



**ELEMENTS RELATING TO EXECUTIVE OFFICERS (DIRIGEANTS MANDATAIRES SOCIAUX)
COMPENSATION**

(Publication pursuant to the AFEP-MEDEF Code)

BOARD OF DIRECTORS AS OF SEPTEMBER 29, 2011

Free allocation of performance shares

In accordance with the authorization of the General Meeting of shareholders as of May 27, 2010, the Board of Directors of Dassault Systèmes SA decided, on September 29, 2011, and upon proposal of the Compensation and Nomination Committee, to grant freely:

- 406,400 performance shares to more than 600 beneficiaries of which 14,000 performance shares granted to the Chief Executive Officer; these shares are submitted, in their entirety, to a performance condition over several fiscal years, which satisfaction is rated based on the Non-IFRS Earning Per Share (EPS) of Dassault Systèmes actually realized compared to the corresponding Non-IFRS EPS objective released;
- 150,000 performance shares to the Chief Executive Officer.

In accordance with the AFEP-MEDEF Code, both allocations to the Chief Executive Officer are also submitted:

- in their entirety, to performance conditions over several fiscal years (identical to the performance conditions stated for the determination of the variable compensation);
- to a commitment to keep at least 15% of the number of performance shares granted.

In addition, the Board of Directors held on September 29, 2011 decided that the percentage represented by the performance shares freely granted to the executive officers in accordance with the authorization of the General Meeting of shareholders dated May 27, 2010 should not exceed 35% of the global envelope voted by the shareholders at this meeting.

For more information regarding the compensation of the Chief Executive Officer for 2011, please refer to pages 81 and following of the Annual Report 2010, which is comprised of the English translation of the Dassault Systèmes' Document de référence filed with the French Financial Markets Authority (AMF) on April 1, 2011. This document is also available on Dassault Systèmes' internet website <http://www.3ds.com> (heading Company/Finance).

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Free translation – for information purpose only