



Elements relating to the Chief Executive Officer's compensation and association in the share capital of the Company

Board of Directors of September 4, 2015

Pursuant to the authorization by the General Meeting of shareholders of September 4, 2015, the Board of Directors of Dassault Systèmes SE, during its meeting held on the same day, decided, based on recommendation from the Compensation and Nomination Committee, to grant 300,000 shares to the Chief Executive Officer. This grant is part of the plan adopted several years ago to progressively associate the Chief Executive Officer with the Company's capital, aimed at recognizing his entrepreneurial role for more than thirty years with the Company and to provide him an equity interest comparable to that of his peers in technology companies around the world.

In accordance with the AFEP-MEDEF Code, this grant to the Chief Executive Officer is subject to a presence condition and to two cumulative performance conditions:

- A performance condition identical to that of the performance shares plan decided by the Board held on the same day, for the benefit of certain employees of the Group. This performance condition is based on the following alternative criteria: (x) increase of the non-IFRS diluted earnings per share of the Dassault Systèmes Group for the 2016 fiscal year compared to the non-IFRS diluted earnings per share of the Dassault Systèmes Group for 2014, it being specified that such increase must be at least equal to a minimum (in percentage) set by the Board having granted the shares, or (y) outperformance of the Dassault Systèmes stock price over the CAC 40 index between December 31, 2014 and December 31, 2016, this outperformance must be at least equal to a minimum annual threshold (in percentage points) set by the same Board.
- An additional performance condition, only applicable to the Chief Executive Officer, related to its variable remuneration actually paid over the term of the plan, the amount of which is depending upon the level of achievement of performance criteria set by the Board.

In accordance with the AFEP-MEDEF Code and AMF recommendations, the Board dated September 4, 2015 has decided that the Chief Executive Officer must keep at least 15 % of the granted shares (net from taxes), and has acknowledged the undertaking signed by the Chief Executive Officer not to effect hedging transactions in order to secure a capital gain in connection with the acquisition of the shares.

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