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## **Dassault Systèmes**

Annual General Meeting of May 22, 2018

Seventeenth resolution

**Statutory auditors' report on the allocation of free existing shares or shares to be issued**

**PricewaterhouseCoopers Audit**

63, rue de Villiers  
92208 Neuilly-sur-Seine Cedex  
S.A.S. au capital de € 2.510.460  
672 006 483 R.C.S. Nanterre

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**

Tour First  
TSA 14444  
92037 Paris-La Défense Cedex  
S.A.S. à capital variable  
438 476 913 R.C.S. Nanterre

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Dassault Systèmes

Annual General Meeting of May 22, 2018  
Seventeenth resolution

### Statutory auditors' report on the allocation of free existing shares or shares to be issued

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed allocation of free existing shares or shares to be issued, reserved for employees and directors of your Company and group companies, an operation upon which you are called to vote. The total number of shares that may be issued pursuant to this authorization shall not exceed 2% of the Company's share capital.

Your Board of Directors proposes that on the basis of its report it be authorized to allocate free existing shares or shares to be issued.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Board of Director's report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Director's report relating to the proposed allocation of free shares.

Neuilly-sur-Seine and Paris-La Défense, April 24, 2018

The Statutory Auditors  
*French original signed by*

PricewaterhouseCoopers Audit

ERNST & YOUNG et Autres

Thierry Leroux

Nour-Eddine Zanouda