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Dassault Systèmes

General Meeting of Shareholders of May 23, 2017

Seventeenth, eighteenth, nineteenth and twenty-first resolutions

Statutory auditors' report on the issue of shares and various marketable securities with and/or without cancellation of preferential subscription rights

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S.A.S. au capital de € 2.510.460

Commissaire aux Comptes
Membre de la compagnie
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Commissaire aux Comptes
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To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposed authorizations allowing your Board of Directors to decide on whether to proceed with various issues of shares and/or securities, operations upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report that:

- it be authorized, for a period of twenty-six months, to proceed with the following operations and set the final conditions of these issues, and proposes, where applicable, to cancel your preferential subscription rights:
 - the issue of ordinary shares or marketable securities that give access to the Company's capital and the issue of securities that give entitlement to the allotment of debt securities, without cancellation of preferential subscription rights (seventeenth resolution);
 - the issue, with cancellation of preferential subscription rights, through public offering (eighteenth resolution):
 - of capital shares and/or equity securities convertible into other equity securities or granting to the allocation of Company debt securities and/or every other securities convertible into Company equity securities to be issued;
 - of capital shares and/or equity securities convertible into other equity securities or granting to the allocation of Company debt securities and/or every other securities convertible into Company equity securities to issue, resulting from the issuance from companies in which the Company holds directly or indirectly more than half of the equity shares or every transferable securities convertible into equity securities to be issued;
 - of capital shares and/or equity securities and/or securities from the Company convertible into capital security to be issued of a company in which your Company holds directly or indirectly more than half of the equity;

- o of securities convertible into existing capital securities, or granting to the allocation debt securities of a company in which the Company does not hold directly or indirectly more than half of the equity shares;
 - o being stipulated that the Board of Directors may use this delegation for the purpose of remunerating securities tendered in a public exchange initiated by the Company, within the limits and under the conditions provided in Article L. 225-148 the French Commercial Code (*Code de commerce*);
- the issue, with cancellation of preferential subscription rights, of ordinary shares or securities that give access to the Company's capital and the issue of securities that give entitlement to the allotment of debt securities, within the scope of an offering by private placement set out in II of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*), under the conditions determined by the eighteenth and nineteenth resolutions;
- it be delegated, for a period of twenty-six months, the powers necessary to issue ordinary shares and/or equity securities giving access to other equity securities or giving rights to the allocation of debt securities of the company and / or securities giving access to equity securities to be issued by the Company, for the purpose of remunerating contributions in kind made to the company and consisting of shares or securities (twenty-first resolution), up to a limit of 10% of the share capital.

The overall nominal amount of the increases in capital to be performed immediately or at a later date may not exceed € 12,000,000 under the seventeenth, eighteenth, nineteenth and twenty-second resolutions. The overall nominal amount of the debt securities to be issued may not exceed € 750,000,000 under the seventeenth, eighteenth and nineteenth resolutions.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the capital securities to be issued.

Subject to a subsequent examination of the conditions for the proposed issues, we have no matters to report as to the methods used to determine the issue price of the capital securities to be issued provided in the Board of Directors' report in respect of the eighteenth and nineteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the seventeenth and twenty-first resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not yet been determined have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights for the eighteenth and nineteenth resolutions.

In accordance with Article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization in case of issues of securities giving access to the capital and/or giving entitlement to the allotment of debt securities, in case of transferable securities given access to capital securities to be issued and in the event of issues with cancellation of preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 27, 2017

The Statutory Auditors
French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Pierre Marty

Pierre-Antoine Duffaud