

ADDITIONAL INFORMATION

7.1	General and legal information	252	7.3	Information concerning the statutory auditors	255
7.1.1	Corporate purpose (Article 2 of the bylaws)	252	7.3.1	Statutory auditors	255
7.1.2	Company name	252	7.3.2	Alternate statutory auditors	255
7.1.3	Registration location and registration number	252	7.4	Documents available to the public	256
7.1.4	Date of incorporation and term of the Company	252	7.5	Persons responsible /AFR/	256
7.1.5	Headquarters	252	7.5.1	Persons responsible for the Universal Registration Document and the annual financial report	256
7.1.6	Legal form	252	7.5.2	Statement by the person responsible for the Universal Registration Document	256
7.2	Main provisions of the bylaws and the internal regulations of the Board of Directors	253	7.6	Third-party information	257
7.2.1	Statutory provisions relating to management bodies	253			
7.2.2	Rights, privileges and restrictions attached to shares (Article 9, 11 and 12 of the bylaws)	254			

7.1 GENERAL AND LEGAL INFORMATION

7.1.1 Corporate purpose (Article 2 of the bylaws)

Pursuant to Article 2 of its bylaws, the Company's purpose is, in France and in all countries:

- ▶ all holding activities: management of shareholdings, development of the Group's policy and participation in the control of the Group's subsidiaries, performance of all administrative, legal, accounting or financial services for its subsidiaries;
- ▶ the acquisition of interests (participation) of the Company in all businesses or companies incorporated or to be incorporated, which may be directly or indirectly related to the corporate purpose, or to any similar or related purposes, and in particular businesses or companies whose corporate purpose may contribute to the realisation of the corporate purpose, and this by all means, in particular by way of incorporation of new companies, mergers, alliances or joint ventures; and
- ▶ more generally, all commercial, financial, real estate, or property transactions directly or indirectly relating to the corporate purpose and to any similar or related purposes.

7.1.2 Company name

As of the date of this Universal Registration Document, the legal name of the Company is OVH Groupe.

The Group generally presents itself under the name of its main brand, OVHcloud.

7.1.3 Registration location and registration number

The Company is registered with the Trade and Companies Register of Lille Métropole (RCS Lille Métropole) under number 537 407 926.

Its LEI (Legal Entity Identifier) number is 9695001J8OSOVX4TP939.

7.1.4 Date of incorporation and term of the Company

The Company was incorporated on 10 October 2011.

Its term is until 19 October 2110, and may be extended in accordance with applicable laws.

The financial year begins on 1 September and ends on 31 August of each year.

7.1.5 Headquarters

The Company's headquarters are located at its registered office at 2, rue Kellermann, 59100 Roubaix, France. The Company's telephone number is +33 (0) 3.20.82.73.32.

7.1.6 Legal form

As of the date of this Universal Registration Document, the Company is a public limited company (*société anonyme*). The law applicable to the issuer is French law.

7.2 MAIN PROVISIONS OF THE BYLAWS AND THE INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

7.2.1 Statutory provisions relating to management bodies

a) Provisions relating to the Board of Directors (Articles 13, 14, 15 and 16 of the bylaws and Articles 1, 2, 3, 4 and 5 of the internal regulations)

Composition

The Company is governed by a Board of Directors composed of at least three members and at most eighteen members elected by the Ordinary General Meeting pursuant to and subject to the exceptions stated by law.

The Board of Directors shall ensure that at least one third of its members are independent. It shall further ensure that at least two thirds of the members of the Audit Committee and more than half of the members of the Appointments and Compensation Committee are independent.

Appointment

During the Company's existence, directors shall be appointed, re-elected or removed from office under the conditions laid down by applicable laws and regulations and by the bylaws.

Each member of the Board of Directors shall hold at least 1,000 shares throughout his or her term of office and in any event within six (6) months of his or her appointment.

Directors are appointed for a 4-year term.

Directors representing employees

The Board of Directors includes in addition, 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 exceeds eight. The number of members of the Board of Directors to be taken into account to determine the number of directors representing employees is assessed on the date of appointment of the director(s) representing employees.

The director(s) representing employees are appointed by the Company's Social and Economic Committee or, when the Company belongs to an economic and social unit, by the common Social and Economic Committee of the economic and social unit to which the Company belongs, under the conditions provided for by Articles L. 225-27-1 *et seq.* of the French Commercial Code and of 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 employees, it must appoint a woman and a man.

The term of office of directors representing employees is four years from the date of their appointment. The term of office is renewable without limitation.

Subject to the provisions of this article and the laws and regulations in force, the directors representing employees have the same status, the same rights and the same responsibilities as the other directors, with the exception of the obligation to hold one thousand (1,000) Company shares, which does not apply to directors representing the employees.

Chairperson of the Board of Directors

The Board of Directors elects a Chairperson from among the members who are natural persons. The Chairman may not be older than 70 years old.

The Chairperson shall be appointed for a term that cannot exceed that of his or her term of office as director. He/she may be re-elected indefinitely, subject to the application of the age limit provision below regarding age limits. The Chairperson may be removed from office by the Board of Directors at any time.

The Board of Directors shall determine the amount, method of calculation and payment of the compensation of the Chairperson.

The Chairperson organises and manages the work of the Board of Directors, and reports on such work to the General Meeting. He/she oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the directors are able to carry out their duties.

Non-voting directors

The Board of Directors may appoint one or more non-voting members.

Non-voting members may be natural or legal persons. The term of office of non-voting members is determined by the Board of Directors in the appointment decision. The duties of non-voting members, including any compensation, shall be decided by the Board of Directors. The Board of Directors may entrust specific tasks to non-voting members. Non-voting members shall be eligible for re-election indefinitely. They shall be invited as observers to meetings of the Board of Directors and shall participate in discussions in an advisory capacity.

Powers of the Board of Directors

The Board of Directors shall perform the duties and exercise the powers conferred on it by law, by the Company's bylaws and by the internal regulations of the Board of Directors. The Board of Directors shall determine and monitor the implementation of the Company's overall business strategy. It shall examine any and all matters pertaining to the efficient operation of the Company and make decisions about any and all issues concerning the Company, within the limits of the Company's corporate purpose and except for those issues which, by law, can only be decided upon by shareholders at a general meeting. The Board of Directors shall perform any inspections and audits it deems necessary.

Compensation of members of the Board of Directors

The General Meeting may allocate compensation to the directors in a fixed annual amount, which it shall determine for the current period and/or later periods until a new decision replaces it. The Board of Directors may freely distribute such compensation among its members.

The Board of Directors may also allocate exceptional compensation, which shall be subject to the approval of the Ordinary General Shareholders' Meeting, for specific assignments or mandates given to directors (separately from compensation for participation in specialised Board committees).

b) Chief Executive Officer (Article 17 of the bylaws)

Method of management

The management of the Company is assumed, under his or her responsibility, either by the Chairman of the Board of Directors, or by another individual, appointed by the Board from Board members or outside the Board, who holds the title of Chief Executive Officer.

The Board of Directors chooses between these two methods of management at any time and at least each time the appointment of the Chief Executive Officer or the term of office of the Chairman expires when the Chairman also assumes senior management of the Company.

Shareholders and third parties shall be informed of this choice under the conditions required by the applicable regulations.

When management of the Company is performed by the Chairman of the Board of Directors, the following provisions concerning the Chief Executive Officer shall apply to the Chairman. In this case, he holds the title of Chairman-Chief Executive Officer.

Powers of the Chief Executive Officer

The Chief Executive Officer is vested with the most extensive powers to act in all circumstances in the name of the Company. He or she shall exercise those powers within the limits of the corporate purpose and subject to the powers attributed expressly to the shareholders' meeting and the Board of Directors by law and to the limitations set forth by the internal regulations of the Board of Directors.

He or she represents the Company in its relations with third parties. The Company is committed by the acts of the Chief Executive Officer which do not fall within the corporate purpose, unless it proves that the third party knew that the act exceeded this purpose or that the third party could not have been aware of this fact given the circumstances; simple publication of the bylaws is not sufficient to establish such proof.

Decisions of the Board of Directors limiting the powers of the Chief Executive Officer are not enforceable against third parties.

7.2.2 Rights, privileges and restrictions attached to shares (Article 9, 11 and 12 of the bylaws)

Voting rights

In accordance with the bylaws, each ordinary share gives the right to one vote at these General Meetings, the double voting right provided for in Article L. 22-10-46 of the French Commercial Code being expressly excluded.

Convening, participation and conduct of General Meetings

General Meetings shall be called and shall deliberate on the terms provided by law. Meetings shall be held either at the registered office or at another place stated in the notice of the call to a meeting.

Any shareholder has the right to attend General Meetings and participate in the deliberations personally or through an agent.

Any shareholder may participate at meetings in person or through his or her agent, under the conditions defined by the regulations in force, with proof of his or her identity and the ownership of his or her shares in the form of accounting registration under the conditions defined by the laws and regulations in force.

On the decision of the Board of Directors published in the notice of meeting to use such telecommunications methods, shareholders who attend the meeting *via* videoconference or other telecommunication or electronic transmission methods, including the Internet, which allow identification under the conditions required by the regulations in force, are deemed present for the calculation of quorum and majority.

Any shareholder may vote remotely or give his or her proxy pursuant to the regulations in force using a form prepared by the Company and sent to the Company under the conditions defined by the regulations in force, including electronic or broadcast transmission methods. This form must be received by the Company under the regulatory conditions to be counted.

Only the Extraordinary General Meeting is authorised to amend all provisions of the bylaws. The meeting rules by a two-thirds majority of the votes of the shareholders present, represented or voting by mail or means of distance communication. However, under no circumstances may the Extraordinary General Meeting increase the commitments of the shareholders unless this is done by unanimous vote of the shareholders. The Ordinary General Meeting is authorised to make decisions in all other cases. It rules by a majority of the votes held by the shareholders present, represented or who have voted by mail or means of distance communication.

Identifiable bearer securities

The Company, or its agent, is entitled, under the legal and regulatory conditions in force, either to request at any time, at its own expense, from the central depository which keeps the account for the issue of its securities, or directly from one or more intermediaries mentioned in Article L. 211-3 of the French Monetary and Financial Code, information under the conditions set out in Articles L. 228-2 *et seq.* of the French Commercial Code, regarding the owners of its shares and securities conferring an immediate or future right to vote in its own shareholders' meetings.

Crossing of statutory thresholds

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity, acting alone or in concert, who comes to hold or ceases to hold, directly or indirectly, a fraction equal to or greater than one percent (1%) of the Company's share capital or voting rights or any multiple of such percentage, including beyond the reporting thresholds provided for by laws and regulations and up to 50% of the share capital or voting rights, must inform the Company of the total number of shares and voting rights that it possesses as well as of securities giving access to the share capital and voting rights that are potentially attached thereto, by registered letter with return receipt requested sent to the Company's senior management at the registered office no later than the close of the fourth trading day following the day on which the threshold is crossed.

The thresholds referred to above shall be determined also taking into account indirectly held shares or voting rights and shares or voting rights having the same rights as the shares or voting rights held, as defined in Articles L. 233-7 *et seq.* of the French Commercial Code.

In the event of non-compliance with the above provisions, the sanctions provided for by law for the failure to comply with the obligation to report the crossing of legal thresholds shall apply to

the thresholds set forth in the bylaws only upon the request (recorded in the minutes of the General Shareholders' Meeting) of one or more shareholders holding at least five percent (5%) of the Company's share capital or voting rights.

The Company reserves the right to inform the public and the shareholders either of the information that shall have been provided to it or of the non-compliance by any person with the obligation set forth above.

7.3 INFORMATION CONCERNING THE STATUTORY AUDITORS

7.3.1 Statutory auditors

Grant Thornton

Represented by Pascal Leclerc and Vincent Papazian
29 rue du Pont
92200 Neuilly-sur-Seine
France

Grant Thornton is a member of Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre (the Regional Association of Auditors of Versailles and Centre).

Appointed statutory auditor by decision of the General Meeting of 26 January 2017, for a period of six financial years, *i.e.* until the Ordinary General Meeting called to approve the financial statements for the financial year ended 31 August 2022, on the recommendation of the Board of Directors, the renewal of the term of office of Grant Thornton will be submitted to the vote of the General Meeting of 16 February 2023.

KPMG

Represented by Jacques Pierre and Stéphanie Ortega
2 avenue Gambetta
Tour Eqho
92066 Paris La Défense Cedex
France

KPMG is a member of Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre (the Regional Association of Auditors of Versailles and Centre).

Appointed statutory auditor by decision of the General Meeting of 10 January 2018, for a period of five financial years, *i.e.* until the Ordinary General Meeting called to approve the financial statements for the financial year ended 31 August 2022, on the recommendation of the Board of Directors, the renewal of the term of office of KPMG will be submitted to the vote of the General Meeting of 16 February 2023.

7.3.2 Alternate statutory auditors

IGEC

3 rue Léon Jost
75017 Paris
France

IGEC is a member of Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre (the Regional Association of Auditors of Versailles and Centre).

Appointed statutory auditor by decision of the General Meeting of 26 January 2017, for a period of six financial years, *i.e.* until the Ordinary General Meeting called to approve the financial statements for the financial year ended 31 August 2022, on the recommendation of the Board of Directors, the renewal of the term of office of IGEC will be submitted to the vote of the General Meeting of 16 February 2023.

7.4 DOCUMENTS AVAILABLE TO THE PUBLIC

The Company's bylaws, minutes of General Meetings and other statutory documents, as well as any valuation or statement made by an independent expert at the Company's request which must be made available to shareholders in accordance with applicable regulations, may be consulted at the Company's registered office.

Regulated information within the meaning of the provisions of the AMF General Regulations is also be available on the Company's website.

7.5 PERSONS RESPONSIBLE [/AFR/](#)

7.5.1 Persons responsible for the Universal Registration Document and the annual financial report

Michel Paulin, Chief Executive Officer of the Company

7.5.2 Statement by the person responsible for the Universal Registration Document

"I declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and makes no omission likely to affect its import.

I certify that, to the best of my knowledge, the financial statements are prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and of all the companies included in the consolidation, and that the management report, comprising the items referred to in the cross-reference table in Appendix I of this Universal Registration Document, presents a true and fair view of the development of the business, results and financial position of the Company and all the companies included in the consolidation and describes the main risks and uncertainties with which they are confronted."

19 December 2022,

Michel Paulin, Chief Executive Officer of the Company

7.6 THIRD-PARTY INFORMATION

This Universal Registration Document contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Company's business and markets. Unless otherwise indicated, this information is based on the Company's analysis of multiple sources, including market research conducted by Bain & Company, Inc. ("**Bain**") at the request of the Company and information obtained from International Data Corporation (IDC) and Forrester Research, Inc. IDC MarketScape's vendor assessment model is designed to provide an overview of the competitive fitness of ICT (information and communications technology) suppliers in a given market. The research methodology utilises a rigorous scoring methodology based on both qualitative and quantitative criteria that results in a single graphical illustration of each vendor's position within a given

market. IDC MarketScape provides a clear framework in which the product and service offerings, capabilities and strategies, and current and future market success factors of IT and telecommunications vendors can be meaningfully compared. The framework also provides technology buyers with a 360-degree assessment of the strengths and weaknesses of current and prospective vendors. To the best of the Company's knowledge, information extracted from third-party sources has been faithfully reproduced in this Universal Registration Document and no fact has been omitted that would make this information inaccurate or misleading. However, the Company cannot guarantee that a third party using different methods to collect, analyse or calculate data on these markets would obtain the same results.

