

COMBINED GENERAL MEETING OF SHAREHOLDERS 2023

May 24, 2023 at 3:00 p.m.
at the registered office:
10, rue Marcel Dassault
78140 Velizy-Villacoublay

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1. DASSAULT SYSTÈMES' VISION, STRATEGY AND PERFORMANCE

“Imagine New Frontiers”

Charles Edelstenne, Founder & Honorary Chairman
Bernard Charlès, Chairman & Chief Executive Officer

Our valued customers and partners see reinventing a sustainable economy as both a challenge and a significant opportunity to differentiate. They rely on Dassault Systèmes to imagine new solutions, create differentiated offerings and create new operating models in a world where sustainability is paramount, resiliency is crucial, and the importance of sovereignty and trust is a factor of differentiation.

Two generations of innovators at Dassault Systèmes have revealed the power of virtual worlds to imagine and create disruptive innovations, and to empower businesses to realize their greatest ambitions. Our purpose to harmonize product, nature and life is deeply rooted in our heritage and drives our strategy. It is important to keep in mind that 3D technology was born for sustainability, since it was first used in the industry for virtual prototyping, for doing things right the first time while saving time, materials and energy. We enable companies to measure and optimize their eco-bill, to use virtual worlds to improve footprint – what we take from the planet – while unleashing the imagination and growing their handprint – what we give back to the planet and to society.

For 40 years, we have been a trusted partner, leveraging science, transforming the processes of creation and production with a holistic approach to circularity, incorporating frugality and lifecycle into design. After 3D design, 3D digital mock-up and 3D product lifecycle management, we launched the **3DEXPERIENCE** in 2012 with the idea that the use, i.e. experience, of the product has now more value than the product itself, with new categories of expectations from citizens, patients, learners and consumers. Today, our clients and partners have embraced the Experience Economy: they use our **3DEXPERIENCE** platform to create virtual twin experiences allowing them to imagine new methods and test new products.

In 2020, we extended virtualization from things to life. Having started with virtual twins of things – planes, cars, factories, cities -, we now extend this capability to living organisms including human beings. This also means that life sciences will be an important inspiration for sustainable innovation in the coming decades.

Today, a complete metamorphosis – a radical shift in our perspective on the world – is indeed required. This can only be achieved by leveraging the virtual worlds to improve the real world. Our foundation in science is truly a differentiator. Our science-based virtual twin experiences rely on a range of multiscale disciplines – biology, chemistry, materials science, mechanics and electromagnetism – allowing our AI engines to transform gigantic, unorganized data, into structured knowledge and know-how. These virtual assets are becoming the enabler of new products and services to the end consumer, which is what customers are expecting: not just the virtualization of the product, but the virtualization of the product in the context of its usage. And our goal is to make the power of virtual twin experiences accessible to everyone on the planet.

We have laid a solid foundation to support our long-term strategy by establishing our next generation of leaders and evolving our governance. We measure the distance travelled during those four decades, developing Dassault Systèmes from a startup to a global player, and transforming many industries, from Aerospace to the future of mobility and now Life Sciences. Our journey together has been an incredibly enjoyable time. This successful tandem we formed, as Chairman and CEO, will now continue with Pascal Daloz, to develop Dassault Systèmes, helping our customers to create practical sustainable solutions in the Experience Economy. We have the right governance and team in place to enable Dassault Systèmes' growth well into the future.

“Focused on our Next Horizon: 2040”

Bernard Charlès, Chairman & Chief Executive Officer
Pascal Daloz, Deputy CEO & Chief Operating Officer

We are now focused on our next horizon: 2040. As a leader in sustainable innovation, our objective is to continue to position our clients at the vanguard of progress, across Manufacturing Industries, Life Sciences & Healthcare, and Infrastructure & Cities.

We have demonstrated the relevance of our strategy and the resilience of our business model against a challenging macroeconomic and geopolitical backdrop – Russian invasion of Ukraine, inflation, raw material and workforce shortages. Despite this overall context, Dassault Systèmes delivered good results in 2022. Total revenue increased 9% over the year in constant currencies, driven by strong demand in all our geographies and a solid momentum in most of our product lines. Non-IFRS operating margin was 33.4% compared to 34.3% in 2021, reflecting the hiring increase in 2022, upon which we will capitalize in the future. Finally, non-IFRS diluted earnings per share (EPS) grew 19% to €1.13, as reported.

It's clear the strategic investments we made a decade ago – introducing our purpose, creating our **3DEXPERIENCE** platform and cloud infrastructure – are being validated and are paying off for our clients. Our Industry Solutions Experiences and virtual twin experiences have proved mission critical to adopt new business models, increase resiliency and agility, and deploy rapidly at scale.

With the successful diversification of our business, continued investments in research & development and in growing our teams, we have expanded our breadth and depth of opportunities. Today, addressing US\$45 billion of a potential US\$100 billion market, we have significant room to grow. Our strong customer adoption, across all three sectors of the economy, offers many proof points.

In Manufacturing Industries, the shift to sustainable experiences is impacting all subsectors from new mobility to clean energy, and we are leading this change, as we've done for half a century. The Life Sciences and Healthcare sector is transforming rapidly to accelerate drug development, improve efficiency, and scale precision medicine. With a trusted, scalable platform, only Dassault Systèmes is capable of connecting the dots across research, discovery, certification, manufacturing and commercialization. In Infrastructure & Cities, sustainability issues intersect and amplify: we are inventing game-changing solutions to optimize the use of natural resources, reduce carbon emissions and improve quality of life for citizens.

Innovators have to think in terms of organic systems of systems that create, produce and play an experience in a circular economy. In 2022, we unveiled the **3DEXPERIENCE** IFWE Loop, Dassault Systèmes' unique ability to provide this holistic view and seamlessly link value creation with value experienced, design and usage, to cover the full experience lifecycle. This strategic paradigm shift allows us to expand value proposals as well as the audience. Reaching consumers, patients and citizens is the next frontier: we will connect our clients to their own customers, fostering the creation of a significant, digital patrimony – a critical element of competitiveness.

We can make this a reality through our virtual twin experiences that offer a unique combination of modeling, simulation and data science. We have introduced the Life Cycle Assessment solution on the **3DEXPERIENCE** platform for customers to establish sustainability requirements early on, and measure the impacts of decisions before implementing them.

This provides a valuable foundation to fully leverage the future of data science. As data collection and analysis accelerate, virtualization of society and the economy requires the highest levels of security, trust and services. For these reasons, we have elevated **3DS OUTSCALE**, Dassault Systèmes' sovereign cloud infrastructure, to a brand. Our strategy and offering are unique in the industry. We are applying 40 years of expertise at an industrial level to deliver an end-to-end sovereign cloud offering that is able to protect each customer's core business and enables them to create value from data at multiple levels.

As we look to our next horizon, 2040, we continue to invest strategically and to grow our market leadership and the many significant opportunities before us. By then, we are focused on executing against the strong business drivers we have in place, and for 2023 we are targeting non-IFRS revenue growth of 8% to 9% in constant currencies. Hence, with an objective for non-IFRS diluted EPS in the range €1.18 to 1.20, we are on the trajectory to reach our 2024 EPS target well in advance.

We thank our teams for their passion and dedication to our success. We thank our clients for their continued trust and look forward to continuing our fruitful partnerships. It is their success which defines our success. By leveraging the virtual worlds to extend and improve the real world, together we can drive meaningful progress towards a more sustainable future.

2. THE COMPANY'S PERFORMANCES

2.1 Key data

A Global Company



22,523

employees from

136

countries



300,000+

entreprise customers in 12 industries



Our headcount is:

38% Europe

29% Americas

33% Asia



197

sites worldwide



13

brands

A Growing & High-Performance Company

+9%*

€5.67 bn*
revenue



+22%*

growth revenue based on cloud
(23% of software revenue)



+22%*

growth revenue based on **3DEXPERIENCE**
platform (33% of software revenue)



33.4%*

Operating Margin

Diluted EPS up
+11%*

* Non-IFRS, growth rates in constant currencies

An Innovative Company



+10%

R&D headcount

41%

of total employees in R&D



730+

families of patents



5

women among 13 members
of the Executive team

A Sustainable Company



#4

ranking in the software sector
DJSI, Dow Jones Sustainability Indices



AAA

rated "Leader" in the software sector
MSCI ESG rating



66%

revenue eligible to EU Taxonomy



2,300+

employees having followed sustainability
training modules, and about 1,200 employees
participating in Climate Education workshops

2.2 Profile and Purpose of Dassault Systèmes

The purpose of Dassault Systèmes is to provide business and people with 3DEXPERIENCE universes to imagine sustainable innovations capable of harmonizing product, nature and life.



Dassault Systèmes, a global leader in sustainable innovation, provides to companies and individuals virtual twin experiences based on an unique collaborative software platform. In three main sectors of the economy (Manufacturing Industries, Life Sciences & Healthcare, Infrastructure & Cities), Dassault Systèmes develops **virtual twins** that allow customers to create products and services for a more sustainable and desirable world.

This representation of the real world, based on scientific laws and mathematical models and which combines virtual modeling, simulation and visualization, makes it possible to imagine, design and deploy new concepts or processes.

Dassault Systèmes helps its customers to face their most ambitious challenges of the past ten years:

- How to make cities great places to live and work?
- How to care for the entire planet and for each individual, and how to conduct clinical trials to roll out a vaccine in less than a year?
- How to design the entire product lifecycle?
- How to make sustainable purchasing choices?
- How to prepare the workforce of the future for the jobs of the future?
- How to develop new paradigms of scientific observation and reasoning?

In this context, **Dassault Systèmes launched in 2012 the 3DEXPERIENCE**, a platform that provides to companies a real time broad view of their business and ecosystem. The **3DEXPERIENCE** connects people, ideas, data, and solutions in a unified environment, allowing companies of all sizes to innovate, produce, and sell in entirely new ways.

Dassault Systèmes solutions transform the way products are designed, simulated, produced, marketed and supported, leveraging the virtual world to improve the real world. The Company has helped manufacturers disrupt how products are designed and produced – with 3D design, with 3D digital mock-ups (DMU), with 3D Product Lifecycle Management (PLM), and now with **3DEXPERIENCE**.

It is important to remember that virtual worlds were created to drive sustainable development. The purpose of the first 3D representations was to replace physical prototyping, saving raw materials, energy and resources. The Product Lifecycle Management (PLM) solutions pioneered by Dassault Systèmes in the early 1990s have helped foster a circular, more balanced approach within industry. Today, Dassault Systèmes wants to be the catalyst and enabler of the real Industry Renaissance of the 21st century. Combining the real and the virtual leads to usher in new ways of inventing, learning, producing, and doing business. Achieving a more sustainable future is only possible by leveraging the virtual world.

Dassault Systèmes believes that virtual worlds extend and improve the real world.

Dassault Systèmes is a European science-based, innovation-driven, business-minded and long-term oriented company, with a global presence and market reach. The Company's more than 22,500 employees in more than 130 countries all share this same mindset. This also translates into a high level of market confidence and trust among our more than 300,000 enterprise customers.

Dassault Systèmes built its strategy around three words: 'Human Industry Experiences'.

"Human" means that the Company is focused on the human being, building on imagination, knowledge and know-how to make a lasting contribution for the benefit of all. "Industry" means that Dassault Systèmes wants to offer customers what they value the most – a sustainable outcome. "Experiences" refers to the will to help businesses and people grow and live in today's new "New World".

To achieve this strategy, Dassault Systèmes is focusing on developing solutions in three main sectors: Manufacturing Industries, Life Sciences & Healthcare and Infrastructure & Cities. After modeling the object in its environment, Dassault Systèmes also wants to model the living.

The Company is rolling out its strategy through strategic operational components: Brands, Industries and Geographies.

Dassault Systèmes' Brands create great user experiences and build vibrant user communities. Industries develop Solution Experiences, industry-focused offerings which deliver specific value to companies and users in a particular industry. The eleven Geographies (GEOs) are responsible for making GEOs the driving force for the development of our business and for overseeing the implementation of our customer-centric engagement model.

Dassault Systèmes offers the 3DEXPERIENCE, which is a platform for knowledge and know-how. It aims to catalyze and enable innovation by allowing businesses to connect the dots within and outside their company, from upstream thinking to design, engineering, manufacturing, sales & marketing, all the way to ownership.

Dassault Systèmes' Purpose

Established in 2012, Dassault Systèmes' purpose is to **provide business and people with 3DEXPERIENCE universes to imagine sustainable innovations capable of harmonizing product, nature and life.**

Through this ambition, Dassault Systèmes contributes to the improvement of society and the quality of the environment. "Harmonizing product, nature and life" is how to define sustainable innovation. It is based on the premise that, in the 21st century, with a global population of nearly 8 billion, we cannot produce and consume in the same way that we did in the 20th century. A product cannot be sustainable if its impact on the environment and on society has not been thought through. And conversely, product design can be improved by observing nature and other living creatures.

Dassault Systèmes believes that we should think about progress in terms of balance: what are we taking from and giving back to our planet? "Harmonizing product, nature and life" lies at the heart of the industry of the 21st century –the primary driver of innovation and the key to both sustainable enterprise in all sectors of the economy and progress in all spheres of society.

Since more than a decade, Dassault Systèmes is defined as the 3DEXPERIENCE Company. Dassault Systèmes anticipated that the world would shift from a product-based economy to an experience economy that values usage over the product.

The experience economy is not just about "user experience". It is about the overall balance and impact of any service we provide to society. This means seeing industry as a value creation process for people, rather than the "means of production". The industry of the 21st century is a network of creation, production and exchange of experiences.

In 2012 Dassault Systèmes also dared to imagine that the 3DEXPERIENCE universes would become the most powerful vehicle for sustainable innovation. Its platform has clearly risen to the challenge.

The 3DEXPERIENCE platform is a game-changer in value creation for organizations because it is the only platform that offers both a system for running their business and a business model to transform their businesses. As a system of operations, the 3DEXPERIENCE platform enables businesses to improve their operational excellence. As a business model, it allows them to set up the most innovative value networks.

The 3DEXPERIENCE platform is structured in four quadrants encompassing thirteen brands. The Company's 3DEXPERIENCE portfolio is comprised of 3D modeling applications, simulation applications, social and collaborative applications, and information intelligence applications.

First, it makes it possible to represent hypotheses, which are then tested and verified against real-world data, with the aim of optimizing models within a loop process.

The virtual twin is a virtual representation of the world achieved by combining modeling, simulation, real-world data and artificial intelligence. In some ways, the virtual twin can be seen as a library and a workshop: it represents existing and potential knowledge and know-how, and it allows us to create use case scenarios which are then verified against real-world data. With the cloud, all these technologies can be made available to every kind of organization, business and research lab.

It is now possible to measure the tangible benefits of these virtual twin experiences delivered through the platform in the shift toward a more circular economy. According to a study led in 2021 by Dassault Systèmes in collaboration with Accenture, the potential impact of virtual twins on the climate has been quantified: on the basis of five use case scenarios, savings of up to 7.5 gigatonnes of CO₂ are possible.

Second, virtual twins rely on collaborative experience platforms, which have emerged as the key infrastructure for the 21st century.

Thanks to these platforms, companies like Amazon, Uber and Airbnb are transforming retail, transportation and the hospitality industry. Next up is the rest of industry. Platforms make it possible to unify entire research and production ecosystems, rethink public/private partnerships, and converge supply and demand. Far more than just a technology, virtual platforms offer a holistic approach to innovation and an inspiration for new offerings.

Sustainable innovation is intrinsically holistic, multi-disciplinary, multi-scale and circular. Tomorrow's game-changers will not be those with the most automated production systems, but those with the best-developed legacy of knowledge and know-how, whose business environments involve subcontractors as full-fledged partners in value creation. Manufacturers must take a more balanced approach:

reducing their negative impact (footprint) and improving their positive impact (handprint) across the entire product lifecycle. This is where platforms really come to the fore – elevating the role of businesses as sustainability leaders, sparking creativeness and sharing knowledge and expertise.

There is an imperative now for manufacturers to consider the entire lifecycle of their products: where are the materials sourced? Is the production process frugal? What is the impact of the distribution channel? Does the product have a sustainable end-use? Can the materials be reused or repurposed? We must work toward a more decarbonized and circular economy. This calls for a system of systems approach, which is today possible using the virtual twins of value chains, ecosystems and collaborative platforms.

As it is adopted by new categories of innovators, the **3DEXPERIENCE** platform has become the catalyst and enabler of the Industry Renaissance, today's global transformation that brings new ways of inventing, learning, producing and trading.

The platform encompasses a highly complementary and resolutely unique scope of scientific disciplines: including biology, chemistry, materials science, mechanics, and electromagnetics.

Through virtual experiences, augmented reality and realistic simulation, the virtual revolutionizes our relationship with knowledge, just like the printing press did in 15th-century Europe. The new book is the experience! The virtual experience adds knowledge and know-how, while eliminating the gap between experimentation and learning. Through the virtual

world –today's library and workshop– new categories of industrial firms create new categories of experiences for new categories of customers.

Today, Dassault Systèmes is extending its focus from things to life.

Since its inception in 1981, Dassault Systèmes has been instrumental in fostering sustainable innovation for products. At the same time, our ambition to harmonize product, nature and life has led us to develop a new understanding of life and nature. Today, the Company is capable of applying knowledge and know-how acquired in the non-organic world to the organic – living – world.

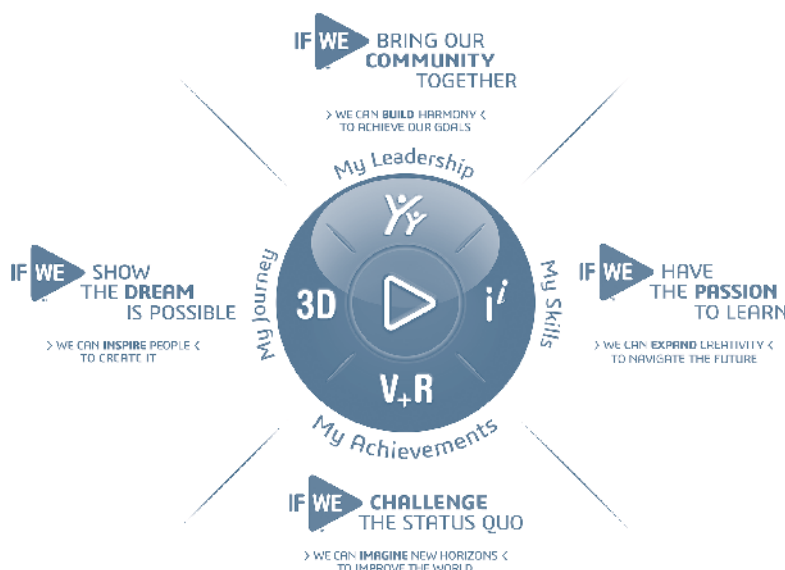
While the surface of simple objects is represented with 3D design, it takes the 3D digital mock-up (DMU) to represent not only the surface but also the inside of complex systems. The 3D product lifecycle management (PLM) integrates the time dimension. Now, with the **3DEXPERIENCE**, we are representing the use.

In 2020, Dassault Systèmes announced its ambition to create the virtual twin experience of the human body, integrating modeling, simulation, information intelligence, and collaboration. This brings together biosciences, material sciences and information sciences to project the data from an object into a complete living virtual model that can be fully configured and simulated. Industry, researchers, physicians and even patients can visualize, test, understand, and predict what cannot be seen –from the way drugs affect a disease to surgical outcomes –before a patient is treated.

Dassault Systèmes, a culture of innovation

Dassault Systèmes is a science-based company geared to the future and to progress, with many companies among customers who are pioneers in their field (robotics, energy, mobility and more). The Company's values are underpinned by innovation and a shared ambition to make a lasting,

positive impact on everyone's lives. This is called, internally, the IFWE mindset. "IF" refers to the passion to explore new possibilities and "WE" to the belief that, by connecting people, we can bring about meaningful change.



2.3 Dassault Systemes' corporate model

OUR RESOURCES

INTELLECTUAL CAPITAL

13
technology portfolios
serving the full
innovation cycle

40+
years
accumulated
industry knowledge

€1,087M
R&D investment
(+14.5%)

730+
families of patents

See chapter 1.4.2

HUMAN CAPITAL

22,523
people
from

136
countries

41%
working in R&D

5
women among
13 members
of the Executive team
(38.5%)

22.6%
women among
People managers

See chapters 2.3 & 2.7

SOCIAL CAPITAL

17,000+
people
in commercial
partners ecosystem
(VARs & CSI)

150+
scientific & research
partners

9,400+
technology
& marketplace partners

See chapter 1.4.1

FINANCIAL CAPITAL

Long term & stable
shareholders structure

0.4x
adjusted
Net Debt/IFRS EBITDA0

A Stable
S&P credit rating

First employee
shareholding plan
subscription
(launched in 2021)

See chapters 2, 3 & 6

NATURAL CAPITAL

90%
renewable electricity,
representing 82%
of the total energy
consumption

26%
suppliers in CO₂ emissions
having set a science-based
reduction target
(50% by 2025)

-58%
CO₂ emissions
related to business
travels compared
to 2019

See chapters 2.5 & 2.7

OUR USES

INTELLECTUAL CAPITAL

& Customer
Relationships

66%
revenue eligible
to EU Taxonomy

25+
years
average length
collaboration with
our 20 main clients

See chapter 2.7.2

HUMAN CAPITAL

(Employees)

99%
employees trained

82%
employees pride
and satisfaction rate

99%
employees under
permanent contract

1,500+
internship and
apprenticeship offers posted

4,700+
job offers filled
in 2022,
97% under
permanent contract

See chapters 2.3 & 2.7

SOCIAL CAPITAL

(Society)

€375M
IFRS income tax expense
(28.8% ETR)

51
new projects supported
via La Fondation
Dassault Systèmes

6.8M
students using
3DEXPERIENCE Edu
solutions

2,300+
collaborators having
followed sustainability
training modules

99%
employees trained
on ethics & compliance

See chapters 2.4 & 2.5

FINANCIAL CAPITAL

(Shareholders)

€1.13
EPS diluted
(Earnings per share
diluted non-IFRS)

Dividend policy
30%
net earnings
distributed (IFRS)

See chapter 1.7

NATURAL CAPITAL

(Environment)

-24%
total CO₂ emissions
compared to 2019

92%
workforce in Europe
located in an ISO-certified site
for its energy management

-41%
CO₂ emissions related
to employees' commute
compared to 2019

Carbon neutrality
by 2040

See chapter 2.5

OUR EQUITY SYSTEM



Our purpose

To provide business & people with **3DEXPERIENCE** universes to imagine sustainable innovation capable of harmonizing **Product, Nature & Life**



Our strategy

Human Industry Experiences

Dassault Systèmes is a science-based company that helps its partners and customers transform all **industries** with a **major focus on sustainability and the human being.**



Serving 3 key sectors

Manufacturing Industries
Life Sciences & Healthcare
Infrastructure & Cities

Unique platform powering holistic solutions

Delivering roles, processes & solutions on public/private cloud or on premise, via license or subscription, and accompanied by consulting and services.



3DEXPERIENCE®

A diverse client base

300K+ customers ranging from entrepreneurs to multinationals in **12 industries.**

GEOs & Engagement models

11 GEOs drive the development of our business in **197 sites.**

Dassault Systèmes' 3DEXPERIENCE universes and virtual twins experiences help industrial companies to imagine disruptive and sustainable innovations in record time. Thus, the value that Dassault Systèmes' solutions bring to its stakeholders goes far beyond the simple economic notion. Dassault Systèmes solutions have enabled the production of 60% of the world's wind turbines, the first solar airplane and more than 50% of drugs and medical devices have been designed with the help of its solutions.

The methodology used to represent the resources Dassault Systèmes deploys and the shared value for society that it creates is the Integrated Reporting Framework proposed by the Value Reporting Foundation (now part of the International Sustainability Standards Board). The Integrated Reporting Framework presents this stakeholder value creation process according to the five relevant "Capitals" for our sector: Intellectual, Human, Social, Financial, and Natural. This section presents with more details how Dassault Systèmes resources are transformed into stakeholders value.

2.4 Financial Summary: five-year historical information

Sustaining Growth over the Long-term

Dassault Systèmes' performance historically relies on a financial model with a strong focus on recurring software revenue, which represented over 78.4% of the total software revenue during 2022.

Five-year Financial Summary

We have provided below summary income statement and balance sheet information for the last five years. The selected financial data in the table below have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted in the European Union, unless otherwise indicated.

A financial review including a comparison of 2021 and 2022 can be found in Chapter 3 "Financial Review and Prospects" of the Universal registration document 2022.

Income statements and dividends

<i>(in millions of euros, except per share data and percentages)</i>	Year ended December 31,				
	2022	2021	2020	2019 ⁽¹⁾	2018 ⁽¹⁾⁽²⁾
Total revenue	€5,665.3	€4,860.1	€4,452.2	€4,018.2	€3,477.4
Software revenue	5,144.0	4,402.6	4,012.6	3,539.4	3,081.8
Operating income	1,302.9	1,019.4	669.7	812.8	768.2
<i>As a percentage of total revenue</i>	<i>23.0%</i>	<i>21.0%</i>	<i>15.0%</i>	<i>20.2%</i>	<i>22.1%</i>
Net income attributable to equity holders of the Company	931.5	773.7	491.0	615.3	569.4
Diluted net income per share ⁽³⁾	€0.70	€0.58	€0.37	€0.47	€0.44
Dividend per share ⁽³⁾	€0.21 ⁽⁴⁾	€0.17	€0.11	€0.14	€0.13
Dividend per share growth	23.5%	54.5%	(20.0)%	7.7%	12.1%

(1) The Group adopted IFRS 16 for the fiscal year beginning January 1, 2019 using the simplified retrospective approach. Under this method, the transition effect is accounted for within the consolidated equity at the date of initial application, January 1, 2019, without any adjustment to the prior year comparative information.

(2) The Group adopted IFRS 15 effective January 1, 2018 using the modified retrospective transition method (also called the cumulative effect method). Under this method, the transition effect is accounted for within the consolidated equity at the date of initial application, i.e. January 1, 2018, without any adjustment to the prior year comparative information.

(3) Figures before 2021 have been restated in order to reflect the five-for-one share split on Dassault Systèmes' share effected on July 7, 2021 (see Note 22 Shareholders' Equity to the consolidated financial statements of the Universal registration document 2022).

(4) To be proposed for approval at the General Meeting of Shareholders scheduled for May 24, 2023.

Supplemental non-IFRS financial information

The supplemental non-IFRS financial information are subject to inherent limitations. They are not based on any comprehensive set of accounting rules or principles and should not be considered in isolation from or as a substitute for IFRS measurements. The various definitions and methods of which can be found in Note 2 Summary of Significant Accounting Policies of the consolidated accounts of the Universal registration document 2022. In addition, Dassault

Systèmes' non-IFRS supplementary financial data may not be comparable to other data also called "non-IFRS" and used by other companies. Non-IFRS financial information definitions can be found in 3.1.2.3 "Non-IFRS financial information definitions" of the Universal registration document 2022. The reconciliation between this financial information and the IFRS framework can be found in 3.1.4 "IFRS non-IFRS Reconciliation" of the Universal registration document 2022.

<i>(in millions of euros, except per share data and percentages)</i>	Year ended December 31,				
	2022	2021	2020	2019 ⁽¹⁾	2018 ⁽¹⁾⁽²⁾
Total revenue	€5.665,5	€4,861.7	€4,464.8	€4,055.6	€3,491.1
Software revenue	5,114.3	4,404.0	4,024.0	3,573.6	3,093.9
Operating income	1,892.0	1,666.2	1,349.8	1,297.4	1,112.5
<i>As a percentage of total revenue</i>	33.4%	34.3%	30.2%	32.0%	31.9%
Net income attributable to equity holders of the Company	1,512.2	1,265.3	994.7	959.6	812.5
Diluted net income per share ⁽³⁾	€1.13	€0.95	€0.75	€0.73	€0.62

(1) The Group adopted IFRS 16 for the fiscal year beginning January 1, 2019 using the simplified retrospective approach. Under this method, the transition effect is accounted for within the consolidated equity at the date of initial application, January 1, 2019, without any adjustment to the prior year comparative information.

(2) The Group adopted IFRS 15 effective January 1, 2018 using the modified retrospective transition method, without any adjustment to the prior year comparative information.

(3) Figures before 2021 have been restated in order to reflect the five-for-one share split on Dassault Systèmes' share effected on July 7, 2021 (see Note 22 Shareholders' Equity to the consolidated financial statements of the Universal registration document 2022).

Balance sheets and net cash provided by operating activities

<i>(in millions of euros)</i>	Year ended December 31,				
	2022	2021	2020	2019 ⁽¹⁾	2018 ⁽¹⁾⁽²⁾
ASSETS					
Cash, cash equivalents and short-term investments	€2,769.0	€2,979.5	€2,148.9	€1,945.6	€2,809.9
Trade accounts receivable, net	1,661.6	1,366.3	1,229.1	1,319.2	1,044.1
Goodwill and intangible assets, net	8,273.6	8,174.9	7,937.3	8,917.0	3,262.3
Other assets	1,556.9	1,698.0	1,648.9	1,690.8	857.7
TOTAL ASSETS	€14,261.1	€14,218.7	€12,964.2	€13,872.6	€7,974.0
LIABILITIES					
Contract liabilities	1,536.6	1,304.4	1,169.1	1,093.5	907.5
Borrowings	2,996.0	3,869.7	4,190.4	4,601.2	1,000.0
Other liabilities	2,417.8	2,847.3	2,543.4	2,969.2	1,504.6
Parent shareholders' equity	7,310.7	6,197.3	5,061.3	5,208.7	4,561.9
TOTAL LIABILITIES	€14,261.1	€14,218.7	€12,964.2	€13,872.6	€7,974.0

(1) The Group adopted IFRS 16 for the fiscal year beginning January 1, 2019 using the simplified retrospective approach. Under this method, the transition effect is accounted for within the consolidated equity at the date of initial application, January 1, 2019, without any adjustment to the prior year comparative information.

(2) The Group adopted IFRS 15 effective January 1, 2018 using the modified retrospective transition method, without any adjustment to the prior year comparative information.

<i>(in millions of euros)</i>	Year ended December 31,				
	2022	2021	2020	2019	2018
Net cash provided by operating activities	€1,525.2	€1,613.1	€1,241.3	€1,186.1	€898.6

2.5 Environmental, Social, and Governance Performance

Dassault Systèmes' sustainable development strategy, inspired by its purpose, is built around three pillars:

- committing to environmentally Sustainable Operations;
- developing Solutions enabling Dassault Systèmes' customers to reduce their Environmental Footprint;
- developing Human Capital in respect of Diversity and Ethics.

These pillars all constitute quantitative targets to be achieved by 2025 or 2027.

Key metrics

Committing to environmentally Sustainable Operations

In 2021, Dassault Systèmes joined the Science-Based Targets initiative (SBTi) and aligned with the pathway of temperature limitation to 1.5-degree (Scopes 1 and 2) and with the implementation of current best practice with regards to sustainability matters (Scope 3).

At year-end 2022, Dassault Systèmes has resubmitted its emissions reduction pathway to SBTi in order to include the acquisition of Medidata Solutions Inc., which was finalized at the end of 2019. The Company has also included new sources of emissions in the reporting, such as cab rides and hotels, and it has improved several estimation methodologies, particularly the use of more precise monetary emission factors, allocated to purchase amounts of goods and services. These new factors provide a more comprehensive and accurate overview of the impact on climate change, and they partly explain the changes seen since 2021. The environmental reporting methodology is presented in paragraph 2.8.2 "Methodology for Environmental

Reporting" of the Universal registration document 2022 and is outlined in the Sustainability Reporting Protocol, which is reviewed annually by an Independent Third Party. The impact of the change in reporting is presented in paragraph 2.5.4.3 "Measurement of Scopes 1, 2 & 3 GHG emissions and related risks" of the Universal registration document 2022. The new targets submitted to SBTi at year-end 2022, not approved yet, but in line with the one validated previously, are:

- Scopes 1 & 2: 35% reduction in greenhouse gas emissions (GHG) by 2027 with 2019 as year of reference;
- Scope 3 (business travel and employees' commute): 20% reduction in greenhouse gas emissions by 2027 from a 2019 base year;
- Scope 3 (purchase of goods and services and capital goods): 50%, in carbon footprint, of suppliers having set science-based targets to reduce their emissions.



Committing to environmentally Sustainable Operations	2022	2021	2019	Target / Achievement
Scopes 1 & 2⁽¹⁾ – Energy -35% ⁽²⁾ of CO ₂ emissions by 2027 (in tCO ₂ -eq, baseline 2019)	7,801	16,450	25,098	Target 2027 -35% Realized in 2022 -69%
Scope 3⁽¹⁾ – Business Travel and Employees' Commute -20% ⁽³⁾ of CO ₂ emissions by 2027 (in tCO ₂ -eq, baseline 2019)	37,256	11,990	77,595	Target 2027 -20% Realized in 2022 -52%
Scope 3 – Purchases of goods, services and capital expenditures⁽⁴⁾ 50% of suppliers in emissions committed in a science-based emission reduction target by 2025	26%	23%	-	Target 2025 50% Realized in 2022 26%

- (1) Emissions calculated according to the new reporting methodology. For details, see chapter 2.7.1 "Environmental, Social and Governance Performance Metrics" of the Universal registration document 2022.
- (2) 2027 target, submitted at the end of 2022, covering an expanded scope compared to the initial submission and awaiting validation by the Science-Based Targets initiative. The objective validated in the past remain valid until approval of the new submission by SBTi: -34% for Scopes 1 and 2. For more details, see chapter 2.7.1 "Environmental, Social and Governance Performance Metrics" of the Universal registration document 2022.
- (3) 2027 target, submitted at the end of 2022, covering an expanded scope compared to the initial submission and awaiting validation by the Science-Based Targets initiative. The objective validated in the past remain valid until approval of the new submission by SBTi: -23% for Scope 3, limited to greenhouse gas emissions from business travel and employees' commute. For more details, see chapter 2.7.1 "Environmental, Social and Governance Performance Metrics" of the Universal registration document 2022.
- (4) 2025 target, submitted at the end of 2022, covering an expanded scope compared to the initial submission and awaiting validation by the Science-Based Targets initiative. The objective validated in the past remain valid until approval of the new submission by SBTi: 52% of suppliers having defined science-based targets. For more details, see chapter 2.7.1 "Environmental, Social and Governance Performance Metrics" of the Universal registration document 2022.

Between 2021 and 2022, emissions relating to Scopes 1 and 2 have been reduced by 50%, in particular thanks to the implementation, within the framework of ISO 50001 certifications, of energy savings actions in Europe. The progressive purchase, since 2021, of Energy Attribute Certificates (EAC), strongly contributed to this decrease. From now on, 90% of the electricity consumed by Dassault Systèmes is decarbonized, compared to 67% in 2021. The Company will continue its actions on these two levers and is well positioned to reach its SBTi objectives of reducing Scopes 1 & 2 emissions by 35% by 2027.

Further to the gradual lifting of COVID-19 restrictions, travel-related emissions more than tripled between 2021 and 2022. However, these emissions remain, as of today, twice as low as in 2019, year of reference for the SBTi pathway. This improvement is mainly explained by the implementation of the new "Travel Smarter, Travel Greener" policy for business travel, and by the deployment of

remote work two days a week as part of the new Company policy. The resumption of business travel in 2023 to a pre-COVID-19 level will negatively impact Scope 3 emissions. The Company will continue its actions and nonetheless remains well positioned to reach its SBTi objectives of reducing travel-related emissions by 20% by 2027.

The carbon footprint percentage of suppliers who have set science-based targets stands at 26% in 2022, compared to 23% in 2021, creating an adoption dynamic of the value chain of best practices in the mitigation of climate change. Twenty-two percent of suppliers, in carbon intensity, have also declared their intention to set such targets, bringing the total share of suppliers to 48%, committed or planning to commit to such targets. The Company will continue its efforts to foster 50% of its suppliers in carbon intensity to set science-based targets by 2025, in agreement with its SBTi objectives.

Designing Solutions enabling Dassault Systèmes' Customers to reduce their Environmental Footprint



Designing Solutions enabling Customers to reduce their Environmental Footprint	2022	2021	Target / Achievement
EU Taxonomy			
Eligible Revenue	65,8%	50%	Target 2027 70% Realized in 2022 65,8%
Aligned Revenue ⁽¹⁾	Not available	-	
Eligible Operating Expenses ⁽²⁾	47,7%	33%	
Aligned Operating Expenses ⁽¹⁾	Not available	-	
Eligible Capital Expenditures	65,1%	55%	
Aligned Capital Expenditures ⁽¹⁾	Not available	-	

- (1) Two question-and-answer documents were published on December 19, 2022 by the European Commission, specifying the timetable for application, the methods for calculating the various indicators and for applying certain technical screening criteria, as well as the certification obligation by an independent third party verifier, verification which was not specified in these terms in the original regulation. The late date of publication of these new clarifications on verification requirements by the European Commission did not allow Dassault Systèmes to revise its analysis and therefore to establish a relevant alignment percentage for the 2022 financial year. This situation therefore leads Dassault Systèmes to not publish the proportion of revenue, operating expenses and capital expenditures considered aligned for activities 8.2 Data-driven solutions to reduce GHG emissions.
- (2) The percentage of eligible operating expenses currently excludes from numerator and denominator the nature of expenses that are considered out of scope by the EU Taxonomy regulation, as detailed in the paragraph 2.7.2 "EU Taxonomy Indicators" of the Universal registration document 2022.

The EU Taxonomy regulation has been voted by the European Parliament in 2020. Dassault Systèmes falls under this new regulation, as a listed Company, registered in the European Union and being above several thresholds set in the regulation. Six environmental objectives were defined and for its first year of application, only the first two objectives concerning specifically climate change – mitigation and adaptation – are subject to a financial disclosure with three indicators, respectively the proportion of revenue, of operating expenses and of capital expenditures linked to eligible and aligned economic activities, as defined by the EU Taxonomy, covering the financial year 2022 with no comparative data for 2021.

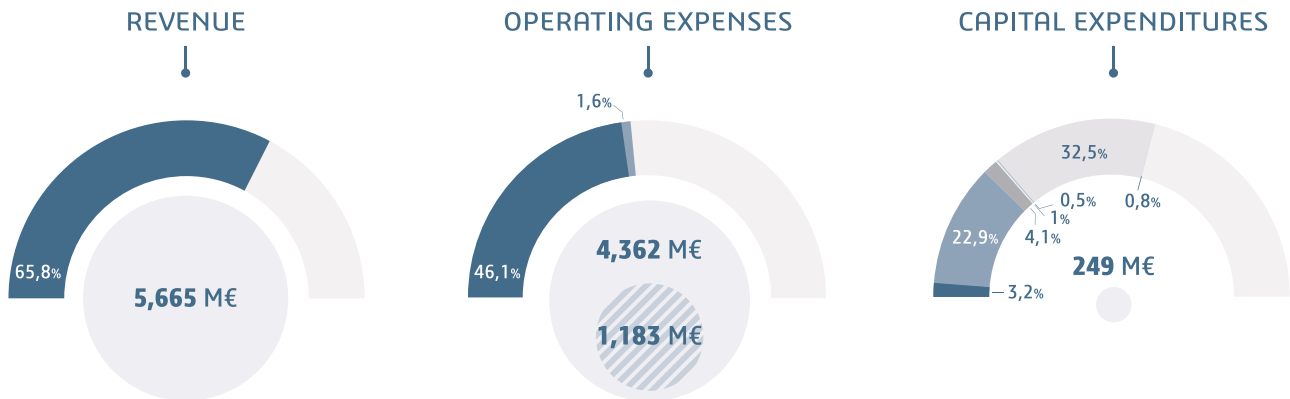
An economic activity is eligible when explicitly described in the restricted list included at this stage in the Regulation, more specifically in the Climate Delegated Act and is likely to make a substantial contribution to each environmental objective. Whenever such activities respect the technical screening criteria, which are precise conditions and performance thresholds to demonstrate the substantial contribution to the environmental objectives, that they do not harm significantly the other environmental objectives and that they respect the minimum safeguards conditions specified in the Regulation, they are considered as aligned with the EU Taxonomy.

On December 19, 2022, two questions and answers documents relating to the first application of the alignment criteria to the EU Taxonomy were published by the European Commission, specifying in particular the certification criteria by an independent third party verifier of the data and calculations determining

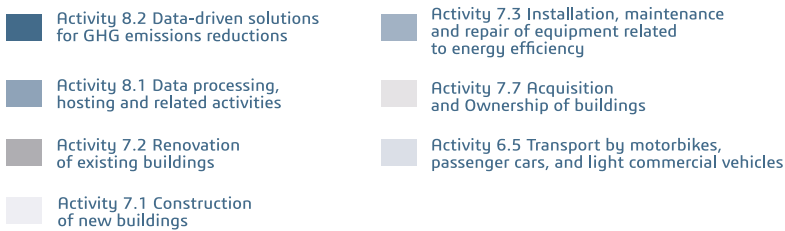
the aligned revenue percentage. The late date of publication of these new clarifications on verification requirements did not allow Dassault Systèmes to resume its analysis and therefore to establish a relevant alignment percentage for the 2022 financial year. This situation therefore leads Dassault Systèmes not to publish the proportion revenue, operating expenses and capital expenditures considered aligned for its software solutions aiming at reducing GHG emissions, and move forward on the application of these new requirements for the 2023 financial year.

Several representative use cases for the implementation of these solutions have been documented on the relevant engineering disciplines, as described in paragraph 2.8.3 "EU Taxonomy Indicators Methodology" of the Universal registration document 2022 based in particular on independent academic studies of applied research (ex MIT publication) or by customer technical departments, but which have not been verified in the sense that is specified by the regulator since December 19, 2022. In 2023, Dassault Systèmes will continue its efforts to document representative use cases, notably for its virtual twin solutions impacts and will initiate certification actions by an independent third-party verifier, on its assessment of greenhouse gas emission reductions generated by its solutions.

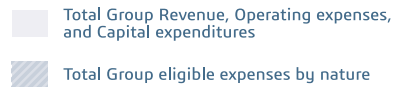
These indicators (IFRS) for the financial year 2022 are shown in the graph below.



Percentage of eligibility* and alignment⁽¹⁾ to EU Taxonomy



Absolute value



*Percentages of eligibility in 2021 : revenue Activity 8.2 50% | operating expenses Activity 8.2 33% | operating expenses Activity 8.1 5% capital expenditures Activity 8.2 40% | capital expenditures Activity 8.1 7% | capital expenditures Activity 7.2 8%

(1) Two question-and-answer documents were published on December 19, 2022 by the European Commission, specifying the timetable for application, the methods for calculating the various indicators and for applying certain technical screening criteria, as well as the certification obligation by an independent third party verifier, verification which was not specified in these terms in the original regulation. The late date of publication of these new clarifications on verification requirements by the European Commission did not allow Dassault Systèmes to revise its analysis and therefore to establish a relevant alignment percentage for the 2022 financial year. This situation therefore leads Dassault Systèmes to not publish the proportion of revenue, operating expenses and capital expenditures considered aligned for activities 8.2 Data-driven solutions to reduce GHG emissions.

A full review of the Company's ESG performance indicators, including the EU Taxonomy, can be found in paragraph 2.7 "Environmental, Social and Governance Metrics" of the Universal registration document 2022.

Developing Human Capital in Respect of Diversity and Ethics



Developing Human Capital in Respect of Diversity and Ethics	2022	2021	2020	Target / Achievement
Gender Diversity				
40% Women in the Executive team	38,5%	38,5%	38,5%	Target 2027: 40% Realized in 2022: 38,5%
30% Women among <i>People managers</i>	22,6%	21,2%	20,7%	Target 2027: 30% Realized in 2022: 22,6%
Employee Engagement				
85% employees Pride and Satisfaction rate ⁽¹⁾	81,7%	79,8%	82,5%	Target 2025: 85% Realized in 2022: 81,7%
Ethics and Compliance				
95% employees trained on Ethics and Compliance ⁽²⁾	99,2%	98,6%	98,2%	Target 2025: 95% Realized in 2022: 99,2%

(1) Percentage measured by an annual satisfaction survey.

(2) Average percentage of permanent employees who completed mandatory trainings on Code of Business Conduct, Personal Data Protection and Anti-Corruption.

Diversity and creation of inclusive teams is a key objective for Dassault Systèmes to encourage creativity around innovative projects and to provide a fulfilling collective work environment. This commitment is reflected in the composition of the Company's governance. In 2022, over 1,600 women joined Dassault Systèmes, representing an increase of 12.4% compared to the 9.9% growth rate of the workforce. Focusing particularly on female profiles as part of the process of identifying key employees and development opportunities to management positions, the number of Women among *People managers* increased by 14.6%. In order to enable the different actions undertaken (see paragraph 2.3.5 "Promoting Diversity and Inclusion" of the Universal registration document 2022) to increase and leverage the Company's women talent pool, the objective to reach 30% of Women among *People managers* is extended to 2027.

The Company's purpose gives meaning to employees' professional lives. The culture of innovation offers everyone

opportunities to contribute and engage, in particular in the fields of Education and Research. This collective mindset was demonstrated through the participation in the *We Care for your Health* program, the annual edition of the *3DS INNOVATION Forwards*, the first *Climate Fresk* workshops and the continuous involvement of volunteers with La Fondation Dassault Systèmes. In 2022, the employee pride and satisfaction rate improved by almost two points compared to 2021.

Compliance with ethical rules and international standards is part of Dassault Systèmes' values. Reflecting the new version of the Code of Business Conduct, updated ethics and compliance training was rolled out in 2022. This module includes a presentation of the Whistleblowing procedure and each employees' acknowledgment of the rules set in the Code. To ensure that fundamentals of ethics and compliance are mastered, these trainings will be recurrent and mandatory for all employees on an annual basis.

Main ratings and awards

Dassault Systèmes' commitment to sustainability, related actions and achievements as well as key metrics, and how they fit into the Company's strategy, are detailed in chapter 2 "Social, Societal and Environmental Responsibility" of the Universal registration document 2022.

ESG rating agency	Trend	2021 Score	2022 Score	Relative performance
DJSI	↑	57	67/100	99 th percentile in the global software sector
MSCI	↑	AA	AAA	Category "Leader" (AA in 2021)
CDP	↑	C	B	Questionnaire "Climate Change"

Solicited Rating	2022 Score	Relative performance
Standard & Poors ESG Evaluation	84/100	94 th percentile, all sectors combined (average: 65/100)

Dassault Systèmes' commitment to sustainability, related actions and achievements as well as key metrics, and how they fit into the Company's strategy, are detailed in chapter 2 "Social, Societal and Environmental Responsibility".

3. AGENDA

Ordinary General Meeting:

- 1) Approval of the parent company annual financial statements,
- 2) Approval of the consolidated financial statements,
- 3) Allocation of profit,
- 4) Related-party agreements,
- 5) Reappointment of the Principal Statutory Auditor,
- 6) Compensation policy for corporate officers (*mandataires sociaux*),
- 7) Compensation elements paid or granted in 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023,
- 8) Compensation elements paid or granted in 2022 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023,
- 9) Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
- 10) Reappointment of Ms. Catherine Dassault,
- 11) Appointment of a new director,
- 12) Authorization to repurchase Dassault Systèmes' shares.

Extraordinary General Meeting:

- 13) Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share buyback program,
- 14) Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to the Company's equity securities to be issued, with preferential subscription rights for shareholders,
- 15) Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code,

- 16) Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2-1 of the French Monetary and Financial Code,
- 17) Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights,
- 18) Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums,
- 19) Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to marketable securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares,
- 20) Authorization granted to the Board of Directors to allocate Company shares to corporate officers (*mandataires sociaux*) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights,
- 21) Authorization granted to the Board of Directors to grant share subscription and purchase options to executive officers and employees of the Company and its affiliated companies entailing that shareholders waive their preferential subscription rights,
- 22) Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights,
- 23) Delegation of authority granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights, under an employee shareholding plan.

Ordinary and Extraordinary General Meeting:

- 24) Powers for formalities.

4. PRESENTATION OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

4.1 Annual Financial Statements and Allocation of the Results

It is proposed to approve the annual financial statements of Dassault Systèmes SE (or the "Company") for the year ended December 31, 2022, prepared on the basis of French accounting principles, as they have been presented in paragraph 4.2 "Parent Company Financial Statements" of the Universal registration document 2022.

Dassault Systèmes SE has paid dividends every year since 1986. The decision to distribute dividends and their amount depends on the profits and the financial position of Dassault

Systèmes SE as well as other factors. Dividends which have been distributed but are not collected by a shareholder revert to the French State at the end of the five-year period following the date of their payment.

Based on the financial statements and the management report of the Board of Directors included in the Universal registration document 2022, a profit of €781,856,261.68⁽¹⁾ was realized for the year ended December 31, 2022, which we propose that you allocate as follows:

– to the legal reserve	€23,230.55
– to a special reserve account ⁽²⁾	€0
– for distribution to the 1,335,039,708 shares forming the share capital as of 12/31/2022 of a dividend of (€0.21 x 1,335,039,708) ⁽³⁾	€280,358,338.68
– to retained earnings	€501,474,692.45

which, increased by the retained earnings from previous years of €2,945,604,044.79, brings the amount of retained earnings to

€3,447,078,737.24

(1) This profit, increased by the retained earnings from previous years of €2,945,604,044.79 and after allocation to the legal reserve, results in a distributable profit of €3,727,437,075.92.

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

(3) The aggregate amount of the dividend will be increased according to the number of new shares created between January 1, 2023 and the date of this General Meeting as a result of the exercise of share subscription options, it being specified that the maximum number of shares that may derive from the exercise of options is 19,086,147, representing a maximum additional dividend of €4,008,090.87.

Further new shares created by the exercise of subscription options until the date of the annual General Meeting deciding on the allocation of profit related to the preceding year will receive the dividend distributed with respect to that year (see paragraphs 5.1.5 "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE" of the Universal registration document 2022).

It is thus proposed that the General Meeting of May 24, 2023 resolve to distribute, in respect of fiscal year 2022, (i) a dividend of €0.21 per share making up the capital as at the date of the Meeting, corresponding - based on the number of shares making up the share capital as at December 31, 2022 - for an overall amount of €280,358,338.68 and (ii) if applicable, a maximum overall additional amount of €4,008,090.87 corresponding to the maximum number of new shares that may be created further to the exercise of share subscription options between January 1, 2023 and the date of the General Meeting (i.e. 19,086,147 shares).

Shares will be traded ex-dividend on May 29, 2023 and the dividend will be paid on May 31, 2023.

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 Dassault Systèmes (which is understood as the Company and all the companies included in the consolidation), will be allocated to "retained earnings", in accordance with the provisions of Article L. 225-210 of the French Commercial Code and the contractual provisions in force between SW Securities LLC and Dassault Systèmes SE.

In addition, prior to distribution of the dividend, the Board of Directors, or if so authorized, the Chief Executive Officer or the Deputy CEO & Chief Operating Officer, will determine the number of additional shares issued as a result of the exercise of share subscription options between January 1, 2023 and the date of this General Meeting, May 24, 2023. The amount required for payment of dividends for shares issued during this period will be taken from "retained earnings".

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

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

shareholders' total income subject to the progressive rate of income tax for the year in which it is received (Article 200 A of the French Tax Code), after application of an uncapped deduction of 40% (Article 158-3-2 of the French Tax Code). Dividends taxed at the progressive rate of income tax are also subject to social security contributions at a rate of 17.2%.

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

	2021	2020	2019
Dividend ⁽¹⁾ (in euros)	0.17	0.11 ⁽²⁾	0.14 ⁽²⁾
Number of shares eligible for dividends ⁽³⁾	1,314,896,795	1,313,041,750	1,303,406,600

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

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

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

In accordance with the provisions of Article 223 quater of the French Tax Code, we draw your attention to the aggregate amount of the expenses and charges referred to in Article 39.4 of the French Tax Code that are non-deductible from taxable income, which amounted to €724,570 and resulted in corporate tax of €187,156.

4.2 Consolidated Financial Statements

In addition to the 2022 annual financial statements, it is also proposed to approve Dassault Systèmes SE's consolidated financial statements for the year ended December 31, 2022, prepared in accordance with IFRS as described in paragraph 4.1.1 "Consolidated Financial Statements" of the Universal registration document 2022.

4.3 Related-Party Agreements

The following agreements, which were approved in accordance with Articles L. 225-38 *et seq.* of the French Commercial Code, were continued during the year ended December 31, 2022. These are undertakings made by the Company in connection with its "Directors and Corporate Officers Liability Insurance Policy":

- to reimburse the cost of legal defense of directors in the event of their personal liability being sought and indemnify the directors for the financial implications of such liability and payment of the costs in relation with legal defense related thereto, to the extent they would not be covered by that insurance policy (approved by the Board of Directors' meeting held on July 24, 1996);
- to assume, under certain conditions, the cost of legal defense of Directors of Dassault Systèmes SE should they have to prepare their personal defense before a civil,

criminal or administrative court in the United States in connection with an inquiry or investigation conducted against Dassault Systèmes SE (approved by the Board of Directors' meeting held on September 23, 2003).

These agreements were reviewed by the Board of Directors at its meeting on March 14, 2023, in accordance with the provisions of Article L. 225-40-1 of the French Commercial Code.

The Auditors have prepared a special report pursuant to Articles L. 225-40 and L. 225-40-1 of the French Commercial Code (Code de commerce), as set forth in paragraph 4.2.4 "Statutory Auditors' Report on Related Party Agreements and Commitments" of the Universal registration document 2022.

The General Meeting has been requested to acknowledge this report which refers to no new agreements.

4.4 Reappointment as Principal Statutory Auditors of PricewaterhouseCoopers Audit

PricewaterhouseCoopers Audit (PwC Audit) was appointed as the principal Auditor on June 8, 2005, with its term of office expiring at the General Meeting of Shareholders to be held to approve the financial statements for the year ending December 31, 2022.

As stated in the 2021 Universal registration document, to avoid renewing the entire panel of Statutory Auditors subject to mandatory rotation in 2028 and 2029, in 2021 Dassault Systèmes SE launched a public tender to replace one of the two Statutory Auditors from 2022 or 2023 (see paragraph 7.1.4 "Appointment as Principal Statutory Auditors of KPMG S.A." in the Universal registration document 2021).

On the recommendation of the Audit Committee, the Board of Directors thus proposed to replace Ernst & Young

et Autres, whose term was due to expire in May 2022, by KPMG S.A. and to renew PwC Audit's term in May 2023.

In accordance with legal requirements, the Chief Executive Officer did not participate in the Board of Directors' vote.

It is thus proposed to renew PwC Audit's term as Principal Statutory Auditor, for a period of six years, i.e. until the General Meeting of Shareholders to be held to approve the financial statements for the fiscal year ending December 31, 2028.

The amount of fees received by PwC Audit is shown in Note 26 to the consolidated financial statements of the Universal registration document 2022.

4.5 Compensation Elements Paid or Granted in 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023, and to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023

Pursuant to the provisions of Article L. 22-10-34, II of the French Commercial Code, it is proposed that the General Meeting approves the compensation elements paid in 2022 or granted with respect to 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023, and Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023. These compensation elements are summarized in the tables

below (see also paragraph 5.1-"The Board's Corporate Governance Report" of the Universal registration document 2022). The payment of the Chief Executive Officer's variable compensation with respect to 2022 is subject to the General Meeting's approval of his compensation elements for 2022. Since the Chairman of the Board does not receive any variable or extraordinary compensation, this condition does not apply to him.

4.5.1 Compensation Elements Paid or Granted in 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023⁽¹⁾

Compensation granted with respect to 2022

Compensation elements	Amount (in euros)	Observations
Fixed compensation ⁽²⁾	1,020,000	Gross fixed compensation for 2022 decided by the meeting of the Board of Directors of March 15, 2022, on the recommendation of the Compensation and Nomination Committee. This compensation was paid in 2022.
Annual variable compensation	N/A	Mr. Charles Edelstenne receives no annual variable compensation.
Deferred annual variable compensation	N/A	Mr. Charles Edelstenne receives no deferred annual variable compensation.
Multi-year variable compensation	N/A	Mr. Charles Edelstenne receives no multi-year variable compensation.
Compensation allocated to directors in respect of the directorship ⁽³⁾	64,750	Gross compensation amount allocated for 2022. This compensation was paid at the beginning of 2023.
Extraordinary compensation	N/A	Mr. Charles Edelstenne receives no extraordinary compensation.
Share subscription options and/or performance share awards	N/A	Mr. Charles Edelstenne does not hold any share subscription options and was not granted any performance shares.
Indemnity upon start or termination of function	N/A	Mr. Charles Edelstenne receives no indemnity upon start or termination of function.
Non-compete indemnity	N/A	Mr. Charles Edelstenne receives no non-compete indemnity.
Additional retirement plan	N/A	No additional retirement plan was implemented by Dassault Systèmes SE.
Benefits in kind ⁽⁴⁾	150	This benefit in kind is linked to a mandatory supplemental medical coverage.

(1) All compensation paid by Dassault Systèmes SE to Mr. Charles Edelstenne is paid by Dassault Systèmes SE, a company incorporated under the laws of France.

(2) See also paragraph 5.1.3.1 "Compensation of Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023" of the Universal registration document 2022. In 2022, Groupe Industriel Marcel Dassault (GIMD) paid Mr. Charles Edelstenne gross compensation of €1,016,179 as Chairman of GIMD.

(3) See also paragraph 5.1.3.4 "Directors' Compensation" of the Universal registration document 2022 on the conditions for distributing the annual budget allocated to Directors of Dassault Systèmes SE.

(4) In 2022, GIMD granted benefits in kind to Mr. Charles Edelstenne related to the use of a car for an estimated value of €10,326.

As a reminder:

Compensation granted with respect to 2021 and paid in 2022

Compensation elements	Amount (in euros)	Observations
Compensation allocated to directors in respect of their directorship	67,000	Gross compensation amount allocated for 2021. This compensation was paid at the beginning of 2022.

4.5.2 Compensation Elements Paid or Allocated in 2022 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023⁽¹⁾

Compensation granted with respect to 2022

Compensation elements	Amount (in euros)	Observations
Fixed compensation ⁽²⁾	1,445,000	Gross fixed compensation for 2022 decided by the meeting of the Board of Directors of March 15, 2022, on the recommendation of the Compensation and Nomination Committee. This compensation was paid in 2022.
Annual variable compensation ⁽²⁾	1,590,000	Variable gross compensation with respect to 2022 actually earned and decided by the Board of Directors of March 14, 2023, upon the proposal of the Compensation and Nomination Committee. The methods for determining this compensation (performance criteria and rate of achievement) are set out in Table 2 "Summary of the compensation of each Executive Officer" in paragraph 5.1.4 of the Universal registration document 2022. This compensation will be paid in 2023 subject to approval by the General Meeting of May 24, 2023 of the compensation elements for Mr. Bernard Charlès for 2022.
Deferred annual variable compensation	N/A	Mr. Bernard Charlès receives no deferred annual variable compensation.
Multi-year variable compensation	N/A	Mr. Bernard Charlès receives no multi-year annual variable compensation.
Compensation allocated to directors in respect of the directorship ⁽³⁾	44,750	Gross compensation amount allocated for 2022. This compensation was paid at the beginning of 2023.
Extraordinary compensation	N/A	Mr. Bernard Charlès receives no extraordinary compensation.
Granting of share subscription options and/or performance share awards ⁽⁵⁾⁽⁶⁾	29,865,000 ⁽⁴⁾	Mr. Bernard Charlès was granted 1,500,000 "2022-B" shares by the Board of Directors' meeting on May 19, 2022 (as part of the process of associating him with the Company's capital). This number corresponds to the number of shares granted to Mr. Bernard Charlès in previous years (300,000), before the nominal value of the Dassault Systèmes shares was split by five on July 7, 2021.
Indemnity upon start or termination of function	N/A	Mr. Bernard Charlès will receive, under certain conditions, an indemnity upon the termination of his functions, the amount of which will not exceed two years of compensation and will depend on the achievement of performance conditions for the payment of his variable compensation. In accordance with Article L. 225-42-1 of the French Commercial Code then in force, this commitment on the part of Dassault Systèmes SE was authorized by the Board of Directors on March 15, 2018 and approved by the General Meeting on May 22, 2018 (6 th resolution) ⁽⁶⁾ .
Non-compete indemnity	N/A	Mr. Bernard Charlès receives no non-compete indemnity.
Additional retirement plan	N/A	No additional retirement plan was implemented.
Benefits in kind	17,587	These benefits in kind are linked to a mandatory supplemental medical coverage and use of a vehicle made available to Mr. Bernard Charlès by Dassault Systèmes SE.

(1) All compensation paid by the Company to Mr. Bernard Charlès is paid by Dassault Systèmes SE, a company incorporated under the laws of France.

(2) See also paragraphs 5.1.3.2 "Compensation of Mr. Bernard Charlès, Vice chairman of the Board of Directors & Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer" of the Universal registration document 2022.

(3) See also paragraph 5.1.3.4 "Directors' Compensation" of the Universal registration document 2022 on the conditions for distributing the annual budget allocated to directors of Dassault Systèmes SE.

(4) Value based on the method chosen for the consolidated financial statements before the spreading of the expense and taking into account the performance criteria.

(5) Such shares are granted to Mr. Bernard Charlès as part of the gradual process of associating him with the Company's capital that began several years ago, with the aim of ultimately recognizing his entrepreneurial role for over 35 years with Dassault Systèmes SE and providing him with an equity stake comparable to that of founders of companies in the same sector, or more generally, of his peers in technology companies around the world.

(6) See also paragraph 5.1.3.2 "Compensation of Mr. Bernard Charlès, Vice chairman of the Board of Directors & Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer" of the Universal registration document 2022.

As a reminder:

Compensation granted with respect to 2021 and paid in 2022

Compensation elements	Amount (in euros)	Observations
Annual variable compensation	1,734,000	Variable gross compensation with respect to 2021 actually earned and decided by the Board of Directors of March 15, 2022, upon the proposal of the Compensation and Nomination Committee. This compensation was paid in 2022 following approval by the General Meeting of the compensation elements of Mr. Bernard Charlès.
Compensation allocated to directors in respect of their directorship	47,000	Gross compensation amount allocated for 2021. This compensation was paid at the beginning of 2022.

4.6 Information Contained in the Corporate Governance Report Relating to the Compensation of Corporate Officers (*Mandataires Sociaux*) (Article L. 22-10-9, I of the French Commercial Code)

In accordance with the provisions of Article L. 22-10-34, I of the French Commercial Code, the following information is submitted for your approval:

Information referred to in section I of Article L. 22-10-9 of the French Commercial Code.

Total compensation and benefits of any kind paid or allocated in 2022 and the relative proportion of fixed and variable compensation	See paragraphs 5.1.4 and 5.1.5 of the Universal registration document 2022
Use of the option of requesting the repayment of variable compensation	N/A
Undertakings made by the Company in connection with the termination or change of office or subsequent to the performance of such office and the estimated amount liable to be paid on that basis	See paragraph 5.1.3.2 of the Universal registration document 2022
Any compensation paid or granted by a company within the scope of consolidation	N/A
Equity ratios	See paragraph 5.1.4 of the Universal registration document 2022
Annual change in compensation, the Company's performance, average compensation on a full-time equivalent basis of the Company's employees (other than management) and equity ratios over the last five or more fiscal years	See paragraph 5.1.4 of the Universal registration document 2022
Explanation of how the total compensation reflects the compensation policy adopted, including how it contributes to the long-term performance of the Company, and how the performance criteria have been applied.	See paragraph 5.1.4 of the Universal registration document 2022
Taking into account the vote of the last Ordinary General Meeting provided for in Article L. 22-10-34, I of the French Commercial Code	N/A
Any deviation from the procedure for implementing the compensation policy and any derogation applied	N/A
Application of the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code (irregular composition of the Board of Directors)	N/A

4.7 Compensation Policy for Corporate Officers (*Mandataires Sociaux*)

In accordance with the provisions of Articles L. 22-10-8, I and R. 22-10-14 of the French Commercial Code, the corporate governance report (see paragraph 5.1.3 "Compensation Policy for Corporate Officers (*Mandataires Sociaux*)" of

the Universal registration document 2022) describes the compensation policy for corporate officers set by the Board of Directors, submitted for your approval in accordance with Article L. 22-10-8, II of the French Commercial Code.

4.8 Appointment and Reappointment of Directors

Ms. Catherine Dassault's term of office as Director is due to expire at the General Meeting of May 24, 2023.

It is proposed to re-elect her for a four-year term, i.e. until the General Meeting called to approve the financial statements for the year ending December 31, 2026.

Ms. Catherine Dassault is a member of the Dassault family, the owners of Groupe Industriel Marcel Dassault, which holds 40.11% of Dassault Systèmes SE's shares (i.e. 54.09% of exercisable voting rights) as at December 31, 2022. Ms. Catherine Dassault's full biography can be found in paragraph 5.1.1.1 "Composition of the Board of Directors" of the Universal registration document 2022.

Ms. Toshiko Mori's term of office as Director is also due to expire at the General Meeting of May 24, 2023. After three terms of four years each, Ms. Mori can no longer be considered independent within the meaning of the AFEP-MEDEF Code.

Based on the recommendation of the Compensation and Nomination Committee, the proposal is to appoint a new director, Ms. Geneviève Berger, to replace Ms. Toshiko Mori. The biography for the new director is set out below. At its meeting on March 14, 2023, upon the recommendation of the Compensation and Nomination Committee, the Board of Directors reviewed and ruled in favor of the independence of Ms. Geneviève Berger.

Geneviève Berger – Director Candidate

Age: 68

Nationality: French

Business address:
Dassault Systèmes –
10, rue Marcel Dassault,
78140 Vélizy-Villacoublay –
France

Main position: Director

Term expires: General Meeting called to approve the financial statements for the year ending December 31, 2026

Number of Dassault Systèmes shares owned at December 31, 2022: 0

Biography

Ms. Geneviève Berger is a Doctor of Medicine (MD) and has a PhD in human biology. In 1991 she founded, and ran until 2000, the mixed laboratory for parametric imaging at the French National Center for Scientific Research (CNRS) and Broussais Hôtel-Dieu hospital. She was Director General of the CNRS from 2000 to 2003. She worked as a university professor and hospital doctor at La Pitié-Salpêtrière hospital from 2003 to 2008 before joining Unilever, first as a director and then as an executive member in charge of research and development from 2008 to 2014. Ms. Geneviève Berger was Chief Research Officer for the Swiss company Firmenich from April 1, 2015 to December 2021.

Since 2015, she has been an independent director and a member of the Environment and Society Committee at Air Liquide, having served as an independent director of AstraZeneca in charge of sustainable development matters and as a member of its Scientific Committee from 2012 to 2021.

Since October 2022 she has also been a member of the Supervisory Board of Institut Curie.

Other positions held during the past five years

Director of AstraZeneca (until May 2021).

The targets applicable to the Board's composition can be found in paragraph 5.1.1.1 "Composition of the Board of Directors" of the Universal registration document 2022. If the above proposals are approved, the Board of Directors would have 10 members, excluding directors representing employees, including 50% women and 50% independent directors. These proportions go beyond the legal

requirements and recommendations of the AFEP-MEDEF Code⁽¹⁾.

All of the Board's committees would remain wholly composed of independent directors.

Ms. Geneviève Berger would join the Scientific Committee, replacing Ms. Toshiko Mori, and would become the lead director on sustainable development issues on the Board of Directors.

(1) 1 As a reminder, the proportion of female representation and independent directors does not include the directors representing employees, in accordance with Articles 10.3 of the AFEP-MEDEF Code and Articles L. 225-27-1 and L. 22-10-7 of the French Commercial Code, respectively.

4.9 Authorization to Repurchase Shares of Dassault Systèmes

The authorization to repurchase shares of the Company granted to the Board of Directors at the General Meeting of May 19, 2022 will expire at the General Meeting of May 24, 2023. Within the framework of this authorization, share buybacks were carried out in 2022 (these transactions are described in paragraph 6.2.4 “Share Buyback Programs” of the Universal registration document 2022) and also in early 2023. They were carried out for the purposes of covering the Company’s obligations resulting from share allocations, canceling a portion of the shares bought back, and maintaining an active market and providing liquidity for Dassault Systèmes shares. An active market is maintained by an investment services provider operating under a liquidity agreement between Dassault Systèmes SE and Oddo BHF SCA. This agreement was amended in 2019 to comply with the new requirements of Decision No. 2018-01 of July 2, 2018 of the French Financial Markets Authority (AMF), since replaced by AMF Decision No. 2021-01 of June 22, 2021, and was tacitly renewed for the 2023 fiscal year.

Share buybacks made between January 1 and the date of the General Meeting will be described in the Universal registration document for the year ending on December 31, 2023.

It is proposed to reauthorize the Board of Directors to repurchase Dassault Systèmes’ shares, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code, within a limit of 25 million shares, i.e. approximately 1.87% of the share capital as of December 31, 2022, within the limits set by the applicable regulations. The maximum amount of funds dedicated to the repurchase of Dassault Systèmes shares may not exceed €1 billion.

Should you approve this proposal, the authorization will be valid until the Annual General Meeting approving the financial statements for the year ending December 31, 2023.

This authorization may be used for the following purposes:

- 1) to cancel shares for the purpose of increasing the profitability of shareholders’ equity and earnings per

share, subject to approval by the Extraordinary General Meeting of the resolution permitting shares to be canceled;

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

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

The share buyback program is described in the Universal registration document 2022 in paragraph 6.2.4 “Share Buyback Programs” of the Universal registration document 2022, where all relevant information is presented.

In light of the possible cancellation of the repurchased shares, we propose that you also authorize the Board of Directors to cancel, as the case may be, for the same period, all or a portion of the shares which it has repurchased and to reduce in a corresponding amount the share capital, within a limit of 5% of its amount per 24-month period.

4.10 Delegations of Authority and Powers to Increase the Share Capital

The delegations of authority and powers to increase the share capital granted to the Board of Directors by the General Meeting of May 26, 2021 are due to expire in July 2023. It is therefore proposed to the General Meeting to reauthorize the Board of Directors to increase the share capital for a period of 26 months, in order to enable the Board of Directors, at any time, to select among a wide range of marketable securities

giving access to the share capital or debt securities of the Company, with or without preferential subscription rights for shareholders, through a public offering, the most appropriate financing for the Group’s development, taking into account the market conditions at the time of the contemplated transaction.

It is also proposed to renew the delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums, as well as the delegation of powers to increase the share capital to remunerate contributions in kind of shares.

The resolutions submitted for this purpose will replace those adopted by the General Shareholders' Meeting of May 26, 2021, which the Board of Directors has not used as at the date of preparation of the Universal registration document 2022 (see paragraph 5.1.7.2 "Table Summarizing the Current Delegations Granted by the General Meeting of Shareholders in Respect of Capital Increases" of the Universal registration document 2022).

Should you approve these resolutions, the Board of Directors will have the opportunity to:

- carry out capital increases with or without preferential subscription rights for shareholders (in particular by using the option offered by law to launch a public offering only for portfolio managers or qualified investors) up to a maximum nominal amount of €12 million and, for

debt securities giving access to the share capital, up to a maximum nominal amount of €1 billion;

- carry out capital increases by incorporation of reserves, profits or premiums up to a maximum nominal amount of €12 million;
- increase the share capital to remunerate contributions in kind of shares up to a limit of 10% of the share capital and the same maximum nominal amount of €12 million.

The Board of Directors would not be able to use these delegations in case of a tender offer on the Company's shares.

The overall cap of €12 million will count toward the overall nominal amount for capital increases that may be carried out and provided for in (i) the 14th to 21st resolutions submitted to the General Meeting on May 24, 2023 and (ii) the 19th and 20th resolutions approved by the General Meeting of May 19, 2022 (delegations for mergers, demergers and partial demergers, see paragraph 7.1.12 of the Universal registration document 2021).

4.11 Financial Authorizations for Issuances Reserved for Employees and Corporate Officers (*Mandataires Sociaux*)

The compensation policy implemented by Dassault Systèmes SE must serve the ability to attract, to motivate and to retain key employees and executives with the diversity of talents and the high level of skills required for the Company's various activities, the competition in the labor market for such employees being intense.

The members of the Executive team and key employees of Dassault Systèmes SE may be granted long-term incentives notably through allocations of performance shares or options to subscribe to Dassault Systèmes SE shares.

Dassault Systèmes SE's employees also had the opportunity in 2022 to subscribe to an employee shareholding offer (see paragraph 5.1.5. "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE" of the Universal registration document 2022). A new offer for employees, as decided by the Board of Directors at the end of 2022, is currently in progress.

Performance shares

It is proposed to renew the authorization to grant free shares to employees or executive officers of Dassault Systèmes SE, granted to the Board of Directors by the General Meeting of May 26, 2021 and which will expire in 2023.

This new authorization would cancel, as from May 24, 2023 and for the yet unused portion, the authorization granted to the Board of Directors by the General Meeting of May 26, 2021 (20th resolution).

This authorization would be granted for a period of two years.

The total number of free shares granted under this authorization may not exceed 1.5% of the Company's share capital, at the date of the allocation by the Board of Directors.

In accordance with AFEP-MEDEF's Corporate Governance Code for listed companies, and the recommendation from the Compensation and Nomination Committee, it is proposed that the number of shares that may be allocated to executive officers (*dirigeants mandataires sociaux*) within the meaning of this Code be limited to 35% of the so authorized overall amount.

All share allocations, including performance shares allocations to the Chief Executive Officer as part of the process of associating him with the Company's capital and the allocation to the Deputy CEO & Chief Operating Officer, would be subject to a continued employment condition, so that no share may be vested if the continued employment condition is not met, and to a strict performance condition, assessed over a minimum period of three years.

The performance condition would be based on two criteria:

- a growth rate in the Company's net earnings per share, defined by the Board of Directors, consistent with the growth rate included in the multi-annual objectives published by the Company; and
- a multi-criteria ESG indicator.

For some beneficiaries (excluding executive officers), the performance condition could, if appropriate, alternatively or cumulatively be based on a target specific to their brand.

The Board of Directors will set the minimum level(s) of achievement (usually set at 80%) below which no shares may be acquired by the beneficiaries. No performance shares may be acquired by the beneficiaries below this (these) minimum achievement level(s).

Information relating to the use by the Board of Directors of the authorization granted by the General Meeting of May 26, 2021 can be found in paragraph 5.1.5 "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE" of the Universal registration document 2022.

Share subscription or purchase options

It is proposed to renew the authorization to grant options to subscribe or to purchase shares, granted to the Board of Directors by the General Meeting of May 26, 2020 and which will expire in 2023.

This new authorization would cancel, as from May 24, 2023 and for the yet unused portion, the authorization granted to the Board of Directors by the General Meeting of May 26, 2020 (15th resolution).

This authorization would be granted for a period of two years.

The maximum number of stock options that may be granted by the Board of Directors and not yet exercised may not give the right to subscribe or purchase a number of shares exceeding 3% of the share capital.

No options may be granted to executive officers within the meaning of the AFEP-MEDEF corporate governance code for listed companies. No options have currently been granted to members of the executive team.

All allocations of options would be subject to one continued employment condition (no option may be exercised if the continued employment condition is not met), and to a strict performance condition.

The performance condition would be based on two criteria:

- a growth rate in the Company's net earnings per share, defined by the Board of Directors, consistent with the growth rate included in the multi-annual objectives published by the Company; and
- a multi-criteria ESG indicator.

For some beneficiaries, the performance condition could, if appropriate, alternatively or cumulatively be based on a target specific to their brand.

The performance condition would be assessed over a minimum period of three years, with tranches exercisable each year.

The Board of Directors will set the minimum level(s) of achievement (usually set at 80%) below which no options may be exercised by the beneficiaries. No options may be

exercised by the beneficiaries below this (these) minimum achievement level(s).

The subscription price for the new shares or the purchase price of existing shares by exercising the options would be determined by the Board of Directors on the day on which the Options are granted. No discount would be applied compared to the share's closing price on the Euronext Paris market on the trading day preceding the day of the allocation.

Information relating to the use by the Board of Directors of the authorizations granted by the General Meeting of May 26, 2020 can be found in paragraph 5.1.5 "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE" of the Universal registration document 2022.

Capital increase reserved for employees

To enable the implementation of employee shareholding operations, it is proposed to authorize the Board of Directors to increase the share capital reserved for members of a corporate savings plan.

To facilitate the structuring of this offer in certain countries outside of France, it is also proposed to authorize the Board of Directors to increase the share capital for the benefit of a category of beneficiaries.

The maximum nominal global amount of the capital increases that may be carried out under these authorizations would be €1 million through the issuing of new shares or securities giving access to share capital.

At the end of 2022, the Board of Directors of Dassault Systèmes SE resolved to set up a new offer for employees under the authorizations granted by the General Meeting of May 19, 2022. The offer was announced on March 15, 2023. Its implementation is scheduled for June 15, 2023. This offer will be open to around 99% of Dassault Systèmes employees worldwide. It will result in a capital increase reserved for employees involving a maximum of 7 million Dassault Systèmes shares. Shares will be subscribed either in registered form or via the intermediary of an employee mutual fund (*fonds commun de placement d'entreprise*, FCPE). For more information on this new international employee shareholding offer, please refer to the press release of March 15, 2023 published on the Company's website.

The two new delegations of authority will therefore not replace those granted by the General Meeting of May 19, 2022 until September 1, 2023, once the new employee shareholding offer has been completed on the basis of the 17th and 18th resolutions of the General Meeting of May 19, 2022.

Information relating to the use by the Board of Directors of the authorizations granted by the General Meeting of May 19, 2022 can be found in paragraph 5.1.5 "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE" of the Universal registration document 2022.

5. TEXT OF THE DRAFT RESOLUTIONS

Ordinary General Meeting

1st resolution

Approval of the parent company annual financial statements

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to the explanations made orally, hereby approves the management report of the Board of Directors and the parent company annual financial statements for the year ended December 31, 2022, as they have been presented.

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports and, in particular, in accordance with the provisions of Article 223 quater of the French Tax Code, the aggregate amount of the expenses and charges referred to in Article 39.4 of the said Code that are non-deductible from taxable income, totaling €724,570 and resulting in corporate tax of €187,156.

3rd resolution

Allocation of profit

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €781,856,261.68⁽¹⁾ as follows:

– to the legal reserve	€23,230.55
– to a special reserve account ⁽²⁾	€0
– for distribution to the 1,335,039,708 shares forming the share capital as of 12/31/2022 of a dividend of (€0.21 x 1,335,039,708) ⁽³⁾	€280,358,338.68
– to retained earnings	€501,474,692.45
which, increased by the retained earnings from previous years of €2,945,604,044.79, brings the amount of retained earnings to	€3,447,078,737.24

(1) This profit, increased by the retained earnings from previous years of €2,945,604,044.79 and after allocation to the legal reserve, results in a distributable profit of €3,727,437,075.92.

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

(3) The aggregate amount of the dividend will be adjusted according to the change in the number of shares between January 1, 2023 and the date of this General Meeting as a result of the exercise of share subscription options, it being specified that the maximum number of shares that may derive from the exercise of options is 19,086,147, representing a maximum additional dividend of €4,008,090.87.

Shares will be traded ex-dividend on May 29, 2023 and the dividend will be paid on May 31, 2023.

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

2nd resolution

Approval of the consolidated financial statements

The General Meeting, after the reading of the report of the Board of Directors with respect to management of Dassault Systèmes included in the management report and the report by the Statutory Auditors related to the consolidated financial statements, in addition to the explanations made orally, hereby approves in all respects the management report of the Board of Directors and the consolidated financial statements for the year ended December 31, 2022, as they have been presented.

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

provisions in force between SW Securities LLC and Dassault Systèmes SE.

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

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

- either subject to a flat-rate withholding tax of 30% (12.8% income tax and 17.2% social security contributions) (Article 117 quater of the French Tax Code);
- or, if an individual option is expressly and irrevocably exercised each year across the board for all income

from securities, taken into account in determining shareholders' total income subject to the progressive rate of income tax for the year in which it is received (Article 200 A of the French Tax Code), after application of an uncapped deduction of 40% (Article 158-3-2 of the French Tax Code). Dividends taxed at the progressive rate of income tax are also subject to social security contributions at a rate of 17.2%.

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

	2021	2020	2019
Dividend ⁽¹⁾ (in euros)	0.17	0.11 ⁽²⁾	0.14 ⁽²⁾
Number of shares eligible for dividends ⁽³⁾	1,314,896,795	1,313,041,750	1,303,406,600

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

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

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

4th resolution

Related-party agreements

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

5th resolution

Reappointment of the Principal Statutory Auditor

The General Meeting, having reviewed the report of the Board of Directors, decides to reappoint the company PricewaterhouseCoopers Audit, with its registered office located at 63 Rue de Villiers – 92200 Neuilly-sur-Seine, France, as Principal Statutory Auditor for a period of six fiscal years, i.e., until the General Meeting of Shareholders approving the financial statements for the fiscal year ending on December 31, 2028.

The company PricewaterhouseCoopers Audit has already indicated that it accepts the renewal of its term.

6th resolution

Compensation policy for corporate officers (mandataires sociaux)

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

of Chapter 5 "Corporate Governance" of the Universal registration document for 2022.

7th resolution

Compensation elements paid or granted in 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2022 or granted with respect to 2022 to Mr. Charles Edelstenne, Chairman of the Board of Directors until January 8, 2023, as indicated in paragraph 5.1.4 "Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)" of Chapter 5 "Corporate Governance" of the Universal registration document for 2022.

8th resolution

Compensation elements paid or granted in 2022 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2022 or granted with respect to 2022 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer until January 8, 2023, as indicated in paragraph 5.1.4 "Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)" of Chapter 5 "Corporate Governance" of the Universal registration document for 2022.

9th resolution

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

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the information of the corporate governance report on the compensation of corporate officers (*mandataires sociaux*) mentioned in Article L. 22-10-9, I of the French Commercial Code and contained in paragraphs 5.1.4 "Summary of the Compensation and Benefits due to Corporate Officers (*Mandataires Sociaux*)" and 5.1.3.2 "Compensation of Mr. Bernard Charlès, Vice chairman of the Board of Directors & Chief Executive Officer until January 8, 2023, then Chairman & Chief Executive Officer" of Chapter 5 "Corporate Governance" of the Universal registration document for 2022.

10th resolution

Reappointment of Ms. Catherine Dassault

The General Meeting notes that Ms. Catherine Dassault's term of office as a director expires at this General Meeting and reappoints her 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, 2026.

11th resolution

Appointment of a new director

The General Meeting decides to appoint Ms. Geneviève Berger as a Company director for a period of four years. This term of office will expire at the General Meeting approving the financial statements for the year ending December 31, 2026.

12th resolution

Authorization to repurchase Dassault Systèmes' shares

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

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

- 1) to cancel shares for the purpose of increasing the profitability of shareholders' equity and earnings per share, subject to adoption by the Extraordinary General

Meeting of the resolution permitting shares to be canceled;

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

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

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

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

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

This authorization will be valid commencing on the date of this General Meeting until the Annual Ordinary General Meeting approving the financial statements for the year ending December 31, 2023. The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the Financial Markets Authority (AMF), accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

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

regulations and laws, about the potential changes of the program concerning the modified objectives.

In accordance with the provisions of Articles L. 225-211 and R. 225-160 of the French Commercial Code, the Company or the intermediary in charge of securities administration for

the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization replaces and supersedes the previous share buyback program authorized by the Combined General Meeting of Shareholders of May 19, 2022, in its 14th resolution.

Extraordinary General Meeting

13th resolution

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

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

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

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

This authorization is granted to the Board of Directors for a period expiring at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2023.

14th resolution

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to the Company's equity securities to be issued, with preferential subscription rights for shareholders

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to issue, on one or several occasions, at the time or times and in the proportions it shall deem fit, both in France or abroad, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or any other marketable securities giving access to equity securities of the Company to be issued, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all the powers necessary to decide on a capital increase;
- 2) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 3) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €12 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 4) also resolves that the nominal amount of the marketable securities representing the Company's debt securities, which may be issued pursuant to this delegation, may not exceed €1 billion or the equivalent value of this amount in foreign currency or in accounting units calculated by reference to several currencies;
- 5) resolves that shareholders may exercise, under the conditions provided for by law, their preferential subscription rights to shares, equity securities and other securities issued under this resolution;
- 6) resolves that if the subscriptions on an irrevocable basis (*à titre irréductible*) and, where applicable, on a revocable basis (*à titre réductible*), have not absorbed the entire issue of shares, equity securities or other marketable securities, the Board of Directors may offer to the public all or part of the unsubscribed securities;
- 7) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of

marketable securities giving access to the Company's capital that may be issued, of their preferential subscription rights to equity securities to which these marketable securities may create a right;

- 8) resolves that the amount due to the Company immediately or in the future for each of the shares issued under this delegation must be at least equal to the par value of the shares on the issuance date;
- 9) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 10) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 11) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 14th resolution.

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

15th resolution

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, without preferential subscription rights for shareholders and by way of a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228-94 of the French Commercial Code, its authority to decide, through a public offering other than those referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code or, where applicable, subject to the approval of a specific resolution for this purpose by the General Meeting, through a public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, on one or several occasions, at the time or times and in the proportions it shall deem fit, both in France and abroad:
 - a) the issuance 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 marketable securities giving access to equity securities of the Company to be issued,

- b) the issuance 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 marketable securities giving access to equity securities of the Company to be issued, following the issuance by companies in which the Company directly or indirectly holds more than half of the share capital, of any equity securities or marketable securities giving access to equity securities of the Company to be issued,
- c) the issuance of shares and/or equity securities and/or marketable 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,
- d) the issuance of marketable 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.

The Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy CEOs, in accordance with the applicable law, all the powers required to decide upon capital increases.

This decision will act automatically as a waiver by Company shareholders, to the benefit of the holders of securities that may be issued by subsidiaries, of their preferential subscription rights to equity securities to which these securities may create a right;

- 2) resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €12 million, it being specified that this cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
- 3) resolves that the maximum nominal amount that may be issued under this resolution will count toward the overall nominal amount for capital increases of €12 million set in the 14th resolution of this General Meeting;
- 4) resolves that any issue of preference shares and marketable securities giving access to preference shares is excluded;
- 5) resolves that this capital increase may result from the exercise of an allocation right resulting from any marketable securities issued by any company in which the Company holds, directly or indirectly, more than half of the share capital and with the agreement of the latter;

- 6) also resolves that the nominal amount of the marketable debt securities that may be issued under this delegation may not exceed €1 billion or the equivalent value of this amount in foreign currency or in accounting units calculated by reference to several currencies, and will be deducted from the €1 billion cap set under the 14th resolution of this Meeting;
- 7) resolves to cancel shareholders' preferential subscription rights to shares, equity securities and other marketable securities to be issued, it being understood that the Board of Directors may grant shareholders a priority subscription period for all or part of the issue, during the period and under the conditions that it will set, in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this subscription period does not give rise to the creation of negotiable rights;
- 8) notes that this delegation will act automatically as a waiver by shareholders, to the benefit of the holders of marketable securities giving access to the Company's capital that may be issued, of their preferential subscription rights to equity securities to which these marketable securities may create a right;
- 9) resolves that the amount due to the Company immediately or in future for each of the shares issued or to be issued under this delegation will be at least equal to the minimum value set by the regulations applicable at the time this delegation is used, i.e. currently the weighted average of the Company's share price on the regulated market of Euronext Paris in the last three trading days preceding the start of the public offering, within the meaning of Regulation (EU) 2017/1129 of June 14, 2017, less, as the case may be, a maximum discount of 10% and after correction, if applicable, to take into account the different vesting dates;
- 10) resolves that the Board of Directors may use this delegation, in part or in full, to remunerate securities contributed to a public exchange offer initiated by the Company, within the limits and under the conditions provided for by Article L. 22-10-54 of the French Commercial Code;
- 11) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 12) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 13) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 15th resolution.

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

16th resolution

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and to issue marketable securities giving access to equity securities to be issued, without preferential subscription rights for shareholders, under a public offering referred to in Article L. 411-2-1 of the French Monetary and Financial Code

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Articles L. 225-136 and L. 22-10-52 of the French Commercial Code, its authority to decide, within the framework and under the conditions set by the fifteenth resolution of this General Meeting, on the issuance of equity securities or debt securities, through a public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code;
- 2) resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future under this delegation, will count toward the overall nominal amount for capital increases of €12 million set in the 14th resolution of this General Meeting;
- 3) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's securities by a third party and until the end of the tender offer period;
- 4) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 16th resolution.

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

17th resolution

Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a share capital increase with or without preferential subscription rights

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code, its authority to increase the number of securities to be issued for each issuance with or without preferential subscription rights decided pursuant to the 14th, 15th and 16th resolutions of this Meeting, within

thirty days following the end of the subscription, up to a limit of 15% of the initial issuance and at the same price as that used for the initial issuance;

- 2) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €12 million set in the 14th resolution of this General Meeting;
- 3) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 4) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 5) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 17th resolution.

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

18th resolution

Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits or premiums

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

- 1) pursuant to Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, at the time or times and in the proportions it shall deem fit, by incorporation of reserves, profits or premiums, or any other amounts whose incorporation is permitted, or by combining such a capital increase with a capital increase in cash carried out under the 14th, 15th, 16th and 17th resolutions of this General Meeting, through the issuance and the grant of free shares or by increasing the par value of existing shares, or ultimately combining both transactions, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Deputy CEOs, under the conditions permitted by law, all the powers necessary to decide on a capital increase;
- 2) resolves that the maximum nominal amount of the capital increases that may be performed under the present authorization cannot exceed €12 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of marketable securities or

other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;

- 3) resolves that this maximum nominal amount will count toward the overall nominal amount for capital increases that may be carried out under the 14th resolution of this General Meeting;
- 4) resolves that rights forming odd lots shall not be negotiable and that the corresponding shares shall be sold. The amounts resulting from the sale will be allocated to the holders of such rights no later than 30 days after the date of registration of the number of whole shares granted to their account;
- 5) resolves that the Board of Directors may, if it sees fit, charge any expenses to the share premium(s), in particular expenses, duties and fees involved in the completion of these issuances, and if necessary, deduct from the amount, the sums required to increase the legal reserve to one-tenth of the new share capital after each issuance;
- 6) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 18th resolution.

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

19th resolution

Delegation of powers granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities as well as to marketable securities giving access to equity securities to be issued, up to a maximum of 10%, to remunerate contributions in kind of shares

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

- 1) delegates to the Board of Directors, pursuant to the provisions of Article L. 22-10-53 of the French Commercial Code, the powers necessary to increase the share capital by issuing shares and/or equity securities giving access to other equity securities or debt securities of the Company and/or marketable securities giving access to equity securities to be issued by the Company, up to a maximum of 10% of the share capital, based on the report by the Statutory Auditor(s) (*Commissaire(s) aux apports*), to remunerate contributions in kind granted to the Company and made up of equity securities or marketable securities giving access to the share capital,

where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

- 2) resolves that the Board of Directors will have full powers to implement this delegation, in particular to determine all the terms and conditions of the authorized transactions and, in particular, to evaluate the contributions and the allocation, where applicable, of specific benefits, to set the number of securities to be issued to remunerate the contributions, and the dividend bearing date of the securities to be issued, to charge, if necessary, any expense against the contribution premium(s), and in particular that of the costs, resulting from the completion of the issuances, to record the completion of the capital increase and amend the by-laws accordingly, and more generally take all necessary measures and enter into any agreements, carry out all the formalities required, in particular for the admission to trading of the shares;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €12 million set in the 14th resolution of this General Meeting;
- 4) notes, as necessary, that this delegation will act automatically as a waiver by shareholders of their preferential subscription rights to equity securities to which the marketable securities that may be issued on the basis of this delegation may give entitlement;
- 5) resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's securities by a third party and until the end of the tender offer period;
- 6) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 19th resolution.

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

20th resolution

Authorization granted to the Board of Directors to allocate Company shares to corporate officers (mandataires sociaux) and employees of the Company and its affiliated companies, entailing automatically that shareholders waive their preferential subscription rights

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, pursuant to the provisions of Articles L. 225-197-1 *et seq.*, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to carry out free share allocations, on one or several occasions, of existing Company shares or shares to be issued, for employees or certain categories of employees that it will determine from among eligible employees and corporate officers (*mandataires sociaux*) of the Company

or its affiliated companies, within the meaning of Article L. 225-197-2 of the French Commercial Code;

- 2) resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations as well as the conditions and criteria for allocating the shares;
- 3) resolves that the total number of free shares granted may not exceed 1.5% of the Company's share capital on the date the allocation is decided by the Board of Directors, it being specified that this amount does not take into account any adjustments that may be made in accordance with applicable laws and regulations and, where applicable, with contractual provisions providing for other cases of adjustment, to preserve the rights of holders of marketable securities or other rights giving access to the share capital. To this end, the General Meeting authorizes, as necessary, the Board of Directors to increase the share capital by incorporation of reserves in the appropriate amount;
- 4) resolves that the maximum number of shares that may be granted to executive officers (*dirigeants mandataires sociaux*) pursuant to the AFEP-MEDEF's Corporate Governance Code for listed companies may not represent more than 35% of the overall amount authorized by the present Meeting;
- 5) resolves (a) that the granting of the shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which shall be determined by the Board of Directors, (b) that the vesting of the shares granted will be subject to a continued employment condition defined by the Board of Directors, it being stipulated that no share may be acquired by the beneficiaries if the continued employment condition is not met, and (c) that the beneficiaries must, if the Board of Directors deem it useful or necessary, hold said shares for a period determined at the Board of Directors' discretion, it being specified that the total duration of the vesting periods and, if applicable, the holding periods shall be set in compliance with the minimum conditions provided by law;
- 6) resolves that the vesting of the shares granted will be subject to a performance condition based on (1) a growth rate in the Company's net earnings per share, determined by the Board of Directors, consistent with the growth rate included in the multi-annual objectives published by the Company and (2) an ESG multi-criteria indicator. For some beneficiaries (excluding executive officers), the performance condition could, if appropriate, alternatively or cumulatively be based on (a) target(s) specific to their brand;
- 7) resolves that this performance condition will be assessed over a minimum period of three years. The Board of Directors will set the minimum level(s) of achievement below which no shares may be vested by the beneficiaries;
- 8) also resolves that, in the event of the beneficiary's disability, as classified in the second or third of categories provided for 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 as from their delivery;

- 9) notes that this authorization will act automatically as a waiver by shareholders, to the benefit of the beneficiaries of the shares granted, of their preferential subscription rights to shares that may be issued under this resolution;
- 10) delegates all powers to the Board of Directors, with the right to delegate under the legal and regulatory conditions, to implement this authorization, under the above conditions and within the limits authorized by applicable texts and in particular, to set the terms, conditions and criteria (including in respect of performance) for the share allocations that would be carried out under this authorization as well as the vesting dates, even retroactive, of the new shares, to take all measures, if necessary if it so decides, to carry out any adjustments to protect the rights of the beneficiaries of the free share allocations, to record the completion of the capital increases, to amend the by-laws accordingly, and more generally, complete all formalities required for the issuance, listing and financial servicing of the shares issued under this resolution and do anything that is useful and necessary within the framework of applicable laws and regulations;
- 11) resolves that this authorization cancels, as from today, for the part not yet used, the authorization of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its 20th resolution and is valid for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2024.

21st resolution

Authorization granted to the Board of Directors to grant share subscription and purchase options to executive officers and employees of the Company and its affiliated companies entailing that shareholders waive their preferential subscription rights

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, under the provisions of Articles L. 225-177 *et seq.* of the French Commercial Code, to grant options granting entitlement to the subscription of new shares or the purchase of existing ones (the "Options") to employees and corporate officers (*mandataires sociaux*) of the Company or its affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code or some of them who hold, individually, less than 10% of the Company's capital (the "Beneficiaries");
- 2) resolves that the maximum number of Options that can be granted by the Board of Directors and not yet exercised cannot grant entitlement to subscribe or purchase a number of shares exceeding 3% of the share capital. This limit should be assessed at the time when the Options are granted by the Board taking into account

the new Options offered therefore and also those from preceding allocations resulting from this present authorization which have not yet been exercised;

- 3) resolves that no Options may be granted to executive officers (*dirigeants mandataires sociaux*) within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
- 4) resolves that the list of recipients of the Options from among the Beneficiaries and the number of Options granted to each one will be freely determined by the Board of Directors;
- 5) notes that, in accordance with law, no subscription or purchase Option can be granted during periods prohibited by Articles L. 225-177 and L. 22-10-56 of the French Commercial Code;
- 6) resolves that the subscription price for the new shares or the purchase price of existing shares by exercising the Options will be determined by the Board of Directors on the day on which the Options are granted and that (a) in the case of subscription options, this subscription price could not be lower than the share's closing price on the Euronext Paris market on the trading day preceding the day on which the Options will be granted (within the legal limits) and (b) in the case of purchase options, this price could not be lower than the greater of the two following amounts: (i) the value indicated in (a) above and (ii) the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code.

The Options exercise price, as determined above, can only be amended if the Company performs one of the financial or securities transactions outlined in Article L. 225-181 of the French Commercial Code. In this case, the Board of Directors would adjust, under the legal and regulatory conditions, the exercise price and the number of shares that can be purchased or subscribed, as the case may be, by exercising the Options, to take into account the impact of the transaction;

- 7) notes that the present authorization entails, to the benefit of the Beneficiaries of the share subscription options, that shareholders expressly waive their preferential subscription rights to the shares issued as the Options are exercised;
- 8) resolves that allocations of options will be subject to a continued employment condition determined by the Board, with no options able to be exercised by the beneficiaries if the continued employment condition is not met, and to a performance condition based on (1) a growth rate in the Company's net earnings per share, defined by the Board of Directors, consistent with the growth rate included in the multi-annual objectives published by the Company and (2) an ESG multi-criteria indicator. The performance condition could, if appropriate, alternatively or cumulatively be based on one or more targets specific to the beneficiaries' brand. The Board of Directors will set the minimum level(s) of achievement below which no options may be exercised by the beneficiaries;

- 9) grants all powers to the Board of Directors to set the terms and conditions of the Options and in particular (without this list being exhaustive):
- a) the validity period for the Options, it being understood that the Options must be exercised within a maximum of ten years,
 - b) the date(s) or periods for exercising the Options, it being understood that the Board of Directors can (a) bring forward the dates or periods for exercising the Options, (b) maintain the exercisability of the Options or (c) amend the dates or periods during which the shares obtained by exercising the options may not be transferred or converted into bearer shares,
 - c) any clauses prohibiting the immediate resale of all or some of the shares obtained by exercising the Options provided that the period during which shares must be retained does not exceed three years as from the exercise of the Option, notwithstanding the provisions provided in Article L. 225- 185, paragraph 4, of the French Commercial Code,
 - d) where necessary, limit, suspend, restrict or prohibit the exercise of Options or the sale or transfer to bearer form of the shares obtained by exercising the Options, during certain periods or following certain events, and this decision may cover some or all of the Options or shares or concern some or all of the Beneficiaries,
 - e) determine the dividend bearing date, even retroactively, of the new shares as a result of the subscription Options;
- 10) resolves that the Board of Directors will have, with the possibility to delegate under the legal conditions, all powers to record the completion of the capital increases to reflect the amount of shares actually subscribed by exercising the subscription Options, amend the by-laws accordingly and, at its sole discretion and as it sees fit, charge the costs of the capital increases against the share premiums arising therefrom and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each capital increase, and perform all formalities necessary for the listing of the securities thereby issued, make all declarations with the relevant bodies and generally do all that is necessary;
- 11) resolves that this authorization cancels, as from today, for the part not yet used, the authorization of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2020 in its 15th resolution and is valid for a period ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2024.

22nd resolution

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

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

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

the subscription price, does not result in the legal or regulatory limits being exceeded;

- 7) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, and to define the terms for the free allocation of shares or other securities giving access to the share capital, under the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years, the period granted to subscribers to pay for their shares, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 9) resolves that this delegation will take effect from September 1, 2023, and will cancel the delegation of the same nature, as of the same date, granted by the Combined General Shareholders' Meeting of May 19, 2022 in its 17th resolution. It is noted that the employee shareholding offer announced on March 15, 2023 and scheduled for completion on June 15, 2023 was decided by the meeting of the Board of Directors of December 9, 2022 via the application of the 17th resolution of the Combined General Meeting of May 19, 2022.

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

23rd resolution

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

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

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital, reserved to the category of beneficiaries as defined below;
- 2) resolves that the maximum nominal amount that may be issued under the present delegation will count toward (a) the overall nominal amount for capital increases of €12 million fixed in the 14th resolution of this General Meeting, and (b) the maximum nominal amount fixed in the 22nd resolution of this General Meeting;
- 3) resolves to cancel the preferential subscription rights of the shareholders to the shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement to be issued under this resolution and to reserve the subscription rights to a category of beneficiaries having the following characteristics: (i) any credit institution or any entity held by a credit institution, which participates, at the request of the Company in the implementation of a structured offering reserved for employees and corporate officers (mandataires sociaux) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (ii) and/or employees and corporate officers (mandataires sociaux) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (iii) and/or collective investment vehicles (OPCVM) or any other employee shareholding vehicle invested in the Company's securities, irrespective of whether it is a legal entity, the unitholders of which will be the persons referred to in (ii) above;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's share on Euronext Paris on the 20 trading days preceding the day of the corporate decision setting the opening day of the subscription period carried out on the basis of the 22nd resolution of this General Meeting. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 6) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and

the terms of each issue, set the list of beneficiaries of the cancellation of the preferential subscription rights within the categories defined above and the number of shares to be subscribed by each of them, to determine the opening and closing dates for subscriptions, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums

necessary to increase the legal reserve to one tenth of the new share capital after each increase.

- 7) resolves that this delegation will take effect from September 1, 2023, and will cancel the delegation of the same nature, as of the same date, granted by the Combined General Shareholders' Meeting of May 19, 2022 in its 18th resolution. It is noted that the employee shareholding offer announced on March 15, 2023 and scheduled for completion on June 15, 2023 was decided by the meeting of the Board of Directors of December 9, 2022, via the application of the 18th resolution of the Combined General Meeting of May 19, 2022.

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

Ordinary and Extraordinary General Meeting

24th 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.

6. HOW TO PARTICIPATE IN THE GENERAL MEETING?

Prerequisites to participate in the General Meeting

Any shareholder, regardless of the number of shares held, has the right to participate in the General Meeting.

In order to attend this General Meeting, shareholders must hold the securities personally or through a financial intermediary, whether in **registered accounts** held by the Company or in **bearer accounts** held by the accredited

intermediary, on the second business day preceding the General Meeting at 00:00 a.m., Paris time (i.e., on **May 22, 2023 at 00:00 a.m.**, Paris time).

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

How to participate in the General Meeting?

Shareholders will be able to choose one of the following ways to exercise their voting rights at the General Meeting:

- attend the General Meeting;
- vote by post or by internet;
- give proxy to the Chairman of the General Meeting or to any person of his/her choice.

Each shareholder will have the possibility, prior to the General Meeting, to request an admission card, to give voting instructions, or to appoint or revoke a proxy under the conditions set out below.

It is specified that these formalities can be carried out online via the VOTACCESS secure voting platform, under the conditions described below.

The secure VOTACCESS platform will be open to shareholders to vote, give proxy or revoke a proxy online before the General Meeting, from Friday, **May 5, 2023 at 9:00 a.m.**, Paris time, until Tuesday, **May 23, 2023 at 3:00 p.m.**, Paris time. Shareholders are advised not to wait until the last days before the General Meeting to submit their instructions.

Important information

For employees and former employees of the Dassault Systèmes Group based in Australia, Canada, Korea, Ireland, Italy, Japan and the United States, holding Dassault Systèmes shares subscribed in January 2022 as part of their participation in the Together employee share ownership plan:

- their shares are currently held in pure registered form by Amundi ESR and not by Société Générale;
- the conditions for participating and voting in the General Meeting of Dassault Systèmes S.E. are therefore slightly different from those described in this document and are detailed in a document sent to them individually by Amundi ESR.

To attend the General Meeting in person

Shareholders may request an admission card by post or by internet, under the conditions set out below.

Registered Shareholder

By post:

Request an admission card from Société Générale, by sending the single voting form attached to the notice of meeting, using the T envelope enclosed with the notice of meeting, or by ordinary post, to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3).

Société Générale will send you your admission card.

By internet:

Make your request online on the secure VOTACCESS platform accessible via the website www.sharinbox.societegenerale.com.

You will need to log in to the Sharinbox website:

Your shares are in pure registered form:

by using your usual access code (reminded on the single voting form attached to the notice of meeting or in the e-mail if you have chosen this option) or your login e-mail (if you have already activated your Sharinbox by SG Market account), and then the password you already have.

Your shares are in administered registered form:

you will need to log in to the Sharinbox website using the login details that will be sent to you a few days before the voting opens.

You must then follow the procedure indicated on the screen and print your card.

If you do not receive your admission card before the General Meeting, your status as a registered shareholder will nevertheless allow you to participate in the General Meeting.

Bearer Shareholder

By post:

Ask your accredited intermediary for a attendance certificate (*attestation de participation*). Your accredited intermediary will then send it to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3), which will send you an admission card.

By internet:

Log in with your usual access codes on the portal of your securities account holder to access the VOTACCESS website, then follow the procedure indicated on the screen to print your admission card.

If your computer is not connected to the VOTACCESS website, you will not be able to vote by internet.

*A card may be issued to a shareholder who has not received his/her admission card before the General Meeting, provided that he/she presents an attendance certificate from his/her bank confirming his position at the record date of **May 22, 2023, at 00:00.***

To vote by post or by internet

Registered Shareholder

By post:

Return the duly completed, dated and signed **single** voting form using the T envelope enclosed with the notice of meeting or by ordinary post to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3).

Bearer Shareholder

By post:

Request the single voting form from the intermediary who manages your shares, who will forward the request to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3). The request for a single voting form must be received by Société Générale no later than six days before the date of the General Meeting, i.e. **Thursday, May 18, 2023**.

The single voting form will also be available on the Dassault Systèmes website.

The single voting form, completed, dated and signed as described above, must be received by Société Générale no later than three days before the General Meeting, i.e. **May 21, 2023 at the latest**, and, for bearer shareholders, must be accompanied by the attendance certificate (*attestation de participation*).

By internet:

Vote on the secure VOTACCESS platform accessible via **www.sharinbox.societegenerale.com**.

You will need to log in to the Sharinbox website.

Your shares are in pure registered form:

by using your usual access code (reminded on the single voting form attached to the notice of meeting, or in the e-mail if you have chosen this option) or your login e-mail (if you have already activated your Sharinbox by SG Market account), and then the password you already have.

Your shares are in administered registered form:

you will need to log in to the Sharinbox website using the login and password that will be sent to you a few days before the voting opens.

You must then follow the procedure indicated on the screen to vote.

By internet:

Log in with your usual access codes on the portal of your securities account holder to access the VOTACCESS website, then follow the procedure indicated on the screen to vote.

If your computer is not connected to the VOTACCESS website, you will not be able to vote by internet.

Remote voting instructions must be given via VOTACCESS no **later than Tuesday, May 23, 2023 at 3:00 p.m., Paris time**.

Voting by post or by internet does not exclude physical attendance of the General Meeting. In case of a postal vote, only the box "I vote by post" of the single voting form must be ticked and completed.

To give proxy to the Chairman of the General Meeting or to a proxy

REGISTERED SHAREHOLDER

By post:

Return the duly completed, dated and signed single voting form using the T envelope enclosed with the notice of meeting or by ordinary post to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3).

BEARER SHAREHOLDER

By post:

Request the single voting form from the intermediary who manages your shares, who will then forward the request to Société Générale (Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3). The request for a single voting form must be received by Société Générale no later than six days before the date of the General Meeting, i.e. **Thursday May 18, 2023**.

The single voting form will also be available on the Dassault Systèmes website.

The appointment or revocation of a proxy (the Chairman or another proxy of his/her choice) must be received by Société Générale no later than three days before the General Meeting, i.e. no later than **May 21, 2023**, and, for bearer shareholders, must be accompanied by the attendance certificate (*attestation de participation*).

By internet:

Make your request online on the secure VOTACCESS platform accessible via the website **www.sharinbox.societegenerale.com**.

You will need to log in to the Sharinbox website:

Your shares are in pure registered form:

by using your usual access code (reminded on the single voting form attached to the notice of meeting or in the e-mail if you have chosen this option) or your login e-mail (if you have already activated your Sharinbox by SG Market account), and then the password you already have.

Your shares are in administered registered form:

you will need to log in to the Sharinbox website using the login details that will be sent to you a few days before the voting opens.

You must then follow the procedure indicated on the screen to give your proxy.

By internet:

Two options:

- Via VOTACCESS: Log in with your usual access codes on the portal of your securities account holder to access the VOTACCESS website, then follow the procedure indicated on the screen to give your proxy. If the latter is not connected to the VOTACCESS website, this option is not available to you.
- By sending an electronically signed email to **DS.Mandataire-AG@3ds.com**. This e-mail address will only be able to process requests for the appointment or revocation of proxies. Any other request will not be taken into account. For bearer shareholders, the form must be accompanied by the attendance certificate (*attestation de participation*) issued by the accredited intermediary.

The appointment and revocation of a proxy (Chairman or other proxy of his/her choice) must be transmitted via VOTACCESS no later than **Tuesday, May 23, 2023 at 3:00 p.m.** or to the e-mail address **DS.Mandataire-AG@3ds.com**, no later than **Sunday, May 21, 2023 at 11:59 p.m.**

The single voting form must indicate the name, first name and address of the shareholder as well as those of his proxy.

Shareholders may notify Société Générale of the revocation of the mandate under the same procedural conditions as those used for its appointment.

It is reminded that for any proxy given by a shareholder to the Chairman of the General Meeting or without indication of a proxy, the Chairman of the General Meeting will issue a vote in accordance with the recommendations of the Board of Directors.

How to fill in the single voting form?

To attend the meeting,
please tick this box

To give proxy to the Chairman or a proxy,
tick this box then fill in the information requested

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

DASSAULT SYSTEMES
10 RUE MARCEL DASSAULT
78140 VELIZY-VILLACOUBLAY

Capital de 133 527 555,30 euros
322 306 440 R.C.S. VERSAILLES

ASSEMBLEE GENERALE MIXTE
Du 24 mai 2023 à 15h00
Au siège social,
10, rue Marcel Dassault
78140 VELIZY-VILLACOUBLAY

COMBINED GENERAL MEETING
Convened as of May 24, 2023 at 3 p.m.
At the registered office,
10, rue Marcel Dassault
78140 VELIZY-VILLACOUBLAY

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

1	2	3	4	5	6	7	8	9	10	A	B
Non / No										Out / Yes	
Abs.										Non / No	
										Abs.	
11	12	13	14	15	16	17	18	19	20	C	D
Non / No										Out / Yes	
Abs.										Non / No	
										Abs.	
21	22	23	24	25	26	27	28	29	30	E	F
Non / No										Out / Yes	
Abs.										Non / No	
										Abs.	
31	32	33	34	35	36	37	38	39	40	G	H
Non / No										Out / Yes	
Abs.										Non / No	
										Abs.	
41	42	43	44	45	46	47	48	49	50	J	K
Non / No										Out / Yes	
Abs.										Non / No	
										Abs.	

Si des amendements ou des résolutions nouvelles doivent être présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante.
If any amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.
- Je m'abstiens. / I abstain from voting.
- Je donne procuration (cf. au verso verso (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
- I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank 21.05.2023

Date & Signature

Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (sans d'admission) / If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), the automatically applies as a proxy to the Chairman of the General Meeting

To vote by post,
tick this box
 Then indicate your votes

Date and sign
regardless of the voting
method chosen

Request for inclusion of items on the agenda or draft resolutions

The procedures for requesting the inclusion of items or draft resolutions on the agenda by shareholders meeting the conditions set out in Article R. 225-71 of the French Commercial Code or a shareholder association meeting the conditions set out in Article L. 22-10-44 of the French Commercial Code were specified in the notice of meeting published in the BALO on **April 17, 2023**.

Examination of the resolution is subject to the submission by the authors of the request of a new certificate proving the

registration of the shares in the same accounts on the second business day preceding the General Meeting, i.e. on **May 22, 2023 at 00:00**.

The list of items added to the agenda and the text of draft resolutions submitted by shareholders in accordance with the above conditions will be published on the Company's website, www.3DS.com, provided that they meet the above conditions, in accordance with Article R. 22-10-23 of the French Commercial Code.

Written questions

As a shareholder, you may submit written questions relating to the agenda to the Board of Directors. Please send them by registered letter with acknowledgement of receipt to the Company's registered office at 10, rue Marcel Dassault, 78140 VELIZY-VILLACOUBLAY, France, or to the e-mail address 3DS.AGM@3DS.com (Articles L. 225-108 and R. 225-84 of the French Commercial Code).

Written questions will be considered if they are sent at least four working days before the General Meeting. You must therefore send them no later than **Wednesday, May 17, 2023**. Written questions must be accompanied by a certificate of account registration.

Answers to written questions will be posted on the Company's website, www.3DS.com.

Shareholders' right of communication

In accordance with applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with general meetings will be available at the registered office of Dassault Systèmes (10, rue Marcel Dassault – 78140 VELIZY-VILLACOUBLAY) as from the publication of the notice of meeting, scheduled for **May 5, 2023**, and, for the documents provided for in Article R. 22-10-23 of the French Commercial Code (in particular, the

text of the draft resolutions to be submitted to the General Meeting), on the Company's website, www.3DS.com, as from the twenty-first day preceding the General Meeting, i.e. **May 3, 2023**. Shareholders may also request that these documents be sent by e-mail (3DS.AGM@3DS.com).

7. DOCUMENT REQUEST FORM

Assemblée générale mixte du 24 mai 2023 *General Shareholders' Meeting of May 24, 2023*

Demande d'envoi de documents *Request of mailing of documents*

Je soussigné (e),
I the undersigned, _____

Propriétaire de _____ actions de la société Dassault Systèmes⁽¹⁾,
Owner of _____ of Dassault Systèmes' shares

Demande que me soient envoyés à l'adresse suivante :
Request that are sent to me at the following address :

Les renseignements et documents visés aux articles R. 225-81 et R. 225-83 du Code de commerce, relatifs à l'assemblée générale mixte des actionnaires devant se tenir le 24 mai 2023.

The information and documentation stated by Articles R. 225-81 and R. 225-83 of the French Commercial Code, relating to the General Shareholders' meeting to be held on May 24, 2023.

Fait à
In (place) _____

Le
On _____

- Vous pouvez demander à recevoir en cochant la case ci-contre, les documents visés aux articles R. 225-81 et R. 225-83 du Code de commerce, à l'occasion de chacune des assemblées d'actionnaires de Dassault Systèmes à venir.
You can receive the documentation mentioned by Articles R. 225-81 and R. 225-83 of the French Commercial Code by ticking off the case, for each of the future General Shareholders' meetings of Dassault Systèmes.

Signature _____

(1) Si vous êtes propriétaire de titres au porteur, vous devez justifier de votre qualité d'actionnaire par la transmission d'une attestation d'inscription dans les comptes de titres au porteur de votre intermédiaire habilité (banque ou courtier par exemple), dite encore « attestation de participation ».
If you are a bearer holder, you must demonstrate that you own shares by providing a certificate (« attestation de participation ») issued by the accredited intermediary (i.e. bank or broker) who manages your securities account.





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