



## **DASSAULT SYSTEMES**

European company with a registered capital of € 132,127,159.50  
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay  
322 306 440 R.C.S. Versailles

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### **Supplementary report to the 2019 corporate governance report**

This document is a supplement to the report on the corporate governance of Dassault Systèmes for the year 2019, as it is included in its 2019 Annual Report (chapter 5.1), filed with the Financial Markets Authority on March 19, 2020.

Due to the economic impact of the crisis resulting from the SARS-CoV-2 epidemic, Dassault Systèmes revised its annual financial objectives in a press release published on April 23, 2020 compared to the financial objectives initially communicated on February 6, 2020, in particular the Company's non-IFRS net earnings per share target for 2020.

Therefore and in accordance with the recommendation of the Remuneration and Selection Committee, the Board of Directors of Dassault Systèmes SE decided on April 22, 2020 to update the part of the corporate governance report relating to the remuneration policy of the corporate officers and more particularly to the performance condition applicable to the performance shares to be granted in 2020. The performance condition, relating to the growth of Dassault Systèmes' non-IFRS net earnings per share, would be maintained for the Chief Executive Officer as well as for the employees of the Company who will benefit from a 2020 performance share plan, but the level of achievement of the performance condition would be adjusted at the time of grant to take into account the revision of the financial objectives communicated to the market.

As a result, the Board of Directors decides that the penultimate paragraph on page 196 of section 5.1.3.2 of the 2019 Annual Report relating to performance shares which would be allocated in 2020 to the Chief Executive Officer as well as to the employees of the Company who will benefit from a performance share plan, is replaced by the following paragraph:

“These shares will be acquired at the end of a vesting period of four years, subject to the satisfaction of a presence and a performance condition, based on the intrinsic performance of Dassault Systèmes measured through the growth of non-IFRS EPS (neutralized from currency effects) achieved in 2023 compared to non-IFRS EPS achieved in 2019.”

The rest of the corporate governance report remains unchanged.

**Explanatory memorandum of the resolutions proposed by the Board of Directors to the General Meeting of May 26, 2020 of Dassault Systèmes SE, as adopted by the Board of Directors on April 22, 2020**

**Presentation of the Resolutions Proposed by the Board of Directors to the General Meeting of May 26, 2020**

**Annual Financial Statements and Allocation of the Results**

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We invite you to approve the annual financial statements of Dassault Systèmes SE (or the “Company” for the purposes of the present Chapter 7 “General Meeting”) for the year ended December 31, 2019, prepared on the basis of French accounting principles, as they have been presented in paragraph 4.2 “Parent Company Financial Statements”.

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 this Annual report, a profit of €279,583,248.01<sup>(1)</sup> was realized for the year ended December 31, 2019, which we propose that you allocate as follows:

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o to the legal reserve	€65,253.00
o to a Special Reserve Account <sup>(2)</sup>	€34,000.00
o for distribution to the 264,254,319 shares forming the share capital as of 02/29/2020 of a dividend of (€0.70 x 264,254,319 shares) <sup>(3)</sup>	€184,978,023.30
o to retained earnings	€94,505,971.71
which, increased by the retained earnings from previous years of €2,369,985,767.92, brings the amount of retained earnings to	€2,464,491,739.63

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(1) After allocation to the legal reserve and the Special Reserve Account, this profit increased by the retained earnings from previous years of €2,369,985,767.92 results in a distributable profit of €2,649,469,762.93.

(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, based on the number of new shares created between March 1, 2020 and the date of the General Meeting of May 26, 2020, consecutively to the exercise of share subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 3,749,118, i.e. a maximum supplementary dividend of €2,624,382.60.

Further new shares created by exercise of 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” and 6.4 “Stock Market Information”).

Therefore, we propose that the General Meeting of May 26, 2020 approves for the year 2019 the distribution of (i) a dividend of €0.70 per share comprising the share capital as of the date of this General Meeting, resulting – on the basis of the number of shares representing the share capital as of February 29, 2020 – in an aggregate amount of €184,978,023.30 and (ii) where applicable, an additional aggregate maximum amount of €2,624,382.60, which corresponds to the maximum number of new shares which could be issued between March 1, 2020 and the date of the General Meeting (i.e. 3,749,118 shares).

Shares will be traded ex-dividend as of May 28, 2020 and dividends made payable on June 2, 2020.

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, 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 delegated, the Chief Executive Officer, will determine the number of additional shares issued as a result of the exercise of share subscription options between March 1 and the date of the General Meeting on May 26, 2020. 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 domiciled for tax purposes in France will, when appropriate, either be subject to the flat tax of 12.8% or, upon exercise of an individual option of the shareholders per year expressly, irrevocably and globally at their level, be taken into account for determining shareholders’ total income subject to the progressive rate of income tax for the year during which it was received (Article 200A of the French Tax Code) after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French Tax Code). The dividend may be subject to a non-discharging income tax withholding at a rate of 12.8% (as provided by Article 117 quater of the French Tax Code). The dividend will also be subject to social security contributions at the 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:

	2018	2017	2016
Dividend <sup>(1)</sup> (in euros)	0.65	0.58	0.53
Number of shares eligible for dividends	259,679,976	259,243,696	258,532,488

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

## Consolidated financial statements

In addition to the 2019 parent company annual financial statements, it is also proposed to approve the Dassault Systèmes consolidated financial statements for the year ended December 31, 2019, prepared in accordance with IFRS as described in paragraph 4.1.1 “Consolidated Financial Statements” of this Annual report.

## Related-party agreements

The following agreements, which were approved in accordance with Articles L. 225-38 et seq. of the French Commercial Code, were in effect during the year ended December 31, 2019: 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 (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 11, 2020, in accordance with the provisions of Article L. 225-40-1 of the French Commercial Code.

It should be noted that the agreement relating to the undertakings made by Dassault Systèmes SE for the benefit of Bernard Charlès, corresponding to the indemnities due upon the termination of his office as Chief Executive Officer – the renewal of which was, upon his re-election as Chief Executive Officer, authorized by the Board of Directors on March 15, 2018 and approved by the General Meeting of May 22, 2018 – is no longer subject to the rules on related-party agreements following the repeal by Ordinance no. 2019-1234 of November 27, 2019 of Article L. 225-42-1 of the French Commercial Code. As a result, this agreement ceased to be a related-party agreement maintained during the year ended December 31, 2019 (see paragraph 5.1.3.2 “Compensation of the Chief Executive Officer” and Table 11 of paragraph 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*mandataires sociaux*)” for details of this undertaking).

The Statutory Auditors have prepared a special report pursuant to Articles L. 225-40 and L. 225-40-1 of the French Commercial Code, as set forth in paragraph 4.2.4 “Statutory Auditors’ Report on Related Party Agreements and Commitments”. The General Meeting has been requested to acknowledge this report which refers to no new agreements.

**Compensation Elements Paid in 2019 or Granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board, and to Mr. Bernard Charlès, Vice-Chairman of the Board and Chief Executive Officer**

Pursuant to the provisions of Article L. 225-100, III of the French Commercial Code, it is proposed that the General Meeting approves the compensation paid in 2019 or granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board of Directors, and Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer, whose compensation elements are summarized in the tables below (see also paragraph 5.1 “The Board’s corporate governance report”). The payment of the Chief Executive Officer’s variable compensation with respect to 2019 is subject to the General Meeting’s approval of the compensation elements for 2019. Since the Chairman of the Board does not receive any variable or extraordinary compensation, this condition does not apply to him.

**Compensation Elements Due or Granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board<sup>(1)</sup>**

**Compensation granted with respect to 2019**

<b>Compensation elements</b>	<b>Amount (in euros)</b>	<b>Observations</b>
<b>Fixed compensation<sup>(2)</sup></b>	982,000	Gross fixed compensation for 2019 set by the Board of Directors on March 20, 2019, upon the proposal of the Compensation and Nomination Committee. This compensation was paid in 2019.
<b>Annual variable compensation</b>	N/A	Mr. Charles Edelstenne receives no annual variable compensation.
<b>Deferred annual variable compensation</b>	N/A	Mr. Charles Edelstenne receives no deferred annual variable compensation.
<b>Multi-year variable compensation</b>	N/A	Mr. Charles Edelstenne receives no multi-year variable compensation.
<b>Compensation allocated to directors in respect of the directorship<sup>(3)</sup></b>	49,500	Gross compensation amount allocated to directors for 2019. This compensation was paid at the beginning of 2020.
<b>Extraordinary compensation</b>	N/A	Mr. Charles Edelstenne receives no extraordinary variable compensation.
<b>Granting of share subscription options and/or performance share awards</b>	N/A	Mr. Charles Edelstenne does not hold any share subscription options and was not granted any performance shares.
<b>Indemnity upon start or termination of function</b>	N/A	Mr. Charles Edelstenne receives no indemnity upon start or termination of function.
<b>Non-compete indemnity</b>	N/A	Mr. Charles Edelstenne receives no non-compete indemnity.
<b>Additional retirement plan</b>	N/A	No additional retirement plan was implemented by Dassault Systèmes SE.
<b>Benefits in kind<sup>(4)</sup></b>	143	This benefit in kind is linked to a mandatory supplemental medical coverage.

(1) All compensation paid by Dassault Systèmes 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 the Chairman of the Board”. In 2019, GIMD paid Mr. Charles Edelstenne gross compensation of €900,000 as Chairman of GIMD.

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(3) In 2019, GIMD paid Mr. Charles Edelstenne €13,364 as member of the Supervisory Board of GIMD. See also paragraph 5.1.3.3 "Directors Compensation" on the conditions for distributing the annual budget allocated to Directors of Dassault Systèmes SE.

(4) In 2019, GIMD granted benefits in kind to Mr. Charles Edelstenne related to the use of a car in an amount of €10,351.

As a reminder:

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**Compensation granted with respect to 2018 and paid in 2019**

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<b>Compensation elements</b>	<b>Amount (in euros)</b>	<b>Observations</b>
<b>Compensation allocated to directors in respect of the directorship</b>	45,100	Gross compensation amount allocated to directors for 2018. This compensation was paid at the beginning of 2019.

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## Compensation Elements Due or Granted with respect to 2019 to Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer<sup>(1)</sup>

### Compensation granted with respect to 2019

Compensation elements	Amount (in euros)	Observations
<b>Fixed compensation</b>	1,390,000	Fixed gross compensation with respect to 2019 set by the Board of Directors on March 20, 2019 <sup>(2)</sup> . This compensation was paid in 2019.
<b>Annual variable compensation</b>	1,556,800	Variable gross compensation with respect to 2019 actually earned and decided by the Board of Directors of March 11, 2020 <sup>(2)</sup> . This compensation will be paid in 2020 subject to approval by the General Meeting of the compensation elements of Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer, for 2019.
<b>Deferred annual variable compensation</b>	N/A	Mr. Bernard Charlès receives no deferred annual variable compensation.
<b>Multi-year variable compensation</b>	N/A	Mr. Bernard Charlès receives no multi-year annual variable compensation.
<b>Compensation allocated to directors in respect of the directorship<sup>(3)</sup></b>	33,000	Gross compensation amount allocated to directors for 2019. This compensation was paid at the beginning of 2020.
<b>Extraordinary compensation</b>	N/A	Mr. Bernard Charlès receives no extraordinary compensation.
<b>Granting of 2019 share subscription options and/or performance shares</b>	N/A	In 2019, Mr. Bernard Charlès was not granted any share subscription options or performance shares.
<b>Granting by anticipation of 2019 share subscription options and/or performance shares</b>	21,734,506 <sup>(4)</sup>	Mr. Bernard Charlès was granted by anticipation 300,000 2019-B shares by the Board of Directors of September 25, 2018 <sup>(5)(6)(7)</sup> .
<b>Indemnity upon start or termination of function</b>	N/A	Mr. Bernard Charlès receives under certain conditions an indemnity upon the termination of his functions, the amount of which would not exceed two years of the Chief Executive Officer's compensation and would depend on the satisfaction of the 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 (6th resolution) <sup>(8)</sup> .
<b>Non-compete indemnity</b>	N/A	Mr. Bernard Charlès receives no non-compete indemnity.
<b>Additional retirement plan</b>	N/A	No additional retirement plan was implemented.
<b>Benefits in kind</b>	17,573	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 Dassault Systèmes 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 the Chief Executive Officer" and 5.1.4 Table 2 "Summary of the compensation of each Executive Officer".

(3) See also paragraph 5.1.3.3 "Directors Compensation" 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 since 35 years with Dassault Systèmes and providing him with an equity interest 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 the Chief Executive Officer".

(7) As mentioned in paragraph 5.1.3.2 of the 2017 Annual Report, the Board of Directors decided to allocate, on September 25, 2018, performance shares (2019 plan) to several managers and employees of Dassault Systèmes (including Mr. Bernard Charlès) in order to benefit from the legal regime of the authorization of the General Meeting of September 4, 2015 which was to expire on November 4, 2018. The Board thus proceeded by anticipation to the allocation considered for 2019 (performance shares are generally granted in May at the end of the General Meeting of Shareholders).

(8) See also paragraph 5.1.3.2 "Compensation of the Chief Executive Officer".

As a reminder :

#### Compensation granted with respect to 2018 and paid in 2019

Compensation elements	Amount (in euros)	Observations
<b>Annual variable compensation</b>	1,506,760	Variable gross compensation with respect to 2018 actually earned and decided by the Board of Directors of March 20, 2019. This compensation was paid in 2019 following approval by the General Meeting of the compensation elements of Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer, for 2018.
<b>Compensation allocated to directors in respect of the directorship</b>	28,600	Gross compensation amount allocated to directors for 2018. This compensation was paid at the beginning of 2019.

#### Information contained in the corporate governance report relating to the compensation of the Corporate Officers (*mandataires sociaux*) (Article L. 225-37-3 of the French Commercial Code)

In accordance with the provisions of Article L. 225-100, II of the French Commercial Code, the following information is submitted for your approval:

##### Information contained in Article L. 225-37-3, I of the French Commercial Code

<b>Total compensation and benefits of any kind paid in 2019 or granted with respect to 2019 and, if applicable, the relative proportion of fixed and variable compensation</b>	See paragraphs 5.1.4 and 5.1.5
<b>Use of the option of requesting the repayment of variable compensation</b>	N/A
<b>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</b>	See paragraph 5.1.3.2, page 197
<b>Any compensation paid or granted by a company within the scope of consolidation</b>	N/A
<b>"Equity" ratios</b>	See paragraph 5.1.4, pages 198 and 199
<b>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 financial years</b>	See paragraph 5.1.4, page 199
<b>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.</b>	See paragraph 5.1.4, page 200
<b>Taking into account the vote of the last Ordinary General Meeting provided for in Article L. 225-100, II of the French Commercial Code</b>	N/A
<b>Any deviation from the procedure for implementing the compensation policy and any derogation applied</b>	N/A
<b>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)</b>	N/A

## **Compensation Policy for Corporate Officers**

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In accordance with the provisions of Articles L. 225-37-2, I and R. 225-29-1 of the French Commercial Code, the corporate governance report (see paragraph 5.1.3 “Compensation Policy for Corporate Officers” of the 2019 Annual report filed with the Financial Markets Authority on March 19, 2020), as amended by the supplementary report to the 2019 corporate governance report established by the Board of directors on April 22, 2020 and made available to you on the Company’s website, describes the compensation policy for corporate officers set by the Board of Directors. This policy is submitted for your approval in accordance with Article L. 225-37-2, II of the French Commercial Code.

### **Re-appointment of two directors**

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The terms of office as director of Ms. Marie-Hélène Habert-Dassault and Ms. Laurence Lescourret are due to expire at the General Meeting on May 26, 2020.

We propose that you re-elect them for a four-year term, i.e. until the General Meeting called to approve the financial statements for the year ended December 31, 2023.

The targets applicable to the Board’s composition, in particular in terms of diversity, and the full biographies of Ms. Marie-Hélène Habert-Dassault and Ms. Laurence Lescourret can be found in paragraph 5.1.1.1 “Composition of the Board of Directors”.

Mrs. Marie-Hélène Habert-Dassault is one of the members of Dassault family which owns 100% of the share capital of Groupe Industriel Marcel Dassault itself shareholder of Dassault Systèmes owning a 54.76% stake as of December 31, 2019.

Mrs. Laurence Lescourret, an independant director, has a strong expertise in finance.

If these proposals meet your approval, the Board of Directors would have 10 members, excluding directors representing employees, including 5 women and 5 independent directors. These proportions go beyond the legal requirements and recommendations of the AFEP-MEDEF Code<sup>1</sup>.

As a reminder, since the term of office of Mr. Tanneguy de Fromont de Bouaille is due to expire on May 26, 2020, his re-election or the appointment of a new director representing employees will be decided by the trade union organization that obtained the highest number of votes in the first round of elections of office holders on the Economic and Social Committee in the Company and its direct or indirect subsidiaries whose registered office is located on French territory, in accordance with the Company’s by-laws.

It is further proposed that the General Meeting of May 26, 2020 amends the by-laws of the Company to allow, as required by law, the appointment of a second director representing employees whose term of office would begin within six months following this General Meeting.

Therefore, following the General Meeting of May 26, 2020, the Board of Directors would have 12 members, taking into account the 2 directors representing employees.

### **Setting the Amount of Directors’ Compensation**

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It is proposed that the General Meeting increase the annual amount of compensation allocated to directors from the current level of €500,000 to €800,000 for the current fiscal year and subsequent fiscal years.

This increase follows the observation that the directors’ compensation was below the average compensation offered in companies in the SBF 120 and the entry, in September 2018, of Dassault Systèmes SE into the CAC 40. It also takes into account the consequences of the acquisition of Medidata Solutions, Inc. in terms of complexity and increased exposure on the market. In addition, the utilization rate of the annual amount to be allocated to directors, close to 100%, left no flexibility to organize additional meetings of the Board and its Committees nor did it allow the compensation of a second director representing the employees. With regard to the allocation criteria, Dassault Systèmes desires to attract, motivate and retain highly qualified profiles and the Compensation and Selection Committee has proposed to modify them for 2020.

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<sup>1</sup> As a reminder, the proportion of female representation and independent directors does not include the director(s) representing employees, in accordance with Articles 9.3 of the AFEP-MEDEF Code and L. 225-27-1 of the French Commercial Code, respectively.



Subject to the approval by the General Meeting of May 26, 2020, of the new maximum amount and of the compensation policy for corporate officers for 2020, the Board of Directors thus decided that its allocation between the directors would be according to the following principles: €20,000 per director, an additional €20,000 for the Chairman of the Board of Directors, additional €20,000 for the director who is the Chairman of the Audit Committee, additional €10,000 for the director who is the Chairman of the Compensation and Nomination Committee and for the one who is the Chairman of the Scientific Committee (with these sums being paid in proportion to the actual duration of the functions occupied during the fiscal year); €4,500 per director for his or her physical presence at a meeting of the Board or one of the Committees; €2,250 per member for each participation by conference call or videoconference in a meeting of the Board of Directors or one of the Committees.

### **Authorization to Repurchase Shares of Dassault Systèmes**

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The authorization to repurchase shares of the Company granted to the Board of Directors at the General Meeting on May 23, 2019 will expire at the General Meeting of May 26, 2020. Within the framework of this authorization, share buybacks were carried out in 2019 and in early 2020 (these transactions are described in paragraph 6.2.4 “Share Buyback Programs”). These buybacks were carried out for the purposes of covering the Company’s obligations resulting from share grants, 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 Financial Markets Authority and was tacitly renewed for the 2020 fiscal year.

Additional share buybacks may be made until the date of the General Meeting and will be described in the Annual report for the year ending on December 31, 2020.

You are invited to reauthorize the Board of Directors to repurchase Dassault Systèmes shares, in accordance with Articles L. 225-209 et seq. of the French Commercial Code, within a limit of 5 million shares, i.e. approximately 1.89% of the share capital as of February 29, 2020, within the limits set by the applicable regulations. The maximum amount of funds dedicated to the repurchase of Dassault Systèmes shares may not exceed €800 million.

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, 2020.

This authorization to buy back shares may be used for the following purposes:

- 1) 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) meet obligations related to stock option grants or other allocations of shares to employees or corporate officers of Dassault Systèmes SE or of an affiliated company;
- 3) provide shares upon exercise of rights attached to securities giving right to shares of Dassault Systèmes SE;
- 4) animate the 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) implement any stock-exchange market practice which may be accepted by law or by the Financial Markets Authority (AMF);
- 6) deliver shares in the context of external growth transactions, in particular through mergers, demerger, partial demerger or contributions in kind of securities.

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 tender offer period.

The share buyback program is described in paragraph 6.2.4 “Share Buyback Programs” of this Annual report, 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.

## Change to the By-Laws

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It is proposed that the General Meeting makes three sets of amendments to the by-laws of the Company. First, Article L. 225-27-1 of the French Commercial Code was amended by Law no. 2019-486 of May 22, 2019 – known as the PACTE law – to lower the threshold triggering the requirement to appoint a second director representing employees to 9 members of the Board of Directors, compared with 12 previously. Since the number of directors of the Company is above this threshold, the General Meeting must authorize an amendment to the Company's by-laws defining the procedure for appointing the second director representing employees.

The appointment must take place within six months of the General Meeting, i.e. by the end of November 2020.

The draft amendment of the by-laws adopted by the Board of Directors and submitted to the vote of the General Meeting provides for the appointment of the directors representing employees by each of the two trade union organizations that have obtained the highest number of votes in the first round of elections referred to in Articles L. 2122-1 and L. 2122-4 of the French Labor Code in the Company and its direct or indirect subsidiaries whose registered office is located on French territory.

This appointment procedure would ensure that employees have a fair representation on the Board.

Consulted in accordance with the law, the Dassault Systèmes SE Social and Economic Committee will issue an opinion on the proposed appointment procedure.

If the number of directors composing the Board of Directors, excluding the directors representing employees, falls below the legal threshold for triggering the obligation to appoint a second director representing employees, the number of directors representing the employees would be reduced to one at the end of the term of office of the second director representing the employees. In this case, the director representing the employees would be appointed by the trade union organization that obtained the highest number of votes in the first round of elections referred in Articles L. 2122-1 and L. 2122-4 of the French Labor Code in the Company and its direct or indirect subsidiaries whose registered office is located on French territory.

Second, Article L. 225-37 of the French Commercial Code was amended by Law no. 2019-744 of July 19, 2019 to allow the Board of Directors to take certain decisions by consulting the directors in writing, without a meeting of the Board being necessary, subject to an amendment of the by-laws to that effect. These include decisions relating to the co-opting of directors, the calling of the General Meeting and the relocation of the registered office within the same region (*département*).

The draft amendment of the by-laws adopted by the Board of Directors and submitted to the vote of the General Meeting thus provides for the possibility of the Board of Directors taking the decisions referred to in the French Commercial Code by consulting the directors in writing.

Third, the draft amendment of the by-laws adopted by the Board of Directors and submitted to the vote of the General Meeting provides for the modification of the maximum age of the Chief Executive Officer and Deputy Chief Executive Officers to 75 years.

Further information on the resolutions put forward can be found in the text of the draft resolutions submitted below.

## Financial authorizations for issuances reserved to employees and corporate officers

### *(mandataires sociaux)*

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

The members of the Executive team are granted and more generally, key employees of Dassault Systèmes may be granted long-term incentives notably through grants of Dassault Systèmes performance shares or share subscription options (see paragraph 5.1.5. "Interests of Executive Management and Employees in the Share Capital of Dassault Systèmes SE").

On May 23, 2019 The General Meeting authorized the Board of Directors to grant share subscription and purchase options until 2022, it being specified that the maximum number of options that may be granted and not yet exercised cannot entitle a subscription right or the right to acquire a number of shares which exceeds 3% of the share capital.

It is proposed that the General Meeting reauthorizes the Board of Directors to grant share subscription and purchase options for up to a higher maximum, due to the evolution of the size of Dassault Systèmes.

This authorization would cancel, for the unused portion, the previous authorization granted to the Board of Directors.

This authorization will be granted for a period of 38 months and the maximum number of options that may be granted by the Board of Directors and not yet exercised cannot entitle a subscription right or the right to acquire a number of shares which exceeds 4% of the share capital. Moreover, 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 options that may be granted to executive officers within the meaning of this Code is limited to 35% of the so authorized overall amount.

The options' allocations would be subject to one or several performance condition(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.

Furthermore, in accordance with law, it is proposed that the Board of Directors be authorized to increase the share capital reserved for employees of Dassault Systèmes SE and/or its affiliated companies who are members of a corporate savings plan. The maximum nominal amount of the capital increases that may be carried out through the issue of new shares or securities giving access to capital would be €1 million. This new authorization would cancel and replace the authorization granted by the General Meeting on May 23, 2019.

### **Delegations of authority for mergers, demergers and partial demergers**

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The law of 22 May 2019 - known as the "PACTE" law - opened up the possibility of delegation of authority or powers with regard to mergers, demergers and partial demergers.

It is proposed that the General Meeting delegates to the Board of Directors the authority (i) to decide (a) mergers by absorption of one or more other companies, (b) demergers and (c) partial demergers, and (ii) to increase the share capital accordingly, in order to enable the Board of Directors, at any time, to seize opportunities in the context of external growth transactions, consolidation or internal reorganization and to optimize the structuring and timing of these transactions taking into account the constraints specific to each of them.

Should you approve these proposals, the Board of Directors will have the opportunity, for a period of 26 months, to:

- decide to carry out, on one or more occasions, mergers by absorption, demergers and partial demergers in the context of transactions in which the Company is the absorbing company or the Company receiving the contributions, as the case may be;
- decide to carry out capital increases in consideration for such mergers, demergers and contributions up to a maximum nominal amount of €12 million. This overall cap of €12 million will count towards the overall nominal amount for capital increases that may be carried out and provided for in the thirteenth resolution of the Combined shareholders' Meeting of May 23, 2019 or in any other resolution having the same purpose that may succeed it.

**Text of the resolutions proposed by the Board of Directors to  
the General Meeting of May 26, 2020 of Dassault Systèmes SE, as adopted by  
the Board of Directors on April 22, 2020**

**Ordinary General Meeting**

**| First resolution**

***Approval of the parent company annual financial statements***

The General Meeting, after the reading of the management report of the Board of Directors and the report of the Statutory Auditors, in addition to the explanations made orally, hereby approves the report of the Board and the parent company annual financial statements for the year ended December 31, 2019, as they have been presented.

The General Meeting consequently approves any transactions disclosed in these financial statements or summarized in these reports.

**| Second resolution**

***Approval of the consolidated financial statements***

The General Meeting, after the reading of the report of the Board of Directors with respect to management of Dassault Systèmes included in the management report and the report related to the consolidated financial statements of the Statutory Auditors, in addition to the explanations made orally, hereby approves in all respects the report of the Board and the consolidated financial statements for the year ended December 31, 2019, as they have been presented.

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

**| Third resolution**

***Allocation of the results***

The General Meeting, upon the proposal of the Board of Directors, hereby resolves to allocate the profit of the year amounting to €279,583,248.01<sup>(1)</sup> as follows:

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o to the legal reserve	€65,253.00
o to a Special Reserve Account <sup>(2)</sup>	€34,000.00
o for distribution to the 264,254,319 shares forming the share capital as of 02/29/2020 of a dividend of (0.70 x 264,254,319 shares) <sup>(3)</sup>	€184,978,023.30
o to retained earnings	€94,505,971.71
which, increased by the retained earnings from previous years of €2,369,985,767.92, brings the amount of retained earnings to	€2,464,491,739.63

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(1) After allocation to the legal reserve and the Special Reserve Account, this profit increased by the retained earnings from previous years of €2,369,985,767.92 results in a distributable profit of €2,649,469,762.93.

(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, based on the number of new shares created between March 1, 2020 and the date of the General Meeting of May 26, 2020, consecutively to the exercise of share subscription options, it being specified that the maximum number of shares which could be issued upon the exercise of subscription options is 3,749,118, i.e. a maximum supplementary dividend of €2,624,382.60.

Shares will be traded ex-dividend as of May 28, 2020 and dividends made payable on June 2, 2020.

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, 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 delegated, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of share subscription options between March 1, 2020 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 domiciled for tax purposes in France will, when appropriate, either be subject to the flat tax of 12.8%, or, upon exercise of an individual option of the shareholders per year expressly, irrevocably and globally at their level, be taken into account for determining shareholders’ total income subject to the progressive rate of income tax for the year during which it was received (article 200A of the French Tax Code) after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French Tax Code). The dividend may be subject to a non-discharging income tax withholding at a rate of 12.8% (as provided by Article 117 quater of the French Tax Code). The dividend will also be subject to social security contributions at the 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:

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Dividend <sup>(1)</sup> (in euros)	0.65	0.58	0.53
Number of shares eligible for dividends	259,679,976	259,243,696	258,532,488

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

**Fourth 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.

**Fifth resolution**

**Compensation Policy for corporate officers**

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 225-37-2 of the French Commercial Code, approves the compensation policy for corporate officers set by the Board of Directors and contained in paragraph 5.1.3 “Compensation Policy for Corporate Officers” of Chapter 5 “Corporate Governance” of the Annual report for 2019, as amended by the supplementary report to the 2019 corporate governance report established by the Board of directors on April 22, 2020.

**Sixth resolution**

**Compensation elements paid in 2019 or granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board**

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L.225-37-3 of the French Commercial Code, approves the compensation elements paid in 2019 or granted with respect to 2019 to Mr. Charles Edelstenne, Chairman of the Board, 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 Annual report for 2019.

#### | Seventh resolution

##### ***Compensation elements paid in 2019 or granted with respect to 2019 to Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer***

The General Meeting, having reviewed the report drawn up in accordance with Article L. 225-37 of the French Commercial Code, approves the compensation elements paid in 2019 or granted with respect to 2019 to Mr. Bernard Charlès, Vice-Chairman of the Board of Directors and Chief Executive Officer, 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 Annual report for 2019.

#### | Eighth resolution

##### ***Approval of the information contained in the corporate governance report and relating to the compensation of the corporate officers (Article L. 225-37-3, I of the French Commercial Code)***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 225-37-3 of the French Commercial Code, approves the information of the corporate governance report on the compensation of the corporate officers mentioned in Article L. 225-37-3, 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 the Chief Executive Officer” of Chapter 5 “Corporate Governance” of the Annual report for 2019, as amended by the supplementary report to the 2019 corporate governance report established by the Board of directors on April 22, 2020.

#### | Ninth resolution

##### ***Re-appointment of Ms. Marie-Hélène Habert-Dassault***

The General Meeting notes that Ms. Marie-Hélène Habert-Dassault’s term as director expires at this General Meeting and re-appoints 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, 2023.

#### | Tenth resolution

##### ***Re-appointment of Ms. Laurence Lescourret***

The General Meeting notes that Ms. Laurence Lescourret’s term as director expires at this General Meeting and re-appoints 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, 2023.

#### | Eleventh resolution

##### ***Setting the amount of directors’ compensation***

The General Meeting sets the amount of compensation to be distributed among the directors at €800,000 for the current fiscal year and subsequent fiscal years, until otherwise decided by the General Meeting. It gives full powers to the Board of Directors to allocate this compensation, in whole or in part, and in such manner as it sees fit.

#### | Twelfth 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 5 million Dassault Systèmes shares, in accordance with the terms and conditions stipulated in Articles L. 225-209 et seq. of the French Commercial Code, Articles 241-1 et seq. of the 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 Regulation (EU) no. 596/2014.

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

- 1) 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) meet obligations related to stock option grants or other allocations of shares to employees or corporate officers of Dassault Systèmes or of an affiliated company;

- 3) provide shares upon exercise of rights attached to securities giving right to shares of Dassault Systèmes;
- 4) animate the 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) implement any stock-exchange market practice which may be accepted by law or by the Financial Markets Authority (AMF);
- 6) deliver shares in the context of external growth transactions, in particular through mergers, demerger, partial demerger or contributions in kind of securities.

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

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 tender offer period.

The maximum amount of funds dedicated to the repurchase of Company shares may not exceed €800 million, this condition being cumulative with the cap of 5 million Dassault Systèmes shares.

Dassault Systèmes may not purchase shares at a price per share which exceeds the maximum price provided by the applicable legal rules, subject to adjustments in connection with transactions on its share capital, in particular by capitalization of reserves and free allocation of shares and/or regrouping or split of shares.

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

This authorization 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, 2020. 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 Shareholders' Meeting of May 23, 2019, in its eleventh resolution.

## **Extraordinary General Meeting**

### **| Thirteenth 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, after the reading of the report of the Board of Directors and the special report of the Statutory Auditors, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, to:

- reduce the share capital by 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 ending at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2020.

#### | **Fourteenth resolution**

##### ***Amendments of the by-laws***

The General Meeting, having reviewed the report of the Board of Directors, decides:

- 1) to amend paragraph 4 of Article 14 “The Board of Directors” of the by-laws, entitled “Director representing employees”, as follows:

##### **“4. Directors representing employees**

In accordance with Article L. 225-27-1 of the French Commercial Code, the Board of Directors also includes two directors representing employees, appointed by each of the two trade union organizations that have obtained the highest number of votes in the first round of elections referred to in Articles L. 2122-1 and L. 2122-4 of the French Labor Code in the Company and its direct or indirect subsidiaries whose registered office is located on French territory.

If the number of directors composing the Board of Directors, excluding the directors representing employees, falls below the legal threshold for triggering the obligation to appoint a second director representing employees, the number of directors representing employees would be reduced to one at the end of the term of office of the second director representing employees. In this case, the director representing employees would be appointed by the trade union organization that obtained the highest number of votes in the first round of elections referred to in Articles L. 2122-1 and L. 2122-4 of the French Labor Code in the Company and its direct or indirect subsidiaries whose registered office is located on French territory.

The failure to appoint the directors representing employees pursuant to and under the conditions of the law and this article does not impair the validity of the deliberations of the Board of Directors.

The term of office of the directors representing employees is four years.

The term of office of each director representing employees shall expire at the end of the General Meeting called to approve the parent company financial statements for the previous fiscal year during the year in which his or her term of office expires.

In the event of vacancy of a director representing employees, for whatever reason, his or her replacement shall be appointed according to the same procedure as the director in question and shall remain in office only for the remainder of his or her predecessor’s term. Up to the date of such replacement, the Board of Directors may meet and deliberate validly.

If, at the close of a year, the provisions of Article L. 225-27-1 of the French Commercial Code are no longer applicable to the Company, the term of the directors representing employees shall expire at the end of the Ordinary General Meeting called to approve the financial statements for that year.

Paragraphs 1 to 3 of this Article shall not apply to the directors representing employees, with the exception of the rules on simultaneous offices referred to in paragraph 1, and the rules relating to reappointment referred to in paragraph 2.

Subject to the provisions of this Article or of the provisions of the law, the directors representing employees have the same status, rights and responsibilities as the other directors;”

- 2) to amend Article 16 “Deliberations of the Board” of the by-laws as follows:

“The Board of Directors shall meet as often as the interests of the Company so dictates, but at least once every three months, upon notice from the Chairman.

The Chairman of the Board of Directors shall also, within the conditions provided for by Law, call a meeting with such a notice upon request of one-third of the Board’s members, or of the Chief Executive Officer (*Directeur général*). The Chairman is bound by the requests that are made in this manner.



The Board of Directors shall either meet at the principal office of the Company or at any other location indicated in the notice of meeting addressed to each director by first class or registered mail, by facsimile or by electronic mail.

The Board of Directors may also meet upon verbal notice, and the agenda for such a meeting may remain unset until the actual time of the meeting if all the directors in office are present at such meeting, or, as necessary, are present at the meeting via videoconference or telecommunication in compliance with the Law and the directors agree to the agenda.

An attendance register shall be kept and signed by directors participating in a meeting of the Board of Directors.

One director may authorize another director to represent him at a meeting of the Board of Directors, but each director may use, at any given meeting, only one of the proxies that he has received. Proxies may be given by simple letter and even by telegram, but one and the same proxy may not be used for more than one meeting.

For deliberations to be valid, the presence in person and/or by videoconference or telecommunication in compliance with the Law and/or the representation by proxy in accordance with the preceding paragraph, of at least one half of the directors shall be necessary.

The Board of Directors may take the decisions referred to in Article L. 225-37 of the French Commercial Code by written consultation of the directors.

Decisions shall be made by majority vote of members present, or, if the case arises, participating by videoconference, by telecommunication or represented in compliance with the Law; each director present and/or participating by videoconference or by telecommunication in compliance with the Law shall have one vote unless he represents one of his colleagues, in which case the said director shall have two votes.

In the event of a tie, the vote of the Chairman of the meeting shall be decisive.

For all decisions and where not prohibited by applicable Law or the by-laws, the Board of Directors may provide that directors who participate in a meeting of the Board of Directors by videoconference or telecommunication will be considered present for the calculation of quorum and majority, in compliance with the Law.

At the Chairman's request, members of the Company's management and notably, the chief executive director (*Directeur général*) if not a director, may attend meetings of the Board of Directors, with the right to speak in an advisory capacity.

Directors are required not to disclose, even after the termination of their functions, any information concerning the Company and which disclosure would be likely to cause prejudice to the interests of the Company, excluding cases in which such disclosure is required or permitted by the provisions of the Law or is in public interest. Moreover, directors, as well as all persons called to attend meetings of the Board of Directors, are held to the highest level of discretion with regard to confidential information presented as such by the Chairman of the Board of Directors";

- 3) to amend paragraph 5 of article 19 "General management - Delegation of powers - Corporate signature" of the by-laws as follows:

"The Chief Executive Officer (*Directeur général*) and the Deputy Chief Executive Officers (*Directeurs généraux délégués*) must not be more than seventy-five years of age. If the Chief Executive Officer (*Directeur général*) or a Deputy Chief Executive Officer (*Directeur général délégué*) in office comes to exceed that age, he shall be considered to have resigned automatically. "

#### **Fifteenth 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 executive officers 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 present authorization is granted for a period of thirty-eight months counting from the present Meeting;
- 3) 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 4% 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;
- 4) resolves that the maximum number of Options that can be granted to executive officers pursuant to the AFEP-MEDEF's corporate Governance Code for listed companies cannot represent more than 35% of the overall amount authorized by the present Meeting;
- 5) resolves that the list of recipients of the Options from among the Beneficiaries and the number of Options allocated to each one will be freely determined by the Board of Directors;
- 6) notes that, in accordance with law, no subscription or purchase Option can be granted during periods prohibited by Article L. 225-177 of the French Commercial Code;
- 7) 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 greater of the two following amounts: (i) the share's closing price on the Euronext Paris market on the trading day preceding the day on which the Options will be granted and (ii) the minimum price set by applicable regulations at the time of the allocation, which is currently 80% of the share's average listed price on the Euronext Paris market during the 20 trading days preceding the day on which the Options will be granted 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;

- 8) 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;
- 9) resolves that the options' allocations will be subject to one or several performance condition(s);
- 10) grants all powers to the Board of Directors to set the terms and conditions, including the performance condition(s), 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;

- 11) 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;
- 12) resolves that the present authorization cancels, as of today, for the yet unused part, the authorization of the same nature granted by the Combined General Shareholders' Meeting on May 23, 2019 in its nineteenth resolution.

#### **Sixteenth resolution**

##### ***Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without pre-emptive rights***

The General Meeting, 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 several transactions, at its sole discretion, by a maximum nominal amount of €1million 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) decides to eliminate the pre-emptive rights of shareholders to subscribe for the new shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement under this resolution for the benefit of the members of the plans referred to in the previous paragraph and waives the rights to the shares or other securities that would be allocated through the application of this resolution;
- 3) resolves that the maximum nominal amount that may be issued under the present delegation will count towards the overall nominal amount for capital increases of €12 million fixed in the thirteenth resolution of the General Meeting of May 23, 2019;
- 4) decides that the subscription price for the new shares will be at least 80% of the average listed price of the Company's shares on Euronext Paris in the 20 trading days preceding the day on which subscriptions open, where the lock-up period set by the savings plan pursuant to Article L. 3332-25 of the French Labor Code is shorter than ten years, and 70% of this average where the lock-up period is ten years or more. However, the General Shareholders' Meeting expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discounts, within the legal and regulatory limits, in order to take account of, *inter alia*, the legal, accounting, tax and social security rules applicable locally;
- 5) decides 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 20% or 30%, depending on whether the lock-up period set by the plan is greater than or equal to ten years;
- 6) decides 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) decides 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) decides that this authorization supersedes all previous authorizations relating to share capital increases reserved for members of corporate savings plans, and in particular, that granted by the General Shareholders' Meeting of May 23, 2019 in its twentieth resolution.

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

#### | **Seventeenth resolution**

##### ***Delegation of authority granted to the Board of Directors to decide one or more mergers by absorption***

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

- 1) delegates to the Board of Directors, in application of the provisions of Article L. 236-9, II of the French Commercial Code, its authority to decide, on one or more occasions, at its sole discretion, on one or more mergers by absorption in the context of transactions in which the Company is the acquiring company;
- 2) notes, as necessary, that, in accordance with Article L. 236-9, II, paragraph 4 of the French Commercial Code, one or more shareholders of the Company holding at least 5% of the share capital may bring legal action, within the time limit set by applicable regulations, for the appointment of a proxy for the purpose of convening the Company's shareholders' meeting to decide on the approval of the merger or the merger plan;
- 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 shares by a third party and until the end of the tender offer period.

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

#### | **Eighteenth resolution**

##### ***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more mergers by absorption***

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

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and from L.225-129 to L.225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuance of shares in case of one or more mergers by absorption decided by the Board of Directors pursuant to the seventeenth resolution of the present Meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 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 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) resolves that the nominal amount that may be issued under the present resolution will count towards the overall maximum nominal amount for capital increases of €12 million fixed in the thirteen resolution of the Combined Shareholders' Meeting of May 23, 2019 or any other resolution having the same purpose that would succeed it during the period of validity of this delegation of authority;
- 5) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 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.

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

#### | **Nineteenth resolution**

##### ***Delegation of authority granted to the Board of Directors to decide one or more demergers***

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

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and L. 236-16 of the French Commercial Code, its authority to decide, on one or more occasions, at its sole discretion, on one or more demergers in the context of transactions in which the Company is the beneficiary;
- 2) notes, as necessary, that, in accordance with Article L. 236-9, II, paragraph 4 of the French Commercial Code, one or more shareholders of the Company holding at least 5% of the share capital may bring legal action, within the time limit set by applicable regulations, for the appointment of a proxy for the purpose of convening the Company's shareholders' meeting to decide on the approval of the demerger or the demerger plan;
- 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 shares by a third party and until the end of the tender offer period.

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

#### | **Twentieth resolution**

##### ***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more demergers***

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

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and from L.225-129 to L.225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuance of shares in case of one or more demergers decided by the Board of Directors pursuant to the nineteenth resolution of the present Meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 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 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) resolves that the nominal amount that may be issued under the present resolution will count towards the overall maximum nominal amount for capital increases of €12 million fixed in the thirteen resolution of the Combined Shareholders' Meeting of May 23, 2019 or any other resolution having the same purpose that would succeed it during the period of validity of this delegation of authority;
- 5) resolves that any issue of preference shares and securities giving access to preference shares is excluded;

- 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.

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

#### | **Twenty-first resolution**

##### ***Delegation of authority granted to the Board of Directors to decide one or more partial demergers***

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

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II, L. 236-22 and L. 236-16 of the French Commercial Code, its authority to decide, on one or more occasions, at its sole discretion, on one or more partial demergers in the context of transactions in which the Company is the beneficiary;
- 2) notes, as necessary, that, in accordance with Article L. 236-9, II, paragraph 4 of the French Commercial Code, one or more shareholders of the Company holding at least 5% of the share capital may bring legal action, within the time limit set by applicable regulations, for the appointment of a proxy for the purpose of convening the Company's shareholders' meeting to decide on the approval of the partial demerger or the partial demerger plan;
- 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 shares by a third party and until the end of the tender offer period.

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

#### | **Twenty-second resolution**

##### ***Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors makes use of the delegation of authority granted to the Board of Directors to decide on one or more partial demergers***

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

- 1) delegates to the Board of Directors, in application of the provisions of Articles L. 236-9, II and from L.225-129 to L.225-129-5 of the French Commercial Code, its authority to decide to increase the share capital by issuance of shares in case of one or more partial demergers decided by the Board of Directors pursuant to the twenty-first resolution of the present meeting requiring a capital increase;
- 2) resolves that the Board of Directors can delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 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 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) resolves that the nominal amount that may be issued under the present resolution will count towards the overall maximum nominal amount for capital increases of €12 million fixed in the thirteen resolution of the Combined Shareholders' Meeting of May 23, 2019 or any other resolution having the same purpose that would succeed it during the period of validity of this delegation of authority;
- 5) resolves that any issue of preference shares and securities giving access to preference shares is excluded;
- 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.

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

## Ordinary and Extraordinary General Meeting

### | Twenty-third 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.