

## DASSAULT SYSTEMES

*Société anonyme* with a registered capital of 117 645 813 euros  
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322 306 440 R.C.S. Nanterre

PUBLICATION PURSUANT TO ARTICLES L.225-42-1 AND R.225-34-1 OF THE FRENCH COMMERCIAL CODE AS THEY RESULT FROM THE FRENCH LAW DATED 21 AUGUST 2007 ON LABOUR, EMPLOYMENT AND PURCHASING POWER

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The Board of Directors held on 28 March 2008 decided, in compliance with the recommendations of the Compensation Committee on this matter, that, in case of the dismissal of the CEO from his functions as CEO of the Company, the amount of the indemnity payment would be contingent upon the satisfaction of the performance conditions which have been determined for the calculation of the variable part of this compensation.

The amount of the payment would be calculated according to the ratio of the variable compensation which was paid during the 3 years preceding termination as compared to the target variable compensation for these same years. The amount due would be calculated as follows:

- total amount of gross compensation (including variable portions but excluding benefits in kind and directors' fees) due for his functions as CEO for the two completed fiscal years preceding the date of dismissal,
- multiplied by the ratio i) of variable compensation which had been paid to the CEO during the 3 completed fiscal years preceding the date of dismissal ii) as compared to the target variable compensation determined for each of these years by the Board depending on the realization of the objectives determined for the Company.

However, the Board may consider that the indemnity will not be due in the event of exceptional circumstances seriously damaging the image or results of the Company and significantly reducing, in the opinion of the Board, the market price of the Company's shares, or in the event of misconduct of the CEO other than in connection with his corporate functions (*faute séparable* as defined under French law) and incompatible with the normal exercise of his responsibilities as CEO.

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