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Dassault Systèmes

Annual General Meeting of May 26, 2020

Thirteenth resolution

Statutory auditors' report on the reduction in capital

PricewaterhouseCoopers Audit
63, rue de Villiers
92208 Neuilly-sur-Seine Cedex
S.A.S. au capital de € 2 510 460
672 006 483 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

ERNST & YOUNG et Autres
Tour First
TSA 14444
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S.A.S. à capital variable
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Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

Dassault Systèmes

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Statutory auditors' report on the reduction in capital

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 225-209 of the French Commercial Code (*Code de commerce*) in respect of a reduction in capital by cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

Your Board of Directors requests that it be authorized by the shareholders, for a period that will expire after the Annual General Meeting called to approve the financial statements for the year ended December 31, 2020, to proceed with the cancellation of shares your Company was authorized to repurchase under its share buyback program, representing an amount not exceeding 5% of its share capital, by periods of twenty-four months, in compliance with the aforementioned Article.

We have performed those procedures which we considered necessary in compliance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying whether the terms and conditions for the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

We have no matters to report on the terms and conditions of the proposed reduction in capital.

Neuilly-sur-Seine and Paris-La Défense, April 24, 2020

The Statutory Auditors
French original signed by

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Thierry Leroux

Nour-Eddine Zanouda