

**DASSAULT SYSTEMES**

*Société européenne* with a share capital of €130,253,293  
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 they will be invited to attend the Combined General Meeting of Shareholders to be held on Tuesday May 22, 2018 at 3 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – on the following agenda and resolutions:

**Ordinary General Meeting:**

- Approval of the parent company annual financial statements
- Approval of the consolidated financial statements
- Allocation of the results
- Option to receive payment of dividends in the form of shares
- Related-party agreements (conventions réglementées)
- Related-party agreement (convention règlementée) between the Company and Mr. Bernard Charlès
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman and Chief Executive Officer
- Compensation elements due or granted with respect to 2017 to Mr. Charles Edelstenne, Chairman of the Board
- Compensation elements due or granted with respect to 2017 to Mr. Bernard Charlès, Vice-Chairman and Chief Executive Officer
- Re-appointment of Mr. Charles Edelstenne
- Re-appointment of Mr. Bernard Charlès
- Re-appointment of Mr. Thibault de Tersant
- Appointment of a new director
- Authorization to repurchase Dassault Systèmes’s 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 repurchase program
- Authorization given to the Board of Directors to grant Company shares to corporate officers and employees of the Company and its affiliated companies, including an express waiver by the shareholders to their pre-emptive right
- Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate saving plan, without pre-emptive rights
- Amendments of the by-laws

**Both Ordinary and Extraordinary General Meeting:**

- Powers for formalities.

**DRAFT RESOLUTIONS**

**ORDINARY GENERAL MEETING**

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**FIRST 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 report of the Board and the parent company annual financial statements for the year ended December 31, 2017, as they have been presented.

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports.

**SECOND 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 the Group included in the management report and the report related to the consolidated financial statements of the Statutory Auditors, in addition to the explanations made orally, hereby approves in all respects the report of the Board and the consolidated financial statements for the year ended December 31, 2017, as they have been presented.

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

**THIRD RESOLUTION**

*Allocation of the results*

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €257,812,286.60<sup>(1)</sup> as follows:

• to the legal reserve	€161,652
• to a Special Reserve Account <sup>(2)</sup>	€34,000
• for distribution to the 261,229,643 shares forming the capital as of 02/28/2018 of a dividend of (€0.58 × 261,229,643 shares) <sup>(3)</sup>	€51,513,192.94
• to retained earnings	€106,103,441.66

which, increased by the retained earnings from previous years of €2,100,086,860.52, brings the amount of retained earnings to €2,206,190,302.18

(1) After allocation to the legal reserve, this profit increased by the retained earnings from prior years of €2,100,086,860.52 results in a distributable profit of €2,357,737,495.12.

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

(3) The aggregate amount of the dividend will be increased, based on the number of new shares created between March 1, 2018 and the date of the General Meeting of May 22, 2018, consecutively to the exercise of share subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 5,229,864, i.e. a maximum amount of a supplementary dividend of €3,033,321.12.

Shares will be traded ex-dividend as of May 29, 2018, and dividends made payable as from June 19, 2018.

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 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 delegated, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of share subscription options between March 1, 2018 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 shareholders will, upon exercise of an individual option of the shareholders, either be subject to the flat tax of 12.8%, or be taken into account for determining shareholders’ total revenue subject to the progressive rate of income tax for the year during which it was received (article 200A of the French General Tax Code) after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French General Tax Code). The dividend may be subject to a non-discharging income tax withholding at a rate of 12.8% (as provided by Article 117 quater of the French Tax Code)

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:

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Dividend (in euros)	0.53	0.47	0.43
Number of shares eligible for dividends	258,532,488	257,154,032	255,644,058

#### **FOURTH RESOLUTION**

##### ***Option to receive payment of dividends in the form of shares***

The General Meeting, after the reading of the Board of Directors’ report, and finding that the capital is fully paid up, has decided to offer each shareholder the possibility of choosing, in whole or in part, to receive payment of the dividend decided in the third resolution, and to which he is entitled, in the form of new shares in Dassault Systèmes.

Each shareholder may choose, in whole or in part, to receive payment of the dividend in cash or in shares.

If the shareholder chooses to receive payment of the dividend in the form of shares, the new shares will be issued without a discount at a price equal to the average of the closing prices quoted on the regulated market of Euronext Paris during the 20 stock exchange sessions preceding the date of the General Meeting less the net amount of the dividend decided in the third resolution rounded up to the next one hundredth of a euro. Such new shares will be eligible for dividends as from January 1, 2018, and will have all the rights and privileges as the other shares issued by Dassault Systèmes SE.

The option may be exercised between May 29, 2018 and June 8, 2018, inclusive, by sending their request to the financial intermediaries that are authorized to pay the dividend or, for shareholders listed in the direct registered share accounts held by the Company, to its authorized representative (Société Générale, Securities department, 32 rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3). Failing exercise of such option as at June 8, 2018 at the latest, the dividend will only be paid out in cash.

Shareholders who have not chosen payment of dividends in shares before the end of this period or who

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have chosen only partial payment, will receive the dividend in cash for the portion for which payment in shares was not chosen as from June 19, 2018. For shareholders having exercised the option, the new shares will be delivered as of the same day.

If the amount of dividend for which payment in the form of shares has been chosen does not correspond to a whole number of shares, the number of shares to be received by the shareholder will be rounded up to the next whole number with the shareholder paying the difference in cash on the day he/she chose to receive payment in the form of shares, or alternatively the number of shares to be received by the shareholder will be rounded down to the previous whole number and the shareholder will receive the balance in cash.

The General Meeting gives full powers to the Board of Directors, with the right of sub delegation to the Chairman of the Board under the conditions provided by law, to carry out the payment of dividends in new shares, to stipulate the terms of application and implementation, to record the number of new shares issued under this resolution, to make any necessary changes in the Company's by-laws relating to the share capital and the number of shares it contains, and, more generally, to do whatever may be appropriate or necessary.

#### **FIFTH RESOLUTION**

***Related-party agreements (conventions réglementées)***

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.

#### **SIXTH RESOLUTION**

***Related-party agreement (convention réglementée) between the Company and Bernard Charlès***

The General Meeting of Shareholders, 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 and in accordance with Article L. 225-42- 1 of the French Commercial Code, approves the renewal of the agreement referred to in the said report relating to the commitments made by the Company to Bernard Charlès on the indemnities due upon the termination of his functions as Chief Executive Officer, according to the terms adopted by the Board of Directors at its meeting on May 26, 2014.

#### **SEVENTH RESOLUTION**

***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board***

The General Meeting approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman, as indicated in the 2017 Annual Report, under Chapter 5 "Corporate Governance", paragraph 5.1.3 "Principles established by the Board of Directors pertaining to compensation of the Executive Officers and directors".

#### **EIGHTH RESOLUTION**

***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice Chairman and Vice Executive Officer***

The General Meeting approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman and Chief Executive Officer, as indicated in the 2017 Annual Report, under Chapter 5 "Corporate Governance", paragraph 5.1.3 "Principles established by the Board of Directors

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pertaining to compensation of the Executive Officers and directors”.

#### **NINTH RESOLUTION**

##### ***Compensation elements due or granted with respect to 2017 to Mr. Charles Edelstenne, Chairman of the Board***

The General Meeting approves the compensation elements due or granted with respect to 2017 to Mr. Charles Edelstenne, Chairman of the Board, as indicated in the 2017 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.1.4.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

#### **TENTH RESOLUTION**

##### ***Compensation elements due or granted with respect to 2017 to Mr. Bernard Charlès, Vice Chairman of the Board and Chief Executive Officer***

The General Meeting approves the compensation elements due or granted with respect to 2017 to Mr. Bernard Charlès, Vice-Chairman and Chief Executive Officer, as indicated in the 2017 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.1.4.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

#### **ELEVENTH RESOLUTION**

##### ***Re-appointment of Mr. Charles Edelstenne***

The General Meeting notes that Mr. Charles Edelstenne’s term as director expires at this General Meeting and re-appoints him for a four-year period. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2021.

#### **TWELFTH RESOLUTION**

##### ***Re-appointment of Mr. Bernard Charlès***

The General Meeting notes that Mr. Bernard Charlès’ term as director expires at this General Meeting and re-appoints him for a four-year period. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2021.

#### **THIRTEENTH RESOLUTION**

##### ***Re-appointment of Mr. Thibault de Tersant***

The General Meeting notes that Mr. Thibault de Tersant’s term as director expires at this General Meeting and re-appoints him for a four-year period. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2021.

#### **FOURTEENTH RESOLUTION**

##### ***Appointment of a new director***

The General Meeting decides to appoint Mr. Xavier Cauchois as director of the Company for a four-year term. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2021.

#### **FIFTEENTH RESOLUTION**

##### ***Authorization to repurchase Dassault Systèmes’s shares***

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase a maximum of 10,000,000 Dassault Systèmes shares, in accordance with the terms and conditions stipulated in Articles L. 225-209 et seq. of the French Commercial Code.

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

1. 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. meet obligations related to stock option grants or other allocations of shares to employees or corporate officers of Dassault Systèmes SE or of an affiliated company;
3. provide shares upon exercise of rights attached to securities giving right to shares of Dassault Systèmes SE;
4. stimulate the market or provide liquidity for Dassault Systèmes shares through the intermediary of an investment services provider by means of a liquidity contract complying with a Code of Ethics accepted by the Financial Markets Authority (AMF);
5. implement any stock-exchange market practice which may be authorized by law or by the Financial Markets Authority (AMF).

The acquisition, sale, transfer or exchange of such shares may be effected 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 acquisition of blocks, and at the times deemed appropriate by the Board of Directors or any person acting pursuant to a sub delegation and according to the law.

The maximum amount of funds dedicated to repurchase of Company shares may not exceed €500 million, this condition being cumulative with the cap of 10,000,000 Dassault Systèmes shares.

Dassault Systèmes SE may not purchase shares at a price per share which exceeds €150 (excluding acquisition costs), and in any case the price per share may not exceed the maximum price provided by the applicable legal rules, subject to adjustments in connection with transactions on its share capital, in particular by capitalization of reserves and free allocation of shares and/or regrouping or split of 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, 2018. 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) appear to extend or to complete the authorized objectives concerning the share repurchase 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 repurchase program authorized by the Combined General Shareholders' Meeting of May 23, 2017, in its 15th resolution.

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**EXTRAORDINARY GENERAL MEETING**

**SIXTEENTH 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 repurchase program***

The General Meeting, after the reading of 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. 225-209 of the French Commercial Code, to:

- reduce the share capital by cancellation, in one or several transactions, of all or part of the shares repurchased by the Company pursuant to its share repurchase program, up to a limit of 10% of the share capital over periods of 24 months;
- 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 ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2018.

**SEVENTEENTH RESOLUTION*****Authorization given to the Board of Directors to grant Company shares to corporate officers and employees of the Company and its affiliated companies, including an express waiver by the shareholders to their pre-emptive right***

The General Meeting, after review of the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorizes the Board of Directors, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to carry out, on one or several occasions, free allocations of existing shares or shares to be issued by the Company, to employees or certain categories of employees to be chosen from eligible employees or corporate officers of the Company or its affiliated companies pursuant to Article L. 225-197-2 of the French Commercial Code;
2. decides that the Board of Directors will decide on the identity of the beneficiaries of the allocations as well as the conditions and, where applicable, the criteria for allocating the shares;
3. decides that the total number of free shares granted cannot exceed 2% of the Company's capital on the date of the allocation decision by the Board of Directors, it being specified that this amount does not take into account any possible adjustments which may be made in accordance with the applicable laws and regulations and, where applicable, to the contractual provisions stipulating other adjustment cases, to protect the rights of the holders of securities or other rights giving access to the share capital. For this purpose, the General Meeting authorizes, where necessary, the Board of Directors to increase the share capital by incorporating reserves accordingly;
4. decides (a) that the allocation of shares to their beneficiaries shall become definitive at the end of a vesting period which shall be fixed by the Board of Directors, but which cannot be less than one year and (b) that the beneficiaries must, if the Board of Directors deems it useful or necessary, retain said shares for a term freely fixed by the Board of Directors, it being specified that the total duration of the vesting periods and where applicable the conservation period cannot

be less than two years;

5. decides that the maximum number of shares that can be granted to executive officers pursuant to the AFEF-MEDEF's corporate governance code for listed companies cannot represent more than 35% of the overall amount authorized by the present Meeting;
6. also decides that, in the event of the invalidity of the beneficiary falling into the second or third categories provided in Article L. 341-4 of the French Social Security Code, the shares will be definitively allocated before the end of the vesting period. The shares will be freely transferable upon delivery;
7. notes that the present authorization automatically entails that shareholders waive, for the benefit of the beneficiaries of the free shares, their pre-emptive right to the shares which may be issued under the present resolution;
8. delegates all powers to the Board of Directors, with the option of delegation, pursuant to the applicable regulations and laws, to implement the present authorization, under the conditions set out above and within the limits authorized by the applicable legislation and in particular, to fix the terms and conditions and criteria for the share allocations performed under the present authorization, to set the dates from which the new shares will have dividend rights, to take all measures, where deemed appropriate, to protect the rights of the beneficiaries of the free shares by making any possible adjustments, to note the completion of capital increases, to amend the by-laws accordingly, and more generally, to take all useful and necessary steps for the issue, listing and financial servicing of the securities issued under the present resolution and take all useful and necessary steps under the legislation and regulations in force;
9. decides that the present authorization shall become effective as from the expiration date of the authorization of the General Meeting dated September 4, 2015 in its first resolution, i.e. on November 4, 2018 and shall be valid for a period of 38 months as from the date of this General Meeting.

#### **EIGHTEENTH RESOLUTION**

##### ***Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive 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 several transactions, at its sole discretion, by a maximum nominal amount of €5 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. decides to eliminate the pre-emptive rights of shareholders to subscribe for the new shares to be issued or 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 allocated through the application of this resolution;

3. decides that the maximum nominal amount that may be issued under this authorization will be included in the maximum nominal amount for share capital increases of €12 million set under the 17th resolution of the General Meeting of May 23, 2017;
4. decides that the subscription price for the new shares will be at least 80% 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, where the lock-up period set by the savings plan pursuant to Article L. 3332-25 of the French Labor Code is shorter than ten years, and 70% of this average where the lockup period is ten years or more. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discounts, 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. decides 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 20% or 30%, depending on whether the lock-up period set by the plan is greater than or equal to ten years;
6. decides 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. decides 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. decides that the Board of Directors will have all the necessary powers, with the option for delegation or subdelegation, 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 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. decides that this authorization supersedes all previous authorizations relating to share capital increases reserved for members of corporate savings plans, and in particular, that granted by the General Shareholders' Meeting of May 23, 2017 in the 22nd resolution.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

**NINETEENTH RESOLUTION*****Amendments of the by-laws***

The General Meeting decides to delete paragraph 3 of Article 23, and the last three paragraphs of Article 4 of the Company's by-laws.

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**ORDINARY AND EXTRAORDINARY GENERAL MEETING**

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**TWENTIETH 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.

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

In order to attend this General Meeting, to be represented or to vote by post, shareholders have to 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 18, 2018 at 00:00 am, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary.

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

The shareholders willing to attend personally the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France. In order to be taken into consideration, admission card requests must be received by Société Générale, Service des Assemblées, at the latest on the third business day prior to the date of the General Meeting (i.e., at the latest on May 17, 2018). A certificate (*attestation de participation*) is also delivered to the shareholder willing to attend the General Meeting in person and who has not received its admission card on the second business day preceding the General Meeting at 00:00 am, Paris time) (i.e., on May 18, 2018 at 00:00 am, Paris time). This request may be made by returning the post voting form or the proxy on which the admission card request is mentioned;
- for the holders of bearer shares, by sending their request to the financial intermediary who manages their securities account.

Instead of being physically present to the General Meeting, every shareholder may elect one of the following options:

1. giving a proxy to any person of his choice in accordance with the French legal requirements;
2. sending a proxy to the Company with no indication of the representative;
3. voting by post.

A voting form or a proxy will be automatically sent by mail to the holders of registered shares (directly or through a financial intermediary).

Holders of bearer shares can obtain a voting form or a proxy on request sent by simple letter to their financial intermediary or to Société Générale, Service des Assemblées, CS 30812 - 44308 Nantes Cedex 3, France.

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

- request for voting form or proxy must be received by the Company or Société Générale at least six days prior to the date of the meeting, i.e., on May 16, 2018 at the latest;
- voting forms or proxies will only be taken into consideration if they are duly completed and accompanied, as the case may be, by the certificate (*attestation de participation*) and must be received by the Company or Société Générale, at least three days before the date of the General Meeting, i.e., on May 19, 2018 at the latest.

The 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 in accordance with Article R.225-79, paragraph 5 of the French Commercial Code.

By exception to the above, shareholders may designate or revoke their representative by e-mail sent until the day before the General Meeting at 3.00 pm Paris time (i.e., until May 21, 2018 at 3.00 pm, Paris time) 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](mailto:DS.Mandataire-AG@3ds.com) and including the following information:

- for the holders registered directly with the issuer: 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 holders registered with a custodian or the bearer holders: last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder will imperatively need to ask to his financial intermediary which manages his securities account to send a confirmation to the “Service des Assemblées” of Société Générale which he knows the fax details.

In order for the designations or revocations of mandates made by mail to be taken into account, confirmations will have to be received on May 19, 2018 at the latest. The above-mentioned 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.

A shareholder who has voted by post, sent a proxy or asked for an admission card or a certificate (*attestation de participation*) in the abovementioned conditions, has no possibility to choose another way of attending the General Meeting.

In accordance with the provisions of Article L.225-126 I 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 and the *Autorité des marchés financiers*, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., on May 18, 2018 at 00:00 am,

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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 to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, within twenty days following the publication of the present notice, i.e., on April 17, 2018 at the latest, 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 Works' council may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice, i.e., on April 7, 2018 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 a certificate of registration (*attestation d'inscription en compte*). It is also reminded that the examination by the General Meeting of Shareholders 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 18, 2018 at 00:00 am, Paris time at the latest), of a new certificate justifying of the registration of their securities in the above-mentioned conditions.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e., on May 16, 2018 at the latest, by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They imperatively need to be accompanied by a certificate of registration (*attestation d'inscription en compte*).

The information mentioned in Article R. 225-73-1 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, will be published on [www.3ds.com](http://www.3ds.com) the 21<sup>st</sup> day before the General Meeting at the latest, i.e., on April 30, 2018 at the latest. They will also be available for consultation at the registered office.

The draft of the points and the resolutions added to the agenda, presented by shareholders will be published with no delay on the Company's website above-mentioned.

**The Board of Directors**