



Elements relating to the Chief Executive Officer's compensation

Board of Directors of May 23, 2017

Pursuant to the authorization of the Shareholders' General Meeting dated September 4, 2015, the Board of Directors of Dassault Systèmes SE, during its meeting held on May 23, 2017, decided, based on recommendation from the Compensation and Nomination Committee, to grant 300,000 shares to the Vice-Chairman and Chief Executive Officer. This grant is part of the plan which began several years ago, to associate the Chief Executive Officer to the share capital of the Company, with the aim of recognizing his entrepreneurial role during more than thirty years with the Group and providing him with an equity interest comparable to that of founders of companies in the same sector, and more generally, of his peers in technology companies around the world.

Shares will be acquired by the Chief Executive Officer on May 23, 2020 subject, in accordance with the AFEP-MEDEF Code, to the fulfillment of a presence and a performance conditions. Such conditions are identical to those applicable to the 2017-A Plan decided today to the benefit of certain employees of the Group.

The performance condition is based on the intrinsic performance of the Group measured by the increase in the EPS for 2019 compared to that for 2016, it being specified that such increase must be at least equal to a minimum (in percentage) set by the Board having granted the shares. The achievement level will vary linearly between 0 and 100% subject to a threshold and a target defined by the Board dated May 23, 2017.

In accordance with the AFEP-MEDEF Code and AMF recommendations, the Board dated May 23, 2017 has decided that the Chief Executive Officer must keep at least 15 % of the granted shares - such percentage being calculated after deduction of the number of shares which would be necessary to sell to pay taxes, social charges and expenses related to the sale of the total number of shares vested - and has acknowledged the undertaking signed by the Chief Executive Officer not to effect hedging transactions in order to secure a capital gain in connection with the acquisition of the shares.

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