly, securities held until December 31, 2022, with the exception of securities which must be transferred in connection with the initial public offering and transfers of securities by a party to a family holding company controlled by such party.

Promise to sell in the event of death*:* The parties will benefit from a promise to sell the securities transferred to a third party to the Shareholders Agreement in the event of the death of one of the parties at a price equal to the weighted average price over the last 20 trading days, which may be exercised during a period of six (6) months from the date of death, with the exception of direct or indirect transfers to descendants or spouse.

19. ADDITIONAL INFORMATION

Subsection 19.1.1, "*Subscribed share capital and authorized but unissued share capital*" of the Registration Document is completed as follows:

The Company has submitted the following financial delegations to the vote of its general meeting to be held on the date of the pricing of the shares on the regulated market of Euronext Paris:

Nature of the resolution	Maximum duration	Maximum nominal amount
Authorization to the Board of Directors to trade in the Company's shares, subject to the condition precedent of the admission of the Company's shares to trading on the regulated market of Euronext Paris	18 months	Maximum offering price : 200% of the Share price in the initial public offering €50 million
Authorization to the Board of Directors to reduce the share capital by cancelling treasury shares, subject to the condition precedent of the admission of the Company's shares to trading on the regulated market of Euronext Paris	26 months	Up to 10% of the share capital per 24 months
Delegation of authority to the Board of Directors to decide to increase the capital of the Company or of another company by issuing shares and/or securities giving immediate or future access to the capital, with preferential subscription rights	26 months	€70 million[1] €1 billion in respect of debt securities giving access to the capital issued on the basis of this delegation
Delegation of authority to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital, without pre-emptive subscription rights, by means of a public offering other than the public offerings referred to in 1° of Article L.411-2 of the French Monetary and Financial Code	26 months	€35 million[1] €1 billion in respect of debt securities giving access to the capital issued on the basis of this delegation
Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the capital, without pre-emptive subscription rights, by means of a public offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, subject to the condition precedent of admission of the Company's shares to trading on the regulated market of Euronext Paris	26 months	€35 million[1][2] €1 billion in respect of debt securities giving access to the capital issued on the basis of this delegation
Possibility of issuing shares and/or securities giving immediate or future access to shares to be issued by the Company as consideration for contributions in kind consisting of equity securities or securities giving access to the capital, subject to the condition precedent of the admission of the Company's shares to trading on the regulated market of Euronext Paris	26 months	10% of share capital[1]

Nature of the resolution	Maximum duration	Maximum nominal amount
Determination of the issue price, within the limit of 10% of the capital per year, in the context of an increase in the share capital by the issue of equity securities with cancellation of preferential subscription rights, subject to the condition precedent of the admission of the Company’s shares to trading on the regulated market of Euronext Paris	12 months	10 % of share capital per year(3)
Delegation of authority to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or any other amounts, subject to the condition precedent of the admission of the Company's shares to trading on the regulated market of Euronext Paris	26 months	€100 million
Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights	26 months	15% of the initial issuance (1)(3)
Delegation of authority to the Board of Directors to decide to increase the Company's capital by issuing shares and/or securities giving immediate or future access to the capital, without preferential subscription rights, reserved for members of savings plans	26 months	1% of share capital (1)
Authorization to the Board of Directors to grant stock options to employees and officers of the Group or to some of them, subject to the condition precedent of the admission of the Company’s shares to trading on the regulated market of Euronext Paris	38 months	2% of share capital (1), provided that it does not exceed 0.40% of the share capital for corporate officers
Authorization to the Board of Directors to make free allocations of existing shares or shares to be issued to employees and officers of the Group or to some of them, subject to the condition precedent of the admission of the Company’s shares to trading on the regulated market of Euronext Paris	38 months	2% of share capital(1)(4), provided that it does not exceed 0.40% of the share capital for corporate officers

(1) The maximum aggregate amount of capital increases that may be carried out under this authorization shall be deducted from the overall cap of €70 million.

(2) The maximum aggregate amount of capital increases that may be carried out under this delegation of authority shall be deducted from the cap of €35 million set for the increase in the Company’s capital by the issue of shares and/or securities giving immediate or future access to the capital, without preferential subscription rights, by public offering other than the public offerings referred to in 1° of Article L.411-2 of the French Monetary and Financial Code.

(3) The maximum aggregate amount of capital increases that may be effected pursuant to this delegation shall be deducted from the ceiling stipulated in the resolution under which the initial issue is decided.

(4) The maximum aggregate amount of capital increases that may be effected under this delegation shall be deducted from the ceiling stipulated in the resolution under which stock options are granted to employees and officers of the Group or to some of them, subject to the condition precedent of the admission of the Company's shares to trading on the regulated market of Euronext Paris.

The paragraph relating to the directors representing employees of subsection 19.2.2, "*Provisions of the bylaws relating to administrative and management bodies – Internal regulations of the Board of Directors*" of the Registration Document is replaced by the following paragraph:

The Company intends to adopt the following statutory clause at the general meeting to be held on the day of the determination of the offering price of the shares in the framework of the initial public offering:

In addition, the Board of Directors comprises one director representing the employees when the number of members of the Board of Directors, calculated in accordance with Article L. 225-27-1, II of the French Commercial Code, is less than or equal to eight, or two directors representing the employees when this number is greater than eight. The number of members of the Board of Directors to be taken into account in determining the number of directors representing the employees is assessed on the date of appointment of the director(s) representing the employees.

The director(s) representing the employees are appointed by the Company's social and economic committee or, if the Company belongs to an economic and social unit, by the joint social and economic committee of the economic and social unit to which the Company belongs, in accordance with the conditions provided for in Articles L. 225-27-1 *et seq*. of the French Commercial Code and this article. In accordance with Article L. 225-27-1, II of the French Commercial Code, when the social and economic committee appoints two directors representing the employees, it must appoint one woman and one man.

The term of office of the director representing the employees is of 4 years from the date of appointment. Such office is renewable without limitation.

The reduction to eight, or less than eight, of the number of directors appointed in accordance with the conditions mentioned in Article L. 225-18 of the French Commercial Code has no effect on the term of office of the second director representing the employees, which shall expire at the end of its term. In that case, he or she is not renewed or replaced.

The director(s) representing the employees is/are not taken into account for the determination of the minimum and maximum number of directors provided for by the French Commercial Code, nor for the application of the first paragraph of Article L. 225-18-1 of the French Commercial Code. The term of office of the director(s) representing the employees shall be early terminated under the conditions provided for by the laws and regulations in force and this article. By exception, in the event of termination of the employment contract in the context of an intra-group transfer, provided that the new employment contract is entered into with the Company or one of its direct or indirect subsidiaries whose registered office is located in France, the term of office shall remain in force.

If the conditions for the application of Article L. 225-27-1 of the French Commercial Code are no longer satisfied at the end of a financial year, the term of office of the director(s) representing the employees shall expire immediately following the meeting at which the Board of Directors acknowledges that the Company is no longer covered by the provisions of Article L. 225-27-1 of the French Commercial Code.

If the seat of director representing employees becomes vacant for any reason whatsoever, such vacant seat shall be filled in accordance with the conditions provided for in Article L. 225-34 of the French Commercial Code. Until the date of replacement of the director(s) representing the employees, the Board of Directors may validly meet and deliberate. In addition to the provisions of the second paragraph of Article L. 225-29 of the French Commercial Code, it is specified, where necessary, that the absence of appointment of a director representing the employees by the social and economic committee does not affect the validity of the deliberations of the Board of Directors.

Subject to the provisions of this article and the legislative and regulatory provisions in force, the directors representing the employees have the same status, the same rights and the same responsibilities as the other directors.

These stipulations shall apply as long as the Company falls within the scope of the provisions of Article L. 225-27-1 of the French Commercial Code (or any legal provision having the same purpose that may follow this article).

ERRATUM

- In the fourth paragraph of section 5.1 (page 32) of the English translation of the Registration Document, the sentence "*OVHcloud recorded 52% of its FY2020 revenues from clients in France, 28% elsewhere in Europe, and 20% in the Rest of the World*." is replaced by the following sentence: "*OVHcloud recorded 52% of its FY2020 revenues from clients located in France, 28% from clients located elsewhere in Europe, and 20% from clients located in the rest of the world*."

- In the first paragraph of subsection 7.8.2.2 (page 99) of the English translation of the Registration Document, the sentence: "*Total average headcount fell from 2,359 over FY2018 to 2,079 over FY2019*." is replaced by the following sentence: "*Total average headcount fell from 2,359 at the end of FY2018 to 2,079 at the end of FY2019."*

- In the first paragraph of subsection 8.5.2 (page 112) of the English translation of the Registration Document, the sentence: "*The facilities are fully committed and will be executed prior to OVHcloud's initial public share offering*" is replaced by the following sentence: "*The facilities are fully committed and the agreements will be executed before OVHcloud's initial public offering*".