



DASSAULT SYSTEMES

Société européenne with a share capital of €127,708,193.50
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

REPORT OF THE BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF SEPTEMBER 4, 2015

Ladies and gentlemen, dear Shareholders,

We convened you to this Extraordinary General Meeting of Dassault Systèmes (the “Company”) to submit to your approval the following draft resolutions relating to the agenda below:

- Authorization granted to the Board of Directors to grant shares of the Company to certain employees and directors of Dassault Systèmes SE and its related companies,
 - Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive rights,
 - Modification of the by-laws (update of the corporate purpose),
 - Powers for formalities.
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- **Authorization granted to the Board of Directors to grant shares of the Company to certain employees and directors of Dassault Systèmes SE and its related companies**

The General Meeting dated May 28, 2015 (in its twenty-first resolution) has authorized the Board to grant shares to directors and to employees of the Company and its related companies. This resolution, the drafting of which was compliant with a draft law aimed at promoting economical growth, activity and the equal economical opportunities (the “Macron” Law) was passed to allow grant of shares within this new legal framework, in so far as such bill entered into force before the date of the General Meeting.

However, the Macron Law did not come into force before the date of the General Meeting of May 28, 2015 and therefore the Board was not able to use the authorization granted by such General Meeting.

The Macron Law now formally voted upon¹ and the authorization granted on May 28 not having been used, we propose that the Board's authorization to grant free shares be renewed in order for such grants to benefit from the new legal regime.

Such regime provides notably the following:

- the reduction of the acquisition period of the shares to one year, and the possibility to remove any holding period if the aggregate duration of the acquisition period is at least equal to two years;
- a more favourable contribution rate for the Company (reduction from 30% to 20%) with a payment within the month following the actual delivery (formerly the payment of such contribution was to be made within the month of the grant);
- the removal of the employee's contribution of 10% on the acquisition capital gain;
- an alignment of the tax and social treatments of the acquisition capital gain on the treatments of the disposal capital gain (taxation at the progressive rate of the personal income tax with different abatements for the duration of holding).

The favorable regime is in line with Dassault Systèmes' compensation policy the purpose of which is to attract and incentivize highly qualified individuals, and maintain their presence in the Group, with the aim of ensuring its success.

The aggregate number of granted shares shall not exceed 2 % of the share capital of Dassault Systèmes as at the date of the decision of grant by the Board.

In accordance with the AFEP MEDEF Code and the recommendation of the Compensation and Nomination Committee, we propose to limit the number of shares that can be granted to the CEO (*dirigeants mandataires sociaux* as defined by the AFEP MEDEF Code), at 35% of the aggregate number of shares which the Board of directors is authorised by the General Meeting to grant as per this resolution.

It is hereby specified that:

- the Board has not, for the reasons explained before, used the authorization that was granted to it by the General Meeting dated May 28, 2015 ;
 - the contemplated authorization will cancel and replace the prior authorization granted to the Board by the General Meeting dated May 28, 2015.
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- **Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive rights**

In accordance with article L. 225-129-6 para.1 of the French Commercial Code, it is proposed to enable the Board of Directors to carry out capital increases reserved for employees of the Company and/or of affiliates that are members of Company savings plans.

The maximum nominal amount of the capital increases that may be carried out under the present resolution would be €5 million, through the issue of new shares or securities giving access to capital.

¹ The entry into force of the law has been deferred pending the decision of the *Conseil constitutionnel*, which is expected in the course of August

This new authorization will cancel and replace that given by the General Meeting of Shareholders dated May 28, 2015 (22nd resolution).

- **Modification of the by-laws (update of the corporate purpose)**

We propose to update the corporate purpose of Dassault Systèmes in order to take into account the addition of recent material acquisitions made by the Group, and of the success of its diversification strategy during the last years.

Indeed, since the last modification of the corporate purpose in 2010, Dassault Systèmes has acquired numerous competences and has developed in new business sectors, for which new brands have been created (for example, 3DEXCITE in digital marketing, GEOVIA in natural resources and BIOVIA in life sciences).

The corporate purpose of the Company, as stated in article 2 of the by-laws, would be drafted as follows:

“Article 2 – Purpose

The purpose of the Company, in France as well as abroad, shall be as follows:

- *the conception, development, producing, marketing, purchase, sale, brokerage, rental, maintenance and the provision of after-sale services of software, computer hardware or digital content,*
- *the supply and providing of services of data centers, including the supply of online software services as a service and the operation and supply of the corresponding infrastructures, and*
- *the supply and providing of services to users notably in the area of training, demonstration, methodology, display and utilization,*
- *the supply and sale of computer resources, together or separate from the supply or sale of software or services,*

notably in the areas of 3D design, solutions, modeling, simulation, manufacturing, operations planning, collaboration, lifecycle management, business intelligence, marketing or 3D for public at large in the domains of products, nature and life.

The purpose of the Company shall also be:

- *the creation, acquisition, rental and management-lease of any on-going business, signing leases, and the establishment and operation of any facilities,*
- *the acquisition, operation or sale of any industrial or intellectual property rights as well as any knowhow in the field of computers, and*
- *more generally, taking an interest in any business or company created or to be created as well as in any legal, economic, financial, industrial, civil commercial, personal or*

real property enterprise connected directly or indirectly, in whole or in part, with the purposes above or any similar or related purposes.”

The updated by-laws of the Company showing the contemplated amendments are attached as Schedule to this report.

Finally, we propose to grant any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.

You will find further information on the proposed resolutions in the draft resolutions submitted to your approval enclosed in this report.

You will find all relevant information regarding the financial situation of the Company in the press release dated July 23, 2015 and in the half year financial report for 2015, filed with the Financial Market Regulator (*Autorité des marchés financiers*).

If you acknowledge these proposals, we should be grateful if you could adopt the draft of resolutions which are proposed.

THE BOARD

Schedule

Updated by-laws showing the proposed modifications