



**ELEMENTS RELATING TO THE CHIEF EXECUTIVE OFFICER'S COMPENSATION AND
ASSOCIATION IN THE SHARE CAPITAL OF THE COMPANY**

BOARD OF DIRECTORS OF SEPTEMBER 7, 2012

Pursuant to the authorisation by the General Meeting of shareholders of May 27, 2010, the Board of Directors of Dassault Systèmes SA, at its meeting of September 7, 2012, decided, upon the proposal of the Compensation and Nomination Committee, to grant free shares, as follows:

- 539,230 performance shares to 939 beneficiaries, of which 14 000 shares granted to the Chief Executive Officer; such shares are subject, in their entirety, to a performance condition applicable over several fiscal years, which satisfaction is measured based on the Non-IFRS Earnings Per Share on a consolidated basis (EPS) of Dassault Systèmes achieved compared with the corresponding EPS Objective published;
- 150,000 shares to the Chief Executive Officer as part of the plan implemented for several years to associate him in the share capital of Company, in recognition of his entrepreneurial contribution to the Company for more than thirty years, so as to provide him with a shareholding in line with those of his peers in high tech companies throughout the world.

In accordance with the AFEP-MEDEF Code, both grants to the Chief Executive Officer are also subject in their entirety to performance conditions over several fiscal years.

For more information regarding the compensation of the Chief Executive Officer for fiscal year 2012, please refer to pages 84 and following of the English translation of the 2011 Annual Report which was filed with the French Financial Markets Authority (AMF) on March 29, 2012. This document is available on Dassault Systèmes' internet website <http://www.3ds.com> (heading Company/Finance/Overview).

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