

DASSAULT SYSTEMES

Société européenne with a share capital of €129,088,478.50
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

**PRELIMINARY NOTIFICATION 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 Tuesday May 23, 2017 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
- Approval of the consolidated financial statements
- Allocation of the results
- Option to receive payment of dividends in the form of shares
- Related-party agreements (conventions réglementées)
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman and Chief Executive Officer
- Compensation elements due or granted with respect to 2016 to Mr. Charles Edelstenne, Chairman of the Board
- Compensation elements due or granted with respect to 2016 to Mr. Bernard Charlès, Vice-Chairman and Chief Executive Officer
- Re-appointment of Ms. Odile Desforges
- Ratification of the cooptation of Ms. Catherine Dassault as director
- Appointment of a new director
- Determination of the amount of directors’ fees
- Re-appointment of a Principal Statutory Auditor
- Authorization to repurchase Dassault Systèmes’s shares

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 for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving right to debt securities, and of issuing securities giving access to equity securities of the Company to be issued, with pre-emptive right
- Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities of the Company

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or giving right to debt securities, and of issuing securities giving access to equity securities to be issued, without pre-emptive right and within the framework of a public offering

- Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities or giving right to debt securities, and of issuing securities giving access to equity securities to be issued, without pre-emptive right, within the framework of a private placement as referred to in II of Article L. 411-2 of the French Monetary and Financial Code
- Authorization granted to the Board of Directors for the purpose of increasing the share capital by incorporation of reserves, profits or premiums
- Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities or giving right to debt securities as well as securities giving access to equity securities to be issued, within the limit of 10%, as consideration for in-kind contributions of equity or other securities
- Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive right

Both Ordinary and Extraordinary General Meeting:

- Powers for formalities.

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, 2016, as they have been presented.

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports and in particular, in accordance with the provisions of Article 223 *quater* of the French Tax Code, the fact that there are no non-deductible tax expenses and charges referred to in Article 39.4 of said 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, 2016, 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 €269,585,829.57⁽¹⁾ as follows:

• to the legal reserve	€64,120.85
• for distribution to the 258,176,957 shares forming the capital as of 02/28/2017 of a dividend of (€0.53 × 258,176,957 shares) ⁽²⁾	€36,833,787.21
• to retained earnings	€32,687,921.51

which, increased by the retained earnings from prior years of €1,965,014,111.26, brings the amount of retained earnings to

€2,097,702,032.77

(1) After allocation to the legal reserve, this profit increased by the retained earnings from prior years of €1,965,014,111.26 results in a distributable profit of €2,234,535,819.98.

(2) The aggregate amount of the dividend will be increased, based on the number of new shares created between March 1, 2017 and the date of the General Meeting of May 23, 2017, consecutively to the exercise of share subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 2,500,392, i.e. a maximum amount of a supplementary dividend of €1,325,207.76.

Shares will be traded ex-dividend as of May 30, 2017 and dividends made payable as from June 26, 2017.

On the date of payment, the amount of the dividend corresponding to (i) the treasury shares of Dassault Systèmes SE and (ii) Dassault Systèmes' shares held by SW Securities LLC, a company which is controlled by the Dassault Systèmes Group, will 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 share subscription options between March 1, 2017 and the date of this General Meeting; the amount required for payment of dividends for shares issued during this period will be taken from "retained earnings".

The amount thus distributed will 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 may be subject to a non-discharging income tax withholding at a 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:

	2015	2014	2013
Dividend (in euros)	0.47	0.43	0.83
Number of shares eligible for dividends	257,154,032	255,644,058	126,746,027*

* The number of shares was given before the two-for-one stock split of the Dassault Systèmes 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, has decided 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 choose, 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 a 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, 2017, and will have all the rights and privileges as the other shares issued by Dassault Systèmes SE.

Shareholders may choose, in whole or in part, to receive payment of the dividend in cash or new shares between May 30 and June 15, 2017, 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, 2017 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 chosen only partial payment, will receive the dividend in cash for the portion for which payment in shares was not chosen as from June 26, 2017. 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 with the shareholder paying the difference in cash on the day he/she chose 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 previous 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 does not include any new agreements.

SIXTH RESOLUTION***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman***

The General Meeting approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman, as indicated in the 2016 Annual Report, under chapter 5 “Corporate Governance”, paragraph 5.1.4 “Principles established by the Board of Directors pertaining to compensation of the Executive Officers and Directors”.

SEVENTH RESOLUTION***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman and Chief Executive Officer***

The General Meeting approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman and Chief Executive Officer, as indicated in the 2016 Annual Report, under chapter 5 “Corporate Governance”, paragraph 5.1.4 “Principles established by the Board of Directors pertaining to compensation of the Executive Officers and Directors”.

EIGHTH RESOLUTION***Compensation elements due or granted with respect to 2016 to Mr. Charles Edelstenne, Chairman of the Board***

The General Meeting approves the compensation elements due or granted with respect to 2016 to Mr. Charles Edelstenne, Chairman of the Board, as indicated in the 2016 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.3.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

NINTH RESOLUTION***Compensation elements due or granted with respect to 2016 to Mr. Bernard Charlès, Vice-Chairman and Chief Executive Officer***

The General Meeting approves the compensation elements due or granted with respect to 2016 to Mr. Bernard Charlès, Vice-Chairman and Chief Executive Officer, as indicated in the 2016 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.3.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

TENTH RESOLUTION***Re-appointment of Ms. Odile Desforges***

The General Meeting notes that Ms. Odile Desforges’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, 2020.

ELEVENTH RESOLUTION***Ratification of the cooptation of Ms. Catherine Dassault as director***

The General Meeting ratifies the appointment by cooptation of Ms. Catherine Dassault as director, decided by the Board of Directors on July 20, 2016, for the remaining term of office of her predecessor Ms. Nicole Dassault, who has resigned, i.e. until the General Meeting approving the financial statements for the year ending December 31, 2018.

TWELFTH RESOLUTION***Appointment of a new director***

The General Meeting decides to appoint Soumitra Dutta 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, 2020.

THIRTEENTH RESOLUTION***Determination of the amount of directors' fees***

The General Meeting sets forth the amount of the directors' fees to be distributed among the directors at €500,000 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.

FOURTEENTH 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 PricewaterhouseCoopers Audit, whose registered office is located at 63 rue de Villiers – 92200 Neuilly-sur-Seine, as Principal Statutory Auditor for a term of six years, i.e. until the General Meeting called to approve the financial statements for the year ending December 31, 2022. PricewaterhouseCoopers Audit has already indicated that it accepted its re-appointment.

FIFTEENTH RESOLUTION***Authorization to repurchase Dassault Systèmes's shares***

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase a maximum amount of 25,000,000 Dassault Systèmes shares, in accordance with the terms and conditions stipulated in 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:

- 1) Cancel shares for the purpose of increasing the profitability of shareholders' equity and earnings per share, subject to adoption by the Extraordinary General Meeting of the resolution permitting shares to be canceled.
- 2) Meet obligations related to stock-option grants or other allocations of shares to employees or corporate officers of Dassault Systèmes SE or of an affiliated company.
- 3) Provide shares upon exercise of rights attached to securities giving right to shares of Dassault Systèmes SE.

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- 4) Stimulate the market or provide liquidity for the Company's shares through the intermediary of an investment services provider by means of a liquidity contract complying with a Code of Ethics accepted by the Financial Markets Authority (AMF).
- 5) Implement any stock-exchange market practice which may be authorized 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.

The maximum amount of funds dedicated to repurchase of Company shares may not exceed €500 million, this condition being cumulative with the cap of 25,000,000 Dassault Systèmes shares.

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 will 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 will be valid commencing on the date of this General Meeting until the annual Ordinary General Meeting approving the financial statements for the year ending December 31, 2017. 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 replaces and supersedes the previous share repurchase program authorized by the Combined General Shareholders' Meeting of May 26, 2016, in its thirteenth resolution.

EXTRAORDINARY GENERAL MEETING

SIXTEENTH 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 24 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, 2017.

SEVENTEENTH RESOLUTION***Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving right to debt securities, and of issuing securities giving access to equity securities of the Company to be issued, with pre-emptive right***

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to decide to issue, on one or more occasions, at the time or times and in the proportions it deems fit, both in France and abroad, ordinary shares and/or equity securities giving access to other equity securities or giving right to debt securities and/or any other securities giving access to equity securities of the Company to be issued, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or with the latter's agreement, to one or more Deputy CEOs, in accordance with the conditions permitted by law, all the necessary powers to decide to increase the share capital;
- 2) decides that any issue of preferred shares or securities giving access to preferred shares is expressly excluded;
- 3) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or subsequently under this authorization may not exceed €12 million, it being specified that this overall cap is set exclusive of the nominal amount of the shares to be issued to protect the rights of the holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual provisions stipulating other adjustment cases;
- 4) decides moreover that the nominal amount of the debt securities of the Company that may be issued under this authorization will be at most €750 million or the equivalent of this amount in

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- foreign currency or in accounting units calculated by reference to multiple currencies;
- 5) decides that the shareholders may exercise, under the conditions laid down in law, their pre-emptive right to shares, equity securities and other securities issued under this resolution;
 - 6) decides that if applications for subscription on an irreducible basis and if applicable, a reducible basis do not absorb all of issue of shares, equity securities or other securities, the Board of Directors may offer all or some of the unsubscribed securities to the public;
 - 7) notes that this authorization automatically entails that the shareholders waive, for the benefit of the holders of securities giving access to the Company's share capital that may be issued, their pre-emptive right to the equity securities to which these securities give right;
 - 8) decides that the sum due or to fall due to the Company for each share issued under this authorization must be at least equal to the par value of the shares on the issue date;
 - 9) decides that the Board of Directors may, if it deems it appropriate, deduct the costs and expenses of carrying out the issues from the issue premium(s), and if applicable, deduct the sums needed to increase the legal reserve to one-tenth of the new share capital after each issue from this amount;
 - 10) decides that this authorization supersedes the similar authorization granted by the sixteenth resolution of the Combined General Meeting of May 28, 2015.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

EIGHTEENTH RESOLUTION

Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving right to debt securities, and of issuing securities giving access to equity securities to be issued, without pre-emptive right and within the framework of a public offering

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-94 of the French Commercial Code, its authority to decide to carry out, through a public offering or, if relevant and subject to the approval by the General Meeting of a specific resolution to this effect, through an offer as referred to in II of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, at the time or times and in the proportions it deems fit, both in France and abroad:
 - a) issuance of shares and/or equity securities giving access to other equity securities or giving right to debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued;
 - b) issuance of shares and/or equity securities giving access to other equity securities or giving right to debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued following issuance by companies, in which the Company directly or indirectly holds over half of the share capital, of any equity securities or securities giving access to equity securities of the Company to be issued;
 - c) issuance of shares and/or equity securities and/or securities by the Company giving access to equity securities of a company, in which the Company directly or indirectly holds over half of the share capital, to be issued;
 - d) issuance by the Company of securities giving access to existing equity securities or giving right to debt securities of another company in which the Company does not, directly or indirectly, hold over half of the share capital.

The Board of Directors may delegate to the Chief Executive Officer, or with the latter's agreement, to one or more Deputy CEOs, in accordance with the conditions permitted by law, all the necessary powers to decide to increase the share capital.

- This authorization automatically entails that the shareholders waive, for the benefit of the holders of securities that may be issued by the subsidiaries, their pre-emptive right to the equity securities to which these securities give right;
- 2) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or subsequently under this authorization may not exceed €12 million, it being specified that this cap is set exclusive of the nominal amount of the shares to be issued to protect the rights of the holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual provisions stipulating other adjustment cases;
 - 3) decides that the nominal amount that may be issued under this resolution will be included in the maximum nominal amount for share capital increases of €12 million set under the seventeenth resolution of this General Meeting;
 - 4) decides that any issue of preferred shares or securities giving access to preferred shares is expressly excluded;
 - 5) decides that this share capital increase may be the result of the exercise of a right resulting from any of the securities issued by any company in which the Company directly or indirectly holds over half of the share capital and with the agreement of the latter;
 - 6) decides moreover that the nominal amount of debt securities that may be issued under this authorization will be at most €750 million or the equivalent of this amount in foreign currency or in accounting units calculated by reference to multiple currencies, and will be included in the cap of €750 million set under the seventeenth resolution of this General Meeting;
 - 7) decides to eliminate the pre-emptive right of shareholders to subscribe for shares, equity securities and other securities to be issued, it being understood that the Board of Directors may grant the shareholders a priority subscription period in respect of to all or part of the issue, subject to the time limit and conditions set by the Board, in accordance with the provisions of Article L. 225-135 of the French Commercial Code; this priority subscription period will not give rise to negotiable rights;
 - 8) acknowledges that this authorization automatically entails that the shareholders waive, for the benefit of the holders of securities giving access to the Company's share capital that may be issued, their pre-emptive right to the equity securities to which these securities give right;
 - 9) decides that the sum due or to fall due to the Company for each share issued or to be issued under this authorization must be at least equal to the minimum value set by the regulations in force when this authorization is used, i.e. at present the Company's average weighted share price on the regulated market of Euronext Paris over the last three trading days prior to the date the issue price is set, less a possible discount of up to 5%, and after, where appropriate, correction of this amount to take into account the differences in dividend eligibility dates.
 - 10) decides that the Board of Directors may use this authorization, in whole or in part, for the purpose of remunerating securities tendered in a public exchange offer initiated by the Company, within the limits and under the conditions stipulated in Article L. 225-148 of the French Commercial Code;
 - 11) decides that the Board of Directors may, if it deems it appropriate, deduct the costs and expenses of carrying out the issues from the issue premium(s), and if applicable, deduct the sums needed to increase the legal reserve to one-tenth of the new share capital after each issue from this amount;
 - 12) decides that this authorization supersedes the similar authorization granted by the seventeenth resolution of the Combined General Meeting of May 28, 2015.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

NINETEENTH RESOLUTION

Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities or giving right to debt securities, and of issuing securities giving access to equity securities to be issued, without pre-emptive right, within the framework of a private placement as referred to in II of Article L. 411-2 of the French Monetary and Financial Code

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-136 of the French Commercial Code, its authority to decide to issue, within the framework and under the terms of the eighteenth resolution of this General Meeting and within the limit of the maximum nominal amount of €2 million, equity securities or debt securities, through an offer as referred to in II of Article L. 411-2 of the French Monetary and Financial Code;
- 2) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or subsequently under this authorization will be included in the maximum nominal amount for capital increases of €2 million set under the seventeenth resolution of this General Meeting;
- 3) decides that this authorization supersedes the similar authorization granted by the eighteenth resolution of the Combined General Meeting of May 28, 2015.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

TWENTIETH RESOLUTION

Authorization granted to the Board of Directors for the purpose of increasing the share capital by incorporation of reserves, profits or premiums

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, pursuant to the provisions of Article, L. 225-130 of the French Commercial Code, and after considering the report of the Board of Directors:

- 1) delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, at the time or times and in the proportions it deems fit, by incorporation of reserves, profits, premiums or other amounts that may be capitalized, or by combining such a share capital increase with a share capital increase in cash carried out under the seventeenth, eighteenth or nineteenth resolutions of this General Meeting, by issuing and granting free shares or raising the nominal value of the existing shares, or, finally, by combining the two transactions, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or with the latter's agreement, to one or more Deputy CEOs, in accordance with the conditions permitted by law, all the necessary powers to decide the share capital increase;
- 2) decides that the maximum nominal amount of the share capital increases that may be carried out under this authorization may not exceed €2 million, it being specified that this cap is set exclusive of the nominal amount of the shares to be issued to protect the rights of the holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, if relevant, the contractual provisions stipulating other adjustment cases;
- 3) decides that this maximum nominal amount will be included in the maximum nominal amount set for share capital increases that may be carried out under the seventeenth resolution of this General Meeting;

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- 4) decides that the rights giving rise to fractional shares will not be negotiable and that the corresponding shares will be sold. The proceeds of the sale will be allocated to the holders of the rights within 30 days after the date of entry in their account of the full number of shares granted;
- 5) decides that the Board of Directors may, if it deems it appropriate, proceed with any charge against the issue premium or premiums, in particular for expenses, duties and fees incurred due to the implementation of the issues, and, if appropriate, deduct from this amount the necessary amounts to bring the legal reserve to one-tenth of the new share capital after each issue;
- 6) decides that this authorization supersedes the similar authorization granted by the nineteenth resolution of the Combined General Meeting of May 28, 2015.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

TWENTY-FIRST RESOLUTION

Authorization granted to the Board of Directors for the purpose of increasing the share capital by issuing shares or equity securities giving access to other equity securities or giving right to debt securities as well as securities giving access to equity securities to be issued, within the limit of 10%, as consideration for in-kind contributions of equity or other securities

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-147 of the French Commercial Code, the necessary powers to increase the share capital by issuing shares and/or equity securities giving access to other equity securities or giving right to debt securities of the Company and/or securities giving access to equity securities to be issued by the Company, within the limit of 10% of the share capital, based on the report of the Capital Contributions Auditor(s), as consideration for in-kind contributions of equity or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French Commercial Code do not apply;
- 2) decides that the Board of Directors will have all the necessary powers to implement this authorization, in particular to determine all the terms and conditions of the authorized transactions and in particular to evaluate the contributions and grants, where applicable, of special advantages, to set the number of securities to be issued as consideration for contributions, as well as the effective date of the securities to be issued, to proceed with any charge against the issue premium or premiums, in particular for expenses, duties and fees incurred due to the implementation of the issues, to formally record the share capital increase and amend the by-laws accordingly, and to more generally take all necessary measures, enter into any agreements and carry out any and all formalities required in particular for the admission of the shares to trading;
- 3) notes, where necessary, that this authorization automatically entails that the shareholders waive their pre-emptive right to the equity securities of the Company to which the securities that may be issued under this authorization may give entitlement;
- 4) decides that this authorization supersedes the similar authorization granted by the twentieth resolution of the Combined General Meeting of May 28, 2015.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

TWENTY-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 right***

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) delegates to the Board of Directors its 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 Company's share capital 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 Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- 2) decides to eliminate the pre-emptive right 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 will be included in the maximum nominal amount for share capital increases of €12 million set under the seventeenth resolution;
- 4) decides 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 pursuant to 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) 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 Company's share capital, 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 provide for, pursuant to Article L. 3332-21 of the French Labor Code, the free allocation of shares or other securities giving access to the Company's share capital 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 Company's share capital 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 the share capital, under the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years,

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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 share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share 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 share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;

- 9) decides that this authorization supersedes all previous authorizations relating to share capital increases reserved for members of corporate savings plans, and in particular, that granted by the General Shareholders' Meeting of May 26, 2016 in the sixteenth resolution;
- 10) The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

ORDINARY AND EXTRAORDINARY GENERAL MEETING

TWENTY-THIRD 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.

* * *

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 19, 2017 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 18, 2017). 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 19, 2017 at 00:00 am, Paris time). This request may be

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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.

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 17, 2017 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 20, 2017 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 22, 2017 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 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 20, 2017 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 19, 2017 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.

Requests to include points or proposed resolutions in the agenda must be sent to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, within twenty days following the publication of the present notice, i.e., on April 20, 2017 at the latest, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French Commercial Code (i.e., representing a minimum percentage of the share capital). The Works' council may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice, i.e., on April 10, 2017 at the latest. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a brief presentation of them.

These requests must be accompanied with a certificate of registration (*attestation d'inscription en compte*). It is also reminded that the examination by the General Meeting of Shareholders of the points or the proposed resolutions that will be presented is subject to the communication by the concerned persons, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., on May 19, 2017 at 00:00 am, Paris time at the latest), of a new certificate justifying of the registration of their securities in the above-mentioned conditions.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e., on May 17, 2017 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*).

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 the 21st day before the General Meeting at the latest, i.e., on May 2, 2017 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