

Annual Shareholders' Meeting of May 26, 2016

Voting results

The Annual Shareholders' Meeting of the Company was held on May 26, 2016. The resolutions submitted to the vote of the Shareholders have been adopted as below.

	For all resolutions except resolution 3 ¹	For resolution 3 ¹
Total number of shares with voting rights:	253,776,342	253,776,342
Number of shareholders present, represented, represented by the Chairman of the Board or voting by post:	1,007	1,011
Number of votes of shareholders present, represented, represented by the Chairman of the Board or voting by post:	321,162,660	332,691,464

Ordinary General Meeting

N°	Adopted Resolutions	Total number of expressed votes	Number of shares represented	Part of the share capital represented ²	For		Against		Abstention ³	
					Number of votes	%	Number of votes	%	Number of votes	%
1	Approval of the parent company annual financial statements for the year closed December 31, 2015	320,523,069	202,625,865	79.84%	320,502,783	99.99	20,286	0.01	420	-
2	Approval of the consolidated financial statements for the year closed December 31, 2015	320,523,069	202,625,865	79.84%	320,502,783	99.99	20,286	0.01	420	-
3	Allocation of the results for the year closed December 31, 2015	331,517,051	208,391,069	82.12%	331,216,489	99.91	300,562	0.09	534,338	-
4	Option to receive payment of dividends in the form of shares	319,998,267	202,625,865	79.84%	319,591,578	99.87	406,689	0.13	525,222	-
5	Related-party agreements (<i>conventions réglementées</i>)	320,523,068	202,625,865	79.84%	319,066,909	99.55	1,456,159	0.45	421	-
6	Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Charles Edelstenne Chairman of the Board of Directors	320,506,663	202,625,865	79.84%	315,567,639	98.46	4,939,024	1.54	16,895	-

¹ As per article 11 of the by-laws of the company.

² Based on the total number of shares with a voting right as of May 24, 2016 at 0:00 am, Paris time

³ The number of abstentions is indicated in accordance with article R. 225-106-1, 3° of the French Code de commerce, but it is reminded that pursuant to the applicable legal provisions and article 29, para 3 of the by-laws of the company, for the calculation of the majority, the votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has returned a blank or spoiled ballot paper

N°	Adopted Resolutions	Total number of expressed votes	Number of shares represented	Part of the share capital represented ²	For		Against		Abstention ³	
					Number of votes	%	Number of votes	%	Number of votes	%
7	Advisory opinion on the compensation elements due or granted with respect to 2015 to Mr. Bernard Charlès Chief Executive Officer	320,956,252	202,625,865	79.84%	261,093,157	81.35	59,863,095	18.65	69,606	-
8	Re-appointment of Ms. Marie-Hélène Habert as director	320,720,213	202,625,865	79.84%	292,278,113	91.13	28,442,100	8.87	35,576	-
9	Appointment of a new director	320,488,369	202,625,865	79.84%	286,245,364	89.32	34,243,005	10.68	35,120	-
10	Determination of amount of directors' fees	320,522,246	202,625,865	79.84%	320,365,764	99.95	156,482	0.05	1,261	-
11	Re-appointment of a Principal Statutory Auditor	318,865,330	202,625,865	79.84%	314,491,330	98.63	4,374,000	1.37	1,928,159	-
12	Re-appointment of a Deputy Statutory Auditor	320,777,048	202,625,865	79.84%	315,941,216	98.49	4,835,832	1.51	16,441	-
13	Authorization to repurchase shares of Dassault Systèmes SE	320,872,577	202,625,865	79.84%	274,582,474	85.57	46,290,103	14.43	29,905	-

Extraordinary General Meeting

N°	Adopted Resolutions	Total number of expressed votes	Number of shares represented	Part of the share capital represented ⁴	For		Against		Abstention ⁵	
					Number of votes	%	Number of votes	%	Number of votes	%
14	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	320,493,822	202,625,865	79.84%	318,512,384	99.38	1,981,438	0.62	200	-
15	Authorization granted to the Board of Directors to grant options to subscribe or to purchase shares to the corporate officers (<i>mandataires sociaux</i>) and employees of Dassault Systèmes SE and its affiliated entities giving rise by virtue of law to a waiver by the shareholders to the preferential subscription right	318,352,164	202,625,865	79.84%	253,596,738	79.66	64,755,426	20.34	2,753,151	-
16	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	320,055,526	202,625,865	79.84%	315,178,393	98.48	4,877,133	1.52	430,116	-
17	Amendments to by-laws	320,448,118	202,625,865	79.84%	313,736,086	97.91	6,712,032	2.09	45,904	-

⁴ Based on the total number of shares with a voting right as of May 24, 2016 at 0:00 am, Paris time

⁵ The number of abstentions is indicated in accordance with article R. 225-106-1, 3° of the French Code de commerce, but it is reminded that pursuant to the applicable legal provisions and article 29, para 3 of the by-laws of the company, for the calculation of the majority, the votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has returned a blank or spoiled ballot paper

Ordinary and Extraordinary General Meeting

N°	Adopted Resolutions	Total number of expressed votes	Number of shares represented	Part of the share capital represented ⁶	For		Against		Abstention ⁷	
					Number of votes	%	Number of votes	%	Number of votes	%
18	Powers for formalities	320,484,881	202,625,865	79.84%	320,472,630	99.99	12,251	0.01	9,137	-

Resolutions proposed by the Works Council Extraordinary General Meeting

N°	Rejected Resolutions	Total number of expressed votes	Number of shares represented	Part of the share capital represented ⁸	For		Against		Abstention	
					Number of votes	%	Number of votes	%	Number of votes	%
A1	Amendments to by-laws relating to the election of the director representing the employees	319,915,018	202,625,865	79.84%	13,263,318	4.15	306,651,700	95.85	900,829	-
A2	Amendments to by-laws relating to the appointment by the works council, of the director representing the employees	320,616,686	202,625,865	79.84%	4,188,505	1.31	316,428,181	98.69	269,161	-
2	Amendments to by-laws relating to the appointment of the director representing the employees as member of right of the Compensation and Nomination Committee	319,270,680	202,625,865	79.84%	10,839,038	3.39	308,431,642	96.61	265,920	-
3	Amendments to by-laws relating to the payment to <i>La Fondation Dassault Systèmes</i> of the director's fees in relation with the office of the director representing the employees	318,665,419	202,625,865	79.84%	3,775,925	1.18	314,889,494	98.82	921,081	-
4	Authorization granted to the director representing the employees to distribute a quarterly newsletter to employees who subscribed to it	319,382,666	202,625,865	79.84%	12,516,427	3.92	306,866,239	96.08	108,025	-

⁶ Based on the total number of shares with a voting right as of May 24, 2016 at 0:00 am, Paris time

⁷ The number of abstentions is indicated in accordance with article R. 225-106-1, 3° of the French Code de commerce, but it is reminded that pursuant to the applicable legal provisions and article 29, para 3 of the by-laws of the company, for the calculation of the majority, the votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has returned a blank or spoiled ballot paper

⁸ Based on the total number of shares with a voting right as of May 24, 2016 at 0:00 am, Paris time