



**Elements relating to the Chief Executive Officer's compensation and association in  
the share capital of the Company**

**Board of Directors of February 21, 2014**

Pursuant to the authorization by the General Meeting of shareholders of May 30, 2013, the Board of Directors of Dassault Systèmes SA, at its meeting of February 21, 2014, decided, upon the proposal of the Compensation and Nomination Committee, to grant 150,000 shares to the Chief Executive Officer. This allocation of shares is done as part of the plan adopted several years ago to progressively associate the Chief Executive Officer with the Company's capital, with the goal of recognizing his entrepreneurial role during more than thirty years with the Company and to provide him an equity interest comparable to that of his peers in the technology companies around the world.

In accordance with the AFEP-MEDEF Code, this grant to the Chief Executive Officer is subject in its entirety to performance conditions over several fiscal years – identical to the performance conditions provided for the performance shares granted to some employees of the Group - and to a lock-up commitment with respect to the shares pertaining to at least 15% of these shares (net from taxes).

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