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## **Dassault Systèmes**

Annual General Meeting of May 26, 2021

Fourteenth, fifteenth, sixteenth and nineteenth resolutions

**Statutory auditors' report on the issue of marketable securities or shares and marketable securities with and/or without cancellation of preferential subscription rights**

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## Dassault Systèmes

Annual General Meeting of May 26, 2021

Fourteenth, fifteenth, sixteenth and nineteenth resolutions

### **Statutory auditors' report on the issue of marketable securities or shares and marketable securities with and/or without cancellation of preferential subscription rights**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 et seq. and L. 22-10-52 of the French Commercial Code (Code de commerce), we hereby report on the proposed authorizations allowing your Board of Directors to decide on whether to proceed with various issues of shares and/or marketable securities, operations upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report, that:

- it be authorized, for a period of twenty-six months, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
  - o issue, without cancellation of preferential subscription rights (fourteenth resolution), of ordinary shares and/or marketable securities that are equity securities giving rights to other equity securities or giving entitlement to the allotment of debt securities, and/or marketable securities giving access to equity securities to be issued;
  - o issue, with cancellation of preferential subscription rights through an offering to the public, other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier) (fifteenth resolution):
    - o of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued
    - o of shares and/or equity securities and/or securities giving access to equity securities to be issued from a company in which it directly or indirectly holds more than half of the share capital

- of securities giving access to existing equity securities or giving entitlement to the allocation of debt securities of another company in which the Company does not directly or indirectly own more than half of the share capital.
- it being specified that such securities may be issued for the purpose of paying for securities contributed to the company through an exchange offer in accordance with article L. 22-10-54 of the French Commercial Code (Code de commerce);
- issue, with cancellation of preferential subscription rights through an offering to the public, in accordance with II of article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier) and limited to 20% of the capital per year (sixteenth resolution):
  - of shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities of the Company and/or any other securities giving access to equity securities of the Company to be issued
  - of shares and/or equity securities and/or securities giving access to equity securities to be issued from a company in which it directly or indirectly holds more than half of the share capital
  - of securities giving access to existing equity securities or giving entitlement to the allocation of debt securities of another company in which the Company does not directly or indirectly own more than half of the share capital.
  - it being specified that such securities may be issued for the purpose of paying for securities contributed to the company through an exchange offer in accordance with article L. 22-10-54 of the French Commercial Code (Code de commerce);
- issue with cancellation of preferential subscription rights, of ordinary shares and/or marketable securities that are equity securities giving rights to other equity securities or giving entitlement to the allotment of debt securities, and/or marketable securities giving access to equity securities to be issued, resulting from the issue, by any company which holds directly or indirectly more than half of the capital of the company or in which the company directly or indirectly owns more than half of the share capital, of marketable securities giving access to ordinary shares to be issued of the company (fifteenth and sixteenth resolutions);
- it be delegated, for a period of twenty-six months, the powers necessary to issue ordinary shares and/or marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or marketable securities giving access to equity securities to be issued, in consideration for the contributions in kind made to the company and consisting of equity securities or marketable securities giving access to the capital (nineteenth resolution), within the limit of 10% of the share capital.

The overall nominal amount of increases in capital that can be implemented immediately or at a later date may not, exceed 12 million in respect of the fourteenth, fifteenth, sixteenth, nineteenth, twenty-first and twenty-second resolutions. The overall nominal amount of debt securities that can be issued may not, exceed 1 billion in respect of the fourteenth, fifteenth and sixteenth resolutions.

These ceilings reflect the additional number of securities to be created as part of the implementation of the delegations referred to in the fourteenth and fifteenth resolutions, in accordance with article L. 225-135-1 of the French Commercial Code (Code de commerce), if you adopt the seventeenth resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 et seq. of the French Commercial Code (Code de commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors's report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors's report in respect of the fifteenth and sixteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the fourteenth and nineteenth resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights for the fifteenth and sixteenth resolutions.

In accordance with article R. 225-116 of the French Commercial Code (Code de commerce), we will issue a supplementary report, if necessary, when your Board of Directors has exercised these authorizations in case of the issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of the issue of marketable securities giving access to equity securities to be issued and in case of the issue of shares with cancellation of preferential subscription rights.

Neuilly-sur-Seine and Paris-La Défense, April 30, 2021

The Statutory Auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Thierry Leroux

Nour-Eddine Zanouda