

Comments of the Board of Directors on the draft resolutions proposed by the works council of the company

Further to the preliminary notification to the General Meeting of Dassault Systèmes (the “Company”)¹, the works council of the Company has, in accordance with the provisions of article L. 2323-67 of the French Labor Code, requested draft resolutions to be inserted in the agenda of the General Meeting.

Such request to insert draft resolutions in the agenda of the General Meeting has been acknowledged on April 15, 2016 and published on the same day on the Company’s website (www.3DS.com)².

The Board of Directors of the Company, at its meeting dated April 20, 2016 has issued the following comments which should be brought to the shareholders’ attention:

The law offers to the companies that must appoint a director representing the employees, a choice between different methods of appointment: election by the employees of the Company and those of its French subsidiaries, appointment by the works council or by the trade union organization that has obtained the highest number of votes in the first round of the elections of the works council. The latter modality has been chosen by the Board of Directors since it allows for fair representation of the employees at the Board and a swift entry into duty of this new director. The works council of Dassault Systèmes, which had issued an unfavorable opinion on the method of appointment chosen by the Board, requests to insert two draft resolutions (A1 and A2) in order to provide that the director representing the employees will be elected by all the employees³, or, failing this, by the works council of the Company.

The other draft resolutions proposed by the works council are not within the powers of the General Meeting:

- the purpose of the draft resolution B is to amend the by-laws in order to provide that the director representing the employees will be a member of the Compensation and Nomination Committee. However, the composition of committees falls within the powers of the Board of Directors⁴,
- the purpose of the draft resolution C is to amend the by-laws in order to provide that the directors’ fees of such directors will be directly paid by the Company to *La Fondation Dassault Systèmes*. However, the use by a director of his / her director’s fees falls within the powers of such director,
- the purpose of the draft resolution D is to authorize the director representing the employees to issue a quarterly newsletter to the employees having subscribed to it. Again, such decision is within the powers of the director, in accordance with the confidentiality undertaking relating to topics that have been discussed during the Board, and does not fall within the powers of the General Meeting.

¹ *Bulletin des Annonces Légales Obligatoires* n°39 of March 30, 2016.

² In accordance with the provisions of articles R. 225-73-1 and R.225-74 of the French Commercial Code.

³ Employees of the Company and its subsidiaries, direct or indirect, whose registered office is located on the French territory.

⁴ Article R. 225-29 of the French Commercial Code.

Consequently, the Board of Directors, acting unanimously, recommends that the General Meeting rejects the entirety of such draft resolutions.

The Board of Directors