



**Elements relating to the compensation of the Vice-chairman of the Board and Chief Executive Officer**

**Board of Directors of May 26, 2020**

Pursuant to the authorization of the Shareholders' General Meeting dated May 22, 2018, the Board of Directors of Dassault Systèmes SE, during its meeting held on May 26, 2020, decided, based on recommendation from the Compensation and Nomination Committee, to grant 300,000 shares to Mr. Bernard Charlès, Vice-chairman of the Board 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 thirty-five 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 26, 2024, 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 all the employees who have been granted shares. The performance condition is based on the intrinsic performance of the Group measured by the increase in the EPS for 2023 compared to that for 2019, 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 subject to defined threshold and target.

In accordance with the AFEP-MEDEF Code and AMF recommendations, the Board dated May 26, 2020 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.

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