

**TEXT OF THE RESOLUTIONS PROPOSED****BY THE BOARD OF DIRECTORS****TO THE EXTRAORDINARY GENERAL MEETING DATED SEPTEMBER 4, 2015****EXTRAORDINARY GENERAL MEETING****FIRST RESOLUTION*****Authorization granted to the Board of Directors to grant shares of the Company to certain employees and directors of Dassault Systèmes SE and its related companies***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) authorizes the Board of Directors, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, to grant, in one or several transactions, free shares of the Company, existing or to be issued, for the benefit of employees or certain categories of employees, determined amongst eligible employees and directors of the Company or its affiliates as defined by Article L. 225-197-2 of the French Commercial Code;
- 2) decides that the Board of Directors will determine the identity of the beneficiaries of the grants as well as the conditions and, as the case may be, the criteria for the grants;
- 3) decides that the total number of free shares granted shall not be greater than 2% of the share capital of the Company at the date of the decision of the Board of Directors to grant shares, it being understood that this amount does not take into account possible adjustments which may be made pursuant to applicable legislative and regulatory provisions and, as the case may be, to contractual terms and conditions providing for other cases of adjustment, in order to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company. Toward this end, the General Meeting authorizes, if need be, the Board of Directors to increase the share capital by incorporation of reserves accordingly;
- 4) decides (a) that the grant of shares to the beneficiaries will be final after the expiration of an acquisition period the duration of which will be determined by the Board of Directors, it being specified that such period must not be less than one year and (b) that the beneficiaries will be required, if the Board of Directors deems it useful or necessary, to hold the aforementioned shares for a duration freely determined by the Board of Directors and provided that the aggregate duration of the acquisition and, if any, holding periods may not be less than two years;
- 5) decides that the number of shares that may be granted to Company's Executive Officers (*dirigeants mandataires sociaux* as defined by the AFEP-MEDEF Corporate Governance Code), may not be greater than 35 % of the total amount authorized by this General Meeting;
- 6) furthermore stipulates that in the event of disability of the beneficiary, as defined under the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the expiration of the remainder of the acquisition period. The said shares may be freely transferred from the date of their delivery;
- 7) reminds that this authorization provides, in favor of the beneficiaries of free share grants, a waiver

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by the shareholders of their pre-emptive subscription right to the shares which may be issued pursuant to this resolution;

- 8) decides that the Board of Directors shall have any and all powers, including the power of delegation, subject to legal and regulatory terms, to implement this authorization under the conditions set forth above and within the limits authorized by applicable laws and regulations, and, in particular, to determine the terms, conditions and the criteria for each share grant made pursuant to this authorization, to set the dates after which the new shares will give right to dividends, to take any measures, as may be decided by it, to protect the rights of the beneficiaries of the free share grants by making appropriate adjustments, to record the resulting capital increases, to amend the by-laws accordingly, and more generally, to carry out any formalities required for the issuances, the listing or the administration of the issued shares and take any measures which may be appropriate and required by applicable law and regulations;
- 9) decides that this authorization shall be valid for a period of 38 months from the date of this General Meeting;
- 10) decides that this authorization shall replace and supersede the previous authorization of the same nature granted by the Combined General Meeting of Shareholders held on May 28, 2015, in its twenty-first resolution.

## **SECOND RESOLUTION**

### ***Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive rights***

The General Meeting of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code and Articles L. 225-138-1 and L. 225-129-6, first and second paragraphs, of the French Commercial Code:

- 1) delegates to the Board of Directors the authority to increase the share capital of the Company, in one or several transactions, at its sole discretion, by a maximum nominal amount of €5 million through the issue of new shares or other securities giving access to the share capital of the Company under the conditions prescribed by law, reserved for members of corporate savings plans of the Company and/or its affiliated entities within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code;
- 2) decides to eliminate the pre-emptive rights of shareholders to subscribe for the new shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement under this resolution for the benefit of the members of the plans referred to in the previous paragraph and waives the rights to the shares or other securities that would be allocated through the application of this resolution;
- 3) decides that the maximum nominal amount that may be issued under this authorization shall be included in the maximum nominal amount for capital increases of €12 million set under the sixteenth resolution of the General Meeting of Shareholders held on May 28, 2015;
- 4) stipulates that the subscription price for the new shares will be at least 80% of the average listed price of the Company's shares on Euronext Paris in the 20 trading days preceding the day on which subscriptions open, where the lock-up period set by the savings plan in accordance with Article L. 3332-25 of the French Labor Code is shorter than ten years, and 70% of this average where the lock-up period is ten years or more. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discounts, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;

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- 5) decides that the Board of Directors may also replace all or part of the discount with the free allocation of shares or other securities giving access to the share capital of the Company, whether existing or to be issued, it being specified that the total benefit resulting from this allocation and, if applicable, from the discount mentioned above, cannot exceed the total benefit that members of the savings plan would have received if this difference had been 20% or 30%, depending on whether the lock-up period set by the plan is greater than or equal to ten years;
- 6) decides that the Board of Directors may proceed, in accordance with Article L. 3332-21 of the French Labor Code, with the free allocation of shares or other securities giving access to the share capital of the Company to be issued or already issued under a bonus scheme, provided that the inclusion of their monetary value, valued at the subscription price, does not result in the legal or regulatory limits being exceeded;
- 7) decides that the characteristics of the other securities giving access to the share capital of the Company will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) decides that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, and to define the terms for the free allocation of shares or other securities giving access to share capital, in application of the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years, the period granted to subscribers to pay for their shares, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the capital increases from the premiums relating to these capital increases as well as the sums necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;
- 9) decides that this authorization cancels and replaces all previous authorizations relating to capital increases reserved for members of corporate savings plans, and in particular, that granted by the Combined General Meeting of Shareholders of May 28, 2015 in the twenty-second resolution;
- 10) the authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

### **THIRD RESOLUTION**

***Amendments to by-laws: Update of the corporate purpose***

The General Meeting of Shareholders after reviewing the report of the Board of Directors wishes to amend article 2 of the by-laws, as follows:

**“Article 2 – Purpose**

*The purpose of the Company, in France as well as abroad, shall be as follows:*

- *the conception, development, producing, marketing, purchase, sale, brokerage, rental, maintenance and the provision of after-sale services of software, computer hardware or digital content,*

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- *the supply and providing of services of data centers, including the supply of online software services as a service and the operation and supply of the corresponding infrastructures, and*
- *the supply and providing of services to users notably in the area of training, demonstration, methodology, display and utilization,*
- *the supply and sale of computer resources, together or separate from the supply or sale of software or services,*

*notably in the areas of 3D design, solutions, modeling, simulation, manufacturing, operations planning, collaboration, lifecycle management, business intelligence, marketing or 3D for public at large in the domains of products, nature and life.*

*The purpose of the Company shall also be:*

- *the creation, acquisition, rental and management-lease of any on-going business, signing leases, and the establishment and operation of any facilities,*
- *the acquisition, operation or sale of any industrial or intellectual property rights as well as any knowhow in the field of computers, and*
- *more generally, taking an interest in any business or company created or to be created as well as in any legal, economic, financial, industrial, civil commercial, personal or real property enterprise connected directly or indirectly, in whole or in part, with the purposes above or any similar or related purposes.”*

#### **FOURTH RESOLUTION**

***Powers for formalities***

The General Meeting hereby grants any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.