

## Elements relating to the Chief Executive Officer's compensation

### Board of Directors of May 26, 2016

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 May 26, 2016, 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 which began several years ago, to associate the Chief Executive Officer to the share capital of the Company, with the aim of recognizing his entrepreneurial role during more than thirty years with the Company and providing him with an equity interest comparable to that of founders of companies in the same sector, and more generally, of his peers in technology companies around the world. The shares granted to the Chief Executive Officer are divided in two equal Tranches, the first being acquired on May 26, 2018 and the second on May 26, 2019.

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

1. 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.

Under the first Tranche, the performance condition is based on the average of the level of satisfaction of the following objectives:

- (i) the increase of the non-IFRS earnings per share of the Dassault Systèmes Group ("EPS") for the 2017 fiscal year compared to that for the 2015 fiscal year, it being specified that such increase must be at least equal to a minimum (in percentage) set by the Board having granted the shares, and
- (ii) the outperformance of the Dassault Systèmes stock price over the CAC 40 index between the average of the last five trading days ("**Overperformance**") for the month of February of the years 2016 and 2018, this outperformance must be at least equal to a minimum threshold (in percentage points) set by the same Board.

Under the second Tranche, the performance condition is based on the level of satisfaction of the objective relating to the EPS for the 2018 fiscal year compared to that for the 2015 fiscal year, it being specified that such increase must be at least equal to a minimum (in percentage) set by the Board having granted the shares, subject to the level of satisfaction of the Overperformance objective which is measured on the period between February 2016 and 2019 being at least equal to a minimum threshold (in percentage points) set by the same Board.

2. An additional performance condition, only applicable to the Chief Executive Officer, related to its variable remuneration actually paid for the years 2016 and 2017 for the first Tranche and the years 2016, 2017 and 2018 for the second tranche, 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 May 26, 2016 has decided that the Chief Executive Officer must keep at least 15 % of the granted shares (net



from taxes), such percentage being calculated after deduction of the number of shares which would be necessary to sell to pay taxes, social charges and expenses related to the sale of the total number of shares vested, 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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