

DASSAULT SYSTEMES

PUBLICATION PURSUANT TO THE CODE AFEP-MEDEF AND ARTICLES L. 225-42-1 AND R. 225-34-1 OF THE FRENCH COMMERCIAL CODE AS THEY RESULT FROM THE FRENCH LAW DATED 21 AUGUST 2007 ON LABOUR, EMPLOYMENT AND PURCHASING POWER (“TEPA” LAW)

Compensation of the Chairman of the Board

The Board of Directors held on May 27, 2010 decided, in compliance with the recommendation of the Compensation and Nomination Committee on this matter, to renew Charles Edelstenne’s mandate as a Chairman of the Board of Directors and to remain his compensation for 2010 unchanged as decided by the Board of Directors held on March 26, 2010 (i.e. 866,000 Euros).

Compensation of the Chief Executive Officer (CEO)

The Board of Directors held on May 27, 2010 decided, in compliance with the recommendation of the Compensation and Nomination Committee on this matter, to renew Bernard Charlès’ mandate as a Chief Executive Officer and to remain his compensation for 2010 unchanged as decided by the Board of Directors held on March 26, 2010 (i.e. 1,864,000 Euros amongst which 932,000 Euros for fixed compensation and 932,000 Euros for the target variable compensation) and his fringe benefits related to the supply of a chauffeur-driven car decided by the same Board.

The Board of Directors also decided to remain unchanged the performance criteria for payment of the Chief Executive Officer’s variable compensation for the year 2010 as decided by the Board of Directors held on March 26, 2010. These criteria are organized in five classes with achieving the net profit per share on a non-IFRS basis for 2010 announced as a Company target on February 11, 2010, relative growth in the Company’s revenue compared to its competitors and development of the company’s market share, the evaluation of the Company’s efficiency process as measured by its operating margin and the development of infrastructure organization and sharing, the composition of the Company’s product portfolio and the implementation of the Company’s strategy as approved by the Board of Directors.

“TEPA” law indemnity

The Board of Directors held on May 27, 2010, which renewed the mandate of the Chief Executive Officer, also authorized, in compliance with the recommendation of the Compensation and Nomination Committee and in accordance with article L. 225-42-1 of the French Commercial code, the renewal of the convention regarding the Company’s commitment to the benefit of the Chief Executive Officer corresponding to departure indemnity payment, pursuant to the terms adopted during the Board Meeting of March 28, 2008 and March 27, 2009.

The amount of the indemnity due shall not exceed two years of compensation and shall be contingent upon the satisfaction of the performance conditions which have been determined for the calculation of the variable part of this compensation. The amount to be paid would be calculated according to the ratio of the variable compensation which was paid during the 3 years preceding termination as compared to the target variable compensation for these same years. The amount due would be calculated as follows:

- total amount of gross compensation (including variable portions but excluding benefits in kind and directors' fees) due for his functions as CEO for the two completed fiscal years preceding the date of departure,
- multiplied by the ratio (i) of variable compensation which had been paid to the CEO during the 3 completed fiscal years preceding the date of departure and corresponding to the respective base year (ii) as compared to the target variable compensation determined for each of these base years by the Board depending on the realization of the objectives determined for the Company.

The indemnity is thus subject to performance conditions related to achieving targets fixed for the variable compensation.

The indemnity may be paid only in case of change in control or strategy of the Company, duly acknowledged by the Board of Directors, which results in an imposed departure ("*départ contraint*") in the following 12 months. The indemnity may also be paid in the event of an imposed departure ("*départ contraint*") which is not linked to poor results of the Company or to management misconduct by the Chief Executive Officer, the Board of Directors being entitled to decide to pay all or part of the indemnity.

The indemnity will not be due in the event the CEO would leave the Company on its own initiative to take a new position elsewhere or would be assigned a new position within the DS Group or in the event he would be able to benefit from pension rights shortly after leaving the Company

The Board may consider that the indemnity will not be due in the event of exceptional circumstances seriously damaging the image or results of the Company and significantly reducing, in the opinion of the Board, the market price of the Company's shares, or in the event of misconduct of the CEO other than in connection with his corporate functions (*faute séparable* as defined under French law) and incompatible with the normal exercise of his responsibilities as CEO.

Allocation of share subscription option and free shares

In accordance with the authorisations of the General Meeting of shareholders as of May 27, 2010, the Board of Directors of Dassault Systèmes SA, in its meeting of the same day, has decided, on proposal of the Compensation and Nomination Committee, to grant stock options to more than 500 beneficiaries of which the Chief Executive Officer, and free shares (performance shares) to the Chief Executive Officer.

In accordance with the recommendations of the Code AFEP-MEDEF, the allocations of 50 000 stock options and 150 000 performance shares to the Chief Executive Officer:

- are submitted, in their entirety, to performance conditions over several fiscal years (2 fiscal years for free shares, three fiscal year for stock options) identical to the performance conditions stated for the determination of the variable compensation;
- as for the only stock options, no discount has been applied to their exercise price;
- are subject to a commitment to keep at least 15% of the cumulated number of performance shares and shares resulting of the exercise of the stock options.

In addition, the Board of Directors held on May 27, 2010 decided that the percentage represented by the options granted to the executive directors in accordance with the authorization of the General Meeting of shareholders dated May 27, 2010 should not exceed 5 % of the global envelope voted during this meeting.

For more information regarding the compensation of the Chief Executive Officer and the President for 2010, please refer to pages 73 and following of the Annual Report 2009 which is comprised of the English translation of Dassault Systèmes' Document de reference which was filed with the French financial markets Authority (AMF) on April 1, 2010. This document is also available on Dassault Systèmes' internet website <http://www.3ds.com> (rubric Company/Finance/Overview).

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