

OVH GROUPE

Société anonyme with a share capital of €189,898,056
Registered office: 2 rue Kellermann, 59100 Roubaix, France
Trade and Companies Register of Lille Métropole: 537 407 926
(the “Company”)

ORDINARY GENERAL MEETING OF FEBRUARY 15, 2022 DRAFT RESOLUTIONS

First resolution: (Approval of the financial statements for the fiscal year 2021)

The General Meeting, having reviewed the reports of the Board of Directors and of the statutory auditors, approves, as they were presented, the financial statements for the year ended August 31, 2021, comprising the balance sheet, income statement and notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 quater of the French Tax Code, the General Meeting approves the expenses and charges referred to in Article 39-4 of the said Code, which amount to a total of 66,598 euros and which generated a theoretical tax charge estimated at 17,648 euros.

Second resolution: (Approval of the consolidated financial statements for the fiscal year 2021)

The General Meeting, having reviewed the reports of the Board of Directors and of the Statutory Auditors, approves, as they were presented, the consolidated financial statements for the year ended August 31, 2021, comprising the balance sheet, income statement and notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution: (Allocation of the result of the fiscal year)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, and having noted that the financial statements ended August 31, 2021 and approved by this General Meeting show a profit for the financial year of 4,907,000 euros, decides to allocate the entire distributable profit to retained earnings.

In accordance with legal provisions, the General Meeting notes that no dividend has been distributed for the three fiscal years preceding the fiscal year 2021.

Fourth resolution: (Ratification of the appointment of Mr. Karim Saddi as observer of the Board of Directors of the Company)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, after having reviewed the report of the Board of Directors, decide to ratify, in accordance with Article 19 of the Company’s articles of association, the appointment made by the Board of Directors at its meeting of October 18, 2021, of Mr. Karim Saddi, as observer of the Board of Directors of the Company. This appointment will expire at the end of the general meeting called in 2026 to approve the accounts for the fiscal year ending August 31, 2025.

Fifth resolution: (Ratification of the appointment of Mr. Jean-Pierre Saad as observer of the Board of Directors of the Company)

The shareholders, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, after having reviewed the report of the Board of Directors, decide to ratify, in accordance with Article 19 of the Company’s Articles of Association, the appointment made by the

Board of Directors at its meeting of October 18, 2021, of Mr. Jean-Pierre Saad, as an observer of the Company's Board of Directors. This appointment will expire at the end of the general meeting called in 2026 to approve the financial statements for the fiscal year ending August 31, 2025.

Sixth resolution: (Approval of agreements covered by Articles L. 225-38 et seq. of the French Commercial Code)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the special report of the auditors on agreements subject to the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves this report in its entirety, as well as the new agreements referred to therein, approved by the Board of Directors during the fiscal year ended August 31, 2021 and subsequent to that date until December 15, 2021.

Seventh resolution: (Approval of the compensation policy applicable to directors for the fiscal year ending August 31, 2022)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report on corporate governance describing the elements of the compensation policy applicable to corporate officers, approves, in accordance with article L. 22-10-8, II of the French Commercial Code, the compensation policy applicable to directors established by the Board of Directors for the fiscal year ending August 31, 2022, as presented in the report on corporate governance included in the 2021 Universal Registration Document of the Company (Section 13.2.1).

Eighth resolution: (Approval of the compensation policy applicable to Chairman of the Board of Directors for the fiscal year ending August 31, 2022)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report on corporate governance describing the elements of the compensation policy applicable to corporate officers, approves, in accordance with article L. 22-10-8, II of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors established by the Board of Directors for the fiscal year ending August 31, 2022, as presented in the report on corporate governance included in the 2021 Universal Registration Document of the Company (Section 13.2.2).

Ninth resolution: (Approval of the compensation policy applicable to the Chief Executive Officer for the fiscal year ending August 31, 2022)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report on corporate governance describing the elements of the compensation policy applicable to corporate officers, approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer established by the Board of Directors for the fiscal year ending August 31, 2022, as presented in the report on corporate governance included in the 2021 Universal Registration Document of the Company (Section 13.2.2).

Tenth resolution: (Authorization to the Board of Directors to trade in the Company's shares)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, authorizes the Board of Directors, with powers to subdelegate within the law, in accordance with the provisions of Articles L. 225-210 et seq. and L. 22-10-62 of the French Commercial Code, to purchase or arrange for the purchase of the Company's shares, in particular with a view:

- to implement any Company's stock option plan under the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code or any similar plan; or

- to allocate or sell shares to employees in connection with their participation in the Company's growth or the implementation of any company or group savings plan (or similar plan) in accordance with the law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code; or
- to grant free shares under the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code; or
- generally, to meet obligations related to stock option programs or other allocations of shares to employees or officers of the issuer or an associated company; or
- to deliver shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other way; or
- to cancel all or part of the shares so purchased; or
- to deliver shares (in exchange, as payment or otherwise) in connection with external growth, merger, demerger or contribution transactions; or
- to the market making in the shares by an investment services provider under a liquidity contract in accordance with the accepted market practice established by the *Autorité des marchés financiers*.

This program is also intended to enable the implementation of any market practice that may be permitted by the *Autorité des marchés financiers*, and more generally, the completion of any other transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders by way of a press release.

The number of shares purchased by the Company may be such that, at the date of each repurchase, the total number of shares purchased by the Company since the beginning of the repurchase program (including those subject to the said repurchase) does not exceed 10% of the shares making up the Company's share capital on that date (taking into account transactions affecting it subsequent to the date of this General Meeting) it being specified that when shares are bought back to promote liquidity under the conditions defined by the general regulations of the *Autorité des marchés financiers*, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that date.

The shares may be acquired, sold or transferred at any time within the limits authorized by the legal and regulatory provisions in force, except during a public offering period, by any means, including on regulated markets, multilateral trading facilities, with systematic internalizers or over-the-counter, including by the acquisition or sale of blocks of shares, by public tender or exchange offers, or by the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalizers or over-the-counter, or by delivery of shares following the issue of securities giving access to the Company's capital by conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider, or in any other way (without limiting the portion of the buyback program that may be carried out by any of these means).

The purchase price of the shares under this resolution shall be 37 euros per share (or the equivalent value of this amount on the same date in any other currency or monetary unit established by reference to several currencies), this maximum price being applicable only to acquisitions decided on or after the date of this General Meeting and not to forward transactions entered into pursuant to an authorization granted by a previous general meeting and providing for acquisitions of shares subsequent to the date of this General Meeting.

The General Meeting delegates to the Board of Directors the power to adjust the maximum purchase price referred to above in the event of a change in the par value of the share, a capital increase by incorporation of reserves, an issue of free shares to shareholders, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption, or any other transaction affecting the share capital or shareholders' equity, in order to take account of the impact of such transactions on the value of the share.

The maximum amount of funds available for the share buyback program authorized above is set at 50 million euros.

The General Meeting grants full powers to the Board of Directors, with authority to subdelegate as permitted by law, to decide on and implement the present authorization, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback program, and in particular to place any stock market orders, enter into any agreements, and allocate or reallocate the shares acquired to the objectives pursued in accordance with the applicable laws and regulations, to set the terms and conditions according to which the rights of holders of securities giving access to the capital or other rights giving access to the capital will be preserved in accordance with the legal and regulatory provisions and, where applicable, with the contractual stipulations providing for other cases of adjustment, to make all declarations to the *Autorité des marchés financiers* and to any other competent authority and to carry out all other formalities and, in general, to do whatever is necessary.

This authorization is given for a period of eighteen (18) months from the date of this General Meeting.

This authorization cancels with effect from this day any unused portion of any previous authorization granted to the Board of Directors to trade in the Company's shares.

Eleventh resolution: (Powers in view of formalities)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, grants all powers to the holder of an original, copy or excerpt of the minutes of these deliberations to carry out all filings and formalities required by law.