

DASSAULT SYSTEMES

Société européenne with a share capital of €133,306,419
Registered office: 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay – France
Registry of Commerce Number: 322 306 440 Versailles
SIRET: 322 306 440 00213

PRELIMINARY NOTIFICATION TO THE GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of Dassault Systèmes (the “**Company**”) are informed that the Combined General Meeting of Shareholders will be held on Thursday May 19, 2022 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France (the “**General Meeting**”) – on the following agenda.

Ordinary General Meeting:

1. Approval of the parent company annual financial statements,
2. Approval of the consolidated financial statements,
3. Allocation of the results,
4. Related-party agreements (*conventions réglementées*),
5. Appointment of Principal Statutory Auditors,
6. Compensation policy for corporate officers (*mandataires sociaux*),
7. Compensation elements paid in 2021 or granted with respect to 2021 to Mr. Charles Edelstenne, Chairman of the Board of Directors,
8. Compensation elements paid in 2021 or granted with respect to 2021 to Mr. Bernard Charlès, Vice chairman of the Board of Directors and Chief Executive Officer,
9. Approval of the information contained in the corporate governance report and relating to the compensation of corporate officers (*mandataires sociaux*) (Article L. 22-10-9 of the French Commercial Code),
10. Reappointment of Mr. Charles Edelstenne,
11. Reappointment of Mr. Bernard Charlès,
12. Reappointment of Mr. Pascal Daloz,
13. Reappointment of Mr. Xavier Cauchois,
14. Authorization to repurchase Dassault Systèmes shares,
15. Setting the amount of Compensation for Directors.

Extraordinary General Meeting:

16. 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,
17. Authorization of the Board of Directors to increase the share capital for the benefit of members of a corporate savings plan, without preferential subscription rights,
18. Delegation of authority granted to the Board of Directors to increase the share capital for the benefit of a category of beneficiaries, without preferential subscription rights,
19. Delegation of authority to the Board of Directors to decide on one or more mergers by absorption,
20. Delegation of authority to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors uses the authorization granted to the Board of Directors to decide on one or more mergers by absorption.

Ordinary and Extraordinary General Meeting:

21. Powers for formalities.

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 of Directors and the parent company annual financial statements for the year ended December 31, 2021, 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 of Directors and the consolidated financial statements for the year ended December 31, 2021, 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 €431,259,400.24⁽¹⁾ as follows:

• to the legal reserve	€70,354.68
• to a special reserve account ⁽²⁾	€34,000.00
• for distribution to the 1,332,716,653 shares forming the share capital as of 12/31/2021 of a dividend of (€0.17 x 1,332,716,653 shares) ⁽³⁾	€256,561,831.01
• to retained earnings	€204,593,214.55
which, increased by the retained earnings from previous years of €2,737,981,454.38, brings the amount of retained earnings to	€2,942,574,668.93

(1) , This profit, increased by the retained earnings from previous years of €2,737,981,454.38 and after allocation to the legal reserve and the special reserve account, results in a distributable profit of €3,169,136,499.94.

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

(3) The aggregate amount of the dividend will be adjusted according to the change in the number of shares between January 1, 2022 and the date of this General Meeting. The capital increase in January 2022 linked to the “Together” employee shareholding plan, the cancellation of the corresponding number of shares in order to neutralize the dilutive effect of this plan and the exercise of share subscription options will thus be taken into account, it being specified that the maximum number of shares that may be issued on the exercise of options is 15,562,399, representing a maximum additional dividend of €2,645,607.83.

Shares will be traded ex-dividend on May 23, 2022 and the dividend will be paid on May 25, 2022.

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 authorized, the Chief Executive Officer will determine the number of additional shares issued as a result of the exercise of share subscription options between January 1, 2022 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 distributed in this way to individual shareholders resident in France for tax purposes will be, where applicable:

- either subject to a flat-rate withholding tax of 30% (12.8% income tax and 17.2% social security contributions) (Article 117 *quater* of the French Tax Code);
- or, if an individual option is expressly and irrevocably exercised each year across the board for all income from securities, taken into account in determining shareholders’ total income subject to the progressive rate of income tax for the year in which it is received (Article 200A of the French Tax Code), after application of an uncapped deduction of 40% (Article 158,3,2° of the French Tax Code). Dividends taxed at the progressive rate of income tax are also subject to social security contributions at a rate of 17.2%.

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

	2020	2019	2018
Dividend ⁽¹⁾ (in euros)	0.56	0.70	0.65
<i>After adjustment in order to reflect the five-for-one stock split of Dassault Systèmes shares in effect as of July 7, 2021</i>			
Number of shares eligible for dividends ⁽²⁾	262,608,350	260,681,320	259,679,976

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

(2) The numbers of shares indicated do not take into account the five-for-one stock split of Dassault Systèmes shares in effect as of July 7, 2021.

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***Appointment of Principal Statutory Auditors***

The General Meeting, having reviewed the report of the Board of Directors, decides to appoint KPMG S.A., member of the Compagnie Régionale des Commissaires aux comptes de Versailles, Tour Egho, 2 avenue Gambetta – 92066 Paris-La Défense Cedex, as principal Statutory Auditors for a period of six fiscal years, i.e., until the General Meeting of Shareholders approving the financial statements for the fiscal year ending on December 31, 2027.

Sixth resolution***Compensation Policy for corporate officers (mandataires sociaux)***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, approves the compensation policy for corporate officers (*mandataires sociaux*) set by the Board of Directors and contained in paragraph 5.1.3 “Compensation Policy for Corporate Officers” of Chapter 5 “Corporate Governance” of the Universal registration document for 2021.

Seventh resolution***Compensation elements paid in 2021 or granted with respect to 2021 to Mr. Charles Edelstenne, Chairman of the Board of Directors***

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2021 or granted with respect to 2021 to Mr. Charles Edelstenne, Chairman of the Board of Directors, as indicated in paragraph 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*mandataires sociaux*)” of Chapter 5 “Corporate Governance” of the Universal registration document for 2021.

Eighth resolution***Compensation elements paid in 2021 or granted with respect to 2021 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 Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the compensation elements paid in 2021 or granted with respect to 2021 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 Universal registration document for 2021.

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

The General Meeting, having reviewed the report drawn up in accordance with Articles L. 225-37 and L. 22-10-9 of the French Commercial Code, approves the information of the corporate governance report on the compensation of corporate officers (*mandataires sociaux*) mentioned in Article L. 22-10-9, I of the French Commercial Code and contained in paragraphs 5.1.4 “Summary of the Compensation and Benefits due to Corporate Officers (*mandataires sociaux*)” and 5.1.3.2 “Compensation of the Chief Executive Officer” of Chapter 5 “Corporate Governance” of the Universal registration document for 2021.

Tenth resolution***Reappointment of Mr. Charles Edelstenne***

The General Meeting notes that Mr. Charles Edelstenne’s term of office as a director expires at this General Meeting and re-appoints him 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, 2025.

Eleventh resolution***Reappointment of Mr. Bernard Charlès***

The General Meeting notes that Mr. Bernard Charlès’ term of office as a director expires at this General Meeting and re-appoints him 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, 2025.

Twelfth resolution***Reappointment of Mr. Pascal Daloz***

The General Meeting notes that Mr. Pascal Daloz’s term of office as a director expires at this General Meeting and re-appoints him 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, 2025.

Thirteenth resolution***Reappointment of Mr. Xavier Cauchois***

The General Meeting notes that Mr. Xavier Cauchois' term of office as a director expires at this General Meeting and re-appoints him 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, 2025.

Fourteenth 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 20 million Dassault Systèmes shares, in accordance with the terms and conditions stipulated in Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 et seq. of the Financial Markets Authority (AMF) General Regulation, Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse ("MAR Regulation"), and Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016 supplementing the MAR Regulation.

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

- 1) 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 (*mandataires sociaux*) of Dassault Systèmes or of an affiliated company;
- 3) provide shares upon exercise of rights attached to securities giving access to the share capital of Dassault Systèmes;
- 4) maintain an active market or provide liquidity for Dassault Systèmes shares through the intermediary of an investment services provider by means of a liquidity contract complying with the Financial Markets Authority (AMF)'s accepted market practice;
- 5) 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.

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 acquisitions of blocks.

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

The maximum amount of funds dedicated to the repurchase of Company shares may not exceed €1 billion, this condition being cumulative with the cap of 20 million Dassault Systèmes shares.

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

This authorization will be valid commencing on the date of this General Meeting until the Annual Ordinary General Meeting approving the financial statements for the year ending December 31, 2022. The General Meeting hereby grants any and all powers to the Board of Directors with option of delegation when legally authorized, to place any stock orders or orders outside the market, enter into any agreements, prepare any documents including information documents, determine terms and conditions of Company transactions on the market, as well as terms and conditions for purchase and sale of shares, file any declarations, including those required by the Financial Markets Authority (AMF), accomplish any formalities, and more generally, carry out any necessary measures to complete such transactions.

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

In accordance with the provisions of Articles L. 225-211 and R. 225-160 of the French Commercial Code, the Company or the intermediary in charge of securities administration for the Company shall keep registers which record purchases and sales of shares pursuant to this program.

This authorization replaces and supersedes the previous share buyback program authorized by the Combined General Meeting of Shareholders of May 26, 2021, in its twelfth resolution.

Fifteenth resolution***Setting the amount of Compensation for Directors***

The General Meeting sets the amount of compensation granted by the Board of Directors to directors at €900,000 for the current and subsequent fiscal years, until a further decision by the General Meeting on this issue.

Extraordinary General Meeting**Sixteenth 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 having reviewed 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. 22-10-62 of the French Commercial Code, to:

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

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

This authorization is granted to the Board of Directors for a period expiring at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2022.

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

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

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, at its sole discretion, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital under the conditions prescribed by law, reserved for members of corporate savings plans of the Company and/or its affiliated entities within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- 2) resolves to cancel the preferential subscription rights of shareholders to the new shares to be issued or to other securities giving access to share capital and securities to which these securities give entitlement under this resolution for the benefit of the members of the plans referred to in the previous paragraph and waives the rights to the shares or other securities that would be allocated through the application of this resolution;
- 3) resolves that the maximum nominal amount that may be issued under this delegation will count toward the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of the General Meeting of May 26, 2021;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's shares on Euronext Paris in the 20 trading days preceding the day on which subscriptions open. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, inter alia, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the Board of Directors may also replace all or part of the discount with the free allocation of shares or other securities giving access to the Company's share capital, whether existing or to be issued, it being specified that the total benefit resulting from this allocation and, if applicable, from the discount mentioned above, cannot exceed the total benefit that members of the savings plan would have received if this difference had been 15%;
- 6) resolves that the Board of Directors may provide for, pursuant to Article L. 3332-21 of the French Labor Code, the free allocation of shares or other securities giving access to the Company's share capital to be issued or already issued under a bonus scheme, provided that the inclusion of their monetary value, valued at the subscription price, does not result in the legal or regulatory limits being exceeded;
- 7) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 8) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, and to define the terms for the free allocation of shares or other securities giving access to the share capital, under the authorization given above, to determine the opening and closing dates for subscriptions, to set, within the maximum limit of three years, the period granted to subscribers to pay for their shares, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 9) decides that this authorization cancels all previous authorizations relating to share capital increases reserved for members of corporate savings plans, and in particular, that granted by the General Meeting of Shareholders of May 26, 2021 in its twenty-first resolution.

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 for the benefit of a category of beneficiaries, without preferential subscription rights

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

- 1) delegates to the Board of Directors its authority to increase the share capital of the Company, in one or more transactions, at its sole discretion, by a maximum nominal amount of €1 million through the issue of new shares or other securities giving access to the Company's share capital, reserved to the category of beneficiaries as defined below;
- 2) resolves that the maximum nominal amount that may be issued under the present delegation will count toward (a) the overall nominal amount for capital increases of €12 million fixed in the fourteenth resolution of the General Meeting of May 26, 2021, and (b) the maximum nominal amount fixed in the seventeenth resolution of this General Meeting;
- 3) resolves to cancel the preferential subscription rights of the shareholders to the shares to be issued or other securities giving access to share capital and securities to which these securities give entitlement to be issued under this resolution and to reserve the subscription rights to the category of beneficiaries having the following characteristics: (i) any entity held by a bank or any bank, which participates, at the request of the Company in the implementation of a structured offering for employees and corporate officers (*mandataires sociaux*) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (ii) and/or employees and corporate officers (*mandataires sociaux*) of companies related to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, and having their registered office outside France; (iii) and/or collective investment vehicles (OPCVM) or any other employee shareholding vehicle invested in the Company's securities, irrespective of whether it is a legal entity, the unitholders of which will be the persons referred to in (ii) above;
- 4) resolves that the subscription price for the new shares will be at least 85% of the average listed price of the Company's share on Euronext Paris on the 20 trading days preceding the day of the corporate decision setting the opening day of the subscription period carried out on the basis of the seventeenth resolution. However, the General Meeting of Shareholders expressly authorizes the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discount, within the legal and regulatory limits, in order to take account of, inter alia, the legal, accounting, tax and social security rules applicable locally;
- 5) resolves that the characteristics of the other securities giving access to the Company's share capital will be determined by the Board of Directors according to the conditions laid down by the regulations;
- 6) resolves that the Board of Directors will have all the necessary powers, with the option for delegation or sub-delegation, in accordance with the legal and regulatory provisions, within the limits and under the conditions specified above, to determine all the terms and conditions of transactions and, in particular, to decide on the amount to be issued, the issue price and the terms of each issue, set the list of beneficiaries of the cancellation of the preferential subscription rights within the category defined above and the number of shares to be subscribed by each of them, to determine the opening and closing dates for subscriptions, to determine the date, which may be retroactive, from which the new shares will be eligible for dividends, to apply for their admission to listing on the stock market wherever they are advised to do so, to record the share capital increase in the amount of shares effectively subscribed for, to make all necessary arrangements to carry out the share capital increases, carry out all formalities arising therefrom and amend the by-laws accordingly, and at its sole discretion, and if it deems it appropriate, to deduct the fees involved in carrying out the share capital increases from the premiums relating to these increases as well as the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2021 in its twenty-second resolution.

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

Nineteenth resolution

Delegation of authority 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, pursuant to the provisions of Articles L. 236-9, II of the French Commercial Code, its authority to decide, on one or more occasions and at its sole discretion, on one or more mergers by absorption in the context of transactions in which the Company is the absorbing company;
- 2) notes, where applicable, that in accordance with Article L. 236-9, II paragraph 4, one or more shareholders of the Company representing at least 5% of the share capital may apply to the courts, within the time limit set by the applicable regulations, for the appointment of a proxy to convene the General Meeting of the Company to vote on the approval of the merger or draft terms of merger;
- 3) resolves that the Board of Directors may not, without prior authorization by the General Meeting, use this authorization as from the filing by a third party of a draft public offer for the Company's shares until the end of the offering period;
- 4) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2020 in its seventeenth resolution.

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 to the Board of Directors to increase the share capital by issuing shares, in the event that the Board of Directors uses the authorization 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) authorizes the Board of Directors, pursuant to Articles L. 236-9, II and L. 225-129 to L. 225-129-5 of the French Commercial Code, to decide to increase the share capital by issuing shares in the event of one or more mergers by absorption decided on by the Board of Directors under the nineteenth resolution of this General Meeting and requiring a capital increase;
- 2) resolves that the Board of Directors an delegate to the Chief Executive Officer, or in agreement with the latter, to one or more Directeurs Généraux Délégués, in accordance with the applicable law, all the powers required to decide upon capital increases;
- 3) resolves that any issue of preference shares and securities giving access to preference shares that may be carried out immediately or in the future under the present authorization cannot exceed €10 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 maximum nominal amount that may be issued under this resolution will count toward the overall nominal amount for capital increases of €12 million set in the fourteenth resolution of the General Meeting of May 26, 2021 or by any other resolution having the same purpose that may succeed it during the period of validity of this authorization;
- 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, without prior authorization by the General Meeting, use this authorization as from the filing by a third party of a draft public offer for the Company's shares until the end of the offering period;
- 7) resolves that this delegation cancels the delegation of the same nature granted by the Combined General Shareholders' Meeting of May 26, 2020 in its eighteenth resolution.

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-first resolution

Powers for formalities

The General Meeting hereby grants any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.

Each shareholder, regardless of the number of shares it holds, has the right to participate to the General Meeting.

In order to attend this General Meeting, shareholders have to evidence that they are registered personally or through a financial intermediary on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on **May 17, 2022 at 00:00 am**, Paris time), whether in registered accounts held by the Company or in bearer accounts held by an accredited intermediary.

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

To participate in this General Meeting, the shareholders may elect one of the following options:

1. physically attend the General Meeting; or
2. giving a proxy to any person of his choice in accordance with the French legal requirements; or
3. sending a proxy to the Company with indication of the President of the General Meeting as the representative or with no indication of the representative; or
4. voting by post; or
5. voting electronically via the VOTACCESS secured platform **prior to the General Meeting**.

Physical participation in the General Meeting

Shareholders willing to personally attend the General Meeting request an admission card:

- by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3. These requests must be received by Société Générale, Service des Assemblées, to be taken into account, the third business day prior to the General Meeting (i.e. **on May 16, 2022 at the latest**) with a pre-paid envelop attached to the convening notice. This request can be carried out by forwarding the voting or the proxy form on which the request for an admission card can also be found;
- for holders of bearer shares, by forwarding to the accredited financial intermediary, certificate is also provided to the shareholder willing to attend physically the General Meeting and who did not receive its admission card on the second business day at 0:00 am Paris time prior to the General Meeting (i.e. **on May 17, 2022 at 0:00 am**).

Shareholders who access the VOTACCESS platform may request their admission card via this platform.

Proxy or vote by post

A voting and proxy form will automatically be sent by regular mail, unless the shareholder has requested to be convened by electronic means, to shareholders registered directly with the issuer (pure or administered) since 30 days at least prior to the date of the convening notice publication.

For holders of bearer shares, the voting and proxy form will be forwarded to them on their request by simple letter to their accredited financial intermediary.

It is reminded that, according to the law and the by-laws:

- request for voting form or proxy must be received by Société Générale **at least six days** prior to the date of the meeting, i.e., on **May 13, 2022** at the latest;
- voting forms or proxies will only be taken into consideration if they are duly completed and accompanied, as the case may be, by the attendance certificate (*attestation de participation*) and must be received by Société Générale, **at least three days** before the date of the General Meeting, i.e., on **May 16, 2022 at the latest**.

Shareholders may revoke their proxy, provided that the revocation is transmitted to the Company and is done in the same conditions than those required for the designation of a proxy.

As an exception to the above, shareholders may designate or revoke their representative by electronic means until **the day before the General Meeting at 3.00 pm** Paris time (i.e., **until May 18, 2022 at 3.00 pm**, Paris time) by using the VOTACCESS voting platform or by e-mail with an electronic signature resulting from a reliable identification process guaranteeing its link with the contents of the email to which the electronic signature is related, the shareholder being responsible for obtaining any electronic signature certificates or keys, to the following address DS.Mandataire-AG@3ds.com and including the following information:

- for the holders registered directly with the issuer: last name, first name, address, and login Société Générale (mentioned on the top left of the account report), and the last and first names of the designated or revoked representative;
- for the holders of bearer shares: last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder must ask to his financial intermediary which manages his securities account to send a confirmation to the “Service des Assemblées” of Société Générale which he knows the electronic details.

In order for the designations or revocations of mandates made by post mail to be taken into account, confirmations will have to be received on **May 16, 2022** at the latest. The abovementioned e-mail address will only be able to deal with the requests of designation or revocation of representatives; any other request will not be considered.

Vote by internet

Shareholders may **vote electronically via the VOTACCESS platform which will open from May 2, 2022 at 9:00 a.m. until May 18, 2022 at 3:00 p.m.** To avoid potential saturation, it is recommended not to wait until the ultimate date to connect to the platform.

Only the holders of bearer shares whose financial intermediaries have adhered to the VOTACCESS system and propose this service for this General Meeting, may get access to it. Financial intermediaries of holders of bearer shares who do not adhere to the VOTACCESS system or provide terms of use to access the voting platform shall inform them how to proceed.

The holder of registered shares shall connect to the website www.sharinbox.societegenerale.com using his/her access code Sharinbox reminded on the voting and proxy form received by mail with his/her notification. The password to connect the website has been sent to him/her by Société Générale Securities Services. This password may be re-sent to the shareholder by clicking “Get your codes” on the website’s opening page. The shareholder must then click “Reply” from the General Meeting’s tool bar on the website’s opening page and click “Participe”. Then the shareholder will be re-directed automatically to the voting system. The holder of bearer shares will connect with his/her usual codes on the financial intermediary’s web portal in order to access the VOTACCESS system and follow the on-screen instructions.

The shareholder having voted by post or sent a proxy or requested for his/her certificate may not be able to choose another way of attending the General Meeting.

In accordance with the provisions of Article L.22-10-48 of the French Commercial Code, it is reminded that any person holding alone or in concert, pursuant to one or several temporary transfer transactions relating to these shares or any transaction entailing a right or obligation to resell or return these shares to the transferor, a number of shares representing more than two-hundredth of the voting rights, shall inform the Company and the *Autorité des marchés financiers*, on the second business day preceding the General Meeting at 00:00 am, Paris time at the latest (i.e., **on May 17, 2022 at 00:00 am**, Paris time at the latest) and when the agreement organizing this transaction remains effective on that date, of the total number of shares temporarily held. In case of failure to inform under the conditions described above, the shares are deprived from their voting rights for the relevant General Meeting and for any further General Meeting that would be held until said shares are resold or returned.

Requests to include points or proposed resolutions in the agenda must be sent by electronic communication to the address 3DS.AGM@3ds.com or by registered letter with recorded delivery to the registered office, to the attention of the Chairman of the Board of Directors, in order to be delivered at the latest twenty five days prior to the General Meeting, i.e. and as it will be a Sunday, on Monday, April 25 2022 at the latest, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French Commercial Code (i.e., representing a minimum percentage of the share capital). The Social and Economic Committee (*Comité Economique et Social*) may request the inscription of proposed resolutions to the agenda within **ten days following the publication** of the present preliminary notification, i.e., **on April 21, 2022** at the latest. The request to add a point to the agenda has to be motivated. The request to include proposed resolutions must be accompanied with the text of the resolutions and a brief presentation of them.

Translation for information purpose only

These requests must be accompanied with an attendance certificate (*attestation de participation*). It is also reminded that the examination by the General Meeting of the points or the proposed resolutions that will be presented is subject to the communication by the concerned persons, **on the second business day preceding the General Meeting at 00:00 am**, Paris time at the latest (i.e., **on May 17, 2022 at 00:00 am**, Paris time at the latest), of a new certificate evidencing the registration of their securities in accordance with the above-mentioned conditions.

Shareholders may send written questions, pursuant to the provisions of article L.225-108 para. 3 of the French Commercial Code, **on the fourth business day preceding the General Meeting** at the latest, i.e., **on May 13, 2022** at the latest, by electronic communication to the address 3DS.AGM@3ds.com or by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They must be accompanied by an attendance certificate (*attestation de participaton*).

The information mentioned in Article R. 22-10-23 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, shall be published on www.3ds.com the twenty-first day before the General Meeting at the latest, i.e., on **April 28, 2022 at the latest**. They shall also be available for consultation at the registered office, should administrative restrictions allow it, otherwise on abovementioned Company's website.

The text of the agenda items and proposed resolutions of shareholders added to the General Meeting's agenda shall be published within the prescribed time limit on the abovementioned Company's website.

The Board of Directors