

DASSAULT SYSTEMES

Société anonyme with a share capital of €127,615,339
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 annual General Meeting of Shareholders to be held on Thursday May 28, 2015 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – with the following agenda and resolutions:

Ordinary General Meeting

- Approval of the parent company annual financial statements for 2014;
- Approval of the consolidated financial statements for 2014;
- Allocation of the results for the fiscal year ended December 31, 2014;
- Option to receive payment of dividends in the form of shares;
- Regulated agreements (*conventions règlementées*);
- Regulated agreement (*convention règlementée*) between the Company and Bernard Charlès;
- Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr. Charles Edelstenne, Chairman of the Board of Directors;
- Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr. Bernard Charlès, Chief Executive Officer;
- Renewal of the term of Mr. Jean-Pierre Chahid-Nourai;
- Renewal of the term of Mr. Arnoud De Meyer;
- Renewal of the term of Ms. Nicole Dassault;
- Renewal of the term of Ms. Toshiko Mori;
- Ratification of the co-option of Ms Marie-Hélène Habert as director;
- Authorization to repurchase shares of Dassault Systèmes SA.

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 of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company to be issued, with pre-emptive rights;
- Authorization of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company, without the pre-emptive right of shareholders and through an offer to the public;
- Authorization of the Board of Directors to increase the share capital through the issue of shares or securities giving access to other equity securities or giving rights to debt securities and to issue securities giving access to equity securities to be issued, without pre-emptive rights, in the form of a private placement, as referred to in section II of Article L. 411-2 of the French Monetary and Financial Code;
- Authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums;
- Authorization of the Board of Directors to increase the capital through the issue of shares or equity securities giving access to other equity securities or giving rights to debt securities and securities giving access to equity securities to be issued, up to the limit of 10%, to remunerate contributions in kind of shares or equity-linked securities;

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- Authorization granted to the Board of Directors to make grants of Company shares to the employees and to the directors of Dassault Systèmes SA and its related companies;
- 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;
- Amendments to by-laws;
- Approval of the conversion of the Company into a European company (*Societas Europaea*), and the terms of the conversion plan and intention to leave unchanged the Board of Directors, the Statutory Auditors and the authorizations granted to the Board of Directors by the General Meeting of Shareholders;
- Approval of the name of the Company in its new form as a European company;
- Approval of the by-laws of the Company in its new form as a European company.

Ordinary and Extraordinary General Meeting

- Powers for formalities.

DRAFT RESOLUTIONS

Ordinary General Meeting

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 financial year ended December 31, 2014, as they have been presented.

The General Meeting consequently approves any transactions disclosed by such financial statements or summarized in such reports and in particular, in accordance with the provisions of Article 223 quater of the French Tax Code, the total amount of non deductible tax expenses and charges referred to in Article 39.4 of the French Tax Code, which amounted to €410,755 and resulted in corporate income tax of €156,087.

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 financial year ended December 31, 2014, 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 financial year amounting to €183,005,153.92⁽¹⁾ as follows:

• to the legal reserve	€124,905.35
• for distribution to the 255,230,678 shares making up the share capital as of March 20, 2015 of a dividend of (€0.43 x 255,230,678 shares) ⁽²⁾	€109,749,191.54
to retained earnings	€73,131,057.03
which increased by the retained earnings from the prior financial years brings the amount of retained earnings to €1,710,501,691.33	€1,783,632,748.36

⁽¹⁾ After allocation to the legal reserve, this profit increased by the retained earnings from the prior financial years of €1,710,501,691.33, results in a distributable profit of €1,893,381,939.90.

⁽²⁾ The aggregate amount of dividend will be increased, based on the number of new shares created between March 1, 2015 and the date of the General Meeting of Shareholders of May 28, 2015, consecutively to the exercise of subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 4,206,340, i.e. a maximum amount of a supplementary dividend of €1,808,726.20.

Shares will be traded ex-dividend as of June 3, 2015 and dividends made payable as from June 25, 2015.

In accordance with the provisions of Article L. 225-210 of the French Commercial Code, the amount of the dividend corresponding to the treasury shares of Dassault Systèmes SA or held by SW Securities LLC, a company which is controlled by the Dassault Systèmes Group, as of the date of payment, shall be allocated to “retained earnings”.

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 shares subscription options between March 1 and the date of this General Meeting; the amount required for payment of dividends for shares issued during this period shall be taken from “retained earnings”.

The amount distributed in this way may 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 after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French Tax Code). The dividend shall be subject to a non discharging withholding of the income tax to the rate of 21% (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 financial years have been as follows:

	2013	2012	2011
Dividend*	€0.83	€0.80	€0.70
Number of shares eligible for dividends*	126,746,027	125,572,474	125,026,338

* *The information in this table shows the situation before the two-for-one split of Dassault Systèmes SA shares carried out on July 17, 2014.*

Fourth resolution (*Option to receive payment of dividends in the form of shares*) - The General Meeting of Shareholders after the reading of the Board of Directors' report, and finding that the capital is fully paid up, decides to offer each shareholder the possibility of choosing to receive payment of the dividend decided in the third resolution, and to which he is entitled, in the form of new shares in the Company.

Each shareholder may decide to receive payment of the dividend in cash, or in new shares. The choice may apply only on the total amount of the dividend to which he is entitled.

If the shareholder chooses to receive payment of the dividend in the form of shares, the new shares will be issued without 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 of Shareholders 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, 2015, and will have all the rights and privileges with the other shares issued by Dassault Systèmes SA.

Shareholders may choose payment of the dividend in cash or new shares between June 3 and June 16, 2015, 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). After June 16, 2015, the dividend will only be paid out in cash.

For shareholders who have not chosen payment of the dividend in shares, the dividend shall be paid as from June 25, 2015, after the period for choosing payment in either cash or new shares has expired. For shareholders who have chosen to receive payment of the dividend in shares, the new shares will be delivered as of the same day.

If the amount of dividends 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 upon the shareholder paying the difference in cash on the day the choice to receive payment in the form of shares is made or the number of shares to be received by the shareholder will be rounded down to the next whole number and the shareholder will receive the balance in cash.

The General Meeting of Shareholders 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 (*Regulated agreements (conventions règlementées)*) - 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, acknowledges the report, which did not include any new agreements, except for the agreement referred to in the sixth resolution.

Sixth resolution (*Regulated agreement (convention règlementée)*) 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

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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 (Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr Charles Edelstenne, Chairman of the Board of Directors) - The General Meeting of Shareholders issues a favorable opinion on the compensation elements due or granted with respect to 2014 to Mr Charles Edelstenne, Chairman of the Board of Directors, as indicated in the 2014 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.3.1 “Compensation of the Company’s Directors (*Mandataires sociaux*)”.

Eighth resolution (Advisory opinion on the compensation elements due or granted with respect to 2014 to Mr Bernard Charlès, Chief Executive Officer) - The General Meeting of Shareholders issues a favorable opinion on the compensation elements due or granted with respect to 2014 to Mr Bernard Charlès, Chief Executive Officer, as indicated in the 2014 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.3.1 “Compensation of the Company’s Directors (*Mandataires sociaux*)”.

Ninth resolution (Renewal of the term of Mr Jean-Pierre Chahid-Nourai) - The General Meeting of Shareholders notes that Mr Jean-Pierre Chahid-Nourai’s term as director expires at this General Meeting of Shareholders and renews his term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2018.

Tenth resolution (Renewal of the term of Mr Arnoud De Meyer) - The General Meeting of Shareholders notes that Mr Arnoud De Meyer’s term as director expires at this General Meeting of Shareholders and renews his term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2018.

Eleventh resolution (Renewal of the term of Ms Nicole Dassault) - The General Meeting of Shareholders notes that Ms Nicole Dassault’s term as director expires at this General Meeting of Shareholders and renews her term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2018.

Twelfth resolution (Renewal of the term of Ms Toshiko Mori) - The General Meeting of Shareholders notes that Ms Toshiko Mori’s term as director expires at this General Meeting of Shareholders and renews her term for four years. This term of office will expire at the General Meeting of Shareholders approving the financial statements for the financial year ending December 31, 2018.

Thirteenth resolution (Ratification of the co-option of Ms Marie-Hélène Habert as director) - The General Meeting of Shareholders ratifies the co-option of Ms Marie-Hélène Habert as a director, as decided by the Board of Directors at its meeting on July 23, 2014, for the remainder of the term of her predecessor Mr Serge Dassault, who had resigned, until the General Meeting of Shareholders held to approve the financial statements for the year ending December 31, 2015.

Fourteenth resolution (Authorization to repurchase shares of Dassault Systèmes SA) - The General Meeting, after the reading of the report of the Board of Directors, authorizes the Board of Directors to repurchase a number of shares representing up to 10% of the share capital of Dassault Systèmes SA at the date of the General Meeting, in accordance with the terms and conditions provided by Articles L. 225-209 et seq. of the French Commercial Code.

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 income per share, subject to adoption by the General Meeting of the fifteenth resolution;
- 2) to provide securities (representing no more than 5% of the share capital of the Company) in payment or in exchange, particularly in connection with external growth transactions;

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- 3) to animate the market and provide liquidity of the Company's shares through the intermediary of an investment services provider by means of a liquidity contract complying with an Ethical Code accepted by the *Autorité des marchés financiers*;
- 4) to perform all obligations related to stock options grants or other grants of shares to employees or directors of the Company and its affiliates;
- 5) to ensure coverage of the Company's commitments resulting from rights granted to the employees and directors to payment in cash based on increases in the share price of the Company;
- 6) to provide shares upon exercise of rights to the Company's share capital which are attached to issued securities;
- 7) to implement any stock exchange market practice which may be recognized by law or by the *Autorité des marchés financiers*.

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.

Such means shall include (i) use of available cash flow, (ii) the use of any derivative financial instrument negotiated on a market (whether or not the market is regulated), MTF or through a systematic internalizer or over the counter, and (iii) the implementation of optional transactions (purchase and sale of options, provided however that the use of these means does not create a significant increase of the volatility of the stock exchange price).

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

Dassault Systèmes SA may not purchase shares at a price per share which exceeds €90 (excluding acquisition costs), and in any case the price per share shall 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 shall be valid commencing on the date of this General Meeting until the Ordinary General Meeting ruling on the financial statements for the financial year ending December 31, 2015. 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 *Autorité des marchés financiers*, 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 *Autorité des marchés financiers* 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 shall replace and supersede the previous share repurchase program authorized by the Combined General Meeting of Shareholders of May 26, 2014, in its twelfth resolution.

Extraordinary General Meeting

Fifteenth 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 twenty-four months;
- deduct the difference between the repurchase value of the cancelled 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 *Autorité des marchés financiers* 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 financial year ending December 31, 2015.

Sixteenth resolution (*Authorization of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company to be issued, with pre-emptive rights*) - The General Meeting of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code, the authorization to issue, in one or several transactions, at the time or times it selects, in the proportions that it deems appropriate, both in France and abroad, ordinary shares and/or securities giving access to other equity securities or giving rights to debt securities and/or any other securities giving access to equity securities of the Company to be issued; it being specified that the Board of Directors may delegate all the powers necessary to proceed with a capital increase to the Chief Executive Officer, or with the latter's agreement, to one or several Deputy Chief Executive Officers, under the conditions permitted by law;
- 2) expressly stipulates that the issue of preference shares and securities giving access to preference shares is not allowed;
- 3) stipulates that the maximum nominal amount of capital increases that may be carried out in the near term and/or the longer term under this authorization cannot exceed €12 million; it being specified that this overall maximum amount is set without taking into account the nominal amount of shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions and, if applicable, any contractual conditions providing for other options to modify the amount;
- 4) stipulates, furthermore, that the nominal amount of debt securities of the Company that may be issued under this authorization, will be a maximum of €750 million or the equivalent of this amount in a foreign currency or in monetary units of account established with reference to several currencies;
- 5) stipulates that the shareholders may exercise, in accordance with the conditions provided for in law, their pre-emptive rights to subscribe for shares, equity securities and other securities issued under this resolution;
- 6) stipulates that if subscriptions on an irreducible basis and, if applicable, a reducible basis do not absorb all of the shares, equity securities or other securities, the Board of Directors may offer all or a portion of the unsubscribed securities to the public;

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- 7) states that this authorization automatically entails that the shareholders waive their pre-emptive right to subscribe to equity securities to which these securities give entitlement in favor of the holders of the securities giving access to the Company's share capital that may be issued;
- 8) stipulates that the amount received or that should be received by the Company for each of the shares issued under this authorization should be at least equal to the par value of the shares on the issue date;
- 9) stipulates that the Board of Directors may, if it deems it appropriate, deduct the costs and expenses of carrying out the issues from the issue premium(s), and if applicable, deduct the sums needed to increase the legal reserve to one-tenth of the new share capital after each issue from this amount;
- 10) stipulates that this authorization cancels and replaces the authorization with the same purpose that was granted by the Combined General Meeting of Shareholders of May 30, 2013 in its ninth resolution.

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

Seventeenth resolution (Authorization of the Board to increase the share capital through the issue of shares or securities giving access to other equity securities of the Company or giving rights to debt securities and to issue securities giving access to equity securities of the Company to be issued, without the pre-emptive right of shareholders and through an offer to the public) - The General Meeting of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-94 of the French Commercial Code, the authorization to decide on, through an offer to the public or, if applicable, subject to the approval of a specific resolution to this effect by the General Meeting, through an offer pursuant to section II of Article L. 411-2 of the French Monetary and Financial Code, in one or several transactions, at the time or times it selects, in the proportions that they deem appropriate, both in France and abroad:
 - a) the issue of shares and/or equity securities giving access to other equity securities or giving rights to debt securities of the Company and/or all other securities giving access to equity securities of the Company to be issued,
 - b) the issue of shares and/or equity securities giving access to other equity securities or giving rights to debt securities of the Company and/or all other securities giving access to equity securities of the Company to be issued following the issue by a company, in which it directly or indirectly holds more than half of the share capital, equity securities or securities giving access to equity securities of the Company to be issued,
 - c) the issue of shares and/or equity securities and/or securities by the Company giving access to equity securities to be issued by a company it directly or indirectly holds more than half of the share capital,
 - d) the issue by the Company of securities giving access to existing equity securities or giving rights to debt securities of another company in which the Company does not directly or indirectly hold more than half of the share capital.

The Board of Directors may delegate all the powers necessary to proceed with a capital increase to the Chief Executive Officer, or with the latter's agreement, to one or several Deputy Chief Executive Officers under the conditions permitted by law.

Such decision automatically entails by law that the holders of securities that may be issued by subsidiaries shall benefit from the waiving by the shareholders of their pre-emptive rights to subscribe for the equity securities to which these securities give entitlement.

- 2) stipulates that the maximum nominal amount of capital increases that may be carried out in the near term and/or the longer term under this authorization cannot exceed €12 million; it being specified that this maximum amount is set without taking into account the nominal amount of shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions and, if applicable, any contractual conditions providing for other options to modify the amount;
- 3) stipulates that the nominal amount that may be issued under this resolution shall be included in the maximum nominal amount for capital increases of €12 million set under the sixteenth resolution of this General Meeting of Shareholders;

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- 4) expressly stipulates that the issue of preference shares and securities giving access to preference shares is not allowed;
- 5) stipulates that this capital increase may lead to the exercise of an entitlement attached to securities issued by a company in which the Company directly or indirectly holds more than half of the share capital, with the latter's agreement;
- 6) stipulates, furthermore, that the nominal amount of debt securities that may be issued under this authorization, will be a maximum of €750 million or the equivalent of this amount in a foreign currency or in monetary units of account established with reference to several currencies, and will be included in the maximum amount of €750 million set under the sixteenth resolution of this General Meeting of Shareholders;
- 7) stipulates to eliminate the pre-emptive rights of shareholders to subscribe for shares, equity securities and other securities to be issued, it being understood that the Board of Directors may give the shareholders a priority subscription period in respect of all or part of the issue, for the period and according to the conditions that it will set, pursuant to the provisions of Article L. 225-135 of the French Commercial Code, and that such priority subscription period shall not give rise to the creation of tradable rights;
- 8) states that this authorization automatically entails by law that the holders of securities giving access to the Company's share capital that may be issued shall benefit from the waiving by the shareholders of their pre-emptive rights to subscribe for the equity securities to which these securities give entitlement;
- 9) stipulates that the amount received or that should be received by the Company for each of the shares issued or to be issued under this resolution will be at least equal to the minimum value set by the applicable regulation at the time this authorization is used, i.e. currently the average weighted share price of the Company on Euronext Paris on the three trading days prior to the setting of the issue price, with the option to apply a maximum discount of 5%, with this amount being adjusted later, if applicable, to take account of differences in dividend eligibility dates;
- 10) stipulates that the Board of Directors may use this authorization, in whole or in part, to remunerate securities tendered in a public exchange offer launched by the Company, within the limits and under the conditions provided for in Article L. 225-148 of the French Commercial Code;
- 11) stipulates that the Board of Directors may, if it deems it appropriate, deduct any costs and expenses, including any fees, of carrying out the issues from the issue premium(s), and if applicable, deduct the sums needed to increase the legal reserve to one-tenth of the new share capital after each issue from this amount;
- 12) stipulates that this authorization cancels and replaces the authorization with the same purpose that was granted by the Combined General Meeting of Shareholders of May 30, 2013 in its tenth resolution.

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

Eighteenth resolution (*Authorization of the Board of Directors to increase the share capital through the issue of shares or securities giving access to other equity securities or giving rights to debt securities and to issue securities giving access to equity securities to be issued, without pre-emptive rights, in the form of a private placement, as referred to in section II of Article L. 411-2 of the French Monetary and Financial Code*) - The General Meeting of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-136 of the French Commercial Code, the authorization to proceed, in accordance with and under the conditions set by the seventeenth resolution of this General Meeting of Shareholders and within the maximum nominal amount of €12 million, with the issue of equity or debt securities, through an offer pursuant to section II of Article L. 411-2 of the French Monetary and Financial Code;
- 2) stipulates that the maximum nominal amount of capital increases that may be carried out in the near term and/or longer term under this authorization shall be included in the maximum nominal amount for capital increases of €12 million set under the sixteenth resolution of this General Meeting of Shareholders;
- 3) stipulates that this authorization cancels and replaces the authorization with the same purpose that was granted by the Combined General Meeting of Shareholders of May 30, 2013 in its eleventh resolution.

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

Nineteenth resolution (Authorization given to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums) - The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, and after having reviewed the report of the Board of Directors:

- 1) delegates, to the Board of Directors, the authorization to increase the share capital, in one or several transactions, at the time or times it selects, in the proportions it deems appropriate, through the incorporation of reserves, profits or premiums or other sums for which capitalization is allowed, or through the combination of such a capital increase with a cash capital increase carried out under the sixteenth, seventeenth or eighteenth resolutions of this General Meeting of Shareholders, through the issue and allocation of free shares or the increase in the nominal value of existing shares, or by combining the two transactions, it being specified that the Board of Directors may delegate all the powers necessary to proceed with a capital increase to the Chief Executive Officer, or with the latter's agreement, to one or several Deputy Chief Executive Officers, under the conditions permitted by law;
- 2) stipulates that the maximum nominal amount of capital increases that may be carried out under this authorization cannot exceed €12 million; it being specified that this maximum amount is set without taking into account the nominal amount of shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions and, if applicable, any contractual conditions providing for other options to modify the amount;
- 3) stipulates that this maximum nominal amount shall be included in the maximum nominal amount of the capital increases that may be carried out under the sixteenth resolution of this General Meeting of Shareholders;
- 4) stipulates that the rights to fractional shares cannot be traded, and that the corresponding shares shall be sold. The proceeds from such sales will be allocated to the rights holders no later than 30 days from the date on which the whole number of shares allocated is registered on their accounts;
- 5) stipulates that the Board of Directors may, if it deems it appropriate, deduct any costs and expenses, including any fees, of carrying out the issues from the issue premium(s), and if applicable, deduct the sums needed to increase the legal reserve to one-tenth of the new share capital after each issue from this amount;
- 6) stipulates that this authorization cancels and replaces the authorization with the same purpose that was granted by the Combined General Meeting of Shareholders of May 30, 2013 in its thirteenth resolution.

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

Twentieth resolution (Authorization of the Board of Directors to increase the capital through the issue of shares or equity securities giving access to other equity securities or giving rights to debt securities and securities giving access to equity securities to be issued, up to the limit of 10%, to remunerate contributions in kind of shares or equity-linked securities) - The General Meeting of Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- 1) delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-147 of the French Commercial Code, the powers necessary to increase the share capital through the issue of shares and/or equity securities giving access to other equity securities or giving rights to debt securities of the Company and/or securities giving access to equity securities of the Company to be issued, up to the limit of 10% of the share capital, based on the report of the court-approved expert valuer of in-kind contributions, in order to remunerate the contributions in kind made to the Company and comprising of equity securities or securities giving access to share capital, where the provisions of Article L. 225-148 of the French Commercial Code do not apply;
- 2) stipulates that the Board of Directors will have all the powers necessary to implement this authorization, notably, with regard to determining all the terms and conditions of the transactions authorized, and in particular, assessing the contributions and the granting, if applicable, of special benefits, to decide on the number of securities to be issued to remunerate contributions in kind and the dividend eligibility date of the securities to be issued, to make any applicable deductions from the contribution premium(s), principally of

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the fees involved in carrying out the issues, to record the implementation of the capital increase and amend the by-laws accordingly, and, more generally, to make all the appropriate arrangements, enter into any agreements required and carry out all the necessary formalities, especially with regard to the admission to trading of the shares;

- 3) acknowledges, that this authorization automatically entails that the shareholders waive their preemptive rights regarding equity securities of the Company, on which the securities that would be issued on the basis of this authorization may grant rights;
- 4) stipulates that this authorization cancels and replaces the authorization with the same purpose that was granted by the Combined General Meeting of Shareholders of May 30, 2013 in its fourteenth resolution.

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

Twenty-first resolution (Authorization granted to the Board of Directors to make grants of Company shares to the employees and to the directors of Dassault Systèmes SA and its related companies) - 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 Articles L. 225-197-1 *et seq.* of the French Commercial Code, to grant, in one or several transactions, free shares of the Company, existing or to be issued, for the benefit of employees or certain categories of employees, determined amongst eligible employees and directors of the Company or its affiliates as defined by Article L. 225-197-2 of the French Commercial Code;
- 2) stipulates that the Board of Directors will determine the identity of the beneficiaries of the grants as well as the conditions and, as the case may be, the criteria for the grants;
- 3) stipulates that free share grants made under this authorization may not give rise to a total number of shares greater than 2% of the share capital of the Company at the date of this General Meeting, it being understood that this amount does not take into account possible adjustments which may be made pursuant to applicable legislative and regulatory provisions and, as the case may be, to contractual terms and conditions providing for other cases of adjustment, in order to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company. Toward this end, the General Meeting authorizes, if need be, the Board of Directors to increase the share capital by incorporation of reserves accordingly;
- 4) stipulates (a) that the grant of shares to the beneficiaries will be final after the expiration of an acquisition period the duration of which will be determined by the Board of Directors, it being specified that such period may not be less than two years and (b) that the beneficiaries will be required to hold the aforementioned shares for a duration determined by the Board of Directors and which may not be less than two years as from the final grant of the shares. However, and without prejudice to the provisions set forth under Article L. 225-197-1-II, last paragraph of the French Commercial Code, the General Meeting authorizes the Board of Directors, only where the acquisition period for all or part of one or several grants is at least equal to four years, to provide for a holding period of less than two years or to not provide a holding period for the said shares;
- 5) stipulates, as an exception to the preceding paragraph, that in the event that legal or regulatory provisions applicable to free shares were amended, especially with respect to reducing or eliminating the minimum acquisition or holding periods, the Board of Directors could determine the durations of the acquisition and holding periods of the granted shares pursuant to the new applicable provisions; it being stated that the cumulative acquisition and holding periods cannot be, in any event, less than two years;
- 6) furthermore stipulates that in the event of disability of the beneficiary, as defined under the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the expiration of the remainder of the acquisition period. The said shares may be freely transferred from the date of their delivery;
- 7) this authorization provides, in favor of the beneficiaries of free share grants, a waiver by the shareholders of their pre-emptive subscription right to the shares which may be issued pursuant to this resolution;
- 8) stipulates that the Board of Directors shall have any and all powers, including the power of delegation, subject to legal and regulatory terms, to implement this authorization under the conditions set forth above and within the limits authorized by the laws and regulations in effect, and, in particular, to determine the terms and conditions of each issuance pursuant to this authorization, to set the dates after which the new shares will give right to dividends, to take any measures, as may be decided by it, to protect the rights of the

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beneficiaries of the free share grants by making appropriate adjustments, to record the resulting capital increases, to amend the by-laws accordingly, and more generally, to carry out any formalities required for the issuances, the listing or the administration of the issued shares and take any measures which may be appropriate and required by applicable law and regulations;

- 9) stipulates that this authorization shall be valid for a term of 38 months from the date of this meeting;
- 10) stipulates that this authorization shall replace and supersede the previous authorization of the same nature granted by the Combined General Meeting of Shareholders held on May 30, 2013, in its fifteenth resolution.

Twenty-second 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 of Shareholders, 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) authorizes the Board of Directors 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 share capital of the Company 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 Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code;
- 2) stipulates 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) stipulates that the maximum nominal amount that may be issued under this authorization shall be included in the maximum nominal amount for capital increases of €12 million set under the sixteenth resolution of this General Meeting of Shareholders;
- 4) stipulates 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 in accordance with Article L. 3332-25 of the French Labor Code is shorter than ten years, and 70% of this average where the lock-up 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) stipulates 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 share capital of the Company, 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) stipulates that the Board of Directors may proceed, in accordance with Article L. 3332-21 of the French Labor Code, the free allocation of shares or other securities giving access to the share capital of the Company 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) stipulates that the characteristics of the other securities giving access to the share capital of the Company will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) stipulates 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 for the free allocation of shares or other securities giving access to share capital, in application of 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 capital increase in the amount of shares

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effectively subscribed for, to make all necessary arrangements to carry out the 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 capital increases from the premiums relating to these capital increases as well as the sums necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;

- 9) stipulates that this authorization cancels and replaces all previous authorizations relating to capital increases reserved for members of corporate savings plans, and in particular, that granted by the Combined General Meeting of Shareholders of May 30, 2013 in the seventeenth resolution;
- 10) the authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

Twenty-third resolution (Amendments to by-laws) - The General Meeting of Shareholders wishes to amend (i) paragraph 14.2 of the by-laws, which relates to the term of office of directors, in order to remove any reference to the transition period of 2009 when certain offices retained the term of six years instead of four years; (ii) Article 22 of the by-laws, which relates to regulated agreements, to reflect the changes arising from the Order of July 31, 2014 on company law; and (iii) paragraph 1 of Article 27 of the by-laws, in order to reflect the new deadline of two business days for admission to General Meetings arising from Decree no. 2014-1466 of December 8, 2014, as follows:

“14.2 Age limit – Term of office

The number of directors aged 70 or over cannot exceed half the members of the Board of Directors at any time. If this limit is reached, the oldest director other than the Chairman of the Board shall automatically be considered to have resigned.

The term of office of directors is four years.

The directors’ offices expire at the end of the General Meeting of Shareholders held to approve the annual financial statements for the year just ended which takes place during the year in which their term of office expires.

Directors shall always be eligible for re-election.”

“Article 22 – Regulated agreements

All agreements, whether direct or through an intermediary, between the Company and one of its directors, its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its shareholders with more than 10% of the voting rights, or in the case of shareholder that is a company, the Company that controls it, within the meaning of Article L. 233-3 of the French Commercial Code must be submitted to the Board of Directors for prior authorization.

The same applies to agreements in which one of the persons referred to in the previous paragraph has an indirect interest.

Prior authorization is also required for any agreement between the Company and another company if one of the latter’s directors, Chief Executive Officer or one of the Deputy Chief Executive Officers is the owner, partner with unlimited liability, general manager, director, member of the Supervisory Board, or in general terms, a senior manager of that company.

For the prior authorization of the Board of Directors to be given, reasons must be given to justify the agreement, based on its interest to the Company, and in particular, the financial conditions of the agreement must be specified.

The requirements set out in the previous paragraphs are not applicable to agreements relating to current operations and signed under normal conditions, nor to agreements entered into with a company in which the Company directly or indirectly holds 100% of the share capital under the conditions stipulated under the law.”

“Article 27 – Admission to General Meetings of Shareholders – Powers

1. *Every shareholder has the right to participate in the General Meeting of Shareholders and to vote either in person or by proxy, provided his/her shares are fully paid-up, and:*

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- *for holders of registered shares: that they are listed in the registered share accounts held by the Company or its intermediary at 0:00 a.m. Paris time two business days prior to the meeting;*
- *for holders of bearer shares: that they are recorded in a bearer securities account maintained by the accredited intermediary (bank, financial institution or stockbroking firm) at 0:00 a.m. (Paris time) two business days prior to the meeting, and in possession of a shareholder certificate provided by the latter."*

Twenty-fourth resolution (Approval of the conversion of the Company into a European company (*Societas Europae*), and the terms of the conversion plan and intention to leave unchanged the Board of Directors, the Statutory Auditors and the authorizations granted to the Board of Directors by the General Meeting of Shareholders) - The General Meeting of Shareholders, after having reviewed:

- the Company's plan for conversion into a European company, which was prepared by the Board of Directors on March 21, 2014 and filed with the clerk's office of the Commercial Court of Versailles on March 27, 2014 and the draft of the amended by-laws, which was modified and then filed on March 24, 2015;
- the report of the Board of Directors explaining and justifying the legal and financial aspects of the conversion and describing the consequences for shareholders and for employees of becoming a European company;
- the report by Ernst & Young et Autres and Finexsi, the auditors appointed, on February 12, 2015 by order of the President of the Commercial Court of Versailles from the court-approved list, to appraise the Company's assets;
- the opinion of the Workers' Council on the Company's plan for conversion into a European company dated February 13, 2014.

After having noted that the Company meets the conditions required by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on European company status, and in particular, those referred to in Articles 2, paragraph 4 and 37 of the said regulation and Article L. 225-245-1 of the French Commercial Code, relating to the conversion of a limited liability company (*société anonyme*) into a European company;

and after having duly noted that:

- the conversion of the Company into a European company does not entail the dissolution of the Company or the creation of a new legal entity;
- the term of the Company, its purpose and registered office remain unchanged;
- the share capital of the Company remains set at the same amount and at the same number of shares with a par value of €0.50 each, which shall remain admitted to trading on Euronext Paris;
- the duration of the current fiscal year, which will end on December 31, 2015, has not been changed as a result of the conversion into a European company and the financial statements for this fiscal year will be drawn up, presented and audited under the conditions stipulated by the by-laws of the Company in its new form and the provisions of the French Commercial Code relating to European companies;
- the terms of office of the directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Statutory Auditors and Deputy Statutory Auditors in post at the time of the conversion of the Company into a European company will continue until their normal respective expiry dates;
- all authorizations and delegations of powers that have been and will be granted to the Board of Directors as a limited liability company (*société anonyme*) by any General Meeting of Shareholders of the Company that are valid on the date of the Company's conversion into a European company, will, as of the said date, be automatically transferred to the Board of Directors of the Company, in its new form as a European company;
- the conversion of the Company into a European company will be definitive from the date on which it is registered as a European company with the Versailles trade and companies registry;

after having noted, in accordance with Article 12, paragraph 2 of the above-mentioned regulation, that the registration of the European company cannot take place before the procedures relating to the involvement of employees, pursuant to Articles L. 2531-1 et seq. of the French Labor Code have been completed;

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Approves the conversion of the Company into a European company (*Societas Europaea*) with a Board of Directors and the terms of the plan for the conversion of the Company into a European company, and duly notes that this conversion will take effect from the date of the registration of the Company in its new form,

Grants to the Board of Directors all the necessary powers to (i) record the completion of the negotiations relating to the terms for the involvement of employees within the European company and record, if applicable, the signature of an agreement to this effect, (ii) note, accordingly, that the pre-condition for the registration of the Company in its new form, i.e. the completion of the above-mentioned procedures relating to the involvement of employees, has been fulfilled and (iii) carry out all the necessary formalities for the registration of the Company in its new form as a European company.

Twenty-fifth resolution (*Approval of the company name of the Company in its new form as a European company*) - The General Meeting of Shareholders, having reviewed the report of the Board of Directors, resolves, subject to the adoption of the previous resolution, that from the date of the definitive conversion of the Company into a European company, the current name of the Company will be followed by the initials “SE”, in accordance with the provisions of Article 11 of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on European company status. The name of the Company will therefore become “Dassault Systèmes SE”.

This change will be reflected in the by-laws of the Company in its new form as a European company.

Twenty-sixth resolution (*Approval of the by-laws of the Company in its new form as a European company*) - In accordance with the decision on the conversion of the Company into a European company, and having reviewed the draft by-laws of Dassault Systèmes SE and the report of the Board of Directors, the General Meeting of Shareholders, subject to the adoption of the twenty-fourth and twenty-fifth resolutions, adopts, article by article and then in its entirety, the text of the by-laws, which, from the date of the definitive conversion of the Company into a European company, will govern the Company in its new form. These by-laws will take effect from the date of the definitive conversion of the Company into a European company, i.e. the date of its registration.

The General Meeting of Shareholders duly notes that, subject to the adoption of the twenty-third resolution, the by-laws of the European company, as adopted by this resolution, will be amended to reflect the changes to the by-laws approved in the said resolution.

A copy of the by-laws of Dassault Systèmes SE is attached to the minutes provided at this General Meeting of Shareholders.

Ordinary and Extraordinary General Meeting

Twenty-seventh 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 in the General Meeting.

In order to attend this General Meeting, to be represented or to vote by post, shareholders have to be registered directly or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e. on May 26, 2015 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 assist personally to 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 least the third business day prior to the date of the General Meeting (i.e. at least on May 25, 2015). This request may be made by returning the voting form or the proxy on which the admission card request is mentioned; 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 26, 2015 at 00:00 am, Paris time);
- for the bearer holders, 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 get 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 22, 2015 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 26, 2015 at the latest (May 25, 2015 being a bank holiday).

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 27, 2015 at 3.00 pm) 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 attached, the shareholder being responsible for obtaining any electronic signature certificates or keys, to the following address DS.Mandataire-AG@3ds.com and including the following information:

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- 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 who 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 25, 2015 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 26, 2015 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 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 Monday April 20, 2015 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 Workers’ committee may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice, i.e. on Thursday, April 9, 2015 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 have to 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 26, 2015 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 22, 2015 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 the 21st day before the General Meeting at the latest, i.e. on May 7, 2015 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