

DASSAULT SYSTEMES

Société européenne with a share capital of €131,463,984
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 they will be invited to attend the Combined General Meeting of Shareholders to be held on Thursday May 23, 2019 at 3.00 pm, at the registered office, 10 rue Marcel Dassault – 78140 Vélizy-Villacoublay, France – on the following agenda and resolutions:

Ordinary General Meeting:

- Approval of the parent company annual financial statements,
- Approval of the consolidated financial statements,
- Allocation of the results,
- Related-party agreements (*conventions réglementées*),
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board,
- Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman of the Board and Chief Executive Officer,
- Compensation elements due or granted with respect to 2018 to Mr. Charles Edelstenne, Chairman of the Board,
- Compensation elements due or granted with respect to 2018 to Mr. Bernard Charlès, Vice-Chairman of the Board and Chief Executive Officer,
- Re-appointment of Mrs. Catherine Dassault,
- Re-appointment of Mrs. Toshiko Mori,
- Authorization to repurchase Dassault Systèmes’ shares,

Extraordinary General Meeting:

- Authorization granted to the Board of Directors to reduce the share capital by cancellation of previously repurchased shares in the framework of the share repurchase program,
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to the Company’s other equity securities or granting entitlement to the allocation of debt securities and to issue securities giving access to Company equity securities to be issued, with preferential subscription rights for shareholders,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to the Company’s share capital or granting entitlement to the allocation of debt securities and to issue securities giving right to equity securities to be issued, without the shareholders’ preferential subscription rights and by means of a public offering,
- Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities and to issue securities giving right to equity capital to be issued, without preferential shareholder subscription rights, under a private placement offering referred to in II

of Article L. 411-2 of the French Monetary and Financial Code,

- Delegation of authority granted to the Board of Directors to increase the number of securities to issue in the case of a share capital increase with or without preferential subscription rights,
- Delegation of authority granted to the Board of Directors to increase the capital by incorporating reserves, profits or premiums,
- Delegation of powers granted to the Board of Directors to increase the capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities as well as securities giving right to equity securities to be issued, within the limit of 10%, to remunerate contributions in kind of shares,
- 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,
- 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,

Both Ordinary and Extraordinary General Meeting:

- Powers for formalities.

DRAFT RESOLUTIONS

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, 2018, 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 the Group 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, 2018, 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 €331,252,669.66⁽¹⁾ as follows:

• to the legal reserve	€75,164.90
• to a Special Reserve Account ⁽²⁾	€4,000.00

• for the distribution to the 262,927,968 shares forming the share capital as of 02/28/2019	
of a dividend of (€0.65 x 262,927,968 shares) ⁽³⁾	€170,903,179.20
• to retained earnings	€160,240,325.56

which, increased by the retained earnings from the previous years of €2,207,342,151.44, brings the amount of retained earnings to €2,367,582,477.00

- (1) After allocation to the legal reserve and the Special Reserve Account, this profit increased by the retained earnings from previous years of €2,207,342,151.44 results in a distributable profit of €2,538,485,656.20.
- (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, 2019 and the date of the General Meeting of May 23, 2019, 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 3,080,934, i.e. a maximum amount of a supplementary dividend of €2,002,607.10.

Shares will be traded ex-dividend as of May 29, 2019 and dividends made payable on May 31, 2019.

On the date of payment, the amount of the dividend corresponding to (i) the treasury shares of Dassault Systèmes SE and (ii) the Dassault Systèmes shares held by SW Securities LLC, a company which is controlled by the Dassault Systèmes Group, will be allocated to “retained earnings”, in accordance with the provisions of Article L. 225-210 of the French Commercial Code and the contractual 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, 2019 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 shareholders will, upon exercise of an individual option of the shareholders, either be subject to the flat tax of 12.8%, or be taken into account for determining shareholders’ total revenue subject to the progressive rate of income tax for the year during which it was received (article 200A of the French General Tax Code) after application of an uncapped deduction of 40% (as provided by Article 158-3-2 of the French General 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).

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:

	2017	2016	2015
Dividend (in euros)	0.58	0.53	0.47
Number of shares eligible for dividends	259,243,696	258,532,488	257,154,032

FOURTH RESOLUTION

Related-party agreements (conventions réglementées)

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***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board***

The General Meeting, having reviewed the report established in accordance with Article 225-37-2 of the French Commercial Code, approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Chairman of the Board in connection with his mandate, as indicated in the 2018 Annual Report, under Chapter 5 “Corporate Governance”, paragraph 5.1.3 “Principles established by the Board of Directors pertaining to compensation of the Executive Officers and directors”.

SIXTH RESOLUTION***Policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice Chairman of the Board and Chief Executive Officer***

The General Meeting, having reviewed the report established in accordance with Article 225-37-2 of the French Commercial Code, approves the policies and criteria used to determine, distribute and allocate the fixed, variable and exceptional components of the total compensation and benefits of all kinds granted to the Vice-Chairman of the Board and Chief Executive Officer in connection with his mandate, as indicated in the 2018 Annual Report, under Chapter 5 “Corporate Governance”, paragraph 5.1.3 “Principles established by the Board of Directors pertaining to compensation of the Executive Officers and directors”.

SEVENTH RESOLUTION***Compensation elements due or granted with respect to 2018 to Mr. Charles Edelstenne, Chairman of the Board***

The General Meeting, having reviewed the report established in accordance with Article 225-37-2 of the French Commercial Code, approves the compensation elements due or granted with respect to 2018 to Mr. Charles Edelstenne, Chairman of the Board, as indicated in the 2018 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.1.4.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

EIGHTH RESOLUTION***Compensation elements due or granted with respect to 2018 to Mr. Bernard Charlès, Vice Chairman of the Board and Chief Executive Officer***

The General Meeting, having reviewed the report established in accordance with Article 225-37-2 of the French Commercial Code, approves the compensation elements due or granted with respect to 2018 to Mr. Bernard Charlès, Vice-Chairman of the Board and Chief Executive Officer, as indicated in the 2018 Annual Report (*Document de référence*), under Chapter 5 “Corporate Governance”, paragraph 5.1.4.1 “Compensation of the Company’s Corporate Officers (*mandataires sociaux*)”.

NINTH RESOLUTION***Re-appointment of Mrs. Catherine Dassault***

The General Meeting notes that Mrs. Catherine 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, 2022.

TENTH RESOLUTION***Re-appointment of Mrs. Toshiko Mori***

The General Meeting notes that Mrs. Toshiko Mori'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, 2022.

ELEVENTH RESOLUTION***Authorization to repurchase Dassault Systèmes's shares***

The General Meeting, having reviewed the report of the Board of Directors, authorizes the Board of Directors to purchase a maximum of 10,000,000 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 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. stimulate the market or provide liquidity for Dassault Systèmes shares through the intermediary of an investment services provider by means of a liquidity contract complying 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).

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 €600 million, this condition being cumulative with the cap of 10,000,000 Dassault Systèmes shares.

Dassault Systèmes SE may not purchase shares at a price per share which exceeds €180 (excluding acquisition costs), and in any case the price per share may not exceed 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, 2019. 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

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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) appear to extend or to complete the authorized objectives concerning the share repurchase 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 repurchase program authorized by the Combined General Shareholders' Meeting of May 22, 2018, in its fifteenth resolution.

EXTRAORDINARY GENERAL MEETING

TWELFTH 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 repurchase 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 cancellation, in one or several transactions, of all or part of the shares repurchased by the Company pursuant to its share repurchase program, up to a limit of 10% of the share capital over periods of twenty-four months;
- deduct the difference between the repurchase value of the cancelled 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, 2019.

THIRTEENTH RESOLUTION

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

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

1. delegates to the Board of Directors, in application of the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to issue, on

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one or more occasions, at the time or times and in the proportions that it deems fit, both in France and abroad, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or any other securities giving access to the Company's equity securities to be issued, it being specified that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with the latter, to one or several Deputy Chief Executive Officers, in accordance with the applicable laws, all powers necessary to decide on any capital increase;

2. resolves that any issue of preference shares and securities giving access to preference shares is excluded;
3. resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €12 million, it being specified that this overall cap is fixed not taking into account the nominal amount of the shares to be issued to preserve the rights of holders of securities or other rights giving access to the Company's share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, the contractual provisions allowing other adjustments;
4. also resolves that the nominal amount of the Company's debt securities that may be issued under the present authorization, will be a maximum of €1 billion or the corresponding value of -this amount in foreign currency or in accounting units calculated by reference to several currencies;
5. resolves that shareholders can exercise, under the conditions provided by law, their preferential rights to subscribe to shares, equity securities and other securities issued under the present resolution;
6. resolves that if the irreducible and, if any, reducible subscriptions have not absorbed the entire share, equity securities or other securities issue, the Board of Directors can offer to the public all or part of the unsubscribed shares;
7. notes that this authorization entails that shareholders waive, in favor of holders of securities giving access to the Company's share capital likely to be issued, their preferential subscription rights to the equity securities to which these securities carry entitlement;
8. resolves that the amount paid or due to the Company for each of the shares issued under the present authorization must be at least equal to the par value of the shares on the issue date;
9. resolves that the Board of Directors can, if it deems it appropriate, make any accounting entries on the issue premium(s) and in particular the expenses, duties and fees incurred as a result of the issues, and, where necessary, deduct from the amount the sums required to bring the legal reserve to one tenth of the new share capital after each issue;
10. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
11. resolves that the present authorization cancels the authorization of the same kind granted by the Combined General Shareholders' Meeting on May 23, 2017 in its seventeenth resolution.

The authorization thus granted to the Board of Directors is valid for 26 months from the date of this General Meeting.

FOURTEENTH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to the Company's share capital or granting entitlement to the allocation of debt securities and to issue securities giving right to equity securities to be issued, without the shareholders' preferential subscription rights and by means of a public offering

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

1. delegates to the Board of Directors, in application of the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-94 of the French Commercial Code, its authority to decide upon, by means of public offering or, where applicable, subject to the approval of a specific resolution for this purpose by the General Meeting, by an offering outlined in II of Article L. 411-2 of the French Monetary and Financial Code, on one or several occasions, at the time or times that it fixes and in the proportions that it deems fit, both in France and abroad:
 - a. the issue of shares and/or equity securities giving right to other equity securities or granting entitlement to the allocation of Company debt securities and/or any other securities giving access to Company equity securities to be issued;
 - b. the issue of shares and/or equity securities giving right to other equity securities or granting entitlement to Company debt securities and/or any other securities giving right to Company equity securities to be issued further to the issue by the companies in which the Company owns, directly or indirectly, more than half of the capital, of any equity securities or any securities giving right to Company equity securities to be issued;
 - c. the issue of shares and/or equity securities and/or securities by the Company giving right to equity securities to be issued of a company in which it owns, directly or indirectly, more than half of the share capital;
 - d. the issue by the Company of securities giving right to existing equity securities or granting entitlement to the allocation of debt securities of another company in which the Company does not own, directly or indirectly, more than half of the share capital.

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

The present resolution automatically entails that shareholders waive, for the benefit of holders of securities likely to be issued by subsidiaries, their preferential subscription right to equity securities to which these securities grant entitlement;

2. resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present authorization cannot exceed €12 million, it being specified that this 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;
3. 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 thirteenth resolution of the present Meeting;
4. resolves that any issue of preference shares and securities giving access to preference shares is excluded;

5. resolves that this share capital increase may result from the exercise of an allocation right resulting from any securities issued by any company in which the Company owns, directly or indirectly, more than half of the share capital and with the agreement of the latter;
6. resolves, also, that the nominal amount of the securities representing debt that are likely to be issued under the present delegation, will be a maximum of €1 billion or the corresponding value of this amount in foreign currency or in accounting units fixed by reference to multiple currencies, and will be included in the cap of €1 billion fixed under the thirteenth resolution of the present Meeting;
7. resolves to cancel shareholders' preferential subscription right to shares, equity securities and other securities to be issued, it being understood that the Board of Directors can grant shareholders a priority subscription period for all or part of the issue, during the time and according to the conditions fixed, in accordance with the provisions of Article L. 225-135 of the French Commercial Code, this priority subscription period does not constitute negotiable rights;
8. notes that this authorization entails that shareholders waive, in favor of holders of securities giving access to the Company's share capital likely to be issued, their preferential subscription rights to the equity securities to which these securities carry entitlement;
9. resolves that the sum that is or will become receivable by the Company for each of the shares issued or to be issued under the present delegation will be at least equal to the minimum value fixed by the applicable regulations at the time when the present delegation is used, which is currently the average weighted trading price of the Company share on the regulated market of Euronext Paris on the three latest trading days prior to determining the issue price, with a maximum discount of 5% and after, where applicable, adjustment of this amount to take into account the difference in effective date;
10. resolves that the Board of Directors may use this authorization, in whole or in part, to remunerate securities that are tendered in a public exchange offer initiated by the Company, under the terms and conditions set out in Article L. 225-148 of the French Commercial Code;
11. resolves that the Board of Directors can, if it deems it appropriate, make any accounting entries on the issue premium(s) and in particular the expenses, duties and fees incurred as a result of the issues, and, where necessary, deduct from the amount the sums required to bring the legal reserve to one tenth of the new share capital after each issue;
12. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
13. resolves that the present authorization cancels the authorization of the same kind granted by the Combined General Shareholders' Meeting on May 23, 2017 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.

FIFTEENTH RESOLUTION

Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities and to issue securities giving right to equity capital to be issued, without preferential shareholder subscription rights, under a private placement offering referred to in II of Article L. 411-2 of the French Monetary and Financial Code

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

1. delegates to the Board of Directors, in application of the provisions of Article L. 225-136 of the French Commercial Code, its authority to decide upon, under the conditions set out in the fourteenth resolution of the present Meeting, the issue of equity or debt securities, by means of an offering outlined in II of Article L. 411-2 of the French Monetary and Financial Code;
2. resolves that the maximum nominal amount of the capital increases that may be performed immediately or in the future under the present delegation will be included in the maximum overall nominal cap for capital increases of €12 million established in the thirteenth resolution of the present Meeting;
3. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
4. resolves that the present authorization cancels the authorization of the same kind granted by the Combined General Shareholders' Meeting on May 23, 2017 in its nineteenth resolution.

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

SIXTEENTH RESOLUTION

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

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

1. delegates to the Board of Directors, in application of the provisions of Article L. 225-135-1 of the French Commercial Code, its authority to increase the number of securities to issue for each of the issuances with or without preferential subscription rights decided upon pursuant to the thirteenth, fourteenth and fifteenth resolutions of the present Meeting, within 30 days of the closure of the subscription, within the limit of 15% of the initial issue and at the same price as that of the initial issue;
2. 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 present Meeting;
3. resolves that the Board of Directors can, if it deems it appropriate, make any accounting entries on the issue premium(s) and in particular the expenses, duties and fees incurred as a result of the issues, and, where necessary, deduct from the amount the sums required to bring the legal reserve to one tenth of the new share capital after each issue;

4. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period.

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 increase the capital by incorporating reserves, profits or premiums

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings in application of the provisions of Article L. 225-130 of the French Commercial Code, and after having read the report of the Board of Directors:

1. delegate to the Board of Directors its authority to decide to increase the share capital, on one or several occasions, at the time or times that it fixes and in the proportions that it deems fit, by incorporating reserves, profits, premiums or other amounts whose capitalization is accepted, or by the combination of such capital increase with a cash increase carried out pursuant to the thirteenth, fourteenth, fifteenth and sixteenth resolutions of the present Meeting, by issuing and granting free shares or increasing the nominal value of existing shares, or finally by combining the two operations, it being specified 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, under the conditions permitted by law, all powers required to decide upon the share capital increase;
2. resolves that the maximum nominal amount of the capital increases that may be performed under the present authorization cannot exceed €12 million, it being specified that this 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;
3. resolves that this maximum nominal amount will be included in the overall maximum nominal amount of the capital increases that may be performed pursuant to the thirteenth resolution of the present Meeting;
4. resolves that rights forming odd lots will not be negotiable and that the corresponding shares will be sold. The sums resulting from such sale will be allocated to the holders of rights at the latest 30 days following the date of registration in their account of the whole number of shares allocated;
5. resolves that the Board of Directors can, if it deems it appropriate, make any accounting entries on the issue premium(s) and in particular the expenses, duties and fees incurred as a result of the issues, and, where necessary, deduct from the amount the sums required to bring the legal reserve to one tenth of the new share capital after each issue;
6. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
7. resolves that the present authorization cancels the authorization of the same kind granted by the Combined General Shareholders' Meeting on May 23, 2017 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.

EIGHTEENTH RESOLUTION

Delegation of powers granted to the Board of Directors to increase the capital by issuing shares or equity securities giving right to other equity securities or giving right to the allocation of debt securities as well as securities giving right to equity securities to be issued, within the limit of 10%, to remunerate contributions in kind of shares

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

1. delegates to the Board of Directors, in application of the provisions of Article L. 225-147 of the French Commercial Code, the powers required to increase the share capital by issuing Company shares and/or equity securities giving access to other equity securities or giving right to the allocation of Company debt securities and/or securities giving access to equity securities to be issued, up to a limit of 10% of the share capital, on the basis of the Statutory Auditors' reports, to remunerate contributions in kind granted to the Company and made up of equity securities or securities giving access to capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable;
2. resolves that the Board of Directors will have all powers to implement the present delegation, in particular for the purpose of determining all the terms and conditions for the transactions authorized and in particular to evaluate the contributions and the granting, where applicable, of specific benefits, to fix the number of securities to be issued in consideration of the contributions as well as the dividend entitlement date, to make, if necessary, any charge against issue premium(s), in particular for expenses incurred as a result of the issues, to record the completion of the capital increase and amend the by-laws accordingly, and in general take all measures necessary and conclude all agreements and carry out all formalities required in particular for the admission of the shares to trading;
3. notes, if necessary, that the present delegation entails that shareholders waive their preferential subscription rights to the Company's equity securities to which the securities which may be issued under the present delegation could grant entitlement;
4. resolves that the Board of Directors may not, unless approved by the General Meeting, use this authorization as from the submission of a tender offer on the Company's shares by a third party and until the end of the tender offer period;
5. resolves that the present authorization cancels the authorization of the same kind granted by the Combined General Shareholders' Meeting on May 23, 2017 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.

NINETEENTH 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 3% of the share capital. This limit should be assessed at the time when the Options are granted by the Board taking into account not only the new Options offered but also those from preceding allocations 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 (i) in the case of subscription options, this price must exceed 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 (ii) in the case of purchase options, this price must exceed the value indicated in (i) above and the average purchase price of the shares indicated in Article L. 225-179 of the French Commercial Code.

As an exception to the above, for the executive officers (*dirigeants mandataires sociaux*), the subscription price for the new shares or the purchase price of existing shares by exercising the Options will equal to 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, without any discount applicable.

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 all 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):
- the validity period for the Options, it being understood that the Options must be exercised within a maximum of ten years,

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- 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,
 - 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,
 - 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,
 - 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 26, 2016 in its fifteenth resolution.

TWENTIETH 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 €5 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. 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 €2 million fixed in the

thirteenth resolution of the present General Meeting;

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 22, 2018 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, to be represented or to vote by post, 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 21, 2019 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 accredited intermediary must be demonstrated by a certificate (*attestation de participation*) issued by the accredited intermediary to the holder of the shares.

The shareholders willing to attend personally the General Meeting may request their admission card:

- for the holders registered directly with the issuer, by sending their request to Société Générale, Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France. In order to be taken into consideration, admission card requests must be received by Société Générale, Service des Assemblées, at the latest on the third business day prior to the date of the General Meeting (i.e., at the latest on May 20, 2019). A certificate (*attestation de participation*) is also delivered to the shareholder willing to attend the General Meeting in person and who has not received its admission card on the second business day preceding the General Meeting at 00:00 am, Paris time (i.e., on May 21, 2019 at 00:00 am, Paris time). This request may be made by returning the post voting form or the proxy on which the admission card request is mentioned;
- for the holders of bearer shares, by sending their request to the financial intermediary who manages their securities account.

Instead of being physically present to the General Meeting, every shareholder may elect one of the following options:

1. giving a proxy to any person of his choice in accordance with the French legal requirements;
2. sending a proxy to the Company with no indication of the representative;
3. voting by post.

A voting form or a proxy will be automatically sent by mail to the holders of registered shares (directly or through a financial intermediary).

Holders of bearer shares can obtain a voting form or a proxy on request sent by simple letter to their financial intermediary or to Société Générale, Service des Assemblées, CS 30812 - 44308 Nantes Cedex 3, France.

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

- request for voting form or proxy must be received by the Company or Société Générale at least six days prior to the date of the meeting, i.e., on May 17, 2019 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 certificate (*attestation de participation*) and must be received by the Company or Société Générale, at least three days before the date of the General Meeting, i.e., on May 20, 2019 at the latest.

The 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 in accordance with Article R.225-79, paragraph 5 of the French Commercial Code.

By exception to the above, shareholders may designate or revoke their representative by e-mail sent until the day before the General Meeting at 3.00 pm Paris time (i.e., until May 22, 2019 at 3.00 pm, Paris time) 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 registered with a custodian or the bearer holders: last name, first name, address, and the full banking references, and the last and first names of the designated or revoked representative; the shareholder will imperatively need to 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 fax 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 20, 2019 at the latest. The above-mentioned 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.

A shareholder who has voted by post, sent a proxy or asked for an admission card or a certificate (*attestation de participation*) in the abovementioned conditions, has no possibility to choose another way of attending the General Meeting.

In accordance with the provisions of Article L.225-126 I 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 21, 2019 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 to the registered office by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors, within twenty days following the publication of the present notice, i.e., on April 18, 2019 at the latest, for shareholders fulfilling the conditions set up in Article R. 225-71 of the French Commercial Code (i.e.,

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representing a minimum percentage of the share capital). The Works' council may request the inscription of proposed resolutions to the agenda within ten days following the publication of the present notice, i.e., on April 8, 2019 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.

These requests must be accompanied with a certificate of registration (*attestation d'inscription en compte*). It is also reminded that the examination by the General Meeting of Shareholders 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 21, 2019 at 00:00 am, Paris time at the latest), of a new certificate justifying of the registration of their securities in the above-mentioned conditions.

Shareholders may send written questions on the fourth business day preceding the General Meeting at the latest, i.e., on May 17, 2019 at the latest, by registered letter with recorded delivery to the attention of the Chairman of the Board of Directors at the registered office. They imperatively need to be accompanied by a certificate of registration (*attestation d'inscription en compte*).

The information mentioned in Article R. 225-73-1 of the French Commercial Code, in particular the documents intended to be presented to this General Meeting, will be published on www.3ds.com the twenty-first day before the General Meeting at the latest, i.e., on May 2, 2019 at the latest. They will also be available for consultation at the registered office.

The draft of the points and the resolutions added to the agenda, presented by shareholders will be published with no delay on the Company's website above-mentioned.

The Board of Directors