

## DASSAULT SYSTEMES

### PUBLICATIONS PURSUANT TO THE CODE AFEP-MEDEF AND ARTICLES L. 225-42-1 AND R. 225-34-1 OF THE FRENCH COMMERCIAL CODE (“TEPA” LAW)

#### **Compensation of the Chairman of the Board**

The Board of Directors held on May 26, 2014 decided, in compliance with the recommendation of the Compensation and Nomination Committee on this matter, to renew Charles Edelstenne’s term as a Chairman of the Board of Directors and to remain his compensation for 2014 unchanged as decided by the Board of Directors held on March 21, 2014 (i.e. 982,000 Euros).

#### **Compensation of the Chief Executive Officer (CEO)**

The Board of Directors held on May 26, 2014 decided, in compliance with the recommendation of the Compensation and Nomination Committee on this matter, to renew Bernard Charlès’ term as a Chief Executive Officer and to remain his compensation for 2014 unchanged as decided by the Board of Directors held on March 21, 2014 (i.e. 2,116,000 Euros, i.e. 1,058,000 Euros for fixed compensation and 1,058,000 Euros for the target variable compensation) and his benefits in-kind (use of a car provided by the Company).

#### **“TEPA” law indemnity**

The Board of Directors held on May 21, 2014, which renewed the term 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 indemnities paid upon the termination of his function of Chief Executive Officer, according to the terms adopted by the Board held on May 27, 2010.

The payment of this indemnity is provided in case of a change in control or strategy of the Company duly acknowledged by the Board of Directors, which results in an imposed departure (*départ contraint*) of the Chief Executive Officer in the subsequent 12 months. The indemnity may also be paid if the imposed departure is not linked to poor results of the Company or to mismanagement by the Chief Executive Officer, the Board of Directors being entitled to decide to pay all or part of the indemnity. The Board decided to provide for this indemnity payment, which is in addition to those recommended by the AFEP-MEDEF Code, given the shareholder structure of the Company and the length of service to the Company of the Chief Executive Officer.

However, the indemnity would not be due in the event the Chief Executive Officer would leave the Company on his own initiative to take a new position elsewhere, or would be assigned a new position within the Company, or if he would be able to benefit from pension rights shortly after leaving. Furthermore, 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 other than in connection with his corporate functions (*faute séparable de ses fonctions*) and incompatible with the normal performance of his mandate, the Board may decide that the indemnity payment is not due.

The amount of the indemnity due to the Chief Executive Officer in the event of the termination of his functions will be equivalent to a maximum of two years of compensation and will depend on satisfying the performance conditions established for calculating his variable compensation. The amount paid would be calculated pro rata with respect to the percentage of variable compensation which was paid during the three years preceding his departure as compared to the targeted variable compensation for such years. The amount due would be calculated by applying the following formula:

- the aggregate gross compensation (including variable compensation but excluding compensation in kind and directors' fees) due in connection with his position for the two financial years completed prior to the date of departure;
- multiplied by the quotient of (i) the amount of variable compensation actually paid during the three financial years completed prior to the date of departure with regard to their respective years of reference (numerator), divided by (ii) the amount of target variable compensation determined for each of these years by the Board of Directors on the basis of achievement of the objectives set for the Company (denominator).

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

For more information regarding the compensation of the Chief Executive Officer and the President for 2014, please refer to pages 139 and following of the Annual Report 2013 which is comprised of the English translation of Dassault Systèmes' Document de référence which was filed with the French financial markets Authority (AMF) on March 28, 2014. This document is also available on Dassault Systèmes' internet website <http://www.3ds.com> (heading *Investors*).

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