

**Elements relating to the compensation of the Chairman & Chief Executive Officer and the Deputy  
CEO & Chief Operating Officer  
Board of Directors of May 24, 2023**

Pursuant to the authorization of the Shareholders' General Meeting held on May 24, 2023, the Board of Directors of Dassault Systèmes SE, during its meeting held the same day, decided, based on recommendation from the Compensation and Nomination Committee, to grant:

- 1,500,000 shares to Mr. Bernard Charlès, Chairman & Chief Executive Officer. This grant is part of the plan which began several years ago, to associate the Chief Executive Officer to the share capital of the Company, with the aim of recognizing his entrepreneurial role during over thirty-five years with the Group and providing him with an equity interest comparable to that of founders of companies in the same sector, and more generally, of his peers in technology companies around the world;
- 450,000 performance shares to Mr. Pascal Daloz, Deputy CEO & Chief Operating Officer. In accordance with the governance disclosed on April 27, 2022 and the long term strategy of the company, the effective date of Mr. Pascal Daloz' appointment as Chief Executive Officer of Dassault Systèmes will be announced during the Capital Markets Day on June 9, 2023.

The shares will be acquired by the Chairman & Chief Executive Officer and by the Deputy CEO & Chief Operating Officer on May 26, 2026, subject, in accordance with the AFEP-MEDEF Code, to the fulfillment of a presence condition and an achievement condition.

Such performance condition relies on two criteria:

- the non-IFRS EPS' growth achieved in 2025 compared to the non-IFRS EPS achieved in 2022, neutralized from currency effects. The growth objective has been set by the Board in coherence with the growth rate included in the multi-year objectives to be published by Dassault Systèmes during its Capital Markets Day on June 9, 2023. This criteria represents 80% of the criteria total weight;
- an ESG multi-criteria indicator, described in page 276 of the 2022 Universal registration document, filed at the Autorités des marchés financiers on March 17, 2023 ("**2022 URD**"), representing 20% of the criteria total weight.

No performance share shall be acquired by the Chairman & Chief Executive Officer and the Deputy CEO & Chief Operating Officer if the level of achievement of the objectives for each of these criteria is below the minimum levels set by the Board. These minimum levels and the corresponding payout levels are described page 276 of the 2022 URD. In case of outperformance, the number of shares acquired is capped at 100%.

These presence and performance conditions are identical to those applicable to the vast majority of employees who are beneficiaries of performance shares granted on the same day.



In accordance with the AFEP-MEDEF Code and AMF recommendations, the Board held on May 24, 2023 has decided that Mr. Bernard Charlès and Mr. Pascal Daloz shall keep at least 15% of the granted shares, this percentage being calculated after deduction of the number of shares which would be necessary to sell to pay taxes, social charges and expenses related to the sale of the total number of shares vested.

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