

Dassault Systèmes SE

**Statutory Auditors' additional report on the share capital
increases without pre-emptive subscription rights**

(Board of Directors' meeting of March 15, 2022)

PricewaterhouseCoopers Audit
63, rue de Villiers
92208 Neuilly-sur-Seine Cedex

Ernst & Young et Autres
Tour First, 1/2, place des Saisons
92400 Courbevoie - Paris-La Défense 1

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(Board of Directors' meeting of March 15, 2022)

Dassault Systèmes SE
10, rue Marcel Dassault
CS 40501
78946 Velizy-Villacoublay Cedex

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Dassault Systèmes SE and in compliance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we hereby present an additional report further to our reports dated April 30, 2021 on the share capital increases without pre-emptive subscription rights, reserved for:

- members of savings plans of the Company and/or companies related to the Company within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (*Code du travail*);
- (i) any company held by a credit institution or any credit institution acting at the request of the Company for the purpose of making a structured offer to employees and corporate officers of companies related to the Company within the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code and having their registered office outside France, and/or (ii) employees and corporate officers of companies related to the Company within the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code and having their registered office outside France, and/or (iii) UCITS funds or other employee share ownership entities, with or without legal personality, with investments in Company securities, where the unitholders or shareholders are the persons referred to in point (ii);

authorized by the Extraordinary General Meeting of May 26, 2021.

At the Meeting, the shareholders delegated authority to the Board of Directors to decide on such capital increases within 18 months and for a maximum amount of €1.5 million, it being specified that said ceiling was applicable to the twenty-first and twenty-second resolutions and was charged against the overall nominal ceiling of €12 million set under the fourteenth resolution of the Meeting.

In respect of the delegation of authority granted in the twenty-first resolution of the Meeting of May 26, 2021, the Board of Directors decided in principle on a capital increase reserved for (i) employees of the Company and its French and foreign subsidiaries who are members of savings plans (company savings plan [PEE] or international group savings plan [PEGI]), (ii) corporate officers of the said companies who are eligible under the conditions set out in Article L. 3332-2 of the French Labor Code, and (iii) retired employees (including employees who have taken early retirement) of the Group's French companies who have retained assets in the PEE since leaving the Group, up to a maximum nominal amount of five hundred thousand (500,000) euros, and sub-delegated the powers necessary to carry out said capital increase to the Chief Executive Officer.

In respect of the delegation of authority granted in the twenty-second resolution of the Meeting of May 26, 2021, the Board of Directors decided in principle on a capital increase reserved for (i) employees of companies related to Dassault Systèmes SE and having their registered office outside France, and (ii) a financial institution participating in the structuring of an alternative offer to that proposed on the basis of the twenty-first resolution, up to a maximum nominal amount of five hundred thousand (500,000) euros, and sub-delegated the powers necessary carry out said capital increase to the Chief Executive Officer.

Using the delegations, the Chief Executive Officer decided on December 3, 2021 to increase the Company's share capital by issuing (i) shares subscribed by the beneficiaries (employees of the Company and its French and foreign subsidiaries) and (ii) new shares subscribed by Together SAR. The completion of the share capital increases was placed on record on January 20, 2022.

Further to the transactions, the share capital was increased by a total amount of €430,505 through the issue of 4,305,050 new shares with a nominal value of €0.10 each and a share issue premium of €198,204,502 was recognized.

It is the Board of Directors' responsibility to prepare an additional report in accordance with Articles R. 225-115, R. 225-116 and R. 22-10-31 of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the financial statements, on the proposed cancellation of pre-emptive subscription rights and on other information relating to the issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying:

- the fairness of the information taken from the parent company and consolidated financial statements approved by the Board of Directors. We audited these financial statements in accordance with the professional standards applicable in France;
- the compliance of the terms and conditions of the transactions with the delegations granted by the Meeting;
- the information disclosed in the Board of Directors' additional report on the basis used to calculate the issue price and its final amount.

We have no matters to report as to:

- the fairness of the information taken from the parent company and consolidated financial statements and included in the Board of Directors' additional report;

- the compliance of the terms and conditions of the transactions with the delegations granted by the Extraordinary General Meeting of May 26, 2021 and the information provided to the shareholders;
- the basis used to calculate the issue price and its final amount;
- the presentation of the impact of the issues on the share price.

Concerning the presentation of the impact of the issues on the financial position of the holders of shares and securities giving access to the share capital as assessed based on shareholders' equity, we have the following matter to report: in the Board of Directors' additional report of March 15, 2022, the impact of the issues is assessed based on the consolidated shareholders' equity of the Dassault Systèmes Group at December 31, 2021 and not the shareholders' equity of Dassault Systèmes SE as reported in the parent company and consolidated financial statements at the same date.

Accordingly, we do not express an opinion on the presentation of the impact of the issues on the financial position of the holders of shares and securities giving access to the share capital as assessed based on shareholders' equity or on the cancellation of the pre-emptive subscription rights, upon which you have voted.

Neuilly-sur-Seine and Paris-La Défense, March 30, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit

Ernst & Young et Autres

Thierry Leroux

Nour-Eddine Zanouda