

DASSAULT SYSTEMES

Société européenne with a share capital of €133,843,536.30
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

PRELIMINARY NOTIFICATION TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “**Company**”) are informed that the Company’s combined general meeting of shareholders will be held on Wednesday May 22, 2024 at 3:00 pm (**Paris time**), at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”) – on the following agenda.

Ordinary General Meeting:

- Approval of the parent company annual financial statements,
- Approval of the consolidated financial statements,
- Allocation of profit,
- Related-party agreements,
- Appointment of PricewaterhouseCoopers Audit as Auditor in charge of Certifying Sustainability Reporting,
- Compensation policy for corporate officers (*mandataires sociaux*),
- Compensation elements paid or granted in 2023 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023,
- Compensation elements paid or granted in 2023 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer until December 31, 2023,
- Compensation elements paid or granted in 2023 to Mr. Pascal Daloz, Deputy CEO & Chief Operating Officer from January 9 to December 31, 2023,
- Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
- Appointment of a new director,
- Reappointment of Ms. Laurence Daures,
- Authorization to repurchase Dassault Systèmes’ shares.

Extraordinary General Meeting:

- Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program,
- Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights,
- Delegation of authority granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan,
- Delegation of authority granted to the Board of Directors to decide on one or more mergers by absorption,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of its delegation of authority to decide on one or more mergers by absorption,
- Delegation of authority granted to the Board of Directors to decide one or more demergers,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more demergers,
- Delegation of authority granted to the Board of Directors to decide one or more partial demergers,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more partial demergers,

Ordinary and Extraordinary General Meeting:

- Powers for formalities.

ORDINARY GENERAL MEETING

1ST RESOLUTION

Approval of the parent company annual financial statements

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to the explanations made orally, hereby approves the management report of the Board of Directors and the parent company annual financial statements for the year ended December 31, 2023, as they have been presented..

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports and, in particular, in accordance with the provisions of Article 223 quater of the French Tax Code, the aggregate amount of the expenses and charges referred to in Article 39.4 of the said Code that are non-deductible from taxable income, totaling €2,824,646 and resulting in corporate tax of €729,606.

2ND RESOLUTION

Approval of the consolidated financial statements

The General Meeting, after the reading of the report of the Board of Directors with respect to management of Dassault Systèmes included in the management report and the report by the Statutory Auditors related to the consolidated financial statements, in addition to the explanations made orally, hereby approves in all respects the management report of the Board of Directors and the consolidated financial statements for the year ended December 31, 2023, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such consolidated financial statements or summarized in such reports.

3RD RESOLUTION

Allocation of profit

The General Meeting, on the recommendation of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €861,164,184.28⁽¹⁾ as follows:

- | | |
|--|-----------------|
| - to the legal reserve | €28,767.25 |
| - to a special reserve account ⁽²⁾ | €0 |
| - for distribution to the 1,337,916,433 shares forming the share capital as of 12/31/2023 of a dividend of
(€0.23 x 1,337,916,433) ⁽³⁾ | €307,720,779.59 |
| - to retained earnings | €553,414,637.44 |

which, increased by the retained earnings from previous years of €3,451,199,096.21, brings the amount of retained earnings to	€4,004,613,733.65
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(1) This profit, increased by the retained earnings from previous years of €3,451,199,096.21 results in a distributable profit of €4,312,363,280.49.

(2) In compliance with Article 238 bis AB, paragraph 5 of the French General Tax Code.

(3) The aggregate amount of the dividend will be adjusted according to the change in the number of new shares created between January 1, 2024 and the date of this General Meeting as a result of the exercise of share subscription options, it being specified that the maximum number of shares that may derive from the exercise of options is 19,550,781, representing a maximum additional dividend of €4,496,679.63.

Shares will be traded ex-dividend on May 27, 2024 and the dividend will be paid on May 29, 2024.

On the date of payment, the amount of the dividend corresponding to (i) the treasury shares of Dassault Systèmes SE and (ii) the Dassault Systèmes' shares held by SW Securities LLC, a company which is controlled by the Dassault Systèmes SE Group, will be allocated to "retained earnings", in accordance with the provisions of Article L. 225-210 of the French Commercial Code and the contractual provisions in force between SW Securities LLC and Dassault Systèmes SE.

In addition, prior to distribution of the dividend, the Board of Directors, or if so authorized, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of share subscription options between January 1, 2023 and the date of this General Meeting. The amount required for payment of dividends for shares issued during this period will be taken from "retained earnings".

The amount thus distributed to individual shareholders resident in France for tax purposes will be, where applicable:

- either subject to a flat-rate withholding tax of 30% (12.8% income tax and 17.2% social security contributions) (Article 117 quater of the French Tax Code);
- or, if an individual option is expressly and irrevocably exercised each year across the board for all income from securities, taken into account in determining shareholders' total income subject to the progressive rate of income tax for the year in which it is received (Article

200 A of the French Tax Code), after application of an uncapped deduction of 40% (Article 158, 3, 2° of the French Tax Code). Dividends taxed at the progressive rate of income tax are also subject to social security contributions at a rate of 17.2%.

Pursuant to Article 243 *bis* of the French Tax Code, it is noted that dividends per share paid over the last three years have been as follows:

	2022	2021	2020
Dividend ⁽¹⁾ (in euros)	0.21	0.17 ⁽²⁾	0.11 ⁽²⁾
Number of shares eligible for dividends ⁽³⁾	1,315,586,120	1,314,896,795	1,313,041,750 ⁽³⁾

(1) Dividend 100% eligible for the 40% deduction provided for in Article 158-3-2 of the French Tax Code.

(2) After adjustment in order to reflect the five-for-one stock split of Dassault Systèmes' shares in effect as of July 7, 2021.

(3) The number of shares indicated do not take into account the nominal value of Dassault Systèmes shares being split by five, in effect as of July 7, 2021.

4TH RESOLUTION

Related-party agreements

The General Meeting, having reviewed the special report of the Statutory Auditors on the agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the report, which does not include any new agreements.

5TH RESOLUTION

Appointment of PricewaterhouseCoopers Audit as Auditor in charge of Certifying Sustainability Reporting

The General Meeting, having reviewed the report of the Board of Directors, resolves, in accordance with Articles L. 821-40 *et seq.* of the French Commercial Code, to appoint PricewaterhouseCoopers Audit as Auditor in charge of certifying sustainability reporting.

Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code, and pursuant to Article 38 of Ordinance No. 2023-1142 of December 6, 2023, regarding the publication and certification of sustainability reporting and the environmental, social and corporate governance obligations of commercial companies, the term of this assignment shall be three fiscal years, expiring at the close of the General Meeting of Shareholders called to approve the financial statements for the 2026 fiscal year.

6TH RESOLUTION

Compensation policy for corporate officers (mandataires sociaux)

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, approves the compensation policy for corporate officers (*mandataires sociaux*) set by the Board of Directors and contained in paragraph 5.1.3 "Compensation Policy for Corporate Officers (*Mandataires Sociaux*)" of Chapter 5 "Corporate Governance" of the Universal registration document for 2023.

7TH RESOLUTION

Compensation elements paid or granted in 2023 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, approves the compensation elements paid in 2023 or granted with respect to 2023 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023, as indicated in paragraph 5.1.4 "Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)" of Chapter 5 "Corporate Governance" of the Universal registration document for 2023.

8TH RESOLUTION

Compensation elements paid or granted in 2023 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer until December 31, 2023

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, approves the compensation elements paid in 2023 or granted with respect to 2023 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer, as indicated in paragraph 5.1.4 "Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)" of Chapter 5 "Corporate Governance" of the Universal registration document for 2023.

9TH RESOLUTION***Compensation elements paid or granted in 2023 to Mr. Pascal Daloz, Deputy CEO & Chief Operating Officer from January 9 to December 31, 2023***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2023 or granted with respect to 2023 to Mr. Pascal Daloz, Deputy CEO & Chief Operating Officer, as indicated in paragraph 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)” of Chapter 5 “Corporate Governance” of the Universal registration document for 2023.

10TH RESOLUTION***Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (mandataires sociaux) (Article L. 22-10-9 of the French Commercial Code)***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, approves the information contained in the corporate governance report regarding the compensation of corporate officers (*mandataires sociaux*) mentioned in Article L. 22-10-9, I of the French Commercial Code and contained in paragraphs 5.1.3.2 “Compensation Policy Applicable to the Chief Executive Officer”, 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)” and 5.1.5 “Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE” of Chapter 5 “Corporate Governance” of the Universal registration document for 2023.

11TH RESOLUTION***Appointment of a new director***

The General Meeting, having reviewed the report of the Board of Directors, decides to appoint Groupe Industriel Marcel Dassault SAS, represented by Ms. Marie-Hélène Habert-Dassault, as director of the Company for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2027.

12TH RESOLUTION***Reappointment of Ms. Laurence Daures***

The General Meeting, having reviewed the report of the Board of Directors, notes that Ms. Laurence Daures’s term of office as director expires at the close of this General Meeting and reappoints her for a four-year term. This term of office will expire at the close of the General Meeting called to approve the financial statements for the year ending December 31, 2027.

13TH RESOLUTION***Authorization to repurchase Dassault Systèmes’ shares***

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase a maximum of 25 million Dassault Systèmes shares, in accordance with the terms and conditions stipulated in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the French Financial Markets Authority (AMF) General Regulation, Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse (“MAR Regulation”), and Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016 supplementing the MAR Regulation.

This authorization may be used by the Board of Directors for the following purposes:

- 1) to cancel shares for the purpose of increasing the profitability of shareholders’ equity and earnings per share, subject to adoption by the Extraordinary General Meeting of the resolution permitting shares to be canceled;
- 2) to meet obligations related to stock option allocations or other allocations of shares to employees or corporate officers (*mandataires sociaux*) of Dassault Systèmes SE or of an affiliated company;
- 3) to provide shares upon exercise of rights attached to marketable securities giving access to the share capital of Dassault Systèmes SE;
- 4) to maintain an active market or provide liquidity for Dassault Systèmes shares through the intermediary of an investment services provider by means of a liquidity contract complying with the Financial Markets Authority (AMF)’s accepted market practice;
- 5) to implement any stock-exchange market practice which may be accepted by law or by the Financial Markets Authority (AMF);
- 6) to deliver shares in the context of external growth transactions by Dassault Systèmes SE or an affiliated company, in particular through mergers, demergers, partial demergers or contributions in kind.

The acquisition, sale, transfer or exchange of such shares may be realized by any means allowed on the market (whether or not the market is regulated), multilateral trade facilities (MTF) or through a systematic internalizer or over-the counter, in particular acquisitions of blocks.

The acquisition, sale, transfer or exchange of such shares may be completed at any time in accordance with the applicable legal provisions and regulations except during a public offering period.

The maximum amount of funds dedicated to the repurchase of Company shares may not exceed €1 billion, this condition being cumulative with the cap of 25 million Dassault Systèmes shares.

This authorization can be used by the Board of Directors for all the treasury shares held by Dassault Systèmes.

This authorization will be valid commencing on the date of this General Meeting until the Annual Ordinary General Meeting approving the financial statements for the year ending December 31, 2024. The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the Financial Markets Authority (AMF), accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

The General Meeting also grants any and all powers to the Board of Directors, in case that the Law or the Financial Markets Authority (AMF) appears to extend or to complete the authorized objectives concerning the share buyback program, in order to inform the public, pursuant to applicable regulations and laws, about the potential changes of the program concerning the modified objectives.

In accordance with the provisions of Articles L. 225-211 and R. 225-160 of the French Commercial Code, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization replaces and supersedes the previous share buyback program authorized by the Combined General Meeting of Shareholders of May 24, 2023, in its 12th resolution.

EXTRAORDINARY GENERAL MEETING

14TH RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, to:

- reduce the share capital by canceling, in one or more transactions, some or all of the shares repurchased by the Company under its share buyback program, subject to a limit of 5% of the share capital in each 24-month period;
- deduct the difference between the repurchase value of the canceled shares and their nominal value from available premiums and reserves.

The General Meeting hereby gives, more generally, any and all powers to the Board of Directors to set the terms and conditions of such share capital reduction(s), record the completion of the share capital reduction(s) made pursuant to the cancellation transactions authorized by this resolution, amend the by-laws of the Company as may be necessary, file any declaration with the Financial Markets Authority (AMF) or other institutions, accomplish any formalities and more generally take any necessary measures for the purposes of completing this transaction.

This authorization is granted to the Board of Directors for a period expiring at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2024.

15TH RESOLUTION

Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code and Articles L. 225-138-1 and L. 225-129-6, first and second paragraphs, of the French Commercial Code:

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital under the conditions prescribed by law, reserved for members of corporate savings plans of the Company and/or its affiliated entities within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- 2) resolves to cancel the preferential subscription rights of shareholders to the new shares to be issued or to other securities giving access to share capital and securities to which these securities give entitlement under this resolution for the benefit of the members of the plans referred to in the previous paragraph and waives the rights to the shares or other securities that would be granted through the application of this resolution;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €12 million set in the 14th resolution of the Ordinary and Extraordinary General Meeting of May 24, 2023;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's shares on Euronext Paris in the 20 trading days preceding the day on which subscriptions open. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the Board of Directors may also replace all or part of the discount with the free allocation of shares or other securities giving access to the Company's share capital, whether existing or to be issued, it being specified that the total benefit resulting from this allocation and, if applicable, from the discount mentioned above, cannot exceed the total benefit that members of the savings plan would have received if this difference had been 15% compared with the average Company share prices mentioned above;
- 6) resolves that the Board of Directors may provide for, pursuant to Article L. 3332-21 of the French Labor Code, the free allocation of shares or other securities giving access to the Company's share capital to be issued or already issued under a bonus scheme, provided that the inclusion of their monetary value, valued at the subscription price, does not result in the legal or regulatory limits being exceeded;
- 7) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, and to define the terms, where applicable, for the free allocation of shares or other securities giving access to the share capital, under the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years, the period granted to subscribers to pay for their shares, to determine the date, which may be retroactive, from which the new shares will be eligible

for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;

- 9) resolves that this delegation supersedes all prior authorizations relating to the capital increase reserved for the members of the company savings plan and in particular the delegation granted by the General Shareholders' Meeting of May 24, 2023, in its 22nd resolution.;

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

16TH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 225- 129- 2 and L. 225-138 of the French Commercial Code:

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital, reserved to the category of beneficiaries as defined below;
- 2) resolves that the maximum nominal amount that may be issued under the present delegation will count toward (a) the overall nominal cap for capital increases of €12 million set in the 14th resolution of the Ordinary and Extraordinary General Meeting of May 24, 2023, and (b) the nominal cap set in the 15th resolution of this General Meeting;
- 3) resolves to cancel the preferential subscription rights of the shareholders to the shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement to be issued under this resolution and to reserve the subscription rights to a category of beneficiaries having the following characteristics: (i) any credit institution or any entity held by a credit institution, which participates, at the request of the Company in the implementation of a structured offering reserved for employees and corporate officers (*mandataires sociaux*) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (ii) and/or employees and corporate officers (*mandataires sociaux*) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (iii) and/or collective investment vehicles (*OPCVM*) or any other employee shareholding vehicle invested in the Company's securities, irrespective of whether it is a legal entity, the unitholders of which will be the persons referred to in (ii) above;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's share on Euronext Paris on the 20 trading days preceding the day of the corporate decision setting the opening day of the subscription period carried out on the basis of the 15th resolution of this General Meeting. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 6) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, set the list of beneficiaries of the cancellation of the preferential subscription rights within the categories defined above and the number of shares to be subscribed by each of them, to determine the opening and closing dates for subscriptions, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 24, 2023 in its 23rd resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

17TH RESOLUTION

Delegation of authority granted to the Board of Directors to decide on one or more mergers by absorption

The General Meeting, after review of the report of the Board::

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 236-9 II of the French Commercial Code, its authority to decide on one or more occasions, at its sole discretion, on one or more mergers by absorption in the context of transactions in which the Company is the absorbing company;
- 2) duly notes as needed that, in accordance with Article L. 236-9 II, paragraph 4, one or more shareholders of the Company representing at least 5% of the share capital may petition a court of law, within the time limit set by applicable regulations, for the appointment of an officer to convene the Company's General Meeting for the purposes of voting to approve the merger or proposed merger;

- 3) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 4) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 19, 2022 in its 19th resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

18TH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of its delegation of authority to decide on one or more mergers by absorption

The General Meeting, after review of the report of the Board of Directors:

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 236-9 II and L. 225-129 to L. 225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuing shares in the event of one or more mergers by absorption decided by the Board of Directors pursuant to the 17th resolution of this General Meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy CEOs, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 3) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €10 million, it being specified that this cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 4) resolves that the nominal amount that may be issued under this resolution will count toward the overall maximum nominal amount for capital increases of €12 million set under the 14th resolution of the General Meeting of May 24, 2023 or any resolution with the same purpose that may succeed it during this authorization's term of validity;
- 5) resolves that any issue of preference shares and marketable securities giving access to preference shares is excluded;
- 6) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 19, 2022 in its 20th resolution.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

19TH RESOLUTION

Delegation of authority granted to the Board of Directors to decide one or more demergers

The General Meeting, after review of the report of the Board of Directors:

- 1) delegate to the Board of Directors, in application of the provisions of Articles L. 236-9, II and L. 236-16 of the French Commercial Code, its authority to decide, on one or more occasions, at its sole discretion, on one or more demergers in the context of transactions in which the Company is the beneficiary;
- 2) notes, as necessary, that, in accordance with Article L. 236-9, II, paragraph 4 of the French Commercial Code, one or more shareholders of the Company holding at least 5% of the share capital may bring legal action, within the time limit set by applicable regulations, for the appointment of a proxy for the purpose of convening the Company's shareholders' meeting to decide on the approval of the demerger or the demerger plan;
- 3) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

20TH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more demergers

The General Meeting, after review of the report of the Board of Directors:

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and from L.225-129 to L.225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuance of shares in case of one or more demergers decided by the Board of Directors pursuant to the 19th resolution of this General Meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 3) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €10 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 4) resolves that the nominal amount that may be issued under the present resolution will count towards the overall maximum nominal amount for capital increases of €12 million set under the 14th resolution of the General Meeting of May 24, 2023 or any resolution with the same

purpose that may succeed it during this authorization's term of validity;

- 5) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 6) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

21ST RESOLUTION

Delegation of authority granted to the Board of Directors to decide one or more partial demergers

The General Meeting, after review of the report of the Board of Directors:

- 1) authorizes the Board of Directors, in application of the provisions of Articles L. 236-9, II, L. 236-22 and L. 236-16 of the French Commercial Code, its authority to decide, on one or more occasions, at its sole discretion, on one or more partial demergers in the context of transactions in which the Company is the beneficiary;
- 2) notes, as necessary, that, in accordance with Article L. 236-9, II, paragraph 4 of the French Commercial Code, one or more shareholders of the Company holding at least 5% of the share capital may bring legal action, within the time limit set by applicable regulations, for the appointment of a proxy for the purpose of convening the Company's shareholders' meeting to decide on the approval of the partial demerger or the partial demerger plan;
- 3) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

22ND RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more partial demergers

The General Meeting, after review of the report of the Board of Directors:

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and from L.225-129 to L.225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuance of shares in case of one or more partial demergers decided by the Board of Directors pursuant to the 21st resolution of this General Meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 3) resolves that the maximum number of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €10 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 4) resolves that the nominal amount that may be issued under the present resolution will count towards the overall maximum nominal amount for capital increases of €12 million set under the 14th resolution of the General Meeting of May 24, 2023 or any resolution with the same purpose that may succeed it during this authorization's term of validity;
- 5) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 6) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period.

The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this General Meeting.

ORDINARY AND EXTRAORDINARY GENERAL MEETING

23RD RESOLUTION

Powers for formalities

The General Meeting hereby grants any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.

Each shareholder, regardless of the number of shares it holds, has the right to participate to the General Meeting.

Only shareholders who provide evidence that they are registered personally or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on **May 20, 2024 at 00:00 am**, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary, will be allowed to attend this General Meeting.

The registration of the shares in bearer accounts held by the accredited intermediary must be demonstrated by an attendance certificate (*attestation de participation*) issued by the accredited intermediary.

To participate in this General Meeting, the shareholders may elect one of the following options:

1. physically attend the General Meeting;
2. voting by post or electronically via the VOTACCESS secured platform **prior to** the General Meeting, or
3. giving a proxy to the Chairman of the General Meeting or to any person of his/her choice.

The shareholder having voted by post or sent a proxy or requested for his/her certificate may not be able to choose another way of attending the General Meeting.

Physical participation in the General Meeting

Shareholders willing to personally attend the General Meeting may request an admission card:

- **for registered shareholders**, by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France. These requests must be received by Société Générale, Service des Assemblées, to be taken into account, the third day prior to the General Meeting at the latest (i.e., **at the latest on May 19, 2024**) with a pre-paid envelop attached to the convening notice or by simple letter. This request can be carried out by forwarding the voting form on which the request for an admission card can also be found. Registered shareholders who have not received their admission card on the day of the General Meeting may, however, participate by going to the reception desk with proof of identity;
- **for bearer shareholders**, by liaising with their accredited financial intermediary. A certificate is also provided to the shareholder willing to attend physically the General Meeting and who did not receive its admission card on the second business day at 00:00 am, Paris time prior to the General Meeting (i.e., on **May 20, 2024 at 00:00 am**).

Shareholders who access to the VOTACCESS platform may request their admission card via this platform until **May 21, 2024 at 3:00 p.m.**, Paris time.

Vote by post

A voting form will automatically be sent by regular mail, unless the shareholder has requested to be convened by electronic means, to shareholders registered directly with the issuer (pure or administered) 30 days at least prior to the date of the convening notice publication.

For bearer shareholders, the voting form will be forwarded to them upon request to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

It is reminded that, according to the law and the by-laws:

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 16, 2024 included** at the latest;
- voting forms will only be taken into consideration if they are duly completed, signed, sent by post, and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 19, 2024** at the latest.

Vote by internet

Shareholders may vote electronically via the VOTACCESS platform which will be opened from **May 3, 2024 at 9:00 a.m.**, Paris time, until **May 21, 2024 at 3:00 p.m.**, Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

Only the bearer shareholders whose financial intermediaries have adhered to the VOTACCESS system and propose this service for this General Meeting, may get access to it. Financial intermediaries of bearer shareholders who do not adhere to the VOTACCESS system or provide terms of use to access the voting platform shall inform them how to proceed.

The registered shareholders shall connect to the website <https://sharinbox.societegenerale.com> using his/her usual access code Sharinbox (reminded on the voting form attached to the notice of meeting or in the electronic communication if he/she has chosen this method) or his/her login e-mail (if he/she has already activated his/her Sharinbox by SG Market), then the password he/she already has.

The password to connect the website has been sent to him/her by mail by Société Générale Securities Services. This password may be re-sent to the shareholder by clicking “Get your codes” on the website’s opening page. The shareholder must then click “Reply” from the General Meeting’s tool bar on the website’s opening page and click “Participate”. Then the shareholder will be re-directed automatically to the voting system.

The bearer shareholders will connect with his/her usual codes on the financial intermediary’s web portal in order to access the VOTACCESS system and follow the on-screen instructions.

Proxy to the Chairman of the General Meeting or to a proxy

A voting form will automatically be sent by regular mail, unless the shareholder has requested to be convened by electronic means, to shareholders registered directly with the issuer (pure or administered) 30 days at least prior to the date of the convening notice publication.

For bearer shareholders, the voting form will be forwarded to them upon request to their accredited financial intermediary. The voting form will also be available on the website of Dassault Systèmes.

It is reminded that, according to the law and the by-laws:

- request for voting form must be received by Société Générale **at least six days** prior to the date of the General Meeting, i.e., on **May 16, 2024 included**;
- proxies will only be taken into consideration if they are duly completed, signed and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** prior to the date of the General Meeting, i.e., on **May 19, 2024** at the latest.

Shareholders may revoke their proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy.

As an exception to the above, shareholders may designate or revoke their representative by electronic means until the day before the General Meeting at 3:00 pm Paris time (i.e., **until May 21, 2024 at 3:00 pm**, Paris time) by using the VOTACCESS voting platform or by e-mail with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the email to which the electronic signature is related, the shareholder being responsible for obtaining any electronic signature certificates or keys, to the following address DS.Mandataire-AG@3ds.com on **May 19, 2024 at 11:59 pm at the latest** and including the following information:

- **for the registered shareholders:** last name, first name, address, and login Société Générale (mentioned on the top left of the account report), and the last and first names of the designated or revoked representative;
- **for the bearer shareholders:** last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder must ask to his financial intermediary which manages his/her securities account to send a confirmation to the “Service des Assemblées” of Société Générale (which he/she knows the electronic details).

The designation or revocation of a proxy (Chairman or another proxy of his/her choice) by post must be received by Société Générale **three days** before the General Meeting at the latest, i.e., on **May 19, 2024 at the latest** and, for bearer shareholders, must be accompanied by the attendance certificate. The abovementioned e-mail address will only be able to deal with the requests of designation or revocation of representatives; any other request will not be considered.

In accordance with the provisions of Article L.22-10-48 of the French Commercial Code, it is reminded that any person holding alone or in concert, pursuant to one or several temporary transfer transactions relating to these shares or any transaction entailing a right or obligation to resell or return these shares to the transferor, a number of shares representing more than two-hundredth of the voting rights, shall inform the Company (3DS.AGM@3DS.com) and the *Autorité des marchés financiers* (declarationpretsemprunts@amf-france.org), on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., **on May 20, 2024 at 00:00 am**, Paris time at the latest) and when the agreement organizing this transaction remains effective on that date, of the total number of shares temporarily held. In case of failure to inform under the conditions described above, the shares are deprived from their voting rights for the relevant General Meeting and for any further General Meeting that would be held until said shares are resold or returned.

Requests to include points or proposed resolutions in the agenda must be sent by electronic communication to the address 3DS.AGM@3DS.com or by registered letter with recorded delivery to the registered office, to the attention of the Chairman of the Board of Directors, in order to be delivered at the latest the twenty-fifth day prior to the General Meeting, i.e. **April 27, 2024** at the latest, but no later than twenty days after the date of the present preliminary notification, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French Commercial Code (i.e., representing a minimum percentage of the share capital). The Social and Economic Committee (*Comité Social Economique*) may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present preliminary notification, i.e., on **April 25, 2024** at the latest. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a brief presentation of them.

These requests must be accompanied with an attendance certificate (*attestation de participation*). It is also reminded that the examination by the General Meeting of the points or the proposed resolutions that will be presented is subject to the communication by the concerned persons, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., **on May 20, 2024 at 00:00 am**, Paris time at the latest), of a new certificate evidencing the registration of their securities in accordance with the above-mentioned conditions.

Shareholders may send **written questions**, pursuant to the provisions of article L.225-108 para. 3 of the French Commercial Code, on the **fourth business day preceding the General Meeting** at the latest, i.e., on **May 16, 2024** at the latest, by electronic communication to the address 3DS.AGM@3DS.com or by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They must be accompanied by an attendance certificate (*attestation de participation*).

The information mentioned in Article R. 22-10-23 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, shall be published on <https://investor.3ds.com/shareholders-meeting/home> the **twenty-first day before the General Meeting** at the latest, i.e., on **May 1, 2024 at the latest**. They shall also be available for consultation at the registered office and on the abovementioned Company's website.

The text of the agenda items and proposed resolutions of shareholders added to the General Meeting's agenda shall be published within the prescribed time limit on the abovementioned Company's website.

The Board of Directors