

**DASSAULT SYSTEMES**

*Société européenne* with a share capital of €128,425,174  
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France  
Registry of Commerce Number: 322 306 440 Versailles  
SIRET: 322 306 440 00213

**CONVENING NOTICE TO THE GENERAL MEETING OF THE SHAREHOLDERS**

The shareholders of Dassault Systèmes (the “Company”) are informed that they will be invited to attend the Combined General Meeting of Shareholders to be held on Thursday May 26, 2016 at 3 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – on the following agenda and resolutions:

**Ordinary General Meeting:**

- Approval of the parent company annual financial statements for the year closed December 31, 2015;
- Approval of the consolidated financial statements for the year closed December 31, 2015;
- Allocation of the results for the year closed December 31, 2015;
- Option to receive payment of dividends in the form of shares ;
- Related-party agreements (*conventions réglementées*);
- Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Charles Edelstenne, Chairman of the Board of Directors;
- Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Bernard Charlès, Chief Executive Officer;
- Re-appointment of Ms. Marie-Hélène Habert as director;
- Appointment of a new director;
- Determination of amount of directors’ fees;
- Re-appointment of a Principal Statutory Auditor;
- Re-appointment of a Deputy Statutory Auditor;
- Authorization to repurchase shares of Dassault Systèmes SE.

**Extraordinary General Meeting:**

- Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share repurchase program;
- Authorization granted to the Board of Directors to grant options to subscribe or to purchase shares to the corporate officers (*mandataires sociaux*) and employees of Dassault Systèmes SE and its affiliated entities giving rise by virtue of law, to a waiver by the shareholders to the preferential subscription right;
- 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;
- Amendments to by-laws.

**Both Ordinary and Extraordinary General Meeting:**

- Powers for formalities.

Supplement to the preliminary notice published at the *Bulletin des annonces légales obligatoires* nr. 39 dated March 30, 2016. The agenda and the text of the draft resolutions published in such Bulletin have been completed in order to take into account the draft resolutions filed by the works council (draft resolutions referenced A 1 to D thereafter).

**Extraordinary General Meeting:**

- Amendments to by-laws relating to the election of the director representing the employees;

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- Amendments to by-laws relating to the appointment by the works council, of the director representing the employees;
- Amendments to by-laws relating to the appointment of the director representing the employees as member of right of the Compensation and Nomination Committee;
- Amendments to by-laws relating to the payment to *La Fondation Dassault Systèmes* of the director's fees in relation with the office of the director representing the employees;
- Authorization granted to the director representing the employees to distribute a quarterly newsletter to employees who subscribed to it.

## DRAFT RESOLUTIONS

### ORDINARY GENERAL MEETING

#### FIRST RESOLUTION

##### *Approval of the parent company annual financial statements*

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to the explanations made orally, hereby approves the report of the Board and the parent company annual financial statements for the year ended December 31, 2015, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such financial statements or summarized in such reports and in particular, in accordance with the provisions of Article 223 quater of the French Tax Code, the fact that there is no non-deductible tax expenses and charges referred to in Article 39.4 of the French Tax Code, and that consequently such transactions did not give rise to corporate income tax.

#### SECOND RESOLUTION

##### *Approval of the consolidated financial statements*

The General Meeting, after the reading of the report of the Board of Directors with respect to management of the Group included in the management report and the report related to the consolidated financial statements of the Statutory Auditors, in addition to the explanations made orally, hereby approves in all respects the report of the Board and the consolidated financial statements for the year ended December 31, 2015, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such consolidated financial statements or summarized in such reports.

#### THIRD RESOLUTION

##### *Allocation of the results*

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €299,471,748.73<sup>(1)</sup> as follows:

|  |                   |
|--|-------------------|
| • to the legal reserve   | €17,505.45        |
| • for distribution to the 256,850,348 shares making up the share capital as of February 29, 2016 of a dividend of (€0.47 euro × 256,850,348 shares) <sup>(2)</sup> | €120,719,663.56   |
| • to retained earnings   | €178,734,579.72   |
| which, increased by the retained earnings from prior years of €1,784,847,265.29, brings the amount of retained earnings to   | €1,963,581,845.01 |

(1) After allocation to the legal reserve, this profit increased by the retained earnings from prior years of €1,784,847,265.29, results in a distributable profit of €2,084,301,508.57.

(2) The aggregate amount of dividend will be increased, based on the number of new shares created between March 1, 2016 and the date of the General Meeting of May 26, 2016, consecutively to the exercise of subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 2,872,387, i.e., a maximum amount of a supplementary dividend of €1,350,021.89.

Shares will be traded ex-dividend as of June 2, 2016 and dividends made payable as from June 24, 2016.

On the date of payment, the amount of the dividend corresponding to (i) the treasury shares of Dassault Systèmes SE and (ii) the treasury shares of Dassault Systèmes SE held by SW Securities LLC, a company which is controlled by the Dassault Systèmes Group, as of the date of payment, shall be allocated to “retained earnings”, in accordance with the provisions of Article L. 225-210 of the French Commercial Code and the contractual provisions in force between SW Securities LLC and Dassault Systèmes SE.

In addition, prior to distribution of the dividend, the Board of Directors, or if so delegated, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of shares subscription options between March 1, 2016 and the date of this General Meeting; the amount required for payment of dividends for shares issued during this period shall be taken from “retained earnings”.

The amount thus distributed may be taken into account for determining shareholders’ total revenue subject to the progressive rate of income tax for the year during which it was received after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French Tax Code). The dividend shall be subject to a non discharging withholding of the income tax to the rate of 21% (as provided by Article 117 quater of the French Tax Code).

Pursuant to Article 243 bis of the French Tax Code, it is noted that dividends per share paid over the last three years have been as follows:

|   | <b>2014</b> | <b>2013</b>  | <b>2012</b>  |
|---|-------------|--------------|--------------|
| Dividend (in euros)                     | 0.43        | 0.83         | 0.80         |
| Number of shares eligible for dividends | 255,644,058 | 126,746,027* | 125,572,474* |

\* The number of shares was given before the two-for-one stock split of the Dassault Systèmes SE share on July 17, 2014.

#### **FOURTH RESOLUTION**

##### *Option to receive payment of dividends in the form of shares*

The General Meeting, after the reading of the Board of Directors’ report, and finding that the capital is fully paid up, decides to offer each shareholder the possibility of choosing, in whole or in part, to receive payment of the dividend decided in the third resolution, and to which he is entitled, in the form of new shares in the Company.

Each shareholder may decide, in whole or in part, to receive payment of the dividend in cash or in shares.

If the shareholder chooses to receive payment of the dividend in the form of shares, the new shares will be issued without discount at a price equal to the average of the closing prices quoted on the regulated market of Euronext Paris during the 20 stock exchange sessions preceding the date of the General Meeting less the net amount of the dividend decided in the third resolution rounded up to the next one hundredth of a euro. Such new shares will be eligible for dividends as from January 1, 2016, and will have all the rights and privileges with the other shares issued by Dassault Systèmes SE.

Shareholders may choose in whole or in part, payment of the dividend in cash or new shares between June 2 and June 15, 2016, inclusive, by sending their request to the financial intermediaries that are authorized to pay the dividend or, for shareholders listed in the direct registered share accounts held by the Company, to its authorized representative (Société Générale, securities department, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3). Failing exercise of such option as at June 15, 2016 at the latest, the dividend will only be paid out in cash.

Shareholders who have not chosen payment of dividends in shares before the end of this period or who have

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chosen only partial payment, will receive the dividend in cash for the portion for which payment in shares was not chosen as from June 24, 2016. For shareholders who have chosen to receive payment of the dividend in shares, the new shares will be delivered as of the same day.

If the amount of dividend for which payment in the form of shares has been chosen does not correspond to a whole number of shares, the number of shares to be received by the shareholder will be rounded up to the next whole number upon the shareholder paying the difference in cash on the day the choice to receive payment in the form of shares, or alternatively the number of shares to be received by the shareholder will be rounded down to the next whole number and the shareholder will receive the balance in cash.

The General Meeting gives full powers to the Board of Directors, with the right of sub delegation to the Chairman of the Board under the conditions provided by law, to carry out the payment of dividends in new shares, to stipulate the terms of application and implementation, to record the number of new shares issued under this resolution, to make any necessary changes in the Company's by-laws relating to the share capital and the number of shares it contains, and, more generally, to do whatever may be appropriate or necessary.

#### **FIFTH RESOLUTION**

***Related-party agreements (conventions réglementées)***

The General Meeting, having reviewed the special report of the Statutory Auditors on the agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, acknowledges the report, which did not include any new agreements.

#### **SIXTH RESOLUTION**

***Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Charles Edelstenne, Chairman of the Board of Directors***

The General Meeting issues a favorable opinion on the compensation elements due or granted with respect to 2015 to Mr. Charles Edelstenne, Chairman of the Board of Directors, as indicated in the 2015 Annual Report (*Document de référence*), under Chapter 5 "Corporate Governance", paragraph 5.3.1 "Compensation of the Company's Corporate Officers (*Mandataires sociaux*)".

#### **SEVENTH RESOLUTION**

***Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Bernard Charlès, Chief Executive Officer***

The General Meeting issues a favorable opinion on the compensation elements due or granted with respect to 2015 to Mr. Bernard Charlès, Chief Executive Officer, as indicated in the 2015 Annual Report (*Document de référence*), under Chapter 5 "Corporate Governance", paragraph 5.3.1 "Compensation of the Company's Corporate Officers (*Mandataires sociaux*)".

#### **EIGHTH RESOLUTION**

***Re-appointment of Ms. Marie-Hélène Habert as director***

The General Meeting notes that Ms. Marie-Hélène Habert's term as director expires at this General Meeting and re-appoints her for a four-year period. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2019.

**NINTH RESOLUTION*****Appointment of a new director***

The General Meeting decides to appoint Mrs. Laurence Lescourret as director of the Company for a four-year term. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2019.

**TENTH RESOLUTION*****Determination of amount of directors' fees***

The General Meeting sets forth the amount of the directors' fees to be distributed among the directors at €420,000 for the current and subsequent years, until otherwise decided by the General Meeting. It gives all powers to the Board of Directors to allocate the directors' fees, in whole or part, under conditions that it shall determine.

**ELEVENTH RESOLUTION*****Re-appointment of a Principal Statutory Auditor***

The General Meeting, after the reading of the report of the Board of Directors, decides to re-appoint Ernst & Young et Autres, whose registered office is located at 1-2 place des Saisons – Paris la Défense 1 – 92400 Courbevoie, France, as Principal Statutory Auditor for a term of six years, until the General Meeting called to approve the financial statements for the year ending December 31, 2021.

Ernst & Young et Autres has already indicated that it accepted its re-appointment.

**TWELFTH RESOLUTION*****Re-appointment of a Deputy Statutory Auditor***

The General Meeting, after the reading of the report of the Board of Directors, decides to re-appoint Auditex, whose registered office is located 1-2 place des Saisons – Paris la Défense 1 – 92400 Courbevoie, France, as Deputy Statutory Auditor for a term of six years, until the General Meeting called to approve the financial statements for the year ending December 31, 2021.

Auditex has already indicated that it accepted its re-appointment.

**THIRTEENTH RESOLUTION*****Authorization to repurchase shares of Dassault Systèmes SE***

The General Meeting, after the reading of the report of the Board of Directors, authorizes the Board of Directors to repurchase a number of shares representing up to 10% of the share capital of Dassault Systèmes SE at the date of the General Meeting, in accordance with the terms and conditions provided by Articles L. 225-209 *et seq.* of the French Commercial Code.

This authorization may be used by the Board of Directors for the following purposes below:

- 1) to cancel shares for the purpose of increasing the profitability of shareholders' equity and income per share, subject to adoption by the General Meeting of the fourteenth resolution;
- 2) to provide securities (representing no more than 5% of the share capital of the Company) in payment or in exchange, particularly in connection with external growth transactions;
- 3) to animate the market and provide liquidity of the Company's shares through the intermediary of an investment services provider by means of a liquidity contract complying with an Ethical Code accepted by the Financial Markets Authority (AMF);

- 4) to perform all obligations related to stock options grants or other grants of shares to employees or directors of the Company and its affiliates;
- 5) to ensure coverage of the Company's commitments resulting from rights granted to the employees and directors to payment in cash based on increases in the share price of the Company;
- 6) to provide shares upon exercise of rights to the Company's share capital which are attached to issued securities;
- 7) to implement any stock exchange market practice which may be recognized by law or by the Financial Markets Authority (AMF).

The acquisition, sale, transfer or exchange of such shares may be effected by any means allowed on the market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internalizer or over the counter, in particular acquisition of blocks, and at the times deemed appropriate by the Board of Directors or any person acting pursuant to a sub delegation and according to the law.

Such means shall include (i) use of available cash flow, (ii) the use of any derivative financial instrument negotiated on a market (whether or not the market is regulated), MTF or through a systematic internalizer or over the counter, and (iii) the implementation of optional transactions (purchase and sale of options, provided however that the use of these means does not create a significant increase of the volatility of the stock exchange price).

The maximum amount of funds dedicated to repurchase of shares of the Company may not exceed €500 million, this condition being cumulative with the cap of 10% of the capital of the Company.

Dassault Systèmes SE may not purchase shares at a price per share which exceeds €100 (excluding acquisition costs), and in any case the price per share shall not exceed the maximum price provided by the applicable legal rules, subject to adjustments in connection with transactions on its share capital, in particular by capitalization of reserves and free allocation of shares and/or regrouping or split of shares.

This authorization can be used by the Board of Directors for all the treasury shares held by Dassault Systèmes.

This authorization shall be valid commencing on the date of this General Meeting until the Ordinary General Meeting approving the financial statements for the year ending December 31, 2016. The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the Financial Markets Authority (AMF), accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

The General Meeting also grants any and all powers to the Board of Directors, in case that the law or the Financial Markets Authority (AMF) appear to extend or to complete the authorized objectives concerning the share repurchase program, in order to inform the public, pursuant to applicable regulations and laws, about the potential changes of the program concerning the modified objectives.

In accordance with the provisions of Articles L. 225-211 and R. 225-160 of the French Commercial Code, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization shall replace and supersede the previous share repurchase program authorized by the Combined General Meeting of May 28, 2015, in its fourteenth resolution.



## **EXTRAORDINARY GENERAL MEETING**

### **FOURTEENTH RESOLUTION**

***Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share repurchase program***

The General Meeting, after the reading of the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, to:

- reduce the share capital by cancellation, in one or several transactions, of all or part of the shares repurchased by the Company pursuant to its share repurchase program, up to a limit of 10% of the share capital over periods of twenty-four months;
- deduct the difference between the repurchase value of the canceled shares and their nominal value from available premiums and reserves.

The General Meeting hereby gives, more generally, any and all powers to the Board of Directors to set the terms and conditions of such share capital reduction(s), record the completion of the share capital reduction(s) made pursuant to the cancellation transactions authorized by this resolution, amend the by-laws of the Company as may be necessary, file any declaration with the Financial Markets Authority (AMF) or other institutions, accomplish any formalities and more generally take any necessary measures for the purposes of completing this transaction.

This authorization is granted to the Board of Directors for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2016.

### **FIFTEENTH RESOLUTION**

***Authorization granted to the Board of Directors to grant options to subscribe or to purchase shares to the corporate officers (mandataires sociaux) and employees of Dassault Systèmes SE and its affiliated entities giving rise by virtue of law, to a waiver by the shareholders to the preferential subscription right***

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, under the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code, to grant options giving rights to the subscription of new shares or the purchase of existing shares ("Options") to the employees and corporate officers (*mandataires sociaux*) of the Company or companies affiliated with it as defined by Article L. 225-180 of the French Commercial Code, or those among them that individually hold less than 10% of the capital of the Company ("Beneficiaries");
- 2) decides that this authorization shall be granted for a term of 38 months from the date of this Meeting;
- 3) decides that the maximum number of Options that may be granted by the Board of Directors that are still unexercised may not give a right to subscribe or acquire a number of shares exceeding 5% of capital. This limit shall be assessed at the time that the Options are granted by the Board and take into account not only the new options thus offered, but also from those that would result from the previous grants that remain unexercised;
- 4) decides that the maximum number of Options that may be granted to executive officers (*dirigeants mandataires sociaux*) under the AFEP-MEDEF Code shall represent no more than 35% of the overall amount authorized by this General Meeting;

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- 5) decides that the list of the grantees of the Options among the Beneficiaries and the number of Options granted to each of them shall be freely determined by the Board of Directors;
- 6) notes that, in accordance with the law, that no Option to subscribe or purchase may be granted during the periods prohibited by Article L. 225-177 of the French Commercial Code;
- 7) decides that the subscription price of the new shares or the purchase price of existing shares through the exercise of Options shall be determined by the Board of Directors on the date that the Options are granted and that (i) should share subscription options be granted, the price thereof may not be less than 80% of the average trading price of the share on the Euronext Paris market during the twenty trading sessions preceding the date when the Options will be granted and (ii) should share purchase options be granted, the price thereof may not be less than the value indicated in (i) above or the average purchase price of the shares referred to in Article L. 225-179 of the French Commercial Code;

the exercise price of the Options as determined above may not be modified unless the Company performs one of the financial transactions or securities trades referred to in Article L. 225-181 of the French Commercial Code. In this case, the Board of Directors will, pursuant to the laws and regulations in force, adjust the exercise price and the number of shares that may be acquired or subscribed by exercising the Options, as applicable, to take into account of the impact of the transaction;

- 8) notes that this authorization constitutes, for the Beneficiaries of the share subscription Options, an express waiver by the shareholders of their pre-emptive subscription right to the shares that may be issued as the Options are exercised;
- 9) gives all powers to the Board of Directors for the purpose of setting the terms and conditions for the Options, which include but are not limited to the following:
  - the period of validity of the Options, with the understanding that the Options must be exercised within a maximum period of 10 years;
  - the date(s) or periods for the exercise of the Options, with the understanding that the Board of Directors may (a) bring forward the dates or periods for the exercise of Options, (b) extend the exercisability of the Options or (c) modify the dates or periods during which the shares obtained through the exercise of Options may be transferred or converted into bearer shares;
  - any clauses that prohibit the immediate resale of all or part of the shares obtained through the exercise of the Options, and such time limit imposed for the lock-up of shares may not exceed three years from the exercise of the Option, without prejudice to provisions of Article L. 225-185, paragraph 4 of the French Commercial Code;
  - as appropriate, limiting, suspending, restricting or prohibiting the exercise of Options or the transfer or conversion into bearer form of the shares obtained through the exercise of the Options, for certain periods or after certain events, and such a decision may affect some or all of the Options or shares or some or all of the Beneficiaries;
  - determining the dividend eligibility date, retroactive or otherwise, for the new shares from the exercise of share subscription Options;
- 10) decides that the Board of Directors shall also have, with the option to delegate under the conditions set by law, all powers to record the capital increases in the amount of the shares that shall be actually subscribed by the exercise of the subscription Options, amend the by-laws accordingly, and, at its sole discretion, if it considers it appropriate, 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, and carry out all formalities necessary for the listing of the securities thus issued and all declarations with any bodies and do anything else that may be necessary;
- 11) decides that this authorization supersedes as of this date the unused portion of the authorization of the same nature granted by the sixteenth resolution of the Combined General Meeting of May 30, 2013.



## **SIXTEENTH 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, 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) authorizes the Board of Directors 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) stipulates 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) stipulates 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 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;
- 5) stipulates 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) stipulates that the Board of Directors may proceed, in accordance with Article L. 3332-21 of the French Labor Code, 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) stipulates 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) stipulates 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

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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) stipulates 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 General Shareholders' Meeting of September 4, 2015 in the second resolution;
- 10) the authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

### **SEVENTEENTH RESOLUTION**

#### ***Amendments to by-laws***

The General Meeting, after review of the report of the Board of Directors, decides to:

1. amend paragraphs 1 and 3 of Article 14 of the by-laws "Board of Directors", which states as follows:

“1. Composition

The Company shall be administered by a Board of Directors established in accordance with the Law.

Directors shall be appointed and their positions renewed by an ordinary shareholders meeting, which may remove them at any time.

However, in the event of merger or split-up, Directors may be appointed by an extraordinary shareholders meeting.

Directors may be individuals or legal entities. Directors who are legal entities must, at the time of their appointment, designate a permanent representative, who shall be subject to the same conditions and obligations and who shall incur the same civil and criminal liability as if he were a Director on his own behalf, without prejudice to the joint and several liability of the legal entity that he represents. This mandate of permanent representative shall be given to him for the duration of the mandate of the legal entity that he represents; it must be renewed whenever the mandate of the legal entity is renewed.

When the legal entity revokes its representative, it must so notify the Company, immediately, by registered letter and appoint a new permanent representative under the same terms; the same shall hold true in the event of death or resignation of the permanent representative.

An individual Director may have multiple mandates in a board of directors or supervisory board, in so far as the rules of Law are complied with.

An employee of the Company may be appointed as Director only if his employment contract predates his appointment and that the contract corresponds to an actual job. The number of Directors bound to the Company by an employment contract may not exceed one third of the Directors in office.”

[...]

“3. Vacancy of Seats – Cooptation

In the event of vacancy due to the death or resignation of one or more of the Directors, the Board of Directors may make temporary appointments between two shareholders meetings.

However, if only one or two Directors remain in office, such Director or Directors, or otherwise the auditor(s), must immediately convene the ordinary shareholders meeting to fill the remaining

seats on the Board of Directors.

Provisional appointments made by the Board of Directors shall be subject to confirmation by the next ordinary shareholders meeting. In the absence of such confirmation, the resolutions adopted and the acts accomplished previously by the Board of Directors shall remain valid nevertheless.

A Director appointed in replacement of another shall remain in office only for the un-elapsd remainder of his predecessor's term of office."

2. Add a paragraph 4 to Article 14 of the by-laws "Board of Directors", entitled "Directors representing employees", which states as follows:

4. Director representing employees

In accordance with Article L. 225-27-1 of the French Commercial Code, the Board of Directors also includes a director representing employees appointed by the trade union organization that has obtained the highest number of votes in the first round of the elections referred to in Articles L. 2122-1 and L. 2122-4 of the French Labor Code in the Company and its direct or indirect subsidiaries whose registered office is located on French territory.

The failure to appoint a director representing employees pursuant to and under the conditions of the law and this article does not impair the validity of the deliberations of the Board of Directors.

The term of office of a director representing employees is four years.

The term of office of the director representing employees shall expire at the end of the General Meeting called to approve the parent company financial statements for the previous year held during the year in which his or her term of office expires.

In the event of vacancy of a director representing employees, for whatever reason, his or her replacement shall be appointed according to the same procedure as the director in question and shall remain in office only for the remainder of his or her predecessor's term. Up to the date of such replacement, the Board of Directors may meet and deliberate validly.

If, at the close of a year, the provisions of Article L. 225-27-1 of the French Commercial Code are no longer applicable to the Company, the term of the director representing employees expires at the end of the Ordinary General Meeting called to approve the financial statements for that year.

Paragraphs 1 to 3 of this Article shall not apply to the director representing employees, with the exception of the rules on simultaneous offices referred to in paragraph 1 and the rules relating to the renewal of duty referred to in paragraph 2.

Subject to the provisions of this Article or of the provisions of the law, the director representing employees has the same status, rights and responsibilities as other directors."

3. Amend paragraphs 1 and 3 of Article 15 of the by-laws "Chairmanship – Organization of the Board of Directors" as follows:

"1. From among its individual members, the Board of Directors shall elect a Chairman and set his term of office, which term may not exceed his term of office as Director.

The Board of Directors may also, under the same conditions, elect a Vice-Chairman.

The Chairman may not be more than eighty-five years of age. Should he pass that age, he shall be considered to have resigned automatically.

In the case of a temporary incapacity or death of the Chairman, the Vice-Chairman shall serve as Chairman on an interim basis and, in the event that no Vice-Chairman has been appointed, the Board of Directors may appoint a Director to assume the role of Chairman. The replacement of the Chairman by the Vice-Chairman or by the delegate shall end on the date of resumption of the

duties of the Chairman or as the case may be, upon the election of a new Chairman.”

[...]

“3. Should the Chairman be absent or unavailable to preside over a meeting of the Board of Directors, the Vice-Chairman shall serve as Chair, and in the event that no Vice-Chairman has been appointed, the Board shall appoint, for that relevant meeting, one of its members present to chair the meeting.”

4. Amend the title of Article 20 as follows:

"Article 20 - Compensation of Directors, the Chairman of the Board of Directors, the Vice-Chairman, Senior Management, agents of the Board of Directors and members of committees."

5. Amend paragraph 2 of Article 20 of the by-laws "Compensation of Directors, the Chairman of the Board of Directors, the Vice-Chairman, Senior Management, agents of the Board of Directors and members of committees" as follows:

“The compensation of the Chairman of the Board of Directors and the compensation of the Directeur général, and, as the case may be, the compensation of the Vice-Chairman, the Directeurs généraux délégués, shall be determined by the Board of Directors. It may be fixed or proportional, or both."

6. Amend the first alinea of the second paragraph of Article 28 "General Meetings - Secretariat - Minutes" as follows:

"Shareholders meetings shall be chaired by the Chairman of the Board of Directors. In his absence, such meetings are chaired by the Vice-Chairman or by a Director specifically delegated by the Board of Directors for that purpose."

The other provisions of the By-laws remain unchanged.

## **ORDINARY AND EXTRAORDINARY GENERAL MEETING**

### **EIGHTEENTH 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.

#### **Draft resolutions presented in accordance with articles L. 2323-67 and R. 2323-14 of the French Labor Code**

## **EXTRAORDINARY GENERAL MEETING**

### ***RESOLUTION A1***

Subject to the approval of Resolution 17, replace the first subparagraph in paragraph 4 of article 14 of the Articles of Association with: "In accordance with Article L. 225-27 of the French Commercial Code, the Board of Directors shall include a director representing the employees, elected by the employees of the Company and its direct or indirect subsidiaries, whose registered office is located in French territory."

For this purpose, the General Meeting delegates all powers to the Board of Directors to modify its internal regulation and to carry out all actions, formalities and declarations pertaining to this decision in order to implement this measure no later than October 31, 2016.

**RESOLUTION A2**

Subject to the approval of Resolution 17 and the rejection of Resolution A1, replace the first subparagraph in paragraph 4 of article 14 of the Articles of Association with: "In accordance with Article L. 225-27-1, III of the French Commercial Code, the Board of Directors also includes a director representing the employees, appointed by the Works Council of the Company."

**RESOLUTION B**

Subject to the approval of Resolution 17, add at the end of paragraph 4 of article 14 of the Articles of Association: "The director representing the employees is a member by right of the Compensation and Nomination Committee."

**RESOLUTION C**

Subject to the approval of Resolution 17, add at the end of paragraph 4 of article 14 of the Articles of Association: "The directors' fees allocated to the director representing the employees are paid directly to *La Fondation Dassault Systèmes*."

**RESOLUTION D**

The General Meeting resolves to authorize the director representing the employees to distribute a quarterly newsletter to employees who subscribed to it.

For this purpose, the General Meeting delegates all powers to the Board of Directors to modify its internal regulation and to carry out all actions, formalities and declarations pertaining to this decision in order to implement this measure no later than October 31, 2016.

\* \* \*

Each shareholder, regardless of the number of shares it holds, has the right to participate to the General Meeting.

In order to attend this General Meeting, to be represented or to vote by post, shareholders have to evidence that they are registered personally or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on May 24, 2016 at 00:00 am, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary.

The registration of the shares in bearer accounts held by accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by the accredited intermediary to the holder of the shares.

The shareholders willing to attend personally the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France. In order to be taken into consideration, admission card requests must be received by Société Générale, Service des Assemblées, at the latest on the third business day prior to the date of the General Meeting (i.e., at the latest on May 23, 2016). A certificate (*attestation de participation*) is also delivered to the shareholder willing to attend the General Meeting in person and who has not received its admission card on the second business day preceding the General Meeting at 00:00 am, Paris time) (i.e., on May 24, 2016 at 00:00 am, Paris time). This request may be made by returning the post voting form or the proxy on which the admission card request is mentioned;
- for the holders of bearer shares, by sending their request to the financial intermediary who manages their securities account.

Instead of being physically present to the General Meeting, every shareholder may elect one of the following options:

1. giving a proxy to any person of his choice in accordance with the French legal requirements;
2. sending a proxy to the Company with no indication of the representative;
3. voting by post.

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A voting form or a proxy will be automatically sent by mail to the holders of registered shares (directly or through a financial intermediary).

Holders of bearer shares can obtain a voting form or a proxy on request sent by simple letter to their financial intermediary or to Société Générale, Service des Assemblées, CS 30812 - 44308 Nantes Cedex 3, France.

It is reminded that, according to the law and the by-laws of the Company:

- request for voting form or proxy must be received by the Company or Société Générale at least six days prior to the date of the meeting, i.e., on May 20, 2016 at the latest;
- voting forms or proxies will only be taken into consideration if they are duly completed and accompanied, as the case may be, by the certificate (*attestation de participation*) and must be received by the Company or Société Générale, at least three days before the date of the General Meeting, i.e., on May 23, 2016 at the latest.

The shareholders may revoke their proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy in accordance with Article R.225-79, paragraph 5 of the French Commercial Code.

By exception to the above, shareholders may designate or revoke their representative by e-mail sent until the day before the General Meeting at 3.00 pm Paris time (i.e., until May 25, 2016 at 3.00 pm, Paris time) with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the email to which the electronic signature is related, the shareholder being responsible for obtaining any electronic signature certificates or keys, to the following address [DS.Mandataire-AG@3ds.com](mailto:DS.Mandataire-AG@3ds.com) and including the following information:

- for the holders registered directly with the issuer: last name, first name, address, and login Société Générale (mentioned on the top left of the account report), and the last and first names of the designated or revoked representative;
- for the holders registered with a custodian or the bearer holders: last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder will imperatively need to ask to his financial intermediary which manages his securities account to send a confirmation to the “Service des Assemblées” of Société Générale which he knows the fax details.

In order for the designations or revocations of mandates made by mail to be taken into account, confirmations will have to be received on May 23, 2016 at the latest. The above-mentioned e-mail address will only be able to deal with the requests of designation or revocation of representatives, any other request will not be considered.

A shareholder who has voted by post, sent a proxy or asked for an admission card or a certificate (*attestation de participation*) in the abovementioned conditions, has no possibility to choose another way of attending the General Meeting.

In accordance with the provisions of Article L.225-126 I of the French Commercial Code, it is reminded that any person holding alone or in concert, pursuant to one or several temporary transfer transactions relating to these shares or any transaction entailing a right or obligation to resell or return these shares to the transferor, a number of shares representing more than two-hundredth of the voting rights, shall inform the Company and the *Autorité des marchés financiers*, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., on May 24, 2016 at 00:00 am, Paris time at the latest) and when the agreement organizing this transaction remains effective on that date, of the total number of shares temporarily held. In case of failure to inform under the conditions described above, the shares are deprived from their voting rights for the relevant General Meeting and for any further General Meeting that would be held until said shares are resold or returned.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e., on May 20, 2016 at the latest, by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They imperatively need to be accompanied by a certificate of registration (*attestation d'inscription en compte*).





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The information mentioned in Article R. 225-73-1 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, will be published on [www.3ds.com](http://www.3ds.com) the 21<sup>st</sup> day before the General Meeting at the latest, i.e., on May 4, 2016 at the latest. They will also be available for consultation at the registered office.

The draft of the points and the resolutions added to the agenda, presented by shareholders will be published with no delay on the Company's website above-mentioned.

**The Board of Directors**